



Prince George Cycling Club

**CONSTITUTION
and BYLAWS**

Last Amended October 21, 2018

CONSTITUTION

1. **The name of the Society is the Prince George Cycling Club.**
2. **The purpose of the Prince George Cycling Club is to promote the sport of bicycling in all forms.**

In order to promote the sport, the club will, from time to time, present workshops, clinics and related events explaining the various aspects of the sport, including , but not limited to racing, touring and the recreational aspects of bicycle riding.

As well, the club will work closely with local merchants, community groups, and schools in increasing awareness of the sport of cycling.

The club will work in co-operation with other cycling clubs, provincial and national associations, and other organizations and groups with similar interests and purposes

BYLAWS

BY-LAW I – INTERPRETATION

1. In these Bylaws, unless the context otherwise requires:
 - "Executive Directors" means the Directors of the Executive Committee of the Society;
 - "Associate Directors" means those which are not part of the Executive but make up the rest of the Board of Directors.
 - "Club" means the Prince George Cycling Club
 - "Society Act" means the Society Act of the Province of British Columbia;
 - "Registered Address" of a member means their address as recorded in the Register of Members;
 - "Resolution" and "Ordinary Resolution" means a resolution passed by the votes cast, exclusive of abstentions and blanks;
 - "Special Resolution" as defined in *Society Act*
2. Words imparting the singular include the plural and vice versa, and words imparting the masculine gender shall include the feminine gender, and words imparting person shall include bodies corporate.

BY-LAW II - MEMBERSHIP

1. **Members**
 - a. The members of the Club are the applicants for incorporation of the Club, and those persons who subsequently have become members, in accordance with these Bylaws and, in either case, have not ceased to be members.
 - b. Every person who submits a registration form for the current year and who has paid his or her membership dues to the Club is a member of the Club.
 - c. Every member shall uphold the Constitution and comply with these Bylaws.
 - d. The members of the Club at a General Meeting shall decide upon the membership dues with the majority being in favour.
2. **Honorary Members**
 - a. Honorary members of the Club shall be any individual upon whom honorary membership may be conferred by a General Meeting of the Club.
 - b. Honorary members shall not be required to pay membership fees to the Club.
 - c. Honorary members shall not vote in Club elections or propose motions at general or executive meetings.
3. **Cessation of Membership**
 - a. A person shall cease to be a member of the Club:
 - i. When they cease to meet the requirements of By-law II, Article 1,
 - ii. Upon delivery of his or her resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society,

- iii. Upon expulsion by a special resolution of the members passed at a General Meeting,
- iv. On being expelled; and,
- v. On their death.

BY-LAW III – MEETINGS OF THE MEMBERS

1. Types of General Meetings

- a. An Annual General Meeting of the Society shall be held at such a time and place, in accordance with the *Society Act*, as set by a majority vote of an Executive meeting, during the month of October or November. Except as hereinafter provided, the agenda for all general meetings shall be prepared by the Executive of the Club for presentation to the general meeting. The Executive shall include on the agenda any Special Resolutions that are:
 - i. referred by a two-thirds (2/3) majority vote of an executive meeting; or
 - ii. presented to it accompanied by a petition duly signed by no less than ten per cent (10%) of the members of the Club.
- b. Every General Meeting, other than an Annual General Meeting, is a Special General Meeting, and may be called at any time by:
 - i. a majority vote of an Executive meeting; or
 - ii. as otherwise required by the *Societies Act* of British Columbia.
- c. The quorum of the transaction of business at a General Meeting of the Club is five per cent (5%) of the entire membership in good standing, but shall never be less than 3 members. In the event that the annual meeting does not achieve a quorum, but does satisfy the minimum quorum requirements set out in the *Societies Act* of British Columbia, the meeting shall proceed, though business will be limited to the following:
 - i. Acceptance of the annual financial statements;
 - ii. Appointment of auditors; and
 - iii. Acceptance of the annual report of the executive.
- d. Notice of General Meetings shall be given by the Executive not less than fourteen (14) calendar days prior to a general meeting or Special General Meeting. Sufficient notice shall be deemed to have been given by email, which shall include the following:
 - i. the time, date, and location of the meeting;
 - ii. the proposed agenda for the meeting or resolution(s); and
 - iii. any special resolutions to be considered by the meeting.
- e. 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.

