

ELBOW VALLEY CYCLE CLUB

BYLAWS 2018



ELBOW VALLEY CYCLE CLUB
BY-LAWS

1.0 General Provisions

[Article 1.1 Name](#)

[Article 1.2 Registered Office](#)

[Article 1.3 Non-Discriminatory Policy](#)

[Article 1.4 Membership](#)

[Article 1.5 Terms and Conditions of Member Admission](#)

[Article 1.6 Expulsion of Members and Removal of Directors](#)

[Article 1.7 Withdrawal of Members](#)

[Article 1.8 Club Dissolution or Liquidation](#)

[Article 1.9 Books and Records](#)

2.0 Executive Committee

[**Article 2.1** Composition](#)

[Article 2.2 Executive Committee Roles](#)

[Article 2.3 Function of Executive Committee](#)

[Article 2.4 Meetings](#)

[Article 2.5 Election of Executive Committee Members](#)

[Article 2.6 Term of Office](#)

[Article 2.7 Executive Committee Vacancies](#)

[Article 2.8 Remuneration](#)

3.0 Meetings

[Article 3.1 Quorum](#)

[Article 3.2 General Meeting](#)

[Article 3.3 Voting](#)

[Article 3.4 Annual General Meeting](#)

[Article 3.5 Special Meeting and Special Resolution](#)

4.0 Final Provisions

[Article 4.1 Financial Year](#)

[Article 4.2 Financial Review](#)

[Article 4.3 Signing of Documents](#)

[Article 4.4 Borrowing Powers](#)

[Article 4.5 Bylaws](#)

[Article 4.6 Custody and Use of Seal](#)

I. GENERAL PROVISIONS

Article 1.1 Name

The name of the Society is the Elbow Valley Cycle Club. Hereinafter referred to as the Elbow Valley Cycle Club or EVCC.

Article 1.2 Registered Office

The Registered Office shall be: Elbow Valley Cycle Club; 25 Arbour Crest Heights NW. Calgary, AB, T3G 5A4

Article 1.3 Non-Discriminatory Policy

The Elbow Valley Cycle Club promotes equality of opportunity for cycling participation.

Article 1.4 Membership

- (a) Individual Member – any person or entity who has completed the prescribed registration form and has paid the required membership fees.
- (b) Honorary Member – any person or entity which the Executive Committee wishes to honour for services rendered to the Club or to recreational cycling in general.
- (c) Other forms of membership are:
 - (i) Family
 - (ii) Student
 - (iii) Senior

Article 1.5 Terms and Conditions of Member Admission

- a) The amount of membership fees shall be determined by the Executive Committee from time to time and shall be due and payable upon application for new membership, and at the renewal of an expiring membership.
- b) An application on the prescribed form shall be submitted.

Article 1.6 Expulsion of Members and Removal of Directors

- a) Any member, upon a three-quarters majority vote of all members of the Executive Committee, may be expelled from the membership, for any cause, which the Club may deem reasonable.
- b) Any director or officer, upon a three-quarters majority vote of members in good standing at a special general meeting, may be removed from office for any cause, which the Club may deem reasonable.

Article 1.7 Withdrawal of Members

- a) Any member wishing to withdraw from membership may do so without notice, and without refund of fees.

- b) Any member of the Executive Committee may withdraw from membership of that Committee upon notice in writing to the Committee through its Secretary, and upon unanimous approval of the Executive Committee, which approval should not unreasonably be withheld.

Article 1.8 Club Dissolution or Liquidation

- a) In the event of the dissolution or liquidation of the Elbow Valley Cycle Club, any assets remaining after all debts and obligations have been honoured, shall be distributed to one or more recognized charitable organizations. Said charity (ies) shall be approved by majority vote at a special meeting of the membership.

Article 1.9 Books and Records

- a) The books and records of the Club may be inspected by any member of the EVCC with notice of not less than five (5) working days, at the convenience of the officer or officers having charge of same. Each member of the Board shall at all times have access to such books and records. Such books and records shall remain property of the EVCC.

II. EXECUTIVE COMMITTEE

Article 2.1 Composition

- a) The Executive Committee may be composed of the President, Vice President, Programme Director, Secretary, Treasurer, Membership Director, Multi Day Ride Director, Communication Director, Advocacy Director, Social Director, Education Director, Past President and up to three (3) Directors-at-Large.
- b) The Executive Committee shall be the Board of Directors of the EVCC and the Board of Directors shall mean the Executive Committee, by whatever name it carries. The Board shall have full control and management of the affairs of the EVCC.

