

**BYLAWS of the Victoria Cycling Adventures Club**

**The CONSTITUTION of the Victoria Cycling Adventures Club**

1. The name of the society is "Victoria Cycling Adventures Club", hereinafter referred to as the "society".
  
2. The purpose of the society is to organize and promote safe recreational bicycle rides and to:
  - a. promote the use of the bicycle as a recreational activity;
  - b. pursue cycling safety through education;
  - c. promote the principle that the bicycle is a legitimate vehicle and is an integral part of the transportation system;
  - d. promote cooperation, safety and respect among all road users; and
  - e. encourage more people to ride bicycles more often.
  
3. The purpose of the society must be carried out without the purpose of gain for its members and any profits or other accretions to the society must be used for promoting its stated purposes only. This provision is unalterable.
  
4. In the event of winding up or dissolution of the society, assets of the society remaining after the satisfaction of liabilities must be given or transferred to an organization or organizations promoting similar objectives as the society. This provision is unalterable.

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**Part 1 — Interpretation**

1. In these bylaws, unless the context otherwise requires:

"directors" means the directors of the society for the time being;

"Society Act" means the *Society Act* of British Columbia and all amendments to it;

"registered address" of a member means the member's address as recorded in the register of members.

2. The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws.

**Part 2 — Membership**

3. The members of the society are the applicants for incorporation of the society, and those persons 18 years of age or older who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.
4. A person may apply to the directors for membership in the society and on acceptance by the directors is a member.
5. Every member must uphold the constitution and comply with these bylaws.
6. The amount of membership dues must be determined by the directors.
7. A person ceases to be a member of the society
  - (a) by delivering his or her resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society,
  - (b) on his or her death,
  - (c) on being expelled, or
  - (d) on having been a member not in good standing for 12 consecutive months.
8.
  - (1) A member may be expelled by a special resolution of the members passed at a general meeting.
  - (2) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
  - (3) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
9. All members are in good standing except a member who has failed to pay his or her current annual membership fee, or any other subscription or debt due and owing by the member to the society, and the member is not in good standing so long as the debt remains unpaid.

**Part 3 — Meetings of Members**

10. General meetings of the society must be held at the time and place, in accordance with the *Society Act*, that the directors decide.
11. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
12. The directors may, when they think fit, convene an extraordinary general meeting.
13.
  - (1) Notice of a general meeting must specify the place, day and hour of the meeting and, in case of special business, the general nature of that business.
  - (2) 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 not invalidate proceedings at that meeting.
14. The first annual general meeting of the society must be held not more than 15 months after the date of incorporation and after that an annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

**Part 4 — Proceedings at General Meetings**

15. Special business is
  - (a) all business at an extraordinary general meeting except the adoption of rules of order, and
  - (b) all business conducted at an annual general meeting, except the following:
    - (i) the adoption of rules of order;
    - (ii) the consideration of the financial statements;
    - (iii) the report of the directors;
    - (iv) the election of directors;
    - (v) the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.

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16. (1) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.
  - (2) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
  - (3) A quorum at a general meeting is ten percent (10%) of the voting members or ten (10) members, whichever is less, but never less than five (5) members.
17. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the subsequent meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
18. Subject to bylaw 19, the president of the society, the vice president or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.
19. If at a general meeting
  - (a) there is no president, vice president or other director present within 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 the chair, the members present must choose one of their number to be the chair.
20. (1) A general meeting may be adjourned from time to time and from place to place, but business conducted at the subsequent meeting must only be the business left unfinished at the meeting from which the adjournment took place.
  - (2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
  - (3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.
21. (1) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.
  - (2) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.
22. (1) A member in good standing and who has been a member for at least 30 days and present at a meeting of members is entitled to one vote.
  - (2) Voting is by show of hands except in the case of election of directors and officers which is by secret ballot, or where the motion specifies that the vote will be by secret ballot.
  - (3) Voting by proxy is not permitted.

