SOCIETIES ACT

BYLAWS of
THE KLONDIKE CRUISERS ASSOCIATION

(the "Society")

1. Definitions and Interpretation

1.1 Definitions

In these bylaws:

(a) "Act" means the Yukon Societies Act and the regulations under the Act, as amended from time to time.

(b) "Board" means the directors of the Society.

(c) "Bylaws" means these bylaws.

(d) "Constitution" means the constitution of the Society.

(e) "Director" means an individual who has been designated, elected or appointed, in accordance with the Act, as a director of the Society.

(f) "General Meeting" means a general meeting of the members of the Society.

(g) "Officer" means an individual who has been appointed, in accordance with the Act, as an officer of the Society.

1.2 Definitions in Act

The definitions in the Act apply to these Bylaws.

1.3 Conflict with Act

If there is a conflict between these Bylaws and the Act, the Act shall prevail.

1.4 Act Applies

These Bylaws are intended to be read in conjunction with the Act.

2. Purpose

The Klondike Cruisers Association is a non-profit volunteer organization dedicated to the restoration, resurrection, and preservation of motor vehicles.

2.1 Mission

The Society's mission is to provide motor vehicle enthusiasts a forum to meet, discuss, and / or exchange knowledge pertaining to classic, performance and special interest motor vehicles.

2.2 Business

The Society shall not carry out any business for the purpose of profit or gain to the society or any of its members. Any surplus or accretions of the society shall be used solely for the furtherance of the society's purpose, mission and objectives.

3. Members

3.1 Application for membership

A person may apply to the Board for membership in the Society. The person becomes a member of the Society on the Board’s acceptance of the application and receipt of payment of membership fees, if any.

3.2 Duties

Every member must uphold the Constitution and must comply with these Bylaws.

3.3 Classes

There is only one class of members in the Society. Every member is a voting member.

3.4 Membership Fees

The amount of membership fees, if any, and the due date for payment of such fees, shall be determined by the Board. Payment of membership fees, if any, shall be a condition of membership.

3.5 Termination of membership

A person’s membership in the Society is terminated:

(a) When the person has failed to pay the membership fees, if any, when due; and

(b) In any of the other circumstances set out in the Act.

3.6 Rights

Every member is entitled to those rights afforded to members under the Act and these Bylaws, including, but not limited to, the right to vote on every matter in respect of which a vote of the members is held and the right to elect or appoint the Directors.

4. General Meetings of the members

4.1 General Meetings

An annual General Meeting must be held in accordance with the Act at the time and place the Board determines. The Board may, at any time, call other General Meetings. Members may requisition a General Meeting in accordance with the Act.

The fiscal year for the Society shall be April 1st to March 31st.

4.2 Ordinary business

At a General Meeting, the following business is ordinary business:

(a) Adoption of rules of order and agenda;

(b) Consideration of any financial statements of the Society presented to the meeting;

(c) Consideration of the reports, if any, of Directors or accountant;

(d) Election of or appointment of Directors;

(e) Appointment of an accountant, if any; and

(f) Business arising out of a report of the Directors that does not require the passing of a special resolution.

4.3 Notice of General Meeting

Written notice of the date, time and location of a General Meeting must:

(a) Be given in accordance with the Act;

(b) Be sent to the members at least 14 days before the meeting and not more than 60 days before the meeting;

(c) State the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business; and

(d) Include the text of any resolution to be submitted to the meeting that, under the Act or the bylaws, must be passed as a special resolution.

4.4 Chair of General Meetings

The following individual shall preside as chair of a General Meeting:

(a) The individual, if any, appointed by the Board to preside as the chair;

(b) If the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair:

(i) The president, if any;

(ii) The vice-president, if any, if the president is unable to preside as the chair; or

(iii) A Director present at the meeting, if both the president and vice-president are unable to preside as chair, or if there is no president or vice-president; or

(c) If there is no individual entitled under (a) or (b), above, who is able to preside as the chair of the meeting within 30 minutes from the time set for holding the meeting, the members who are present shall elect a member present at the meeting to preside as the chair.

4.5 Quorum for General Meetings

A quorum for the transaction of business at a General Meeting is four voting members.

