

CONSTITUTION

1. The name of the Association is the *Tourism Industry Association of the Yukon* (TIA Yukon), hereafter the “Association”.

2. The *mission* of the Tourism Industry Association of Yukon is to be:

The visitor industry association forging a common voice and actions to influence, promote and assist the development of tourism in the Yukon.

3. The core values of our Association are to be:

Accessible, Accountable, Transparent, Sustainable.

4. The *objectives of the Association* are to provide a territory-wide Association to represent all sectors and businesses of the tourism industry:

- a. To foster and support travel and tourism to and within the Yukon;
- b. To encourage and support the development and sustainability of tourism infrastructure in the Yukon such as roads, services, products and attractions;
- c. To enhance the development of and stimulate the business climate in the tourism industry in and around the Yukon, in order to attain the greatest possible degree of profitability and opportunity; and
- d. To increase the awareness levels in the public and private sector of the importance of the tourism industry for the Yukon.

Specifically the role of the Association shall be to:

- i. Facilitate a unified voice to governments on behalf of the tourism industry for the promotion, support, development and sustainability of the Yukon’s tourism industry; and
 - ii. Provide a forum to generate a Yukon Tourism position on issues of broad Yukon tourism industry concern as well as national and global events; and
 - iii. Work with Government to propose and implement marketing and product development programs to enhance and increase tourism revenues to the Yukon.
5. The *operations of the Association* are to be primarily carried on at the registered office of the Association in Whitehorse, Yukon Territory.

BYLAWS of the Tourism Industry Association of the Yukon

Part 1 - Definitions

In these Bylaws, unless the context otherwise requires:

“Advisors” are representatives from associations, governments or industry who are involved in tourism within the Yukon. Advisors may sit at the Board table but not have a vote.

“Association” means the Tourism Industry Association of the Yukon or TIA Yukon.

“Affiliate Member” means those organizations or individuals who are members in good standing of the Designated Organizations listed in 4.4, or other Affiliate organizations approved by the Board pursuant to 2.1.b. Affiliate Members are non-voting Members of the Association but may, subject to providing evidence of being in good standing with one of the DOs listed in 4.4 or other Affiliate organizations approved by the Board, upgrade at a reduced cost to become a Direct Member with full voting privileges. This upgrade fee to be determined by the Board at such time that the regular Direct Member dues are established.

“Board of Directors” means those individuals elected or appointed by the Association, hereafter may be referred to as “the Board”.

“Bylaws” means the Bylaws of the Association hereinafter set out.

“Designated Organization” (DO) means the non-profit organizations that are eligible to appoint Board members to the Association. DO’s include organizations with a tourism-related, Yukon-wide mandate that participate in tourism marketing and represent a sector or major region in the Territory.

“Direct Member” means voting Members of the Association as defined in 2.2a who pay dues directly to the Association as determined by the Board.

“Director” means an individual appointed or elected to a position on the Board of Directors.

“Executive Director (ED)” means the individual hired by the Board to manage the affairs of the Association. Staff of the Association report to the ED, who in turn reports to the board.

“Good Standing” means all Members are in good standing except a Member who has failed to pay a current annual Membership fee or any other subscription or debt due and owing to the Association. The Member is not in Good Standing so long as the debt remains unpaid. Verification of Affiliate good standing will be by the current membership

lists provided to the Association upon request by eligible DOs and other qualifying organizations as approved by the Board.

“Honorary Member” means an individual that the Board of Directors of the Association appoints as they see fit, in recognition of special contributions to the tourism industry in the Yukon. Honorary Members will not have the right to vote and shall be exempt from the payment of dues.

“Industry Sector Seats” means six (6) industry sector elected Board seats as follows:

- Tours & Attractions. Broadly defined as owners/operators/senior representatives of businesses/organizations that conduct tours within Yukon or own/manage a Yukon attraction that caters extensively to visitors.
- Arts, Sports and Events. Broadly defined as owners/operators/senior representatives of businesses/organizations that produce Yukon events or focus on practicing/developing/merchandising various forms of art and sports that cater extensively to Yukon visitors.
- Transportation. Broadly defined as owners/operators/senior representatives of businesses that transport visitors to, from and within the Yukon.
- Travel Services. Broadly defined as owners/operators/senior representatives of businesses that have a working knowledge and substantial interaction with travel services within and/or outside of Yukon.
- Accommodations. Broadly defined as owners/operators/senior representatives of Yukon businesses that offer lodging to guests and cater extensively to visitors.
- Food and Beverage. Broadly defined as owners/operators/senior representatives of Yukon businesses involved with the preparation and service of food & beverage and which cater extensively to visitors. Organizations with a core focus on promoting Yukon culinary tourism and agro-tourism are also eligible to stand for this seat.

