

Klondike Snowmobile Association

BY-LAWS

Revised September, 1998

1. INTERPRETATION

- 1) In these, unless the context otherwise requires,
 - a. "**The Klondike Snowmobile Association**" is the name of this society.
 - b. "**director**" means the directors of the society for the time being
 - c. "**Societies Act**" means the Societies Act of Yukon from time to time in force and all amendments.
 - d. "**Societies Regulations**" means the Societies Regulations of the Yukon from time to time in force and all amendments
 - e. "**registered address**" of a member means the address as recorded in the register of members
 - f. "**K.S.A.**" means the Klondike Snowmobile Association.
 - g. The singular shall include the plural, and the plural the singular and the masculine shall include the feminine.
- 2) The definitions in the Societies Act and in the Societies Regulations apply to these by-laws.

2. GENERAL

- A. The K.S.A. shall not carry out any trade, industry, or business and shall without purpose of gain to any of it's members. A surplus or any accretions of the K.S.A. shall be used solely for the furtherance of it's purposes as outlined in the objectives of the K.S.A.
- B. **MISSION STATEMENT**

"Protect, develop and enhance the Sport and Recreation of Snowmobiling in Yukon"
- C. **Objectives of the K.S.A.**
 1. Collect and disseminate information to all groups, businesses and individuals who have a positive and vested interest in the sport and recreation of snowmobiling, in Yukon.
 2. Act as a collective and public voice representing snowmobilers on snowmobile related issues at the Municipal, territorial and Federal level where issues impact the interests of the snowmobiling community.
 3. Provide positive support and assist groups, businesses and individuals with the further development and enhancement of snowmobile related initiatives and programs in Yukon.

/2

3. MEMBERSHIP

- A. The members of the K.S.A. are those individuals or corporations who

- 1) are the applicants for incorporation of the society; and
 - 2) those persons who subsequently become members
- B. The K.S.A. shall consist of **Individual, Family, Life, Corporate** and **Associate** memberships.
- C. Voting memberships in the K.S.A. shall only be to Individuals, Family, Life & Corporate memberships.
- D. A person or corporation may apply to the board of directors for membership in the K.S.A. and on acceptance by the directors, shall be a member, but no person or corporation who satisfies the criteria for membership shall be denied membership.
- E. Associate memberships shall be approved or withdrawn by resolution of the Board of Directors of the K.S.A.
- F. Every member shall uphold the constitution and comply with these by-laws
- G. Membership dues shall be determined by the board of directors and reviewed at each Annual General Meeting of the K.S.A.
- H. An individual or corporation shall cease to be a member of the K.S.A.:
- 1) by delivering a resignation in writing to the secretary or secretary- treasurer of the society or by mailing or delivering it to the address of the K.S.A.
 - 2) on death or in the case of a corporation on dissolution
 - 3) on being expelled
 - 4) or on having been a member not in good standing for 12 consecutive months.
- I. A member may be expelled by a special resolution of the members passed at a general meeting
- 1) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion
 - 2) The person or corporation who is subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
- J. 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 society and the member is not in good standing so long as the debt remains unpaid.

/3

3. MEETINGS

- A. The Annual General Meeting of the K.S.A. shall be held in September of each year at a time and place in the Yukon Territory, in accordance with the Societies Act, that the directors decide.y
- B. A minium of five Board of Director Meetings over and above the Annual General Meeting of the K.S.A. shall be held at a place with in the Yukon Territory in each calendar year.

- C. Special General meetings may be called by the Chair or on the request of at least 20% of the voting K.S.A. members.
- D. Every general meeting other than an annual general meeting is a special general meeting.
 - 1) Notice of a general meeting shall be given or sent to each member entitled to vote at the meeting not less than 10 days or more than 60 days before the meeting and the notice shall specify the place, day and hour of the meeting, and, in case of special business, the general nature of the business.
 - 2) Where a special resolution is to be voted on at a general meeting shall be given or sent to each member entitled to vote at the meeting not less than 21 days or more than 60 days before the meeting, and the notice shall include the text of the special resolution to be submitted to the meeting.
- E. The Board of Directors may call a board meeting at any time providing all Directors waive notice of such meeting prior to the meeting.
- F. The accidental omission to give notice or non-receipt of notice by a member shall not invalidate any Resolution passed or any of the proceedings at any meeting.
- G. All meetings of the K.S.A. shall normally be of an open nature. An "In Camera" meeting may be requested by any director but shall require a 2/3 majority vote.

5. PROCEEDINGS AT GENERAL MEETINGS

- A. All K.S.A. meetings shall be conducted in accordance with *Perry's Call to Order*, except where by-laws and standard operating procedures provide otherwise.
 - 1) Special business shall not be conducted at a general meeting unless notice has been given of the proposal to conduct that business at that meeting
 - 2) Special business is
 - a. at a special general meeting, all business other than the adoption of rules of order; and
 - b. at an annual general meeting, all business other than:
 - 1. the adoption of rules of order
 - 2. the consideration of the financial statements
 - 3. the report of the directors
 - 4. the report of the professional accountant, if any;
 - 5. the election of directors
- B. Where a quorum is not present at a general meeting, no business other than the election of a chairperson and the adjournment or termination of the meeting shall be conducted.
- C. If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a

/4

quorum present or until the meeting is adjourned or terminated.

