2012

ByLaws & Constitution

Cycling BC

Revised Dec 2, 2012

CONSTITUTION

(Including amendments made October 1982, October 1992, September 1994, March 1998, October 2000, October 2002, October 2003, October 2004, October 2006, November 2007, and November 2008, October 2009)

1. The name of the society is "Cycling British Columbia".

2. The purposes of the society are:

(a) The purposes of the society is to manage and develop bicycling for competition and sport in British Columbia.

(b) To promote the development of and to conduct programs for the following:
(i) bicycle competition for road, track, cyclo-cross, mountain bike and BMX
(ii) other activities related to the sport of bicycling

(c) To represent British Columbia and, where applicable, administer the directives of Canadian Cycling Cyclisme, the association officially representing Canada in the world cycling organization known as Union Cycliste Internationale, and other international cycling federations to whom we are affiliated.

(d) To work co-operatively with other community groups, agencies, and organizations (public, private, and professional) having similar objectives and which in any way contributes to the aims of the Society.

(e) To seek support and assistance from all persons and organizations interested in the promotion and development of the aims consistent with the objectives of the Society as outlined in 2(a) and (b).

(f) To make, maintain and enforce rules consistent with those set out by recognized National and International governing bodies for the governance of the sport of cycling within British Columbia.

(g) To raise, use, invest and reinvest money to support the activities of the Society, provided however, that no property, funds or income of the society shall inure to the private profit of any member, club or person.

3. Upon winding up or dissolution of the Society, the assets which remain after payment of all costs, charges, and expenses which are properly incurred in winding up shall be distributed to such charitable organization or organizations in British Columbia having similar charitable purposes. This provision shall be unalterable.

BY-LAWS

(Including amendments made October 1982, October 1992, September 1994, March 1998, October 2000, October 2002, October 2003, October 2004, October 2006, November 2007, and November 2008)

PART 1 – INTERPRETATION

1. In these by-laws, unless the context otherwise requires,

(a) "directors" mean the directors of the society for the time being;

(b) "society act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;

(c) "registered address" of a member means the address as recorded in the register of members;

(d) "club" refers to a group of people or an organization whose aims are consistent with the constitution of the society;

(e) "dues" means the annual membership dues.

2. Words importing the singular shall include the plural, and vice versa, and words importing the masculine gender shall include the feminine gender, and vice versa, and words importing persons shall include clubs.

PART 2 – MEMBERSHIP

3. The members of the society are the applicants for the incorporation of the society, and those persons or clubs who become members in accordance with these by-laws, and, in any case, have not ceased to be members.

4. A person or club may apply to the directors for membership in the society, and on acceptance by the directors shall be a member. Additionally, the directors may confer Honorary Life Vice-President membership on any persons, subject to the approved policies.

5. Every member shall uphold the constitution and comply with these by-laws.

6. The amount of the first dues shall be determined by the directors and after that the dues shall be determined at the annual general meeting of the society.

7. All members are in good standing except:

(a) a member who has failed to pay the current dues or any other subscription or debt due and owing to the society; or,

(b) a member club which does not maintain five (5) individual memberships

8. A person or club shall cease to be a member of the society

(a) other than in the case of Honorary Life Vice-President, annually on December 31st

(b) by delivering a resignation in writing to the secretary of the society or by mailing or delivering it to the ad dress of the society; or,

(c) on death or in the case of a club, on dissolution; or,

(d) on being expelled; or,

(e) on having been a member not in good standing for twelve (12) consecutive months.

9. Special Resolutions for Expulsion:

(a) A member may be expelled by a special resolution of the members passed at a general meeting.

(b) The notice of special resolution for expulsion shall b e accompanied by a brief statement of the reason or reasons for the proposed expulsion.

(c) The member who is subject to the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

PART 3 - CLASSIFICATION OF MEMBERS

10. An "Individual Member" shall be a person who is holds a current license issued by the society and shall have one (1) vote at all general meetings of the society, and is eligible to hold office or be a director of the society.

11. A "Group Member" shall be a person who has the same registered address as an individual member and shall have one (1) vote at all general meetings of the society, and is eligible to hold office or be a director of the society. The dues for a group member shall be less than that of an individual member. A group member may apply for status as an individual member upon payment of any extra dues.

12. An “Associate” shall be a person who is not a group member and who has paid reduced dues and shall have no vote in the affairs of the society, nor be eligible to hold office or be a director of the society. An associate shall receive only those services as may be outlined in the policy manual of the society, and may apply for individual membership upon payment of the extra dues.

