

# YOUNG PROFESSIONALS of NANAIMO ASSOCIATION

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## Bylaws

### Article I. Membership

The Young Professionals of Nanaimo Association (hereinafter referred to as the “YPN” or the “Society”, as the case may be) does not discriminate against, sex, gender, national origin, race, religion, or creed.

#### Section 1. Membership

Membership to the Young Professionals of Nanaimo shall be defined as member, honorary member or advisory committee member.

#### Section 2. Requirements/Qualifications

Persons with demonstrated commitment in addressing issues beyond their immediate professional interest;

Persons who have a sincere desire to better their community and themselves professionally;

Persons currently working or living in Nanaimo region or otherwise contributing to the Nanaimo region’s Business Community; and

Persons who are between the ages of 20 and 40 in the year of their nomination.<sup>1</sup>

#### Section 3. Members

YPN memberships are granted to eligible candidates who have paid their dues in full and have been approved by a majority vote of the Officers of the Executive Board. To be eligible to join all candidates must attend an event as a guest of a current member or with an invite from the Officers of the Executive Board.

#### Section 4. Honorary Membership

The Officers of the Executive Board, at its discretion, may grant honorary membership to such individuals who have contributed significantly to the organization or community. Honorary Members are not required to pay membership dues. Honorary Members are entitled to participate in all club activities, with the exception of holding office or voting.

#### Section 5. Advisory Committee Member

Advisory Committee Members will act as advisors to the Officers of the executive committee. Each year the Executive Board will invite distinguished community members to serve on the advisory board. These advisory members will not be required to pay dues and do not have the right to hold office or vote.

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<sup>1</sup> The YPN Executive Board is permitted to make exceptions to this.

Section 6. Termination

The membership of any YPN member shall terminate upon resignation of that member, or expulsion or suspension by the approval of the Executive Board, or at the time that the member attains the age of forty-one (41) years, or for failing to pay membership dues as set out under Article III. Inappropriate behavior or conduct by a member that might give the YPN a negative image, including but not limited to criminal charges, will be grounds for expulsion or termination from the YPN. If it is so decided that a member should be expelled or suspended, written notice shall be given 14 days before the proposed date on which the suspension or expulsion would take effect, and reasons therefore. At this point they will be considered a member not in good standing. The member shall be given the opportunity to be heard, either orally or in writing, before the final vote by the Officers of the Executive Board on the matter. The result of the vote will take place immediately after the Officers of the Executive Board affirms the vote. Membership dues will not be returned to expelled members of the YPN. In respect of termination of membership on attaining the age of forty-one years, the YPN Executive Board may, at its sole discretion, and upon the written request of the member attaining the said age, make exception and allow for that members' membership to continue for such period of time beyond the age of forty-one years as the YPN Executive Board in its absolute discretion determines.

**Article II. Responsibilities of a Member**

Section 1. Financial Obligation

All members are responsible for paying dues as indicated in the Constitution and Bylaws, Article III, section 2. Failure to pay dues in a timely manner will render a member not in good standing.

Section 2. Voting

The members, acting in accordance with provisions in the Constitution, the Bylaws and the *Societies Act* of British Columbia, have the responsibility to:

- A. Elect an Executive Board to whom they (the members) delegate responsible for the directions and policies of the YPN; and
- B. Vote on any changes in the Constitution and Bylaws.

Section 3. Participation

All members are encouraged to attend all meetings and activities.

**Article III. Dues**

Section 1. Membership Dues

The Executive Board shall have the authority to set the annual membership dues. However, a proposed increase in membership dues by more than 5% in any given year will require approval by a

majority of all members. Members who have not paid their membership dues shall not be eligible to vote.

Section 2. Payment of Dues

- A. Members of the YPN are required to pay annual dues.
- B. Each member shall be notified of the dues deadline at least 30 days before annual dues expire. Members whose dues are not received by the 30<sup>th</sup> day of the month following notification shall be subject to removal from membership. Intent to resign in good standing must be submitted in writing before the 20<sup>th</sup> day of the month of resignation.
- C. The Executive Board shall have the authority to waive dues or financial obligations in extenuating circumstances.

**Article IV. General Body**

Section 1. Definition

The General Body will be classified as all members in good standing of the YPN who have met the requirement of Article I, Section 2. The General Body will be the voting members of YPN. The General Body will vote on any issue presented before them when a majority of the Executive Board declares it so.

