

# ***Edmonton Bicycle and Touring Club Bylaws***

## **Membership**

Membership is open anyone who agrees to be bound by any of the rules, regulations, guidelines or customs of the Edmonton Bicycle and Touring Club (hereinafter referred to as the Club). Adult membership is open to anyone 18 years of age or older. Any persons under 18 years of age must provide written evidence of parental or legal guardian consent to participate as a member.

Membership fees, if any, in the Club shall be determined from time to time by the members at a general meeting. Any member may resign from the Club with or without notice however, upon resignation the member shall not be entitled to a refund of any portion of the membership fee they may have paid. If any member is in arrears for fees or assessments for any year, such member shall be automatically suspended at the expiration of six months from the date the fees or assessments were assigned and their membership privileges or powers in the Club will be revoked until such time as they are placed in good standing and reinstated into the club.

## **Revocation of Membership**

The Club reserves the right to revoke the membership, without refund, of any member whose behavior is deemed inappropriate or detrimental to the Club. Examples of behavior which may result in revocation of membership include, but are not limited to, the following:

- a. a pattern of continued reckless riding or continued disregard of safe cycling rules;
- b. improper actions during a club ride which pose a threat to the safety and well-being of any member including him/her self;
- c. actions having a negative impact on the integrity of the Club.

## **Board of Directors**

Board of Directors, Board Committee or Executive Board shall mean the Board of Directors of the Club.

The running of the day to day business of the Club shall be conducted by the Board of Directors subject to the by-laws or directions given by majority vote at any meeting properly called and constituted and will have full control and management of the affairs of the Club. The Board of Directors shall adopt policies, long term plans, budgets, shall plan activities, appoint and assign duties to committees or individual members and shall do all other things necessary to conduct the business of the Club. The Board of Directors shall consist of the following members:

- a) **President** – shall be ex-officio a member of all committees; set meeting agendas and dates and act as chair for all meetings; be empowered to delegate duties and functions to any EBTC Board member; maintain a cooperative

atmosphere at all meetings; ensure adherence to bylaws; in the event of a tie vote will cast the deciding vote; liaison with other organizations and represents the EBTC as appropriate in public.

- b) **Vice-President** – shall attend Board meetings as scheduled and in the event of the absence of the President, will take on that role at the Board meetings. In the absence of both the President and Vice-President, a chairperson may be elected by the Board members present.
- c) **Secretary**- shall maintain EBTC records and minutes of all meetings; is responsible for all correspondence pertaining to the EBTC business; receives all mail and prepares any correspondence for review at the Board meetings and maintains charge of the seal of the EBTC and whenever used shall be authenticated by the signature of the Secretary and the President.
- d) **Treasurer**-shall receive and maintain records of all dues and any other monies received by the EBTC; maintains the EBTC bank account or accounts in whatever bank the Board may order; balances accounts and ensures appropriate accounting practices are followed; files appropriate records and or necessary public documentation; pays all bills and reimburses authorized member expenses ensuring the appropriate documentation is provide to support the expenditure; provides appropriate reports for the annual general meeting and respond to inquiries upon request.
- e) **Directors**: The board shall also include up to a maximum of 11 other Directors.

### **Election of Board of Directors**

Members of the Board of Directors shall be elected from among the general membership to a one year term during the Annual General Meeting. Candidates may be nominated by any member including him/her self. There are no limits to the number of times a member of the Club may hold any given Board of Director position.

### **Meetings**

#### **Annual General Meeting**

The annual general meeting (hereinafter referred to as AGM) of the Club shall be held before the end of February in each year on a day to be determined by the Board of Directors. Notice of the meeting shall be provided to each member of the Club at least ten (10) days prior to the meeting. Notice will be provided through the EBTC web site and to e-mail addresses provided during registration. Written notice will be provided to members who have not provided an e-mail address. Business at the AGM shall include, without limitation, approval of the financial records, review of the preceding year's business and a vote to fill all positions on the Board of Directors. Motions at annual meetings shall be carried by majority vote as determined by a show of hands. Each member of the Club over the age of 18 is entitled to a vote at meetings.

### **Special Resolutions Meetings**

Any changes to the By-Laws of the Club or any other changes as prescribed by law, require approval of the Club and if outside of the time parameter of the AGM changes may be dealt with by way of a Special Resolution.

Special Resolutions shall be carried forward at a meeting of the Club called for the purpose of determining any Special Resolution and shall be conducted in a manner similar to the yearly AGM. Notice of the meeting shall be provided to each member of the Club at least ten (10) days prior to the meeting in the same manner provided for at the AGM.

### **Board of Directors Meetings**

The Board of Directors shall meet monthly. Meetings shall be held at a time and place as determined by the Board of Directors. Notice need only be circulated in the event of changes to the time or place. Meetings are not open to the general public however any member in good standing is welcome to attend. Decisions made at Board of Directors meetings shall be by vote as determined by a show of hands.

### **Voting**

Any member who has not withdrawn from membership nor been suspended or expelled shall have the right to vote at the AGM or any Special Resolution meeting of the Club. Such votes shall be made in person through the show of hands and will not be held by proxy or otherwise. In the event of ties, the president shall cast the deciding vote.

### **Quorum**

Quorum for all annual general meetings of the Club shall not be less than ten percent (10%) of members in good standing according to the most recent membership list. Quorum for Board of Directors meetings shall be fifty percent plus one member of the Board of Directors.

### **Remuneration**

Members of the Board of Directors shall serve without remuneration however may be reimbursed for approved expenses.

### **Borrowing Powers**

For the purpose of carrying out its objectives the Club may borrow or raise or secure the payment of money in such a manner as it thinks fit and in particular by the issue of debentures but this power shall be exercised only under the authority of the Club and in no case shall debentures be issued without the sanction of a Special Resolution of the Club.

### **Auditing**

Financial accounts of the Club are to be audited each year by two members of the Club elected by the Club for that purpose at the AGM. Audited financial statements are to be presented for approval to the Board of Directors and the members of the Club during the AGM. The fiscal year for the Club shall be January 1<sup>st</sup> to December 31<sup>st</sup>. Books and records of the Club will be made available for inspection by members of the Club during the AGM.

### **Protection of Board**

No Board of Directors member of the Club, nor his or her heirs or legal representatives shall be liable for, without limitation, any act, failure to act, receipts, neglect, or default of any other member of the Club for any loss, damage, or expense happening to the Club through the insufficiency or deficiency of title to any property acquired by the order of the Board of Directors or on behalf of the Club, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Club shall be invested, or for the loss of damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation with whom any of the monies, securities or effects of the Club shall be lodged or deposited, or for the loss occasioned by an error of judgment or oversight on their part, or for any loss, conversion, misapplication or misappropriation of any damage resulting from any dealing with any monies, securities or other assets belonging to the Club, or for any loss, damage or misfortune whatsoever which may happen in the execution of the duties of their respective office or trust, or in relation thereto, unless the same shall happen by or through their own dishonesty or willful neglect or default.

### **Dissolution Clause**

The Club may only be dissolved through a Special Resolution meeting called for that purpose and then only with subsequent approval of a majority vote of the Members in attendance. Upon dissolution or other termination of the Club, all remaining assets of the Club, after payment in full of all its debts, obligations, and necessary final expenses, or after the making of adequate provision therefore, shall be distributed to such tax-exempt organizations as shall be chosen by the then existing Board of Directors of the Club.