BY-LAW IV – BOARD OF DIRECTORS

1. Powers of the Directors

- a. The Officers of the Club shall be known as the Board of Directors. The Board of Directors shall consist of an Executive Committee and five (5) Representatives from the Constituencies of the Club.
- b. The Executive Committee shall consist of:
 - i. President
 - ii. Treasurer
 - iii. Secretary
 - iv. Membership Director
 - v. Communications Director
- c. The Representatives shall be consist of:
 - i. Mountain Biking Director
 - ii. Pitherny Director

- iii. Road & Race Director
 - iv. Learn to Ride Director
 - v. Urban Cycling Director
- d. Residual powers regarding the effective and day to day management and operation of the Club shall reside in the Executive Committee. All and any decisions made by Executive Committee in this capacity shall be subject to ratification by the Board of Directors at the next duly called Board of Directors meeting. The Directors will be responsible for bringing measures for debate at the Board of Directors meeting.
 - e. Only members of the Club who are in good standing are eligible to be officers of the Club.
 - f. No Director may hold more than one office at a time.
 - g. In the case of a Director wishing to hold a position as an employee of the Club, that person shall first resign his or her position as a Director.
 - h. The Election of the Board of Directors shall be conducted annually according to policy set by the current Board of Directors.
 - i. No current Board of Directors shall sit more than one (1) year and ninety (90) days.
 - j. The Board of Directors, when deemed necessary, may conduct a by-election at any other time of the year.
 - k. The Directors may exercise all the powers and do all the acts and things that the Club may exercise to 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:
 - i. all laws affecting the Society,
 - ii. these Bylaws, and
 - iii. rules, not being inconsistent with these Bylaws, that are made from time to time by the Society in a General Meeting
 - l. A rule, made by the Club 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.

2. Meetings of the Directors

- a. The Board of Directors shall meet monthly.
- b. The Executive Committee shall meet bi-weekly, or as deemed necessary.
- c. The quorum for the transaction of business at a Board of Directors meeting and an Executive Committee meeting is a simple majority of its full voting membership.
- d. The agenda for each Board of Directors and Executive Committee meeting shall available no less than twenty-four (24) hours prior to the meeting.
- e. The quorum required for the transaction of business at a Board of Directors meeting and Executive Committee meeting shall be fifty-one percent (51%) of currently elected members, but never less than three members.
- f. Subject to any special resolutions of the Club, the most recent edition of Roberts' Rules of Order shall govern the conduct of all meetings of the Board of Directors and Executive Committee.
- g. Meetings of the Board of Directors and Executive Committee shall be open to all members and staff of the Club, provided that the Board of Directors be permitted to move "in-camera" in extraordinary circumstances.
- h. Meetings of the Board of Directors shall be scheduled by:
 - i. resolution of the Board of Directors;

- ii. or the President upon request of three or more members of the Board of Directors.
- i. In order to exercise a vote, members of the Board of Directors must be present at the time the vote is put.
- j. Votes by proxy shall not be allowed.

3. Responsibilities of the Directors

- a. The Board of Directors shall uphold the objects and principles of the Club.
- b. The Board of Directors shall ensure that minutes of all General Meetings and Board Meetings are taken and published.
- c. The Board of Directors shall keep a "Minutes Book" of all General Meetings, Board Meetings, and Executive Committee. This book shall be updated on a continuous basis and all Minutes must be published.
- d. Members of the Board of Directors must submit a monthly report which outlines their Board-related activities for the previous month.
- e. The Board of Directors shall be familiar, and comply with the provisions of the Societies Act of British Columbia.
- f. The Board of Directors shall receive, budget and administer all monies, properties, and securities of whatever nature that may be placed in the custody of, or that may become the property of the Club.
- g. The Board of Directors shall prepare an annual budget for the Club
- h. The Board of Directors shall present to the Annual General Meeting of the Union a report detailing the activities undertaken by the Club during the previous year.
- i. Members of the Board of Directors shall not vote on matters where a personal conflict of interest, as defined in policy, exists.

4. Duties of the Directors

- a. The President shall:
 - i. regularly chair meetings of the Board of Directors of the Club;
 - ii. prepare and distribute the agenda prior to each Board of Directors meeting to all Director members;
 - iii. organize meetings of the Board of Directors;
 - iv. be the chief executive officer of the Club and supervise the other officers in the execution of their duties.
 - v. Be the primary spokesperson for the Club
 - vi. perform such other duties as may be assigned by the Board of Directors
- b. The Treasurer shall:
 - i. be responsible for keeping the financial records, including books of account, necessary to comply with the Society Act;
 - ii. render financial statements to the directors, members and others when required
 - iii. perform such other duties as may be assigned by the Board of Directors
- c. The Secretary shall:
 - i. be responsible for keeping the Board of Directors and Executive Committee meeting minutes and policy up to date
 - ii. be familiar with the Club Constitution, By-laws and policies
 - iii. have custody of all records and documents of the society except those required to be kept by the treasurer
 - iv. perform such other duties as may be assigned by the Board of Directors.

