

# **BYLAWS OF THE CBA – YUKON BRANCH**

(Presented at the Annual General Meeting of the CBA – Yukon Branch

on October 2, 2017)

## **DEFINITIONS**

1. In these Bylaws:
  - a. “Association” means the Canadian Bar Association.
  - b. “Branch” means the Yukon Branch of the Association.
  - c. “Executive Committee” is the Officers of the Branch.
  - d. “Branch Council” is as defined in paragraph 23 below.
  - e. “Officers” is as defined in paragraph 30 below.
  - f. “Fiscal Year” means the 12-month period beginning on September 1 and ending on August 31.

## **OBJECTIVES OF THE BRANCH**

2. The objectives of the Branch are:
  - a. to promote law reform;
  - b. to improve the administration of justice at the local, territorial and national level;
  - c. to promote public discussion of issues pertaining to justice and law reform;
  - d. to promote equal and speedy access to justice;

- e. to improve and promote the knowledge, skill, ethical standards and well-being of all members of the Branch;
- f. to represent the membership of the Branch at the local, territorial and national level;
- g. to promote and protect the interests of members of the Branch;
- h. to participate in and promote public legal education;
- i. to recognize and take into account the unique cultural and linguistic composition of the Yukon;
- j. to work with and, when advisable, enter into agreements with the Law Society of the Yukon for the attainment of these objects;
- k. to work with and promote the objects, resolutions, programs and policies of the Association.

## **MEMBERSHIP**

- 3. Eligibility for membership in the Branch, in addition to section 4 herein, shall be determined by eligibility for membership in the Association as set out in the Association Bylaws, as amended from time to time.
- 4. The membership of the Branch consists of:
  - a. all members in good standing of the Association who reside in the Yukon;  
and
  - b. such members in good standing of the Association who, not being resident in the Yukon but being members of the Law Society of the Yukon, have elected to belong to the Branch.

5. No member shall purport to speak for, or act on behalf of, the Branch in any matter without having first obtained the requisite approval from the Executive Committee or Branch Council.
6. Non-members of the Branch may only attend Branch activities on such terms as may be set by the Executive Committee.

## **EXECUTIVE DIRECTOR**

7. The Executive Committee may hire an Executive Director for the Branch who shall serve at the pleasure of the Executive Committee. The Executive Director shall be responsible for:
  - a. the day- to-day administration of the Branch;
  - b. all duties set out in these Bylaws;
  - c. any other duties that are assigned by Executive Committee.

## **GENERAL MEETINGS**

8. The General Meetings of the Branch shall be:
  - a. the Annual Meeting; and
  - b. any Special Meeting.
9. The Annual Meeting of the Branch shall be held at such a time and place as the Executive Committee may select, but shall be held within 60 days of the Fiscal Year end.
10. Special Meetings of the Branch may be called by Resolution of the Branch Council, or by Resolution of the Executive Committee, to be held at such time and place as may be selected by the body convening the meeting.

11. Every member of the Branch shall be given at least ten days notice of every General Meeting. In the case of Special Meetings, such notice shall set forth the purpose for which the meeting has been called. Notice may be given by one or more of the following methods:
  - a. by mail, courier, electronic or telephonic means, or personal delivery to each member;
  - b. in a publication of the Branch that is sent to all members.
12. A member of the Branch may attend a General Meeting of the Branch:
  - a. in person;
  - b. by proxy in such form as is approved in advance by the Executive Committee; or
  - c. by such other means as the Executive Committee may permit.
13. Seven voting members of the Branch in attendance shall constitute a quorum for a General Meeting of the Branch. No business may be transacted at any General Meeting without the requisite quorum being in attendance at the commencement of the meeting. For purposes of this section, “attendance” may be in any of the three forms described in section 12.

## **PROCEEDINGS AT GENERAL MEETINGS**

14. Special Business is:
  - a. At a Special Meeting – all business other than the adoption of Rules of Order; and
  - b. At the Annual Meeting – all business other than:
    - i. the adoption of the Rules of Order;

- ii. approval of the financial statements;
  - iii. the report of the Executive Committee;
  - iv. the report of the professional accountant, if any; and
  - v. any other business that under these Bylaws ought to be transacted at an Annual Meeting, or business which is brought under consideration by the report of the Executive Committee issued with the notice convening the meeting.
15. Special Business shall not be conducted at a General Meeting unless notice has been given of the proposal to conduct special business at the meeting as per paragraph 11.
16. When a General Meeting is adjourned in its entirety for 10 days or more, notice of the adjourned meeting shall be given to all members as per paragraph 11.
17. When a General Meeting is adjourned in its entirety for less than 10 days, no further notice of the new date is required.
18. When any item of business to be transacted at a General Meeting is adjourned for more than 10 days, notice of the item of business shall be given to all members as per paragraph 11.
19. When any item of business to be transacted at a General Meeting is adjourned for less than 10 days, no further notice of the item of business is required.
20. At any General Meeting, the chair may move or propose a motion or resolution, and may second a motion or resolution proposed by another member.
21. In the case of an equality of votes at any General Meeting, the chair shall not have a casting or second vote in addition to the vote to which the chair is entitled as a member, and the proposed motion or resolution shall not pass.