**Article V. Executive Board**

Section 1. Officers

The Officers of the Executive Board will be the chief policy making body for the YPN.

Section 2. Powers

The Officers of the Executive Board will have the powers necessary for the proper and legal execution of all duties of the YPN.

Section 3. Positions Held

No person may hold more than one office at a time in the YPN organization, including appointed offices. However, Officers may serve on standing committees upon the arrival of the Executive Board.

Section 4. Term

The term of office for all Officers of the Executive Board shall be the one (1) year. All members of the Executive Board shall serve until their successors are elected and assume their duties. The term of office shall commence at the adjournment of the Society's Annual General Meeting, or, if there is no Annual General Meeting, on May 31<sup>st</sup> following the election.

The Officers of the Executive Board shall appoint an interim Officer in any event that an Officer leaves their position vacant before the end of their term. Any Officers beginning their service in the middle of a term, will still have their terms expire at the adjournment of the Society's Annual General Meeting, or, if there is no Annual General Meeting, on May 31st.

No Officer of the Executive Board may be eligible to stand for election for the same Board position for three (3) consecutive terms. Officers of the Executive Board are eligible to run for any position they currently do not hold on the Executive Board at the end of any given term.

#### Section 5. Officer Positions

The Officers of the YPN shall consist of President, Vice President, Secretary, Treasurer, Membership Director, Communications Director, Public Relations Director, Events Director, and Professional Development Director.

#### Section 6. Officer Duties

President:

- Be the chief executive officer of the YPN with all powers necessary and proper which are not prohibited by this Constitution or another governing document or assigned to another officer;
- Chair all meetings of the YPN Executive Board and General Body;
- Be a member of the Nominating Committee set out in Article VI, section 2;
- Have the power to set normal meetings of the Executive Board and General Body and call special meetings;
- Have the power to create standing committees upon approval of the Executive Board;
- Be responsible for the accepting of funds, and together with the Treasurer and Secretary, have the authority to approve any disbursement of funds under \$100 without seeking Executive Board approval;
- Secondary liaison with all media contacts;
- Ensure direction in line of constitutional goals

Vice-President:

- Assume the office of the President in the event of a vacancy in that office;
- Assume the duties of the President in his/her absence;
- Serve as Chair of the Nominating Committee set out in Article VI, section 2;
- Perform such duties as assigned by the President of the YPN Executive Board;
- Oversee corporate sponsorship
- Assist the President in his/her duties

Secretary:

- Take minutes of all YPN meetings and records of YPN activities;
- Together with the President, Vice-President and Treasurer, have the authority to approve any disbursement of funds under \$100 without seeking Executive Board approval;
- Organize all internal documents and communications in centralized location

Treasurer:

- Keep accurate records of organization finances;
- Report on organization finances at Executive Committee meetings;
- Create annual YPN budget;
- Collect membership dues and sponsorship proceeds;
- Together with the President and Secretary, have the authority to approve any disbursement of funds, as per approved annual budget, under \$100 without seeking Executive Board approval;
- Together with the Membership Director, record if each member has paid his/her membership dues

Membership Director:

- Be responsible for recruiting new members;
- Maintain the YPN membership list, including the name, address, D.O.B., phone number and email address of the members in accordance with privacy policies and all applicable legislation;
- Together with the Treasurer, record if each member has paid his/her membership dues;
- Manage member intake and retention

Communications Director:

- Be responsible for maintaining of the YPN web site;
- Maintain communication with YPN members through electronic methods and/or newsletter;
- Together with events Director, promote upcoming YPN events

Public Relations Director:

- Maintain relationships with community organizations relevant to YPN;
- Maintain communications with local businesses and education institutions as necessary;
- Lead the YPN charity involvement initiatives;
- In partnership with Vice-President, be responsible for managing all fundraising for the organization;
- Primary liaison with all media contacts;
- Responsible for issuing YPN press releases upon the approval of the Executive Board

Events Director:

- Create annual YPN event calendar;
- Oversee the planning of the YPN events;
- Ensure YPN events match organization mission and goals;
- Liaise with executive initiatives

Professional Development Director.

- Be responsible co-coordinating activities and events for the professional development of YPN Members;
- Host the YPN Communicators events;
- Invite guest speakers to speak to our members about various aspects of professional development.