“Meetings”

- Board Meeting means that period of time when the Board of Directors or the Executive Committee formally meets; subject to the advance notice requirements set forth in the paragraphs 5.3 and 6.3 respectively.
- Annual General Meeting (AGM) means that period of time when the general Membership meets once a year for the purpose of elections and other business.
- Special General Meeting means that period of time when the general Membership meets other than at the Annual General Meeting.

“Member” means an association, corporation, individual, government department or municipality which affiliates with the Tourism Industry Association of the Yukon and meets the criteria for Membership as detailed in paragraph 2.2.

“Non Partisan Status” means the Association, in its activities, shall be non-partisan. It shall not, by resolution or otherwise, be committed to the support or endorsement of any political campaign or political party on behalf of any candidate for public office.

“Quorum”

- At a meeting of the Membership (Special General Meeting or Annual General Meeting), Quorum requires the physical presence of a minimum of ten (10) Direct Members in Good Standing.
- At a Board of Directors meeting, a simple majority of Board members present physically or by teleconference shall constitute Quorum, provided that one of the majority shall be the Chair or one of the Vice Chairs.
- At a meeting of the Executive Committee, three members present physically or by teleconference shall constitute a Quorum.

“Special Resolution” means a formal, written, expression of opinion, will, or intent approved by the Membership at an Annual General Meeting or Special General Meeting as set out in these Bylaws, subject to the Yukon Societies Act.

“Standing or Ad Hoc Committee”(s) may be established by the Board from time to time to address and make recommendations to the Board on policy or statutory or other business of the Association.

Part 2 - Membership

2.1 Members of the Association are in two (2) categories:

- a. Direct Members (voting): Eligible individuals as defined in 2.2a and/or businesses paying their Membership fee directly to the Association.
- b. Affiliate Members (non-voting): Members of Designated Organizations (DO's) that are in good-standing with their host organization, as evidenced by current membership rolls provided to the Association by the DOs upon request. Other organizations with substantial ties to Yukon's tourism industry may make a formal request in writing for Affiliate Member status. Such requests shall be subject to approval by resolution of the Board.

Only Direct Members are eligible to vote in the Association and shall have one (1) vote per Membership by appointed delegate (see par. 2.3).

2.2 Eligibility Criteria:

- a. Any person, business, society, group, corporation or agency directly or indirectly engaged in a professional manner in the tourism industry in the Yukon or in the growth and development thereof, and who subscribes to the goals and objectives of the Association shall be eligible for Direct Membership with full voting privileges. Direct Members pay dues directly to the Association in accordance to a fee schedule approved by the Board.
 - b. Any Affiliate Member in good standing, as verified by current membership rolls provided to the Association upon request, of the Designated Organizations (DO's) identified in paragraph 4.4 (or other Affiliate organizations approved by the Board pursuant to 2.1.b) shall be eligible to upgrade to Direct Membership with full voting privileges subject to a fee determined by the Board.
 - c. Any member in good standing, as verified by current membership roles provided to the Association upon request, of the Designated Organizations (DO's) identified in paragraph 4.4 (or other Affiliate organizations approved by the Board pursuant to 2.1.b) shall be eligible for a non-voting Affiliate Membership.
 - d. Employees of the Association are excluded from becoming Direct Members. Past employees are excluded from becoming Direct Members until one full year after termination of their contract in order to prevent potential conflict of interest.
- 2.3 Members shall name one delegate to represent them in activities of the Association, and may appoint in writing an alternate delegate to attend any meeting of the Association in their place, and the alternate delegate shall have the same rights and voting privileges at that meeting as the Member they are representing.
- 2.4 One vote per Direct Membership. Individuals or organizations who are Direct Members shall be entitled to one vote per Membership. Direct Member organizations in Good Standing shall declare in writing their designated voting delegate at or prior to meetings of the Association.
- 2.5 Voting privileges at any meeting shall not be extended to Affiliate Members or to those Direct Members who are not in Good Standing with the Association.
- 2.6 The annual dues payable by Direct Members of the Association shall be determined by the Board of Directors and approved at an Annual General Meeting by resolution.
- 2.7 Membership of the Association shall be for the calendar year January 1 to December 31.