22. Any member of the Branch in good standing who attends at a General Meeting is entitled to one vote.

## **BRANCH COUNCIL**

23. The Branch Council shall consist of:
- a. elected members of the Branch, as set out below, elected annually by resident members of the Branch;
  - b. all Branch Section Chairs, except that where a Branch section has co-chairs, only one of those co-chairs may attend a Branch Council meeting as a voting member at a time;
  - c. all Officers of the Branch;
  - d. the member of the branch appointed by the Executive Committee to be the Branch representative to the Canadian Bar Insurance Association and;
  - e. all members of the branch who are chairs of a National Section or member of a national committee.
24. All members of the Branch Council shall serve for a one year term, commencing each year as of the date of the Annual Meeting and ending the following year as of the date of the Annual Meeting.
25. Five members of the Branch Council in attendance shall constitute quorum for a Branch Council meeting. No business may be transacted at any Branch Council meeting without the requisite quorum being present at the commencement of the meeting. No member of Branch Council shall have more than one vote in any circumstances.
26. Branch Council meetings may be conducted by means of telephone conference calls or other communication facilities that permit all participants to communicate with each other.

27. The Executive Committee at any time appoint a member of the Branch to fill a vacancy on Branch Council.
28. The Branch Council shall meet approximately once per year. Meetings of the Branch Council shall be for the purpose of debating any resolutions that have national or local importance. Branch Council meetings shall occur at times chosen by the Executive Committee. .
29. Branch Council may, by resolution, remove any Officer of the Branch, or any member of Branch Council for breach of duty. No such resolution may be passed, unless:
  - a. notice of the proposed resolution has been delivered to each member of Branch Council at least 30 days prior to the meeting at which the proposed resolution is to be considered;
  - b. notice to the Officer of the Branch, or member of Branch Council, who is the subject of the proposed resolution has been given at least 30 days prior to the meeting at which the proposed resolution is to be considered;
  - c. Branch Council has given the Officer of the Branch, or member of Branch Council, who is the subject of the proposed resolution an opportunity to be heard in person, or by advocate, as that person prefers, prior to any vote on the resolution; and
  - d. after having heard the Officer of the Branch, or the member of Branch Council, who is the subject of the proposed resolution, the resolution is carried by at least five votes, also being the majority of votes cast, which votes shall be conducted by ballot.

## **OFFICERS**

30. The Officers of the Branch, in order of authority, shall be as follows:

- a. the President;
  - b. the immediate Past-President;
  - c. the Vice-President; and
  - d. the Secretary-Treasurer.
31. Each Officer serves a one-year term in his or her position, commencing each year as of the date of the Annual Meeting and ending the following year as of the date of the Annual Meeting, so that as of the date of the Annual Meeting of each year the previous Secretary-Treasurer becomes the Vice-President, the previous Vice-President becomes the President, and the previous President becomes the immediate Past-President.
32. The President is the Chief Executive Officer of the Branch, and, subject to these Bylaws and the resolutions and policies of the Branch and of the Association, shall:
- a. preside as chair at General Meetings of the Branch, meetings of the Executive Committee, and at meetings of Branch Council;
  - b. be the spokesperson for the Branch;
  - c. be the Branch liaison with government;
  - d. with the assistance of the Executive Director, organize the annual visit of the President of the Association;
  - e. represent the Branch at the Association's Leadership Forum; and
  - f. report to the Executive Committee, Branch Council, and the membership as to the matters raised and dealt with at any meeting of the Association.



33. The immediate Past-President assists the President in carrying on the administration of the Branch, and, subject to these Bylaws and the resolutions and policies of the Branch and of the Association, shall:
  - a. in the absence of the President, fulfill the duties of the President;
  - b. act as the Branch's liaison with the Yukon Law Society;
  - c. assist in orientating incoming Officers, and advise them as to their duties, roles, and any other matter as to which he or she has knowledge; and
  - d. perform such other duties as may be assigned by the President.
  
34. The Vice-President assists the President and the immediate Past-President in carrying on the administration of the Branch, and, subject to these Bylaws and the resolutions and policies of the Branch and of the Association, shall:
  - a. in the absence of the President and the immediate Past-President, fulfill the duties of the President;
  - b. with the assistance of the Executive Director, organize any General Meeting;
  - c. act as Branch and Executive Committee liaison with the person appointed by the Executive Committee to be the Branch representative to the Canadian Bar Insurance Association;
  - d. act as Executive representative on the Mid-Winter Meeting Committee;
  - e. oversee, and assist as necessary, the Secretary-Treasurer, in his or her role as Chair of the Law Day Committee; and
  - f. perform such other duties as may be assigned by the President.
  