D. A quorum at;

- 1) any general meeting is, 10 or more members
- 2) any Board of Directors meeting is 50% plus one.

E. The president of the K.S.A., the vice president, or in the absence of both, one of the other directors present shall preside as chairperson of a general meeting

F. If at a general meeting:

- 1) there is no member of the Board of Directors present within 15 minutes after the time appointed for holding the meeting, or
- 2) there is no member of the Board of Directors willing to act as chair, the members present shall choose one of their number to be chair.

G. Voting;

- 1) A member in good standing present at a meeting is entitled to one vote.
- 2) Voting by proxy shall not be authorized.
- 3) In the case of a family membership, a family membership is limited to a maximum of two votes.
- 4) Corporate & Club memberships are entitled to one vote.
- 5) Corporate & Club memberships shall identify an official representative to vote on their behalf.
- 6) Unless otherwise identified, the corporate or club representative will be the person who applies for membership to the K.S.A. on behalf of that corporation or club.
- 7) Voting, except for the election of directors, is by a show of hands

H. The chair may move or propose a resolution and may second a motion or resolution proposed by another person.

I. In case of an equality of votes the chair shall not have a casting or second vote in addition to the vote to which the chair may be entitled as a member and the resolution shall not pass.

6. DIRECTORS AND OFFICERS

A. Any voting member of the K.S.A. in good standing shall be eligible to act as a member of the *Board of Directors*.

B. The K.S.A. shall be governed by a *Board of Directors*.

C. The authority of the directors is subject to:

- 1) *all laws affecting the K.S.A.*
- 2) *these by-laws*
- 3) *rules, not being inconsistent with these by-laws, which are made from time to time by the K.S.A. in general meeting.*

D. No rule, made by the K.S.A. in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been

made.

- D. The duties of the Board of Directors shall be:
1. *Draft by-laws as the need arises*
 2. *Approve expenditures*
 3. *Approve membership dues and other resources of revenue*
 4. *Act on application of membership*
 5. *Act as a means of communications between the K.S.A. and it's members.*
 6. *Appoint the necessary committees required to do the business of the K.S.A.*
 7. *Receive and act on reports from other members of the Board of Directors or committee chairmen.*
 8. *Initiate and carry out such activities as shall be considered necessary.*
- E. At the Annual General Meeting the *Board of Directors* shall retire from office, and the Board shall hold elections for the *Board of Directors* positions.
- F. A retiring Director shall be eligible for re-election
- G. Each Family, Corporation or Club membership is only allowed to have one representative elected to the *Board of Directors*.
- H. At the Annual General Meeting, the Board of Directors shall elect from among the eligible members in good standing, the following:
- President
 - Vice President
 - Secretary
 - Treasurer
 - Director
 - Director
 - Director
 - Director
 - Director
 - Director
- 1) Each Director shall be elected by a majority vote of the membership.
 - 2) No Director shall hold two positions concurrently.
- /6
- 6 -
- (KSA By-Laws)
- 3) Separate elections shall be held for each office to be filled
 - 4) an election shall be by ballot unless a nominee is acclaimed
 - 5) The retiring president, may, after the election of a new president, remain on the Board of Directors, with full rights as a director, in the position of "**Past President**"
 - A. *The board of Directors may at any time appoint a member as a director to fill a vacancy in the directors*
 - B. *A director so appointed ceases to hold office when a successor is elected at a general meeting of the K.S.A., but is eligible for re-election at the meeting*
 - 6) Each Director of the K.S.A. *Board of Directors*, in good standing, shall be entitled to have one vote on the *Board of Directors*.
- I. No act of proceeding of the directors is in valid only by reason of there being less than the prescribed number of directors in office.
- J. The members may by special resolution remove a director before the expiration of the director's term of office, and may elect a successor to complete the term of office.

- K. No director shall be remunerated for being a director or acting as a director but a director shall be reimbursed for all expenses necessary and reasonably incurred by the director while engaged in the affairs of the K.S.A.
- L. The officers of the society shall be;
- 1) The president
 - 2) The vice president
 - 3) The secretary - treasurer or the secretary & treasurer