- d. The Membership Coordinator shall:
 - i. receive all membership registrations
 - ii. maintain up to date membership records
 - iii. submit Associate Memberships to Cycling BC by the 15th of each month
 - iv. act as the primary liaison for membership inquiries
 - v. coordinate membership recruitment
 - vi. carry out the duties of the president during the president's absence
 - vii. perform such other duties as may be assigned by the Board of Directors.
- e. The Communications Coordinator
 - i. coordinate the Club newsletter
 - ii. compose media releases for club events and campaigns
 - iii. act as Club spokesperson in the absence of the President
 - iv. perform such other duties as may be assigned by the Board of Directors.
- f. The Mountain Biking Director shall:
 - i. keep the club apprised of all mountain cycling events and programs
 - ii. perform such other duties as may be assigned by the Executive Committee.
- g. The Pithery Director shall:
 - i. keep the club apprised of developments and plans for the Pithery Recreation site
 - ii. administer the Mountain Bike Trail Management Agreement and annual requirements
 - iii. communicate and coordinate activities with the Trail Safety Coordinator and Trail Managers
 - iv. act as primary liaison with District Recreation Officer
 - v. chair the Club's Pithery Planning Committee Meetings
 - vi. perform such other duties as may be assigned by the Executive Committee.
- h. The Road & Race Director shall:
 - i. Keep the Club apprised of all road cycling events and programs.
 - ii. perform such other duties as may be assigned by the Executive Committee.
- i. The Learn to Ride Director shall:
 - i. keep the club apprised of developments and plans for the Learn to Ride Program
 - ii. perform such other duties as may be assigned by the Executive Committee.
- j. The Urban Cycling Director shall:
 - i. keep the club apprised of all urban cycling events and programs
 - ii. chair the Club's Urban Cycling Coalition
 - iii. act as primary with the City of Prince George in relation to cycling networks and infrastructure
 - iv. perform such other duties as may be assigned by the Executive Committee.

5. Term of Office of Members of the Board of Directors

- a. The members of the Executive Committee:
 - i. shall take office from Dec 1 to Nov 30
 - ii. must be members of the Club during their term of office.
 - iii. must be a member in good standing.

6. Leave-of-absence for the Board of Directors Members

- a. Subject to a three-quarter (3/4) majority vote of the Board of Directors, individual members of the Board of Directors may be granted leaves-of-absence from the Board of Directors for a period of up to three (3) months during their term on the Board of Directors and retain their status. Such approval shall not be unreasonably withheld.

BY-LAW V - REMOVAL FROM OFFICE

1. Cessation of Membership

- a. Members of the Board of Directors who cease to be members of the Club shall be considered to have delivered their resignations.

2. Abandonment of Office

- a. Board of Directors members absent from three (3) or more regularly scheduled consecutive meetings of the Board of Directors without valid reason, as determined by a two-thirds (2/3) majority vote of the Board of Directors, shall be deemed to have delivered their resignation.

3. Impeachment Proceedings

- a. A member of the Executive Committee may be removed from office by resolution of a general meeting or referendum.
- b. Impeachment proceedings may be initiated by:
 - i. a two-thirds (2/3) majority vote of the Executive Committee; or
 - ii. a petition signed by not less than ten per cent (10%) of the members of the Club presented to the Executive Committee.
- c. Notice of impeachment proceedings shall be that required for a special resolution.
- d. In the event that the general meeting thus called fails to reach quorum, the proceedings shall cease.

BY-LAW VI – CLUB FINANCES

1. Signing Officers

- a. Signing Officers for the Club shall be as appointed by the Board of Directors
 - i. The Treasurer shall be one of the signing officers.
- b. The signatures of at least two (2) signing officers shall be required for the execution of any legal documents.
- c. The signatures of at least two (2) signing officers, one of which must be the Treasurer's, shall be required for the disbursement of any funds on behalf of the Club.

2. Borrowing

- a. In order to carry out the purposes of the Club the Executive Committee may, on behalf of and in the name of the Club, raise and 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;
- b. No debenture shall be issued without the sanction of a special resolution;
- c. The members may by special resolution restrict the borrowing powers of the Board of Directors, but a restriction imposed expires at the next Annual General Meeting; and
- d. The Board of Directors shall not borrow at any given time an amount greater than twenty per cent (20%) of the annual budget of the Club. Any amount exceeding twenty per cent (20%) of the annual budget of the Club must be authorized by a General Meeting or Referendum.

3. Fiscal Year

- a. The fiscal year of the Club shall be January 1- December 31.

BY-LAW VII – CLUB RECORDS

1. Location of Records

- a. The minutes of the Board of Directors, Executive Committee and general meetings, and other books and records of the Club shall be kept in a central location as designated by the Executive Committee.

2. Custody of Minutes

- a. Custody of the minutes of all general, Board of Directors, and Executive Committee meetings of the Club shall be as designated by the Executive Committee.

BY-LAW VIII – NOTICES TO MEMBERS

1. A notice may be given to a member, either personally or by mail or email to the member at the member's registered address.
2. A notice sent by mail is deemed to have been given on the second day following the day 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.
3. Notice of a general meeting must be given to
 - a. every member shown on the register of members on the day notice is given, and
 - b. No other person is entitled to receive a notice of a general meeting

BY-LAW IX – BYLAWS

1. 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.
2. These bylaws must not be altered or added to except by special resolution.