13. An "Event Member" shall be a member who has paid a flat fee for membership and shall have no vote on the affairs of the society. An event membership shall apply only for the event for which the application is made. An event member shall receive only those services outlined in the policy manual of the society, and apply to be upgraded to an individual or group member upon payment of the extra dues.

14. A "Member Club" shall be a club, which:

(a) has paid dues in full; and,

(b) consists of at least five (5) individual or group members of the society; and,

(c) may or may not be registered as a society under the Society Act;

Not all members of a member club need be members of the society, nor does membership in a member club alone confer membership in the society, or vice versa. A member club shall elect, in writing, a representative o f the member club who is an individual or group member of the society who shall be entitled to one (1) vote on behalf of

the member club at all general meeting s of the society. The representative of the member club shall be entitled to vote as an individual or group member.

15. An “Affiliate Club” shall be a club which has a membership agreement with the society, and shall have no vote on the affairs of the society.

16. An "Affiliate Member" shall be a member of an affiliate club and shall have no vote on the affairs of the society. Privileges and dues shall be determined by the membership agreement between the affiliate club and the society.

17. An "Affiliate Business" shall be a business or corporation which has paid the fee listed in the policy manual of the society and shall receive the services listed therein. A supporting business shall have no vote on the affairs of the society.

18. An "Honorary Life Vice-President" shall be any individual which the society wishes to honour in a special manner, and shall be awarded in accordance with Part 3bis. This award shall be for life, unless the membership votes to expel the Honorary Life Vice-President, in terms of Part 2 or the Honorary Life Vice President resigns as such a member.

(a) A candidate for Honorary Life Vice-President will have made contributions to the well-being of the society of much greater significance than is normally expected of any other class of member.
(b) A candidate for Honorary Life Vice-President will have been an individual member of the Society for at least ten (10) years, and shall have served as a director of the society for at least five (5) years.
(c) Candidates for Honorary Life Vice-President must be nominated, in writing to the directors, by any three (3) Individual Members, who need not be directors.
(d) No candidate for Honorary Life Vice-President shall be a current director of the society.
(e) The directors will, in their sole judgment, appoint Honorary Life Vice-President from the nominations received, subject to review of the membership at a general meeting.
(f) Not more than two, and not necessarily any, Honorary Life Vice-President shall be appointed per year.
(g) There may be no more than ten (10) Honorary Life Vice-Presidents at any time.
(h) Honorary Life Vice-Presidents:
    a. do not pay annual membership dues
    b. may hold any category of license subject to the limitations and requirements imposed by that license.
    c. have a vote at General Meetings
    d. may participate in meetings of the directors of the society, at their request, or the request of the directors, but do not have a vote at such meetings.

19. Individual members, group members, Honorary Life Vice-Presidents, and member clubs shall be known as "voting members".

PART 4 - MEETINGS OF MEMBERS

20. General meetings of the society shall be held at the time and place, in accordance with the Society Act, that the directors decide.

21. Every general meeting, other than an annual general meeting , is an extraordinary general meeting.

22. The directors may, when they think fit, convene an extraordinary general meeting.

23.

(a) Notice of a general meeting shall specify the place, day, and hour of the meeting, and, in case of special business, the general nature of that business.

(b) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does no t invalidate proceedings at the meeting.

24.

(a) The first annual general meeting of the society shall be held not more than fifteen (15) months after the date of incorporation and after than an annual general meeting shall be held at least once on every calendar year and not more than fifteen (15) months after the holding of the last preceding at that meeting.

(b) Subject to subsection (a), there shall be an annual general meeting of the society during September or October of every calendar year.

25. In at least one year out of every five years, the annual general meeting shall be held outside of the Greater Vancouver Regional District.

PART 5 - PROCEEDINGS AT GENERAL MEETINGS

26. Special business is:

(a) all business at an extraordinary general meeting except the adoption of rules of order; and,

(b) all business transacted at an annual general meeting except:

(1) the adoption of rules of order;
(2) the consideration of the financial statements;
(3) the report of the directors;
(4) the report of the auditor, if any;
(5) the election of directors;
(6) the appointment of the auditor, if required; and,
(7) the other business that, under these by-laws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.

27.

(a) No business, other than the election of a chair and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

(b) If, at any time during a general meeting, there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

(c) A quorum consists of one (1) percent of the voting members or a greater number of voting members as determined by the voting members at a general meeting, but never less than four (4) persons.

28. If within thirty (30) minutes from the time appointed for a general meeting, a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the members present constitute a quorum.