Section 7. Quorum

A majority of the members of the Executive Board shall constitute a quorum.

**Article VI. Elections**

Section 1. Frequency

Elections of Officers will be conducted electronically at least one month prior to the end of the Fiscal Year. The election results will be announced at least 30 days prior to the Annual General Meeting. Notice of the upcoming elections must be provided to the General body at least 30 days before the elections are to take place.

Section 2. Nominating Committee

Nominations for the election of Officers will be made by a committee (hereinafter referred to as the “Nominating Committee”) composed of the Vice-President, who will serve as Chair, the President, and a third member who will not be an Officer on the Executive Board.

The Executive Board will circulate to all members, a call for a volunteer to act as the third member of the Nominating Committee and such member who will then be selected by the Chair of the Nominating Committee and approved by the Executive Board.

Section 3. Nomination Process

The nomination process for election of officers will be as follows:

- A. At least 90 days prior to an election, the Nominating Committee will circulate to all members, a call for nominations for elected offices. This call for interest will outline for each Executive Board position, details as to the role, expected time commitments, and any other prerequisites which may be set from time to time by the Executive Board;
- B. Members interested in being nominated will, at least 60 days before an election, provide to the Nominating Committee written consent to stand for office and may submit background information along with their names;
- C. The Nominating Committee will then, at least 40 days before an election, approve those proposed nominees which the Nominating Committee considers, in its sole discretion, suitable for office;
- D. The Nominating Committee will then, at least 30 days before an election, provide the members with a notice of election as set out in Article VI, section 1, together with the names and background information of the approved nominees for election to the Executive Board.

## **Article VII. Removal from Office**

### Section 1. Involuntary Resignation

The members may, by special resolution, remove an Officer before the expiration of his or her term of office and may elect a successor to complete the term of office.

The Board may also, by a majority of votes at any Executive Board Meetings, remove an officer, before the expiration of his or her term of office, if that Officer is absent from 2 or more consecutive Executive Board meetings provided that:

- A. The Board sends to the Officer written notice of the proposed removal, and
- B. Gives the Officer a reasonable opportunity to make representations to the Executive Board respecting the reason for his or absence from such meetings.

### Section 2. Voluntary Resignation

Voluntary resignation will be defined as:

- A. Willful resignation from the Office, or
- B. Inaction resulting from:
  - i. Missing more than 5 meetings total in one year, or part thereof, of both General Body Meetings and Executive Board Meetings, without explanation or contact with other Officers of the Executive Board members, or
  - ii. Missing more than 3 meetings in a row in one year, or part thereof, of both General Body Meetings and Executive Board Meetings, without explanation or contact with other Executive Board members.

## **Article VIII. Meetings**

### Section 1. General Meetings

General Body meetings will be determined by the Officers of the Executive Board. All of the General Body meetings will be well publicized and will be conducted at reasonable hours and locations. The location and times of the meetings will be the sole responsibility of the Officers of the Executive Board to set. This issue cannot be brought under the scrutiny of the General Body. The General Body must meet at least once a year to carry out the annual business of the YPN as required by the *Societies Act* of British Columbia and these Bylaws.

### Section 2. Officers of the Executive Board and Special Meetings

- A. The Officers of the Executive Board will meet at least once per month in addition to the General Body meetings. Special meetings may be called by the President or the Officers

of the Executive Board and shall be called upon the written request of five members of the YPN.

- B. Officers may participate in any meeting by telephone conference call or in any manner by which all participants in the meeting can hear one another, and any Officer so participating shall be considered to be present for the purposes of quorum and voting at such meeting.
- C. A resolution consented to in writing by all Officers of the Executive Board, including by any electronic means capable of producing a printed copy, shall be as valid and effectual as if it had been passed at a meeting of the Executive Board.
- D. Except as otherwise set out in these Bylaws, questions arising at an Executive Board meeting must be decided by a majority of votes.

Section 3. Annual General Meeting

The Annual General Meeting of the YPN will be held before May 31<sup>st</sup> for the purpose of receiving the annual reports and the installation of new officers.

Section 4. General Meetings Quorum

A quorum of the organization shall consist of no less than 25% of the voting members of the General Body. No action requiring the approval of the General Body can be completed or take effect unless a quorum is present.