- 2.8 Any Member of the Association may be expelled and stripped of all Membership privileges by the Board at any time for any reason. However, any Member so expelled shall have the right to appeal the decision to the Membership at the next Annual General Meeting before the appeal resolution is put to a vote.
- 2.9 Any Member may withdraw their Membership at any time by giving written notice to the Association.

Part 3 – General Meetings

- 3.1 The Annual General Meeting of the Association shall be held each year as required under the Societies Act at a time and place established by the Board of Directors within two (2) months of the Association's fiscal year end, unless extended by vote of the Board of Directors for up to four (4) months from this date per the Societies Act.
- 3.2 Special General Meetings other than the Annual General Meeting may be held at the call of the Board of Directors, or by twenty (20) percent of the Membership in Good Standing. Notice of the Special General Meeting shall be given or sent to each Member entitled to vote at the meeting not less than twenty-one (21) days or more than sixty (60) days before the meeting, and the notice shall include the intent of the proposed resolutions and agenda items..
- 3.3 Where a Special Resolution is to be voted on at an Annual General Meeting (such as changes to Bylaws or waiving of an audit), notice of the meeting shall be given or sent to each Member entitled to vote at the meeting as per timelines pursuant to 3.2.
- 3.4 A resolution to amend the Bylaws shall be approved by a Special Resolution passed by a vote of not less than 75 per cent of the Members voting at the Annual General Meeting, and the notice calling the meeting shall have specified the intention to amend the Bylaws.
- 3.5 The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the Members entitled to receive notice does not invalidate proceedings at that meeting.

Part 4 - Board of Directors

Section A. Structure

- 4.1 The twelve (12) member Board structure of the Association shall consist of six (6) elected Industry Sector Seats and six (6) appointed Designated Organization (DO) seats. This structure enables both industry expertise and representation from major tourism organizations representing sectors or regions in the Yukon's tourism industry. Once elected or appointed, Directors assume fiduciary responsibility for governance of the Association and must act in good faith and in its best interest at all times.
- 4.2 The six (6) Industry Sector Seats to be elected by the Association Membership include:
- Tours and Attractions
 - Arts, Sports and Events
 - Transportation
 - Travel Services
 - Accommodations
 - Food and Beverage
- 4.3 Industry members running for an Industry Sector Seat are nominated from the Membership and elected by their peers. If no one runs for an Industry Sector Seats that is up for election, that position will become a Director-at-large seat and nominations from the floor will be called. Sector Seat or At-Large nominees must meet the qualifications set forth in Part 1 as operators, owners, or senior representatives of businesses or organizations engaged in Yukon tourism.
- 4.4 The Chair of each eligible DO will serve as the representative for their DO on the Association's Board. If the Chair of a DO is not able to perform this function, another elected DO board member may act as the DO representative. In this case, written notice must be provided to the Association's ED and Board Chair at least two weeks (14 calendar days) prior to the next scheduled Board meeting. The six (6) eligible DOs include:
- Klondike Visitor Association
 - Wilderness Tourism Association of the Yukon
 - Yukon Convention Bureau Society
 - Yukon First Nations Culture and Tourism Association
 - Yukon Historical & Museums Association
 - Yukon Outfitters Association
- 4.5 The Executive Director (ED) of the Association may serve as a non-voting ex-officio participant at all meetings of the Board and Executive Committee, unless otherwise determined by a majority vote of the Board or Executive Committee respectively.

- 4.6 Standing Committees with written terms of reference on file for reference may be established by the Board from year to year and serve to address governance, policy, elections business, etc.
- 4.7 Other Board Committees may be established when necessary by the Board of Directors.