4.6 Quorum required

Business, other than the election of the chair of the General Meeting and the adjournment or termination of the meeting, must not be transacted unless a quorum of members is present. If, at any time during a General Meeting, there ceases to be a quorum of members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

4.7 Lack of quorum at General Meetings

If, within 30 minutes from the time set for holding a General Meeting, a quorum is not present:

(a) The meeting stands adjourned to the same day in the next week, at the same time and place or, if the place is not available, at such other place as may be determined by the chair with notice to the members;

(b) If, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the members who are present constitute a quorum for that meeting.

4.8 Adjournments of General Meetings

The chair of a General Meeting may, or if so directed by the members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting. It is not necessary to give notice of a continuation of an adjourned General Meeting or of the business to be transacted at a continuation of an adjourned General Meeting except that, when a General Meeting is adjourned for 30 days or more, written notice of the continuation of the adjourned meeting must be given in accordance with the Act and these bylaws.

4.9 Order of business at a General Meeting

The order of business at a General Meeting is as follows:

(a) Elect an individual to chair the meeting, if necessary;

(b) Determine that there is a quorum;

(c) Approve the agenda;

(d) Approve the minutes from the last General Meeting;

(e) Deal with unfinished business from the last General Meeting;

(f) If the meeting is an annual General Meeting:

(i) Receive the Directors' report on the financial statements of the Society for the previous financial year, and the accountant's report, if any, on those statements;

(ii) Receive any other reports of Directors' activities and decisions since the previous annual General Meeting;

(iii) Elect or appoint Directors; and

(iv) Appoint an accountant, if any;

(g) Deal with new business, including any matters about which notice has been given to the members in the notice of meeting;

(h) Terminate the meeting.

4.10 Attendance at General Meeting by telephone or other communications medium

Members may participate in a General Meeting by telephone or other communications medium. The Board must take such reasonable steps as are required to enable all persons participating in the meeting, whether by telephone, by other communications medium, or in person, to communicate with each other during the meeting.

4.11 Methods of voting by members in attendance at General Meeting

At a General Meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the members, except that if, before or after such a vote, two or more members request a secret ballot or a secret ballot is directed by the chair, voting must be by secret ballot. If one or more members vote at a General Meeting while participating in the General Meeting by telephone or other communications medium, the vote must be conducted in a manner that adequately discloses the intentions of the members.

4.12 Proxies

Voting by proxy is not permitted.

4.13 Vote at a General Meeting

A matter to be decided at a General Meeting must be decided by ordinary resolution, unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

4.14 Result of Vote

The chair of a General Meeting must announce the outcome of each vote. That outcome must be recorded in the minutes of the meeting. Whenever a vote that is not by written ballot is made, then unless a written ballot is required or demanded, a declaration by the chair that a resolution has been carried or lost shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour or against the motion.

5. Directors

5.1 Board of Directors

The Society is governed by a Board of Directors elected by the members at each annual General Meeting. The authority of the Directors is subject to all Acts and regulations affecting the society, these bylaws, and any rules not inconsistent with these bylaws made by the Society from time to time in general meeting. No rule made by the Society in general meeting invalidates a prior act of the Directors that would have been valid if the rule were not made.

5.2 Number of Directors

The Society must have no fewer than three and no more than 12 Directors. The members at a General Meeting shall determine the fixed number of Directors from time to time.

5.3 Residency

At least one of the Directors must be ordinarily resident in Yukon.

5.4 Board eligibility (Membership)

A Director is required to be a member of the Society.

5.5 Election or appointment of Directors

Directors are elected by ordinary resolution of the members.

5.6 Term

The Directors are elected at each annual General Meeting. A Director's term of office ends at the close of the next annual General Meeting after the Director's election.

5.7 Vacancies

The Directors may appoint a member to fill a vacancy on the Board that arises as a result of a Director ceasing to hold office before the expiry of the Director's term of office, except where the Director was removed from office in accordance with the Act. The Director appointed to fill the vacancy shall hold office for the balance of the term of their predecessor.

5.8 Removal of Directors

A Director may be removed from office by special resolution of the members.

5.9 Remuneration for being a Director

The Society must not remunerate a Director for being a Director.

5.10 Remuneration of Directors for other than being a director

The Society may, subject to the Act, pay a Director remuneration for services provided by the Director to the Society in a capacity other than as a director.