Article 2.2 Executive Committee Roles

- a) **President**
The President shall be ex-officio a member of all committees. The President, or delegate, shall preside at all meetings of the EVCC. The President shall direct the EVCC to help it achieve the objectives set, in accordance with the established Bylaws and Procedures. The President shall represent the EVCC in matters of public relations.
- b) **Secretary**
It shall be the duty of the Secretary, or delegate, to attend all Executive meetings, the Annual General Meeting and any Special General Meeting of the EVCC and the Executive Committee, and to keep accurate minutes of the same. The Secretary shall have charge of the Seal of the EVCC which seal whenever used shall be authenticated by the signature of the Secretary and the President, or, in the case of the death or inability of either to act, by the Vice President. In case of the absence of the Secretary, his/her duties shall be discharged by such officer as may be appointed by the Board. The Secretary shall have charge of all the correspondence of the EVCC and maintain all EVCC file.

- c) Treasurer
The Treasurer shall receive all monies paid to the EVCC and shall be responsible for the deposit of same in whatever financial institution the Board may order. The Treasurer shall properly account for the funds of the EVCC and keep such books as may be directed. The Treasurer shall present a full, detailed account of receipts and disbursements to the Board whenever requested and shall prepare for presentation to the Annual Meeting a statement duly reviewed and signed by the auditor or Review Committee as hereinafter set forth of the financial position of the EVCC and submit a copy of same to the Secretary for the records of the EVCC.
- d) Vice President
The Vice President shall act as liaison between special committees and the Executive Committee. In the absence of the President, the Vice-President will assume the duties of the President.
- e) Past President
The Past President shall provide advice, counsel, and assistance to the Board of Directors. Maintain continuity of Club goals, objectives, and policies. Be responsible for the nominating committee who will provide a slate of candidates for the Annual General Meeting. The Past President will normally be the President from the previous term.
- f) Programme Director
The Programme Director shall be responsible for co-ordinating day trip cycling, cross-country skiing, and other fitness or training related activities for the benefit of club members
- g) Multi Day Ride Director
The Multi Day Ride Director shall be responsible for co-ordinating multi day cycling trips. This role does not include the Golden Triangle Ride which is coordinated by a separate committee.
- h) Membership Director
The Membership Director shall keep a current record of all the members of the EVCC and their addresses. The Membership Director shall promptly issue membership cards to members, after receiving both their annual membership dues and a properly completed membership application form. The Membership Director shall promptly turn over all membership dues received, to the Treasurer for deposit in the financial institution designated by the Board.
- i) Communication Director
The Communication Director shall be responsible for creation and dissemination of Club-related information to the membership and the public as needed.
- j) Advocacy Director
The Advocacy Director shall monitor legislation and policies which affect the EVCC and inform, advise and co-ordinate the EVCC actions to promote or safeguard the rights of cyclists.
- k) Social Director
The Social Director shall be responsible for co-ordinating social activities for members of the Club.
- l) Education Director
The Education Director shall be responsible for co-ordinating the education activities for the members of the Club.
- m) Directors-at-Large
The duties of the position shall be defined by the Executive Committee.

Article 2.3 Function of Executive Committee

- a) Implements the decisions taken by the membership
- b) Review reports presented to the club or Executive;
- c) Reviews policy and makes recommendations to the membership;
- d) Ensures the financial statement presented to members at the annual general meeting has been reviewed and signed by the auditor, or auditing committee.
- e) Presents Annual Report to the General Assembly at the Annual General Meeting;
- f) Makes such bylaws, policies and procedures as are from time to time required;
- g) Borrows, raises or secures the payment of money in such manner as it thinks fit;
- h) Administers the business of the Elbow Valley Cycle Club generally;
- i) Hires and establishes working conditions and contracts for the employees of the Elbow Valley Cycle Club;
- j) Creates committees when deemed necessary and supervises the work;
- k) Prepares the budget, the fiscal programme and ensures its implementation;
- l) Makes all the decisions relating to the daily operation of the Elbow Valley Cycle Club.

Article 2.4 Meetings

- a) The Executive Committee shall meet as often as deemed necessary, at the request of the President, or at the request of at least three (3) Executive members.
- b) All Board members will be notified of Executive Committee Meetings by email and the meeting shall be posted on the EVCC calendar.
- c) A quorum shall consist of a simple majority of sitting Board members. All resolutions proposed are by majority vote, each Board member having the right to one vote.

Article 2.5 Election of Executive Committee Members

- a) The Executive Committee shall be elected by the membership at the Annual General meeting by a majority vote.
- b) Any adult member (18+ yrs.) in good standing shall be eligible to any office in the EVCC.
- c) Members shall be elected to the Executive Committee as Directors without title. The Executive Committee shall then designate at its first meeting, from amongst its membership, those individuals who will take on the roles as described in Article 2.2.
- d) Some roles described in Article 2.2 may not be filled, depending upon the number of volunteers standing for office.