Section B. Elections

- 4.8 A call for nominations from the Membership to fill available positions on the Board will be made in the meeting for the AGM. Nominations can also be made from the floor at the AGM provided the nomination comes from a Member in Good Standing and the nominee is present and accepts the nomination, or has formally confirmed acceptance of nomination in writing, on file for reference.
- 4.9 Eligible industry members seeking one of the six (6) elected Industry Sector Seat positions shall be elected from the Membership for a two-year term. To ensure both opportunity and continuity, elections shall be structured such that, each year three (3) of the six (6) two-year elected positions are up for election. If a position becomes vacant before completion of the two-year term, any election to fill that position will be for the remainder of the term only.
- 4.10 Incoming Directors, as determined at the AGM, and Executive Officers, as determined by the Board, shall take office immediately after their selection.
- 4.11 Unless specifically provided in these Bylaws, all matters decided by a vote shall be decided by a simple majority vote of those present at such meeting who are entitled to vote.
- 4.12 Elections of Board members at the AGM shall be by secret ballot as needed.

PART 5: Directors and Officers

- 5.1 The Board of Directors shall consist of twelve Directors, six (6) elected and six (6) appointed. There will be four (4) Executive Officers: Chair, Vice Chair, Secretary and Treasurer.

As soon as possible after annual elections, the Board of Directors will convene to select Executive Officers. Terms for all Executive Officer positions are for one (1) year. Only elected Industry Sector Seat Directors or Director-at-large of the Association are eligible for the Chair and Vice Chair positions. Any Director may serve as Secretary or Treasurer.

Subject to Board approval, the immediate past Chair may also be appointed to the Board as a Director with full voting status. An immediate past Chair may serve in this capacity until the natural term of the current Chair ends, at which time the Board will consider appointment of this retiring person to the past Chair seat.

- 5.2 The affairs of the Association shall be governed by the Board of Directors who shall supervise, control and direct the affairs and business of the Association. The Board may adopt such policy and practice, permissible within the provisions of these Bylaws, as may be deemed advisable to actively pursue the objectives of the Association.
- 5.3 The Board of Directors shall meet not less than four (4) times each year or at the call of the Chair or any four (4) members of the Board. Board Meeting agendas and other materials relevant to the meeting are to be distributed a minimum of 48 hours in advance. Board Meeting agendas may provide for In Camera sessions at the discretion of the Chair.
- 5.4 All Board members shall serve without remuneration and are entitled to one vote.
- 5.5 Directors shall remain on the Board until their term expires unless they:
 - (a) Resign in writing;
 - (b) Are removed by the Board after missing three (3) consecutive Board Meetings without Board approval;
 - (c) Fail to adhere to the Confidentiality, Code of Conduct and/or Conflict of Interest policies, resulting in a majority Board vote for their removal
 - (d) Are removed for cause by formal resolution passed at an Annual General Meeting;
 - (e) no longer meet the Association Member eligibility requirements

The Board may fill a Directorship vacated between Annual General Meetings by appointing an eligible Member to serve until the next Annual General Meeting. Such appointments may be “at large” representatives and do not need to represent the industry sector or DO seat that has been vacated.

- 5.6 The Board of Directors may invite an Advisor(s) to sit on the Board for a term of up to one (1) year. Advisors do not have to be Members of the Association and shall not be entitled to vote at meetings of the Board. Advisor(s) may be representatives of government(s) or of other agencies and organizations or individuals. The intent of an Advisor position will be to broaden representation of tourism regions or sectors and to add value based on other experience or expertise.