5.11 Majority of Directors may not be employed by Society

A majority of Directors must not receive or be entitled to receive remuneration from the Society under contracts of employment or services.

5.12 Reimbursement of Expenses

The Society may reimburse a Director for reasonable expenses necessarily incurred by the Director in performing their duties as a director.

6. Meetings of Directors

6.1 Calling Directors' meeting

The Directors may meet at any location in Yukon and in any manner as determined by the Directors.

6.2 Notice of Directors' meeting

At least two days' notice of a Directors' meeting must be given, unless all the Directors agree to a shorter notice period.

6.3 Regular Board meetings

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the time and place of such regular meetings of the Board shall be sent to each Director, but no notice shall be required for any such regular meeting.

6.4 Quorum of Board meetings

A majority of the Directors in office constitutes a quorum at any meeting of Directors.

6.5 Board meetings may held by electronic means

Any meeting of the Board may be held by means of telephone or such other communication medium means that permits all participants in the meeting to communicate with each other. A Director participating in the meeting by that means shall be deemed to be present at the meeting.

6.6 Resolution without a meeting and without the consent of all Directors

The Directors may not pass a Board resolution without a meeting unless all Directors consent in writing to the resolution.

7. Officers

7.1 Election or appointment of Officers

The Board shall, as often as may be required, elect or appoint, from among the Directors, a president, a vice-president, and a secretary/treasurer or a secretary and a treasurer, and such other officers the Board deems necessary. A Director may hold more than one officer position.

7.2 Duties of Officers

The Officers shall have the following duties and powers associated with their positions:

(a) The president is the chair of the Board and is responsible for supervising the other Directors in the execution of their duties.

(b) The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

(c) The secretary is responsible for doing, or making the necessary arrangements for, the following:

(i) Issuing notices of General Meetings and Directors' meetings, taking minutes of General Meetings and Directors' meetings;

(ii) Keeping the records of the Society in accordance with the Act, conducting the correspondence of the Board; and

(iii) Filing the annual report of the Society and making any other filings with the registrar under the Act.

In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

(d) The treasurer is responsible for doing, or making the necessary arrangements for, the following:

(i) Receiving and banking monies collected from the members or other sources;

(ii) Keeping accounting records in respect of the Society's financial transactions; and

(iii) Preparing the Society's financial statements; and making the Society's filings respecting taxes.

8. Signing Authority

8.1 Execution of documents

A contract or other record to be signed by the Society must be signed on behalf of the Society by any two Directors or by one or more individuals authorized by the Board to sign the contract or record on behalf of the Society. Any Director or Officer of the Society may certify a copy of any instrument, resolution, bylaw or other document of the Society to be a true copy thereof.

8.2 Financial Institute

The Board shall, as often as may be required, elect or appoint, from among the Directors, no fewer than two and no more four individuals, to hold signing authority for financial transactions at the financial institute utilized by the Society

9. Financial

9.1 The financial fiscal year for the Society shall be April 1st to March 31st

9.2 Borrowing powers

The Society may, subject to approval by the members at a General Meeting:

(a) Borrow money; and

(b) Issue debt obligations to any person and for any consideration

10. Accountant

10.1 Requirement for Accountant

(a) If the Society is a Class B society, the Society is not required to have an accountant.

(b) If the Society is a Class A society, the Society is required to have an accountant. However, a Class A society may, by special resolution at an annual general meeting, waive the requirement to have an accountant for the fiscal year for which financial statements will be presented at the next year's annual general meeting. The Society may not waive the requirement to have an accountant for more than two consecutive fiscal years.

11. Distribution of property before dissolution or on liquidation

11.1 Distribution

The distribution of property before dissolution of the Society or on liquidation of the Society will be made in accordance with the Act.

12. Amendments and passing of these bylaws

12.1 Amendments

These bylaws may be amended, added to, or rescinded by Special Resolution passed at a General Meeting, providing all requirements of the Act are met and proper notice of the action is taken.

12.2 Passing

This revision of the Klondike Cruisers Association Bylaws

passed by special resolution on __25 May, 2022 AGM__.
Date (print)

Bylaws Adopted and Signed at AGM

Director Name (print)	Position (print)	Signature
Director Name (print)	Position (print)	Signature