Article 2.6 Term of Office

- a) The Executive Committee member's term shall be for two years.
- b) When and if possible, the following pairings should not be changed out in the same year: President and Vice-President; Treasurer and Secretary; Membership Director and Social

Director; Multi Day Ride Director and Programme Director; Advocacy Director and Education Director.

- c) If an Executive Committee member vacates their position before serving their full term, an interim election may be held to fill the vacated position for the remainder of the term.
- d) There is no limit to the number of terms for which a member may serve on the Executive Committee.

Article 2.7 Executive Committee Vacancies

- a) In the event of an Executive Committee vacancy, the Executive Committee may appoint a replacement, from within the Committee membership.
- b) The term of office of all newly appointed Directors shall be the remaining period left to the term for which the original incumbent was elected.

Article 2.8 Remuneration

The members of the Executive Committee of the Club shall not be remunerated for their work, but shall be entitled to a reimbursement of any reasonable expense incurred in the performance of their duties and approved by the Executive Committee.

III. MEETINGS

Article 3.1 Quorum

- a) At any General Meeting, eleven (11) persons shall constitute a quorum

Article 3.2 General Meeting

- a) The Board shall meet with the membership in a General Meeting a minimum of one time per year (1/year).

Article 3.3 Voting

- (a) Any member in good standing, who attends a General Meeting shall have the right to vote.
- (b) Voting by proxy or otherwise is prohibited.
- (c) At a General Meeting, when members are required to vote, voting will be conducted, by a show of hands. If a minimum of two (2) members at the meeting request a secret ballot, then voting shall be by secret ballot.
- (d) A simple majority shall decide all motions whether at a General Meeting or at the Annual General Meeting.
- (e) A three-quarters majority shall decide a special resolution at a Special Meeting. See Article 3.5 Special Meeting.

Article 3.4 Annual General Meeting (AGM)

- (a) The Annual General Meeting shall be held yearly, no later than three months (90 days) following the end of the financial year, at a location and time designated by the Executive Committee.

- (b) Notice of the meeting shall be posted on the EVCC webpage monthly calendar, and an email sent to the members of the Club, at least twenty-one days (21) in advance of the AGM.

Article 3.5 Special Meetings and Resolutions

- (a) A Special Meeting may be called at the request of the majority of Executive Committee or by one-quarter of the members.
- (b) Reasons for the Special Meeting shall be documented and delivered to the President twenty-eight (28) days before the meeting.
- (c) Notice of such meeting shall be sent by Club email, posting on the EVCC webpage monthly calendar, and social media, to the members, at least twenty-one (21) days in advance.
- (d) A Special Meeting is a meeting where a Special Resolution is presented and voted upon. See Appendix A; Definition of A Special Resolution.
- (e) A Special Resolution presented at the Annual General Meeting is subject to the requirements outlined in Article 3.5 (a) (b) (c) and Article 3.3 (e).

IV. FINAL PROVISIONS

Article 4.1 Financial Year

The financial year shall end on the thirty first (31) day of December of each year.

Article 4.2 Financial Review

- (a) The books, accounts and records of the Club shall be reviewed once each year by an auditor, or a Review Committee consisting of at least three (3) Club members in good standing.
- (b) A complete and proper statement of the standing of the books for the previous financial year, approved by the auditor, or Review Committee, shall be presented at the Annual General Meeting of the EVCC.

Article 4.3 Signing of Documents

Any contracts or other documents requiring the signature of the Club shall be subject to the prior approval of the Executive Committee and subsequently signed by those persons duly authorized to do so.

Article 4.4 Borrowing Powers

For the purpose of carrying out its objectives, the EVCC may borrow or raise or secure the payment of money in such 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 EVCC, and in no case shall debentures be issued without the sanction of a Special Resolution of the EVCC.

Article 4.5 Bylaws

The Bylaws may be rescinded, altered or added to at an Annual General Meeting, or by a "Special Resolution" presented at a Special Meeting. See Article 3.5.

Article 4.6 Custody and Use of Seal

The seal shall be kept in the custody of the President or Secretary and its use shall be governed by a resolution, which may be passed by the Executive Committee from time to time.

APPENDIX A:

Definition of a Special Resolution

(Excerpt from Alberta Societies Act, Section 1(d))

“special resolution” means:

- I. a resolution passed
 - a. at a general meeting or special meeting of which not less than 21 days’ notice specifying the intention to propose the resolution has been duly given, and
 - b. by the vote of not less than 75% of those members who, if entitled to do so, vote in person or by proxy,
- II. A resolution proposed and passed as a special resolution at a general meeting or special meeting of which less than 21 days’ notice has been given, if all the members entitled to attend and vote at the general meeting or special meeting so agree, or
- III. A resolution consented to in writing by all the members who would have been entitled at a general meeting or special meeting to vote on the resolution in person or, where proxies are permitted, by proxy.