29. Subject to by-law 30, the president of the society, a vice-president, or in the absence of all, one of the other directors present shall present as chair of a general meeting.

30. If, at a general meeting,

(a) there is no president, vice-president, or other director present within fifteen (15) minutes after the time appointed for holding the meeting; or,

(b) the president and all the other directors present are unwilling to act as chair, the members present shall choose one of their number to be chair.

31.

(a) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(b) When a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

(c) Except as provided in this by-law, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

32.

(a) No resolution proposed at a meeting need be seconded and the chair of a meeting may move or propose a resolution.

(b) In case of an equality of votes, the chair shall not have a casting or second vote in addition to the vote which the chair may be entitled as a member and the proposed resolution shall not pass.

33.

(a) Any voting member in good standing and who is present at a general meeting shall be allowed to vote on the affairs of the society.

(b) Voting shall be by show of hands.

(c) Voting by proxy is not permitted.

(d) Voting by mail shall be allowed for each member who makes a request to submit a mail-in vote. Such request shall be made either by phone or email to the Executive Officer of the society, provided such request is made not less than 10 days in advance of the date of the upcoming general meeting. Upon such request, the Executive Officer will, on the same day of such request, courier a ballot containing all the details of the matters to be voted on at the general meeting and clear voting instructions, in the form approved by the directors, to the member requesting to vote by mail. To be counted in the vote at the general meeting, all mail-in ballots must be completed, signed and delivered to the society, to the Attention of the Executive Officer, as follows:

(e)

(I) by mail or courier no later than close of business on the final business day before the date of the meeting, or

(ii) By another member in good standing to the Executive Officer on the date of the general meeting, before the meeting is opened.

34. A special resolution may be decided by ballot at the general meeting if the majority of voting members at a general meeting so decides.

PART 6 – REMOVVED BY SPECIAL RESOLUTION

PART 7 - DIRECTORS AND OFFICERS

39.

(a) The directors may exercise all the power and do all the acts and things that the society may exercise and do, and which are not by these by-laws or by stature or otherwise lawfully directed or required to be exercised or done by the society in general meeting, but subject, nevertheless to:

(I) all laws affecting the society;
(ii) These by-laws; and,
(iii) rules, not being inconsistent with these by-laws, which are made from time to time by the society in general meeting.

(b) No rule, made by the society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.

40.

The Board of Directors shall have the authority to employ an Executive Officer of the society who shall employ any such other staff as the Board may deem necessary. The duties of the secretary may be assigned to the Executive Officer at the discretion of the Board of Directors. In this case, the Executive Officer shall carry out all duties and responsibilities of the secretary but not be eligible to vote.

41.

(a) The directors of the society shall consist of the President, Vice-President Road, Vice-President Mountain Bike, Vice-President BMX, Vice-President Cycling For All, Vice President Cyclo-Cross, Vice President Financial Oversight, Vice President Para Cycling, Vice President Track and Past President.

(b) The executive shall serve a two-year term, subject to by-law 37 with the offices of President, Vice-President Mountain Bike, Vice-President Para Cycling and Vice-President Cycling For All and Vice-President Track being elected in odd-numbered years, while the offices of Vice-President Road, Vice-President Cyclo-Cross, Vice-President BMX, and Vice-President Financial Oversight shall be elected in even-numbered years.

(c) The duties of the directors are as follows:

(I) PRESIDENT
The president shall be responsible for ensuring that the activities of the society are consistent with the by-laws and policy manual of the society, and shall be responsible for the day-to-day administration of the executive officer employed under by-law 40.
As well, the president shall preside at all meetings of the Directors and shall cause to be called special meetings of the directors whenever it is deemed necessary or upon the written request of three (3) directors. The president or designate shall be the British Columbia representative to the Canadian Cycling Cyclisme Board of Directors.

(ii) VICE-PRESIDENT ROAD
In the absence of the president, this vice-president shall perform all the duties of the president. This vice-president or designate shall chair all Meetings of the provincial road racing committee and in that capacity ensure that racing rules are observed and the highest level of opportunity is available to the road and track racing members of the society for optimum performance. This vice president shall be responsible for development of policies pertaining to the governance of road cycling as a sport in British Columbia.

(iii) VICE-PRESIDENT MOUNTAIN BIKE
In the absence of the president and vice-president road, this vice-president shall perform all the duties of the president. This Vice-president or designate shall chair the provincial mountain bike committee and in that capacity ensure that mountain bike racing rules are observed and the highest level of opportunity is available to mountain bike racing members of the society for optimum performance, and be responsible for the development of mountain bike bicycling competition. This vice president shall be responsible for development of policies pertaining to the governance of mountain biking as a sport in British Columbia.