**Article IX. Standing Committees**

Section 1. Terms

Vested in the Executive Board will be the ability to create the necessary standing committees all of which shall, except if otherwise provided in these Bylaws, have an odd number of members not exceeding seven (7) members, including the Chairperson. All of the members on a standing committee must be members in good standing of the YPN.

Section 2. Procedures

Committees shall formulate procedures of matters not provided for in the Bylaws. Such procedures may not be inconsistent with the Bylaws. The Committees shall submit such procedures to the Executive Board, which shall have the authority to adopt, amend, or rescind such procedures by a 2/3 vote without previous notice or by a majority vote by such notice.

**Article X. Fiscal Policies**

Section 1. Fiscal Year

The fiscal year will begin April 1 and end March 31.

Section 2. Financial Statements

The books and accounts of the YPN shall be kept in accordance with generally accepted accounting principles and a full and complete accounting of the financial condition of the YPN shall be prepared and made available in accordance with the *Societies Act*.

**Article XI. Parliamentary Procedure**

Section 1. The latest available version of *Robert's Rules of Order*, shall be the Parliamentary authority for all matters of procedure not specifically covered by the Bylaws or the specific rules of procedure adopted by the group.

**Article XII. Disclaimer**

Section 1. All activities immediately before, during and after meetings may be considered functions of this organization, and members are expected to conduct themselves in an appropriate matter and abide by the YPN General Code of Conduct, in effect from time to time. Any infractions of national, provincial, or local laws or codes are infractions of the individual(s) involved, and not the club, its officers, or its affiliated organizations.

**Article XIII. Borrowing Powers**

Section 1. In order to carry out the purposes of the Society, the directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in such manner as they decide and in particular but without limiting the generality of the foregoing, by the issue of debentures.

Section 2. No debenture shall be issued without the sanction of a special resolution.

Section 3. The members may by special resolution restrict the borrowing powers of the directors but a restriction so imposed expires at the next Annual General Meeting.

**Article XIV. Notice to Members**

Section 1. A notice may be given to a member personally, by mail, or by any electronic means capable of producing a printed copy, to the member's registered address or e-mail address, as recorded in the register of members.

Section 2. Any such notice will be deemed to have been given and received by the member to whom it was addressed if personally, on delivery; if mailed, on the fifth business day following the mailing thereof; or if sent by electronic means, on successful transmission; but if at the time of mailing or between the time of mailing and the fifth business day thereafter there is a strike, lockout, or other labour disturbance affecting postal service, then the notice will not be effectively given until actually delivered.

Section 3. Notice of a general meeting shall be given to every member shown on the register of members on the day notice is given.

Section 4. No other person is entitled to receive a notice of a general meeting.

#### **Article XV. Indemnification**

Section 1. An Officer must not be remunerated for being or acting as an Officer and will not receive, directly or indirectly, any profits as Officer, but must be reimbursed for all expenses necessarily and reasonably incurred by the Officer while engaged in the affairs of the Society.

The Society shall, to the full extent permitted by the *Societies Act*, indemnify and hold harmless every person previously, now or hereafter serving as an officer or member of the Executive Board of the Society and their heirs and legal representatives.

The Society may purchase and maintain insurance for the benefit of any or all officers and members of the Executive Board against personal liability incurred by any such person as an officer or member of the Executive Board.

#### **Article XVI. Bylaws**

Section 1. On being admitted to membership, each member is entitled to and the Society shall give him, without charge, a copy of the constitution and by-laws of the Society.

Section 2. These by-laws shall not be altered or added to except by special resolution.

#### **Article XVII. Previously Unalterable Provisions of Constitution**

Section 1. The Society shall be carried on without purpose of gain for its members and any profits or other accretions to the Society shall be used in promoting its objects. **This provision was previously unalterable.**

Section 2. In the event of the winding up or the dissolution of the Society, any funds of the Society remaining after the satisfaction of its debts and liabilities shall be given or transferred to a charitable organization, to be chosen by the Board, which organization must be registered as a charitable organization under the provisions of the *Income Tax Act* (Canada). **This provision was previously unalterable.**

Section 3. In accordance with the *Societies Act*, it is hereby stated that paragraphs 3, 4, and 5 of this Constitution are unalterable. **This provision was previously unalterable.**