35. The Secretary-Treasurer assists the President, the immediate Past-President and the Vice-President in carrying on the administration of the Branch, and, subject to

these Bylaws and the resolutions and policies of the Branch and of the Association, shall:

- a. in the absence of the President, the immediate Past-President, and the Vice-President, fulfill the duties of the President;
  - b. in the absence of the Vice-President, fulfill the duties of the Vice-President;
  - c. in the absence of the Executive Director, carry out the administrative duties of the Branch, including taking minutes of any General Meeting, meeting of Branch Council, or meeting of the Executive Committee;
  - d. oversee the finances of the Branch, including preparing an annual budget, and presenting statements with respect to the financial affairs of the Branch at any General Meeting;
  - e. reporting to the Vice-President, act as Chair of the Law Day Committee;
  - f. report the results of the Law Day Committee's efforts to the Executive Committee on the conclusion of the event; and
  - g. perform such other duties as may be assigned by the President.
36. The Executive Committee may authorize any member of the Branch to fulfill any of the duties of any of the Officers as set out in these bylaws, or to exercise any of the powers of any of the Officers as set out in these bylaws.
37. In the event that the immediate Past-President should resign, or otherwise be unable to perform the duties of the office, the Executive Committee may appoint any member of the Branch who has previously been a member of the Executive Committee to fill the duties of the immediate Past-President.
38. In the event that the President, or the Vice-President, should resign or otherwise be unable to perform the duties of the office, Branch Council may appoint a

member of the Branch by resolution to fill that vacancy on the Executive Committee on such terms as Branch Council may approve.

39. In the event that the Secretary-Treasurer should resign or otherwise be unable to perform the duties of the office, the Executive Committee may choose to call for nominations for the office or, in its discretion, may appoint a member of the Branch to the office.

## **PROCEEDINGS OF THE EXECUTIVE COMMITTEE**

40. The Executive Committee may meet together at the places they deem fit to conduct business, adjourn and otherwise regulate their meetings and proceedings.
41. A quorum of the Executive Committee shall consist of any two members.
42. An Officer may participate in a meeting of the Executive Committee by means of telephone or other communication facilities that permit all participants to communicate with each other.
43. The annual budget of the Branch must be approved by the Executive Committee no less than ten days before the next scheduled Annual Meeting.

## **ELECTIONS OR APPOINTMENT OF THE SECRETARY/TREASURER**

44. Where there is more than one nomination, the Secretary-Treasurer of the Branch shall be elected annually by the membership of the Branch. In circumstances where there is not more than one nomination, the Executive Committee may acclaim the nominee.
45. The election of the Secretary-Treasurer shall be by ballot, unless a nominee is acclaimed, and the vote shall be conducted by mail, e-mail or such other method as the Executive Committee directs.

46. The Executive Director shall issue a call for nominations to the position of Secretary-Treasurer on or before August 1 of each year.
47. Nominations shall close on such date as determined by the Executive Committee.
48. Ballots shall be delivered by the Executive Director by e-mail, or by such other means as the Executive Committee may direct, and must contain a deadline for return as set by the Executive Committee. The ballots shall be counted by the Executive Director on such date as directed by the Executive Committee and the nominee with the greatest number of votes is elected. In the event of a tie vote, the Executive Committee shall determine the election by vote of the Executive Committee. A tie vote on the Executive Committee shall be determined by the President casting a second vote.

## **YUKON BRANCH SECTIONS**

49. Any Branch member may form a new Branch section provided that:
  - a. there is written support of three or more Branch members for the creation of the new section; and
  - b. the creation of the new section is approved by the Executive Committee.
50. The chair of each Branch section shall be appointed by the Executive Committee and shall hold that office at the pleasure of the Executive Committee for a term ending as of the date of the Annual Meeting following the date of appointment.
51. Prior to August 31 of each year, the Executive Committee shall call for nominations to the position of chair of each Branch section and the appointment of chair for the upcoming year shall be determined by:
  - a. an election by the Branch section members where there is more than one nomination;
  - b. acclamation where there is only one nomination; or

- c. appointment by the Executive Committee where there are no nominations.
52. Each Branch section must hold a meeting at least twice each year and may meet at such other times and places as its members may agree.
  53. The chair of each Branch section shall report to each Annual Meeting of the Branch and to the Executive Committee upon the request of that body.
  54. The administrative responsibilities of each Branch section are vested in its chair.
  55. More than one person may be appointed as co-chairs of a Branch section by the Executive Committee, but only with the agreement of the people involved, and only where no election was held by the Branch section members.
  56. The chair of a Branch section shall not publicly express an opinion or take a public position on an issue on behalf of the Branch, or any Branch section without first:
    - a. obtaining approval from the Branch section members; and
    - b. obtaining approval from the Executive Committee.