(iv) VICE-PRESIDENT BMX
In the absence of the president, vice-president road, and vice-president mountain bike, this vice-president shall perform all the duties of the president. This vice-president or designate shall chair the provincial BMX committee and in that capacity ensure that BMX racing rules are observed and the highest level of opportunity is available to BMX racing members of the society for optimum performance. This vice president shall be responsible for development of policies pertaining to the governance of BMX as a sport in British Columbia.

(v) VICE-PRESIDENT CYCLING FOR ALL
In the absence of the president, vice-president road, vice-president mountain bike and vice-president BMX, this vice-president shall perform all the duties if the president. This vice-president or designate shall chair the meetings of the provincial Cycling For All committee with the goal of encouraging as many people as possible to take up cycling in some form and at any level. This may mean using a bicycle as a leisure activity or participating in cycle-sport events on the Cycling For All calendar. This vice-president or designate shall chair the meetings of the provincial Cycling For All committee and in that capacity ensure that the rules of Brevets Cycling For All Mondiaux are observed and that the highest level of opportunity is available to Cycling For All members of the society for optimum performance. The vice-president will serve as the liaison to all levels of government and organizations involved in the development of Cycling For All.

(vi) VICE PRESIDENT FINANCIAL OVERSIGHT

(a) As Vice President Financial Oversight, shall ensure that:

(1) Proper accounting procedure is maintained for all deposits and withdrawals of funds of the society;

(2) That financial reports, as required by the Board of Directors for the administration of the affairs of the society, are provided;

(3) Accounts and books are kept in the name of the society; and,

(4) Accounts are kept at a bank or banks to be selected by the Board of Directors.

(vii) VICE-PRESIDENT PARA CYCLING

In the absence of the president, vice-president road, vice-president mountain bike, vice president BMX and vice-president Cycling For All, this vice-president shall perform all the duties of the president. This Vice-president or designate shall chair the provincial para cycling committee and in that capacity ensure that para cycling racing

Rules are observed and the highest level of opportunity is available to para cycling members of the society for optimum performance, and is responsible for the development of para cycling competition. This vice president shall be responsible for development of policies pertaining to the governance of para cycling as a sport in British Columbia.

(viii) VICE-PRESIDENT CYCLOCROSS

In the absence of the president, vice-president road, vice-president mountain bike, vice president BMX and vice-president Cycling For All, and vice president para cycling, this vice-president shall perform all the duties of the president. This Vice-president or designate shall chair the provincial cyclo-cross committee and in that capacity ensure that cyclo-cross racing rules are observed and the highest level of opportunity is available to cyclo-cross racing members of the society for optimum performance, and be responsible for the development of cyclo-cross competition. This VP shall be responsible for development of policies pertaining to the governance of cyclo-cross as a sport in British Columbia.

(ix) VICE-PRESIDENT TRACK

In the absence of the president, vice-president road, vice-president mountain bike, vice president BMX, vice-president Cycling For All, and vice president para cycling, this vice-president shall perform all the duties of the president. This Vice-president or designate shall chair the provincial track committee and in that capacity ensure that track racing rules are observed and the highest level of opportunity is available to cyclo-cross racing members of the society for optimum performance, and be responsible for the development of track competition. This VP shall be responsible for development of policies pertaining to the governance of track as a sport in British Columbia.

(x) PAST PRESIDENT

The past-president shall act as a support to the president and will continue to advise the president and the Board on proper procedure. The past-president will act as a resource to the president in all aspects of running the Association. The term of the past-president will end with the Change of president.

42. In the absence of the Executive Officer for a meeting, the directors shall appoint another person to act as secretary at that meeting.

43. Election of directors:

(a) The directors shall cease to hold office upon the election of a successor at the annual general meeting in the year in which their office is to be elected.

(b) Separate elections shall be held for each office to be filled. The nominees for each office must be members in good standing.

(c) Nominations for directorship shall be called for at the annual general meeting.
Nominations may be in writing, if signed by the nominee and the nominator, both of whom must be members in good standing, and are submitted at the call for nominations at the annual general meeting of the society.

(d) An election may be by acclamation if only one nomination was received at the annual general meeting of the society; otherwise it shall be by a show of hands or by ballot in the case of bylaw 34.

(e) If no successor is elected, the person previously elected or appointed continues to hold office.

(f) The directors may at any time and from time to time appoint an individual or group member in good standing to fill a vacancy in the Board of Directors.