PART 6 – Proceedings of Directors

- 6.1 Standing Committees may be established by the Board from year to year and serve to address governance, policy, elections business, etc. All Terms of Reference, Mandates, and Authority are to be identified in TIA Yukon Governance Policies.
- 6.2 Executive Committee. The Executive Committee of the Association shall consist of the four officers of the Board and the past Chair (if one is currently seated). If no past Chair is currently seated, the fifth member of the Executive Committee shall be elected or appointed by the Board of Directors from their peers. The purpose of the Executive Committee is primarily to provide guidance for the Executive Director on day-to-day or emergency matters that may require Board input between meetings of the full Board.
- 6.3 Authority of the Executive Committee. The Executive Committee, when the Board is not in session, shall assume administrative governance of the Association but shall not have voting authority to pass motions or resolutions on behalf of the Board as a whole. The Executive Committee shall be subject to such regulations or restrictions as may be established by law and from time to time by the Association in a general meeting of the Board. The Executive Committee shall have the option to meet as required, at the call of the Chair (or Vice-Chair acting as Chair), or any two (2) other members of the Executive Committee. Three (3) of the five (5) members of the Executive Committee shall constitute a Quorum for making administrative decisions on behalf of the Board when it is not in session. Executive Committee members must be invited with a minimum of 24 hours prior notice to a meeting of the Executive Committee. It is the responsibility of the Chair to report on any activity of the Executive Committee at the next meeting of the full Board, or to call a special meeting of the Board as circumstances may warrant.
- 6.4 As to keep the Board of Directors informed on all administrative governance matters pertaining to the Association that have been discussed by the Executive Committee, the Executive Committee shall keep minutes of all their meetings and, in accordance with paragraph 5.3, these minutes will be distributed to the Board of Directors a minimum of 48 hours prior to the first Board Meeting following all of the meetings of the Executive Committee. If a topic is discussed by phone and/or email by the Executive Committee, it is the responsibility of the Secretary to inform the Board of Directors if and when a decision or conclusion has been reached on this topic. A simple discussion without decision will not need to be reported unless it is deemed relevant to the Board Meeting as per paragraph 5.3. Such matters may be submitted by any Board member at any time prior to a Board Meeting to be an agenda item for that Board Meeting.
- 6.5 When the Board is not in session, the ED may solicit electronic approval of Association actions (by email, Doodle poll, etc) from the Executive Committee or

the Board as a whole, with a simple majority ruling requirement of those responding. Similarly, Board members not physically present at an official meeting of the Board or Executive Committee may register their vote by telephone or other electronic means that can be recorded by the Secretary.

- 6.6 Other Board Committees may be established when necessary by the Board of Directors.

PART 7 – Duties of Officers

- 7.1 The Chair, on behalf of the Board of Directors, shall be the leading officer of the Association and exercise or designate Chair person responsibilities at all meetings of the Board and at Annual General Meetings of the Association, and shall oversee to ensure all directions, resolutions and regulations of the Board are implemented.
- 7.2 The Vice Chair, on behalf of the Board, shall perform the duties of the Chair in the Chair's absence and shall perform such other duties as may be delegated or assigned by the Chair or Board of Directors. At the discretion of the board there may be two Vice Chair positions, in which case they shall be designated as 1st Vice Chair and 2nd Vice Chair respectively.
- 7.3 The Treasurer, on behalf of the Board, shall ensure current financial activities and record keeping is current, accurate and consistent with all applicable accounting principles and practices and Yukon Societies Act requirements. Periodic statements shall be presented at Board Meetings and year end statements shall be presented for approval by the Membership at the AGM.
- 7.4 The Secretary, on behalf of the Board, shall be responsible to ensure accurate minutes are taken of meetings of the Board of Directors and all official reports are submitted as required to Yukon Societies or other governing agencies. Board-approved minutes will be kept at the registered office of the Association and may be made available to the Membership with seven (7) days notice in writing to the Association.
- 7.5 The Chair or a designated Executive Officer shall sign such instruments as may require signing and perform other duties as the Board may from time to time direct. Per the Human Resources policy, member(s) of the Executive Committee shall serve as liaison(s) in the event that issues with Association staff arise that require mediation.

PART 8 – Employees of the Association

- 8.1 Subject to the authority of the Board, the Executive Director (ED), shall be the senior paid employee, and shall have general charge, control and direction over the day to day management, administration, human resources and operations of the Association, and shall report on all aspects of the affairs of the Association to the Board.
- 8.2 The ED shall have such other powers and duties as may from time to time be assigned by the Board. Unless otherwise determined by the Board, the ED or designate shall attend all meetings of the Association and shall ensure a true record is kept of all proceedings and decisions.
- 8.3 Subject to review by the Treasurer, the ED shall be responsible for the financial receipts and expenditures of the Association and shall arrange deposits in the name of the Association in such depositories approved by the Board, and have charge of the books of account and maintenance or regular accounts.
- 8.4 All staff of the Association shall report to the ED, and the ED shall report to the Board.

