

CONSTITUTION AND BYLAWS

Japanese Canadian Association of Yukon

Amended by the membership at the general meeting on April 16, 2011

CONSTITUTION

Article One – Name of the Association

The name of the Association is Japanese Canadian Association of Yukon.

Article Two – The Purpose of the Association

The purpose of the Association is to:

1. Promote, preserve & increase understanding of Japanese culture and language
2. Organize social and recreational activities for the Japanese Canadian community and friends
3. Provide information and support to Japanese Canadians, in particular to Japanese newcomers/visitors in Yukon
4. Highlight the history and contributions of Japanese in Yukon
5. Address issues concerning the well being of the Japanese Canadian community
6. Connect with other Japanese groups across Canada

Article Three – Scope of the Association Activities

The activities of the Association will be carried on throughout the Yukon Territory, but mainly in the Whitehorse area.

BYLAWS

1) Interpretation

In these bylaws, unless the context otherwise requires,

- a) "director" means the director of the Association for the time being;
- b) "Association" means the Japanese Canadian Association of Yukon;
- c) "Board" means the Board of Directors as described in these bylaws.

2) Membership:

2.1 Membership to the Association shall be open to any person sharing in and adhering to the aims and objectives of the Constitution of the Association, and shall be comprised of two categories of members, namely:

- a) Regular members

Japanese Canadians, Japanese nationals, and their family members or partners living in Yukon.

- b) Associate members (no voting privilege)

Other persons sharing in and adhering to the objectives of the Constitution of the Association.

2.2 Membership shall commence on April 1 of each year and expire on March 31 of the following year to coincide with the fiscal year of the Association.

2.3 Membership fees must be paid prior to the Annual General Meeting in order to exercise the voting privilege at the Meeting.

2.4 Each member has the responsibility to maintain the aims and objectives of the Association and to conduct him/herself in a manner consistent with the best interests of the Association.

2.5 A member shall cease to be a member:

- a) by delivering a resignation to the secretary by mailing, emailing, or delivering it to the address of the Association;
- b) upon failure to pay membership fee within one month after the Annual General Meeting; or
- c) upon being expelled. (See 18.1-4)

3) Voting:

3.1 All regular, paid-up members over the age of sixteen (16) shall be entitled to vote at any Annual or Special General Meeting.

3.2 Voting shall be by a show of hands, except where a motion for a secret ballot has been passed.

3.3 A majority vote of the members present is required to pass any resolutions, except the amendment of the constitution. (See 17.1 & 2)

3.4 In most cases voting will take place in person, but if a person is unable to attend the meeting, and wishes to cast their vote, they may do so via electronic means (phone, fax or email) to the secretary. Voting by proxy is not accepted.

4) Office Holding:

Regular members with voting privileges shall be entitled to run for any office in the Association.

5) Board of Directors:

5.1 The Board of Directors of the Association shall consist of five (5) to nine (9) directors, elected at an Annual General Meeting of the Association.

5.2 All directors shall sit on the Board of the Association for a one-year term.

5.3 At an Annual General Meeting of the Association, the following Board of directors shall be elected:

- President
- Vice-President
- Secretary
- Treasurer
- Past President (after the first year of the establishment of the Association)
- Directors

5.4 The office of a director shall be vacated:

- a) upon receipt by the President of a written notice of resignation;
- b) upon failure to attend three (3) consecutive meetings without reasonable cause; or
- c) upon being expelled. (See 18.1-4)

5.5 The Board may appoint a member as a director to fill a vacancy of directors. The term of this appointment shall be no longer than until the next Annual General Meeting.

5.6 The Board may establish committees. A committee shall have such powers, take direction, and report in such manner as is specified in the resolution establishing the committee.

5.7 The Board shall meet as often as the need arises, and shall keep written minutes of all meetings.

5.8 The Board shall be entitled to authorize the expenditure of any amount up to the maximum limit for any purpose permitted under this Constitution and By-Laws. This maximum limit is determined, and from time to time revised, by the membership at the Annual or Special General Meeting. Any expenditure beyond this limit must have a prior approval of the membership at a General Meeting.

6) Duties of Directors

6.1 President shall:

- a) chair all meetings of the Association and the Board, except where Robert's Rules of Order dictates otherwise;
- b) supervise the other officers in fulfilling their duties; and
- c) be responsible for all communications with outside bodies regarding the association business.

6.2 Vice-President shall:

- a) carry out the duties of the President during the President's absence; and
- b) assist the President when called upon.

6.3 The Secretary shall:

- a) conduct the correspondence of the Association as directed by the President;
- b) issue notices of meetings of the Association and the Board;
- c) keep minutes of all meetings of the Association and the Board;
- d) have custody of all documents and records of the Association except those kept by the Treasurer; and
- e) maintain the register of members.

6.4 The Treasurer shall:

- a) keep the financial records, including books of accounts; and
- b) present financial statements to the directors, members and others when required.

7) Fiscal Year

Fiscal year of the Association shall be from April 1 to March 31 of the following year.