### **Part 5 — Directors and Officers**

23. (1) The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in a general meeting, but subject, nevertheless, to
  - (a) all laws affecting the society,
  - (b) these bylaws, and
  - (c) rules, not being inconsistent with these bylaws, that are made from time to time by the society in a general meeting.
- (2) A rule, made by the society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.
24. The president, vice president, secretary, treasurer and one other person are the directors and officers of the society.
25. The term of office for directors and officers of the society is one year.
26. The directors and officers must be elected by the general membership.
27. (1) If no one stands for the position of president, vice president, secretary or treasurer, or if there is a vacancy on the board, then the directors may appoint a member to serve in the vacant position until the next annual general meeting.
  - (2) A director or officer so appointed holds office only until the conclusion of the next annual general meeting of the society, but is eligible for re-election at the meeting.
28. An act or proceeding of the directors is not invalid merely because there is less than the prescribed number of directors in office.

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29. The members may, by special resolution, remove a director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.
30. A director must not be remunerated for being or acting as a director but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society.

### **Part 6 — Proceedings of Directors**

31. (1) The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
  - (2) The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the directors then in office.
  - (3) The president is the chair of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president must act as chair, but if neither is present the directors present may choose one of their number to be the chair at that meeting.
  - (4) A director may at any time, and the secretary, on the request of a director, must, convene a meeting of the directors.
32. (1) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they see fit.
  - (2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.
  - (3) The directors must appoint chairpersons for committees so formed.
33. A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their number to be the chair of the meeting.
34. The members of a committee may meet and adjourn as they think proper.
35. 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 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.
36. A director who may be absent temporarily from British Columbia may send by mail or by e-mail to the address of the society a waiver of notice of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
  - (a) a notice of meeting of directors is not required to 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, if a quorum of the directors is present, are valid and effective.
37. (1) Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.
  - (2) In the case of a tie vote, the chair does not have a second or casting vote.
38. A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution.
39. 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.

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### **Part 7 — Duties of Officers**

40. (1) The president presides at all meetings of the society and of the directors.
  - (2) The president is the chief executive officer of the society and must supervise the other officers in the execution of their duties.
41. The vice president must carry out the duties of the president during the president's absence.
42. The secretary must:
  - (a) conduct the correspondence of the society;
  - (b) issue notices of meetings of the society and directors;
  - (c) keep minutes of all meetings of the society and directors;
  - (d) have custody of all records and documents of the society except those required to be kept by the treasurer; and
  - (e) maintain the register of members.
43. The treasurer must
  - (a) keep the financial records, including books of account, necessary to comply with the *Society Act*, and
  - (b) render financial statements to the directors, members and others when required.
44. (1) The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.
  - (2) If a secretary treasurer holds office, the total number of directors must not be less than 5.
45. In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

### **Part 8 — Borrowing**

46. The Society must not engage in any borrowing activities.

### **Part 9 — Financial Review Committee**

47. The directors must appoint a committee independent of the directors to review the society's financial records and the committee must report their findings at the annual general meeting.

### **Part 10 — Notices to Members**

48. A notice may be given to a member, either personally or by mail or by e-mail at his or her registered address.
49. A notice sent by mail or by e-mail will be deemed to have been given on the second 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 for mail, put in a Canadian Post Office receptacle.
50. (1) Notice of a general meeting must be given to every member shown on the register of members on the day notice is given.
  - (2) No other person is entitled to receive a notice of a general meeting.

### **Part 11 — Bylaws**

51. On being admitted to membership, each member is entitled to, and the society must give the member without charge, a copy of the constitution and bylaws of the society.
52. These bylaws must not be altered or added to except by special resolution.

### **Part 12 — Conflict of Interest**

53. (1) In order to avoid conflict of interest, any director or member who wishes to work for the society for pay must state that intent when issues pertaining to that work arise at a general or board of directors meeting.
  - (2) Any director or member working for pay or intending to work for pay for the society must abstain from voting on issues pertaining to that work, and explain orally before the vote, the conflict of interest that requires the abstention.