(g) If a director resigns from office, or otherwise ceases to hold office, the remaining directors shall appoint a new director as outlined above in by-law 43

(h) A director so appointed in by-law 43 (f) holds office only until December 31 following the next annual general meeting of the society, but is eligible for re-election at the next annual general meeting.

(I) if the office opens for election as a result of 41 (h) would not normally be elected in that year, then the director so elected shall hold office for only one (1) year.

44. No act or proceeding of the directors is invalid only because there is less than the prescribed number of directors in office.

45. The members may by special resolution remove a director before the expiration of their term of office, and may elect a successor to complete the term of office.

46. No director shall be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the society.

PART 8 - PROCEEDINGS OF DIRECTORS

47.

a) The directors may meet together at the places they think fit to dispatch business, adjourn, and otherwise regulate their meetings and proceedings, as they see fit.

b) The directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the directors then in office.

c) The president shall chair all meetings of the directors, but if at a meeting the president is not present within thirty (30) minutes after the time appointed for holding the meeting, then a vice-president shall act as chair. If none of the above is present, the directors may choose one of their number to be chair at that meeting.

d) A director may at any time, and the secretary, on the request of a director, shall, convene a meeting of the directors.

e) Any director or committee member absent for three meetings in succession or four meetings in a twelve month period is automatically terminated. If such a member requests reinstatement within two months, the board may reinstate the seat, though this provision may not be used for any member more than once per term.

48.

a) The directors may delegate any, but not all, of their powers to a director or directors on committees consisting of a director or directors and members of the society as they see fit. A committee so formed shall serve only in an advisory capacity to advise the director or directors that formed the committee.

b) A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.

49. A committee shall elect a chair of its meetings; but if no chair is elected, or if at a meeting the chair is not present within thirty (30) minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be chair of the meeting.

50. The members of a committee may meet and adjourn as they think proper.

(a) The committee shall establish a Policy Manual.

51. For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the Board of Directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.
52. A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by letter, telegram, telex or cable, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,

a. no notice of meeting of directors shall be sent to that director; and,

b. any and all meetings of the directors of the society, notice of which has not been given to that director shall, if a quorum of the directors is present, be valid and effective.

53. Questions arising at a meeting of the directors and committee of directors shall be decided by a majority of votes, and at all other committee meetings by the director or a majority of votes of the directors that set up the committee. In the event of a tie vote, the President shall decide in all cases.

54. No resolution proposed at a meeting of directors or committee of directors need be seconded and the chair of a meeting may move or propose a resolution.

55. A resolution in writing, signed by all the directors and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors.

PART 9 – SEAL

56. The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.

57. The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the president and secretary or president and vice president financial oversight.

PART 10 - BORROWING

58. In order to carry out the purposes of the society the directors may, on behalf of and in the name of the society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting the foregoing, by the issue of debentures.

59. No debenture shall be issued without the sanction of a special resolution.

60. The members may by special resolution restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

PART 11 - AUDITORS

61. This part applies only where the society is required or has resolved to have an auditor.

62. The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.

63. At each annual general meeting, the society shall appoint an auditor to hold office until they are re-elected or a successor is elected at the next annual general meeting.

64. An auditor may be removed by ordinary resolution.

65. An auditor shall be promptly informed in writing of appointment or removal.

66. No director and no employee of the society shall be auditor.

67. The auditor may attend general meetings.

PART 12 - NOTICES TO MEMBERS

68. Written Notice – In these Bylaws, written notice shall mean notice which is hand-delivered, faxed, e-mailed, or provided by mail or courier to the Registered Address of the Society, Director or Member, as the case may be.

69. A notice sent by mail shall be deemed to have been given on the fourth day following that on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.

70.

(a) Notice of a general meeting shall be given to:

(i) every member shown on the register of members on the day notice is given; and,

(ii) the auditor, if Part 11 applies.

(b) No other person is entitled to receive a notice of general meeting.

PART 13 - BY-LAWS

71. The society shall give a member, upon request and upon payment of the sum of one dollar ($1.00), a copy of its constitution and by-laws.

72. These by-laws shall not be altered or added to except by special resolution.

PART 14 - POLICY MANUAL

73.

(a) The policy manual of the society is a document that explains the day-to-day operation and procedures of the society and provides guidelines as to how the society shall be run.

(b) Notwithstanding by-law 53 (a), changes to the policy manual are to be made by a vote of seventy-five (75) percent of those directors present at any meeting of directors at which changes are proposed, provided fourteen (14) days notice of said changes has been given