

Bylaw Changes – Briefing note.

Given recent updates to the Societies Act, and some of the challenges our current bylaws present to informed decision making, particularly around setting membership fees, the Cycling BC Board has conducted a review of our bylaws and are proposing the following changes.

Housekeeping items:

Replace Executive Director with Chief Executive Officer throughout the document to reflect the change in title approved by the Board.

Section 4.05 a)

- i) Add the language “per vacant seat” for clarity.
- ii) Add the language “exceeding the number of vacant seats” for clarity.

Changes & Rationale

Change	Rationale
Remove Section 3.13 a) (vii) related to membership fees approval at the AGM.	<ol style="list-style-type: none">1. Current Section 2.02 b) allows for ratification at a General Meeting gives Cycling BC time to gather relevant information for members to decide on benefits and services closer to end of year.2. Insurance quotes for next fiscal not available until late fall.3. Bylaws written prior to changes to the Societies Act and/or Cycling BC Fiscal year end. Act requires the AGM by June 30. This date is too early to anticipate costs for the next calendar year.
Addition of Section 4.02 (b) “At its discretion, and if there are vacancies, the Board may appoint two (2) additional Directors at Large to the Board provided that at least three (3) Directors were elected at the most recent Annual Meeting. The appointed Directors shall be reviewed and suggested by the Nominations Committee and approved by the board. The term for such Appointed Directors shall be no more than three (3) years.”	<ol style="list-style-type: none">1. Allows board to fill vacancies on the board for the remainder of the term of the vacating board member and to ensure that vacancies are filled according to gaps in the Board skills matrix.
Change language of Section 4.08 a) From: “Where the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors as defined in 4.09 (f) the Board may appoint a qualified individual to fill the vacancy for a term expiring not later than the close of the next Annual General Meeting. The total number of Directors so appointed may not exceed one third of the total number of Directors.”	<p>Current language only allows for filling vacant seat to the next AGM. This bylaw was not updated to reflect change in board terms and results in appointees having limited opportunity to contribute and recently, frequent changes in board composition.</p> <p>This change, as well as the addition of the language under section 4.02 above, will help Cycling BC with board succession planning.</p>

<p>To:</p> <p>“Where the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors as defined in 4.09 (f) the Board by resolution, fill the vacancy with a Participant in good standing as a Member; otherwise, such vacancy shall be filled at the next Members' meeting; and any Director appointed or elected to fill such vacancy shall hold office for the unexpired term of the vacant seat.”</p>	
<p>Section 6.03</p> <p>Addition of Ethics and Risk and DE&I Committees as standing committees</p>	<p>Best practice to have these two committees.</p> <p>Ethics and Risk Committee is in place to assist with member complaint, safesport issues, and director conflict of interest issues.</p>