

CALGARY CRANKMASTERS CYCLING CLUB

Club Bylaws

1.0 Definitions and Interpretations

1.1 Definitions

In these By-Laws:

- 1.1.1** Board shall mean the Board of Directors of the Society;
- 1.1.2** By-Laws shall mean the By-Laws of the Society which may be amended from time to time;
- 1.1.3** Member shall mean a member of the Society;
- 1.1.4** Member of the Board or Board Member shall mean a person who has been duly elected or appointed to the Board in a manner consistent with the By-Laws contained herein;
- 1.1.5** General Meeting shall mean a meeting where all members of the Society are expected to attend;
- 1.1.6** Society shall mean the Calgary CrankMasters Cycling Club

1.2 Interpretation

In all By-Laws the masculine shall include the feminine.

2.0 Membership

2.1 Eligibility

- 2.1.1** Persons are eligible for membership in the year of their 30th birthday and all subsequent years. The applicant must make application to the Board; and must pay an annual membership fee.
- 2.1.2** To renew membership, a member need only pay his annual fee.
- 2.1.3** The Board shall make the final determination as to the eligibility of any applicant.

2.2 Membership Fees

- 2.2.1** The Board shall from time to time recommend to the General Membership the annual membership fees payable by each member. The annual fee shall be established by majority vote of the General Membership at a regular meeting of the Society.
- 2.2.2** Membership fees when accepted from a member shall provide membership in the Society for one year for the period from January 1 until December 31 of the same year.
- 2.2.3** The Board may exempt any member from the payment of membership fees. (e.g. Life Members, etc.)

2.3 Rights and Obligations of Members

- 2.3.1** A Member shall be deemed to be in good standing when not in arrears of the payment of annual membership fees or other sums due from time to time to the Society.
- 2.3.2** A Member shall be entitled to notice of and to attend at all General Meetings and shall be entitled to one vote at all such meetings.
- 2.3.3** A Member shall be entitled to participate in any event sponsored by the Society. In such circumstances where the regulation or By-Laws of another Society also apply (for example, the Alberta Bicycle Association), those additional By-Laws will take precedence over this article.
- 2.3.4** A Member is obliged to abide by the Rules and Regulations of the Canadian Cycling Association and the Highway Traffic Act and to uphold the good name of cycling at all times.

2.4 Withdrawal and Expulsion of Members

- 2.4.1** A Member may withdraw from the Society by a Notice of Resignation delivered to the Secretary; however, under all circumstances his annual membership fee shall be forfeit.
- 2.4.2** A Member shall be deemed to have withdrawn from the Society when his annual membership fees become three (3) months in arrears.
- 2.4.3** The Board by resolution may declare, any time that it is of the opinion that a Member is not acting in the best interest of the Society, that the said Member shall stand expelled from membership in the Society as from the date stated in such resolution.
- 2.4.4** Any member who withdraws or is expelled from the Society shall forthwith forfeit all rights, claims and interests arising from or associated with membership in the Society.

3.0 The Government of the Society

3.1 The Board

- 3.1.1** The Board shall, subject to the By-Laws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the Society.
- 3.1.2** The Board shall consist of not less than three (3) and not more than ten (10) persons elected in accordance with Section 4.1 of these By-Laws. The officers and directors shall serve until their successors are elected and installed. Any vacancy occurring during the year shall be filled at the next General Meeting, provided it is so stated in the notice calling such meeting. Any Member in good standing shall be eligible to any office in the Society.

- 3.1.3 If any Member of the Board of Directors shall resign his office, or without reasonable excuse absent himself from three (3) or more consecutive Board meetings, the Board may declare his office vacant and may appoint a successor in his place to hold office until the next Annual General Meeting.
- 3.1.4 Any Member of the Board shall be eligible for re-election to the Board.

3.2 Duties of the Board

- 3.2.1 The Board shall facilitate and promote the objectives of the Society.
- 3.2.2 The Board shall manage all financial aspects on behalf of the Society to include all accounting and record keeping, along with the collection of annual fees and payment of all expenses that may be incurred from time to time for the operation of the Society.
- 3.2.3 The Board shall recommend rules and regulations for the operation of the Society. Such recommendations shall be addressed to the General Membership for consideration and approval by majority vote.
- 3.2.4 The Board shall keep adequate records of its proceedings, actions and decisions, and written minutes of its meetings.

3.3 Duties of Board Members

- 3.3.1 **President.** To the maximum extent possible, the President shall preside at all Board meetings and General Meetings. As the Chief Executive Officer of the Board, he shall exercise a general control and supervision over the affairs of the Society. He shall have such other powers and duties as the Board may determine from time to time by resolution.
- 3.3.2 **Vice-President.** In the case of absence or disability of the President, the Vice-President may exercise the powers and perform the duties of the President. The Vice-President shall have such other powers and duties as may be assigned to him by resolution of the Board.
- 3.3.3 **Treasurer.** The Treasurer shall have general charge of the finances of the Society. He shall deposit all monies and other valuable effects of the Society in the name of and to the credit of the Society in such banks or other depositories as the Board may from time to time designate by resolution. He shall render to the Board whenever directed an account of the financial condition of the Society and of all his transactions as Treasurer. After the close of each financial year, he shall make and submit to the Board a financial report for such year and make available for the Annual General Meeting. He shall have charge and custody of and be responsible for the keeping of the books of account required to be kept pursuant to the laws governing the Society. He shall perform all the acts incidental to the office of Treasurer subject to the control of the Board.

Assistant Treasurers may perform any of the duties of the Treasurer on his behalf when requested by the Board or the Treasurer.