6. DUTIES

- A. The **President** shall:
1. Be the chief executive officer of the K.S.A. and shall supervise the other officers in the execution of their duties
 2. Chair all meetings of the Board of Directors, Annual General Meeting and special meetings of the membership
 3. Arrange the agenda of such meetings
 4. Present the annual report to the membership at the Annual General Meeting
 5. Implement policies set, and decisions taken by the Annual General Meeting or by the Board of Directors properly and promptly.
 6. Will sign all of the official documents, contracts and undertakings and affix the K.S.A. seal according to the direction of the Board of Directors.
 7. The duties of Director are carried out as prescribed
- B. The **Vice President** shall:
1. Carry out duties as may be designated by the President
 2. In that order, carry out the duties of the President in his absence
 3. Carry out the prescribed duties of a Director.
- 7 -
- /7
(KSA By-Laws)
- C. The **Secretary** shall:
1. Record and distribute the minutes of all meetings.
 2. Conduct the general correspondence
 3. Have custody of the records and documents of the K.S.A. except those required by the other directors to conduct the normal business of the K.S.A.
 4. Have custody of the seal of the K.S.A.
 5. maintain the register of members
 6. Carry out the prescribed duties of a Director.
- D. The **Treasurer** shall:
1. Maintain the financial records and funds of the K.S.A.
 2. Prepare the financial statements and reports for the Board of Directors and for the Annual General Meeting
 3. Collect membership dues and other income
 4. Carry out the prescribed duties of a Director.
- E. The **Past President** shall:
1. Provide guidance and resource to the Board of Directors
 2. Carry out the prescribed duties of a Director.
- F. The **Directors** shall:
1. Attend Board of Director meetings
 2. Read carefully all material which are brought to their attention, be prepared to discuss these at Board of Director meetings, and vote with authority on all agenda items.
 3. Keep all minutes of meetings arranged in a file which can be brought to the Board of Directors meetings, and which can be passed on to a successor.
 4. Work for the K.S.A. as chair or member of one or more of the standing committees.

5. *Fairly represent the decisions of the Board of Directors to membership and the general public.*
- G. The members of the Board of Directors will act on behalf of the K.S.A., but such actions shall be reported to the Board of Directors meeting, the Annual General Meeting, or a Special Meeting, whichever comes first.
- H. Directors who fail to carry out their duties and responsibilities, or fail to attend three consecutive meetings of the Board of directors, may be asked to resign at the discretion of the Board.
- I. A notice in writing to the Board of Directors is required for a member of the Board of Directors to voluntarily vacate his position.

7. SEAL

- A. The directors may adopt a seal for the K.S.A or substitute a new seal

8. BORROWING

- A. The K.S.A. has no borrowing power.

/8

- 9 -

(KSA By-Laws)

9. FISCAL TERMS

- A. The fiscal year of the K.S.A. shall be from September 1st to August 30th.

10. PROFESSIONAL ACCOUNTANT

- A. The provisions of the Societies Regulations will apply.

11. NOTICE TO MEMBERS

- A. A notice may be given to a member by personal delivery or by mail to the member's registered address
- B. A notice sent by mail shall be deemed to have been given on the third day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canada Post receptacle
- C. Notice of a general meeting shall be given to
- 1) every member shown on the register of members on the day the notice is given or sent; and
 - 2) the professional accountant if applicable
- D. No other person is entitled to receive a notice of the general meeting

12. DISSOLUTION

- A. In the event of dissolution of the K.S.A., the assets remaining after all debts have been paid or provisions for payment have been made shall, subject to the requirements of the regulations, be distributed to one or more incorporated Yukon societies as in determined by special resolution.

13. AMENDMENTS OF THE BY-LAWS

- A. The by-laws of the K.S.A. may be amended, rescinded, or added to by Special Resolution passed at any annual general meeting or special general meeting of the K.S.A. providing proper notice of the action is taken.

14. OTHER

- A. On being admitted to membership, each member is entitled to and the K.S.A. will provide at no charge, a copy of the constitution and by-laws of the K.S.A.
- B. Any member of the K.S.A. in good standing may
- 1) examine the records of the K.S.A.
 - 2) during the 30 minutes prior to the commencement of business at any general meeting
 - 3) once every three months at the place where the records are normally kept, on giving the person responsible for keeping the records 7 days notice;
 - 4) at any time or place agreed upon by the person having custody of the records, such an agreement not to be unreasonably withheld.
- C. Any dispute concerning the interpretation or application of the by-laws, and any dispute concerning the rights of a member or the powers of a director or officer, shall be submitted to and decided on by arbitration under the Arbitration Act of Yukon.

- 9 -

(KSA By-Laws)

/9

15. CODE OF ETHICS

- A. Directors and employees shall at all times display conduct that is above reproach
- B. Every Director and Employee of the K.S.A. in exercising their powers and discharging their duties shall:
- (i) *act honestly and in good faith with a view to the best interest of the K.S.A.*
 - (ii) *exercise the care, diligence and skills as a reasonably prudent person would exercise in comparable circumstances*
- C. A Director or Employee of the K.S.A. who,
- (i) *is a party to a material contract or transaction or proposed material contract or transaction with the K.S.A.; or*
 - (ii) *is a Director or Employee of, or has a material interest in, any person who is party to a material contract or transaction or proposed material contract or transaction with the K.S.A. shall disclose in writing, to the K.S.A. or request to have entered into the minutes of the meetings, the nature and extent of their interests.*

- D. No Director or Employee shall accept any benefit, gift, loan of equipment, money or other pecuniary benefit or employment of any sort for either himself or any member of his family from any supporter, supplier, manufacturer, business party or individual association with the K.S.A. **unless permission has been granted by the Board of Directors on each occasion.**
- E. A Director referred to in Section C & D. shall not vote on any resolution to approve the contract or transaction.

Passed at the Annual General Meeting _____ 19 September 1998 _____

Chair _____ Secretary

Vice Chair _____ Treasurer