

## Minutes

1. Call to Order – 7:03pm by Deb Intas, Chair. Welcome, land acknowledgement and introductions.
2. Establish Presence of Quorum & Meeting Rules - Meeting called to order with 22 in attendance via video conference and 3 proxies. Moved by Erin Waugh that the meeting rules be adopted. Seconded and carried.
3. Adoption of Agenda
  1. Motion: *The membership approve the agenda as presented. There being no objections, minutes are adopted.*
4. Approval of Minutes of 2022 AGM
  1. Motion: *That the membership approve of the minutes of the June 22, 2022 AGM. There being no objections, minutes are adopted.*
5. Chair Remarks – Deb Intas
6. CEO Remarks – Erin Waugh
7. Finance & Audit Committee
  1. Audited Financial Statements for the year ending December 31, 2022 have been available online since June 7, 2023. Treasurer, Martin Farnham.
  2. Board Motion: *That the audited consolidated financial statements for the year ended December 31, 2022 be accepted. Seconded and carried.*
  3. Board Motion: *That DH Group, LLP, be appointed to perform an audit of Cycling BC for the year 2023 and the Board of Directors be empowered to set the remuneration. Seconded and carried.*
8. Bylaw Changes

1. Motion: that the housekeeping changes presented in the redline version of the Bylaws be approved. Moved by John Schwenk. *Seconded and carried.*
2. Motion: that Bylaw 3.13 a) (vii) be removed. Moved by Martin Farnham. *Seconded and Carried.*
3. Motion: that Bylaw 4.02 be revised as follows: 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." Moved by John Schwenk. *Seconded and carried.*
4. Motion: To revise Bylaw 4.08 a) as follows: 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."  
To: "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 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." Moved by Arlaine Mozell. Friendly amendment to add the missing word "may" Moved by Martin Farnham. *Seconded and carried.*

5. Motion: To revise Bylaw 6.03 with the Addition of Ethics and Risk and DE&I Committees as standing committees. Moved by Roxanne St-Pierre. *Seconded and carried.*
9. 2024 Membership Fees: Per Bylaws Section 2.02 Membership Dues and Duration b) *Dues-membership dues will be determined annually by Cycling BC Staff, recommended for approval by the Board and ratified by the Members at a General Meeting*
  1. Motion: *"That any changes to the fee structure for 2024 be presented to the membership for ratification at a General Meeting held no later than the first week of November."* Moved by Martin Farnham. *Seconded and carried.*
10. Election of Directors
  1. 4 Candidates were nominated to fill 4f vacant board positions and were acclaimed and announced in May.
  2. Announcement of new Directors – Travis Beatty, Todd Hansen, Charles Russell, Erin Tolfo are welcomed to the board starting September 15, 2023.
11. Adjournment - There being no further business, the meeting was adjourned at 7:35 pm.