PART 9 – Policies of the Association

- 9.1 The Board is responsible for developing and adopting governance policies of the Association, at a minimum addressing confidentiality, conflicts of interest, and code of conduct. All Directors, ED, and staff of the Association are required to keep non-public information confidential, declare any real or perceived conflicts of interest, and generally represent the Association to the best of their professional ability.
- 9.2 The Board is also responsible for developing and adopting policies to provide guidance to the ED and staff regarding business activities of the Association.
- 9.3 The ED is responsible for developing administrative policies to provide guidance to staff, with such policies subject to approval by the board.

PART 10 – Financial

- 10.1 The Association shall maintain an account or accounts in the name of the Association at such chartered bank or banks as the Board of Directors may direct.
- 10.2 All cheques shall be signed by any one (1) of the following: Treasurer, Chair, Vice Chair or Secretary, and, any one (1) of either the ED or other employee authorized as an alternate by the Board.

- 10.3 The Board of Directors, may, by way of motion, authorize and empower the Executive Committee to borrow or secure the payment of money in such a manner as it shall deem fit and may authorize the Board of Directors, or any number of them, for or on behalf of the Association to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange or transferable instruments.
- 10.4 The annual fiscal period of the Association shall be from April 1 to March 31 of the following year.

PART 11 – Professional Accountant

- 11.1 This part applies only where the Yukon *Societies Act and Regulations* requires the Association to have a professional accountant, or the Association has resolved to appoint a professional accountant.
- 11.2 Subject to 11.1,
- If needed, the Directors may appoint a professional accountant to serve until the next Annual General Meeting.
 - At each Annual General Meeting the Association shall appoint a professional accountant.
- 11.3 A professional accountant may be removed by ordinary resolution at an Annual General Meeting.
- 11.4 No Director and no employee of the Association shall act as a professional accountant.

PART 12 – Seal

- 12.1 The Directors may adopt a seal that shall be securely stored in the offices of the Association and for approved use if required.
- 12.2 The seal shall be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons prescribed in the resolution, or if no other persons are prescribed, in the presence of the Chair and the Secretary.

PART 13 – Dissolution

- 13.1 An application for a voluntary dissolution of the Association shall be made by Special Resolution passed by a vote of not less than 75 per cent of the Members voting at the Annual General Meeting.
- 13.2 In the event of dissolution of the Association, all of its remaining assets, after payment of liabilities, shall be distributed to one or more non-profit organizations in the Yukon Territory, with a focus on tourism, as approved by the Registrar of Societies.

PART 14 – General

- 14.1 Any dispute concerning the interpretation or application of the Bylaws, and any dispute concerning the rights of a Member or the powers of a Director or Executive Officer, shall be submitted to and decided by arbitration under the Arbitration Act of the Yukon.
- 14.2 No provision in the Constitution and Bylaws of the Association shall contravene the provisions of the Yukon Societies Act.

Part 15 – Amendment of Bylaws

- 15.1. The Bylaws of the Association may be amended by a Special Resolution passed by a vote of not less than 75 per cent of the Members voting at the general meeting, provided notice of the proposed amendment has been given to all Members not less than 21 days prior to the meeting.
- 15.2 An amendment to the Bylaws shall be made by editing, deleting, substituting, or adding entire articles.
- 15.3 The notice of the meeting at which a Special Resolution to change the Bylaws is to be voted on shall state the identifying numbers of the articles to be deleted, if any; and, the entire text of the articles to be substituted or added.

Part 16 – Records

- 16.1 Where the Association has a Secretary, the Secretary shall:
 - (a) conduct the correspondence of the Association;

- (b) issue notices of meetings of the Association and Directors;
- (c) keep minutes of all meetings of the Association and Directors;
- (d) have custody of all records and documents of the Association except those required to be kept by the Treasurer;
- (e) have custody of the seal of the Association; and
- (f) maintain the register of Members.

16.2 Where the Association has a Treasurer, the Treasurer shall:

- (a) keep the financial records, including books of accounts; and
- (b) render financial statements to the Directors, Members and others when required.

16.3 Any Member may examine the records of the Association:

- (a) during the thirty (30) minutes prior to the commencement of business at any Annual General Meeting;
- (b) once every three (3) months at the place where the records are normally kept, on giving the person responsible for keeping the records seven (7) days notice;
- (c) At any time or place agreed upon by the person having custody of the records, such agreement not to be unreasonably withheld.