8) Annual General Meetings

8.1 There shall be an Annual General Meeting of the Association called within fifteen (15) months of its incorporation, and thereafter, between April 1 and June 30 each year.

8.2 At each Annual General Meeting, a president's report and a financial report shall be presented, and an election of directors shall be held.

9) Special General Meetings

9.1 Special General Meetings may be called by the President as the need arises.

9.2 On the receipt of a petition of twenty (20) percent of the paid-up members, the President is required to call a Special General Meeting within twenty-one (21) days.

9.3 Special General Meetings will normally be called to deal with issues or matters of some urgency that cannot wait until the next Annual General Meeting.

10) Notice of Annual or Special General Meetings

10.1 Notice of Annual General Meetings

Written notice shall be provided to all paid-up members at least twenty-one (21) days in advance of each Annual General Meeting. Such notice shall indicate the time, place, and agenda items to be discussed, and shall include the text of any special resolutions to be put before the membership at the meeting.

10.2 Notice of Special General Meetings

Written notice shall be provided to all paid-up members at least ten (10) days in advance of each Special General Meeting. Such notice shall indicate the time, place, and agenda items to be

discussed, and shall include the text of any resolutions to be put before the membership at the meeting.

10.3 Form of Written Notice

A notice sent by e-mail to those members having email accounts shall be considered written notice for all purposes and shall be deemed to have been delivered on the day immediately after it was sent.

11) Quorum

11.1 Annual or Special General Meetings

At all Annual or Special General Meetings of the Association, with the exception of the article 11.2, a quorum shall consist of twenty-five (25) percent of the paid-up members.

11.2 At the General Meetings at which the amendment of Constitution and/or Bylaws is discussed, a quorum shall consist of sixty (60) percent of the paid-up members.

11.3 Board of Directors Meetings

At all meetings of the Board, a quorum shall consist of one half of the members of the Board.

11.4 Electronic Presence

A person participating in any meeting of the Association – Annual or Special General Meetings or Board Meetings – by telephone conference or other electronic means shall be deemed to be present for the purpose of establishing a quorum.

12) Remuneration

No member of the Board may receive payment for performing the duties of his/her office, except for reimbursement for out-of-pocket expenses.

13) Records

The books and records of the Association may be inspected by any regular paid-up member at any reasonable time and place upon seventy-two (72) hours written notice to the President.

14) Borrowing Powers

The Association shall have no borrowing powers.

15) Fees

15.1 Fee schedule shall be set at the Annual General Meeting for each of the following classifications:

- a) Regular members:
 - Individual
 - Household (Two individual votes)
- b) Associate members
- c) Visitors or Students

15.2 Membership fees are non-refundable. Annual fees shall not be prorated for late registrants.

16) Review of Financial Accounts

The Association shall follow the guidelines in the "Societies Act of the Yukon Territory" with regard to the financial review.

17) Amendment of Constitution and/or Bylaws

17.1 In order to amend the Constitution, twenty-one (21) days notice, together with the full text of proposed amendment, must be provided to all paid-up members prior to the General Meeting at which the amendment is presented. A quorum for such a Meeting is sixty (60) percent of the paid-up members. (See 11.2)

17.2 Over fifty (50) percent of the entire paid-up members must be in agreement in order to pass the amendment to the Constitution. The change, however, is not effective until filed with and approved by the Registrar in accordance with the "Societies Act of the Yukon Territory".

17.3 In order to amend the Bylaws, ten (10) days notice, together with the full text of proposed amendment, must be provided to all paid-up members prior to the General Meeting at which the amendment is presented. A quorum for such a Meeting is sixty (60) percent of the paid-up members. (See 11.2)

17.4 A majority vote of the members present at a General Meeting is required for any Bylaw amendments. The change, however, is not effective until filed with and approved by the

Registrar in accordance with the "Societies Act of the Yukon Territory".

17.5 An amendment may be made to the Constitution or a Bylaw by deleting, substituting, or adding words or entire articles.

18) Expulsion of Members or Directors:

18.1 Any member may be expelled from the Association by a special resolution by the majority of the voting members present at a properly constituted Annual or Special General Meeting of the membership.

18.2 Any director may be expelled from the office by a special resolution by the majority of the voting members present at a properly constituted Annual or Special General Meeting of the membership.

18.3 The notice for proposed special resolutions for expulsion shall be accompanied by a brief statement of the reason(s) for the proposed expulsion.

18.4 The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the meeting before the resolution is put to a vote.

19) Dispute

The "Societies Act and Regulations of the Yukon Territory" shall be referred to and adhered to in the situation where the Association Constitution and Bylaws are silent or unclear in any manner.

20) Dissolution or Winding Up

In the event of the dissolution or winding up of the Association, the assets remaining after all debts have been paid or provisions for payment have been made shall, subject to the requirements of the "Societies Act and Regulations of the Yukon Territory", be distributed to one or more incorporated Yukon societies as determined by special resolution.