



**Special General Meeting
Thursday January 18, 2007
5:30pm – 6:00pm
High Country Inn
Minutes**

Present: Paul Choquette, Stephanie Churchill, Wanda Leaf, Sue Edelman, Ed Festal, Rebecca Jansen, Georgianna Low, Sandy Hachey, Jenn Houtby (staff), Shannon Kmyta(staff), Susanne Behrens (staff),

- 1. Call to Order – 5:40pm – Sandy**
- 2. Adopt agenda**

Motion: Adopt the agenda Moved by: Sue Seconded by: Ed	Motion Carried – All in favour - passed
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- 3. Adopt proposed changes to Constitutions and Bylaws listed below**

Article III – Place of Operation currently reads as follows:

The operations of the Society are to be chiefly carried out in the City of Whitehorse, Yukon.

Change to:

The operations of the Society are to be chiefly carried out in the Yukon Territory.

Motion: Adopt the proposed change Moved by: Ed Seconded by: Stephanie	Motion Carried – All in favour - passed
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Article I – Membership currently reads as follows:

1. a/ Members shall pay such annual membership fees as set by the Board of Directors.

Memberships expire at the end of the fiscal year; however there will be a grace period up to the date of the Annual General Meeting, during which memberships may be renewed and remain in good standing.

Change to:

1. a/ Members shall pay such annual membership fees as set by the Board of Directors.

Memberships expire at the end of the fiscal year; however there will be a grace period up to 90 days, during which memberships may be renewed and remain in good standing.

Motion: Adopt the proposed change		
Moved by:	Wanda	
Seconded by:	Rebecca	Motion Carried – All in favour - passed

Article I – Membership currently reads as follows:

3. Memberships may be exchanged with other Societies, upon approval of the Board of Directors.

Change to:

3. Memberships may be exchanged with other Societies, upon approval of the Board of Directors. All exchange memberships will be non-voting

Reason: To clarify the terms

Motion: Adopt the proposed change		
Moved by:	Ed	
Seconded by:	Stephanie	Motion Carried – All in favour - passed

Article I – Membership currently reads as follows:

4. Honorary memberships may be granted to individuals by the Society for special services to the Society and/or the Yukon.

Change to:

4. Honorary memberships may be granted to individuals by the Society for special services to the Society and/or the Yukon. All honorary memberships will be non-voting.

Discussion: Question asked what are special services? Currently we do not have any honorary members, however the board will review this at the next meeting.

Motion: Adopt the proposed change Moved by: Paul Seconded by: Stephanie	Motion Carried – All in favour - passed
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Article I – Membership currently reads as follows:

6. A member of the Society shall cease to be a member by delivering a resignation in writing to the registered address of the Society, upon death or dissolution, on being expelled, or on not being a member in good standing by the Annual General Meeting.

Change to:

6. Remove!

Motion: Adopt the proposed change Moved by: Paul Seconded by: Sue	Motion Carried – All in favour - passed
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Article II – Meetings currently reads as follows:

2. At the Annual General Meeting, the President shall, on behalf of the Board of Directors, present a report on the activities of the Society.

Change to:

2. At the Annual General Meeting, the President or designate shall, on behalf of the Board of Directors, present a report on the activities of the Society.

Motion: Adopt the proposed change Moved by: Wanda Seconded by: Stephanie	Motion Carried – All in favour - passed
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Article II – Meetings currently reads as follows:

3. At the Annual General Meeting, the Treasurer shall, on behalf of the Board of Directors, present a report and statement on the financial situation of the Society.

Change to:

3. At the Annual General Meeting, the Treasurer or designate shall, on behalf of the Board of Directors, present a report and statement on the financial situation of the Society.