3.3.4 Secretary. The Secretary shall, to the maximum extent possible, keep minutes of all meetings (Board, Special and General) in a book or books to be kept for that purpose. He shall keep in safe custody the corporate seal of the Society, the Register of members, copies of all reports made by the Society, copies of correspondence distributed on behalf of the Society, and such other books and papers as the Board may direct. He shall be responsible for the keeping and filing of all books, reports, certificates and other documents required by law to be kept and filed by the Society. He shall perform such other duties pertinent to his office or as may be required by the Board.

Assistant Secretaries may perform the duties of the Secretary from time to time when requested by the Secretary or the Board.

3.3.5 Treasurer/Secretary. These positions may be combined if deemed appropriate by the Board.

3.3.6 Racing Director(s). The Racing Director shall be responsible for planning and implementing a racing program on behalf of the Society. He may delegate any portion of his responsibilities to other Members of the Society or Committees comprised of Members of the Society at his discretion.

3.4 Removal

The Board, by an affirmative vote of the majority, may remove and discharge any Board member with due cause at any meeting called for that purpose and may elect or appoint others in his place.

3.5 Conditions of Service

The Board Members shall serve without remuneration but shall be reimbursed for expenses authorized by the Board and incurred in respect to the business of the Society.

3.6 General Membership

3.6.1 At General Meetings, recommendations made by the Board shall be considered by the Members. The rules and regulations to govern the society shall be implemented only after endorsement by a quorum at a General Meeting.

3.6.2 All Members shall be privy to the decisions and actions of the Board. It is the Members right and responsibility to challenge any decisions or actions with which from time to time he may not agree. Such points must be notified to the Board at least three (3) days before a General Meeting where the issues shall be addressed for resolution.

4.0 Meetings

4.1 Annual General Meeting

- 4.1.1** The Society shall hold an Annual General Meeting once each calendar year on a day to be fixed by the Board. The Annual General Meeting whenever possible shall be held in the month of October.
- 4.1.2** A notice in writing setting forth the date, place and time of the Annual General Meeting shall be mailed or delivered to the last known address of each Member at least fourteen (14) days before the meeting.
- 4.1.3** At the Annual General Meeting, there shall be elected a President, Vice-President, Secretary, Treasurer and a Racing Director. Other Board positions may be recommended for election when deemed appropriate by the Board. All Board members shall serve one-year terms.
- 4.1.4** Unless any member demands a ballot vote, all voting at the Annual General Meeting shall be done by a show of hands. Each Member in good standing, including the President shall be entitled to one (1) vote. In case of an equality of votes, the President shall cast a second deciding vote.
- 4.1.5** Except as to a Special Resolution and situations as required by the Societies Act, each issue and resolution shall be decided by a majority vote of the Members constituting the quorum at the meeting.

4.2 General Meetings

A General Meeting of the Society may be called at any time by the Secretary upon the instructions of the President of the Board by notice in writing setting forth the date, place and time of the meeting, mailed or delivered to the last known address of each Member at least fourteen (14) days before the meeting.

4.3 Special Meetings

- 4.3.1** A Special Meeting of the Society may be convened by order of the Board at such a place and time as may be determined by the Board. A Special Meeting may also be called by written request by twenty-five (25%) per cent of the Members of the Society submitted to the Board.
- 4.3.2** A notice in writing setting forth the date, place and time of a Special Meeting shall be mailed or delivered to the last known address of each member at least fourteen (14) days before the meeting.

4.4 Board Meetings

- 4.4.1** A Board Meeting shall be held as often as required but at least once every three months, at a place and time as determined by the President. When a Board Meeting is going to be held, the Secretary upon the instructions of the President will so inform the remaining members of the Board.
- 4.4.2** A Board Meeting may be held without notice if a quorum of the Board is present, provided, however, that any business transactions at such meeting shall be ratified at the next regularly called Board Meeting; otherwise, they shall be null and void.

4.5 Quorum

- 4.5.1** 10% of the Society's membership or five (5) members whichever is greater, shall constitute a quorum at General Meetings, the Annual General Meeting and at Special Meetings.
- 4.5.2** Two (2) members of the Board shall constitute a quorum for Board Meetings.
- 4.5.3** In the case of any General, Annual General, or Special Meeting, if within ten (10) minutes of the appointed time a quorum is not present, then the meeting shall be adjourned to such a time and place as fixed by the majority of members present. At the re-scheduled meeting, the members present shall constitute a quorum.

5.0 Borrowing Powers

For the purpose of carrying out its objects, the Society may borrow or raise or secure the payment of money in such manner as it thinks fit and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Society, and in no case shall debentures be issued without the sanction of a special resolution of the Society.

6.0 Auditing

- 6.1** The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant or by two Members of the Society elected for that purpose at the Annual General Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual General Meeting of the Society. The fiscal year of the Society in each year shall begin April 1.
- 6.2** The books and records of the Society may be inspected by any Member of the Society at the Annual General Meeting provided for herein or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each Board Member shall at all times have access to such books and records.

7.0 Seal of the Society

The Society shall have a corporate seal which shall be of such form and device as may be adopted by the Board and the Board may make such provisions as they see fit with respect to the affixing of said seal and the appointment of a Board Member or Members to attest by their signatures that such seal was duly affixed.

8.0 Special Resolutions and Bylaw Amendments

- 8.1** The By-Laws may be rescinded, altered or added to by a "Special Resolution" duly considered and accepted by a three-quarters (3/4) majority at any General or Special Meeting attended by a quorum.
- 8.2** A notice setting forth the date, place and time of any General or Special Meeting where a Special Resolution will be considered shall be mailed or delivered to the last known address of each Member at least fourteen (14) days before the meeting.

Dated this 1st day of April, 2002

Updated 8th December, 2008