Motion: Adopt the proposed change
Moved by: Ed
Seconded by: Wanda Motion Carried – All in favour - passed

Article II – Meetings currently reads as follows:

5. The Secretary of the Society shall give all members at least one week's notice of every Board Meeting.

Change to:

5. The Secretary of the Society shall publish notice of every Board Meeting.

Discussion: Question asked what this is a concern. Stephanie responded that technically failure to advise the membership of a board meeting prohibits YCB from conducting business at the meeting. YCB publishes all board meetings in the member newsletter and on the members section of the web-site.

Motion: Adopt the proposed change
Moved by: Paul
Seconded by: Ed Motion Carried – All in favour - passed

Article II – Meetings currently reads as follows:

9. Members in good standing will be allowed to assign a proxy vote. The Secretary of the Society must receive proxies in writing at least seven days prior to the General Meeting.

Change to:

9. Voting members may designate another paid up voting member as their proxy at any general meeting of the Association. Such proxy must be in writing and applied only to that general meeting. No member may hold more than two (2) proxies at any one (1) meeting.

Reason: Clarification that the proxy vote does not have to be received 7 days prior to the meeting, however it does have to be signed by the member that is not attending. The rule that no one person can not hold more than 2 proxy votes for any one meeting is to ensure that the vote is not swayed by one individual holding multiple votes.

Motion: Adopt the proposed change
Moved by: Ed
Seconded by: Sue Motion Carried – All in favour - passed

Article III – Quorum currently reads as follows:

2. If within 30 minutes from the time appointed for a General Meeting, a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place (take out place as we can not be guaranteed the same place); and if, at that meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present shall constitute a quorum.

Change to:

2. If within 30 minutes from the time appointed for a General Meeting, a quorum is not present, the members present shall constitute a quorum.

Reason: To avoid wasting everyone’s time and energy in repeating meetings

Motion: Adopt the proposed change
Moved by: Stephanie
Seconded by: Ed Motion Carried – All in favour - passed

Article IV – Board of Directors currently reads as follows:

1. c/ The Board of Directors shall also include non-voting advisors as outlined in Article IV – 2 or as deemed necessary by the Board of Directors.

Change to:

1. c/ The Board of Directors shall also include non-voting advisors as deemed necessary by the Board of Directors.

Motion: Adopt the proposed change
Moved by: Wanda
Seconded by: Sue Motion Carried – All in favour - passed

Article V – Elections add:

1. Elections shall be by secret ballot.
2. Officers and Directors shall be elected in the following order:
 - first - the President
 - secondly - the Vice Presidents
 - thirdly - the Secretary/Treasurer
 - fourth - the Directors.

The first election must be completed prior to the commencement of nominations and voting of the next position and so on.

Motion: Adopt the proposed change with the spelling correction of “first” instead of “firstly”
Moved by: Georgianna
Seconded by: Sue Motion Carried – All in favour - passed

Article VIII – Finance currently reads as follows:

4. The Board of Directors may, from time to time at their discretion and in accordance with the provision of the Bylaws of the Society, raise, secure, or borrow any sum(s) of money less than \$10,000 for the purposes of the Society. Sums over \$10,000 require approval of the membership by a Special Resolution.

Change to:

4. The Board of Directors may, from time to time at their discretion and in accordance with the provision of the Bylaws of the Society borrow any sum(s) of money less than \$10,000 for the purposes of the Society with the approval of the Board of Directors. Sums over \$10,000 require approval of the membership by a Special Resolution.

Discussion: Stephanie explained that this is to allow us to apply for the Tourism Co-operative Marketing Fund and other funding without being in violation of the bylaws. This serves to clarify the process.

Motion: Adopt the proposed change
Moved by: Stephanie
Seconded by: Rebecca Motion Carried – All in favour - passed

ACTION: YCB to vote on a change to the procedure of the board positions. If we were to appoint a director during the year due to a vacancy, that position goes to the next AGM. An election would then occur to fill that position for the remainder of that term.

Motion: To adjourn the meeting
Moved by: Wanda
Seconded by: Georgianna Motion Carried – All in favour - passed

4. Meeting Adjourned – 6:10PM