

THE SOCIETY ACT BY-LAWS (CORPORATE ACCESS NUMBER – 5014214463)

The Name of the Society is:

Bike Calgary Society

The Common Name of the Society is:

Bike Calgary

1) MEMBERSHIP

1. Membership fees, if any, in the Society shall be determined by the Board, and ratified by the members at the following Annual General Meeting or a Special Meeting called for the sole purpose of ratifying a membership fee. Special meetings for this purpose must be called with at least 21 days' notice.
2. Any person residing in Alberta, and being the age of majority, may become a member by filing an application of membership with the Secretary and upon payment of the fee, if any.
3. Any member wishing to withdraw from membership may do so upon a notice in writing to the Board through its Secretary.
4. In the event where a member, excepting a Director, brings the Society into disrepute, acts in a manner that is disrespectful or causes harm to fellow members, or fails to meet the obligations of the Society, including payment of any membership dues, the Board of Directors, at its sole discretion, may deem said member to no longer be in good standing. Where a member is deemed to no longer be in good standing, all of his/her privileges and powers in the Society shall be suspended until such time as they are reinstated. Reinstatement is at the sole discretion of the Board.
5. Any member, upon being suspended from the Society, and upon a majority vote at a Special Meeting of the Society called for this purpose, may be expelled from membership.

2) BOARD OF DIRECTORS

1. Board of Directors, Executive Committee or Board, shall mean the Board of Directors of the Society.
2. The Board shall consist of a minimum of six Members and a maximum of seven Members, being one President, one Vice-President, one Secretary, one Treasurer, and two or three directors-at-large.
3. The Board shall, subject to these bylaws and directions given it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the Society.
4. Members of the Society are elected to the Board for terms of no more than two years. There is no limit on the number of terms a Board member may serve.
 - a. A panel of five volunteers, appointed by the existing Board and including two members thereof, shall form a Board candidate nominating committee in advance of each Annual General Meeting. This committee will accept and evaluate Board candidacy applications, thus creating the candidate list for the Annual General Meeting. If an insufficient number of members apply to fill open Board positions, or if the nominating committee rejects enough applications so as to entail an insufficient number of candidates, an open call to fill the remaining candidate spots will be made at the Annual General Meeting. Any member in good standing shall be eligible to put forward her/his name to the nominating committee.
5. Any vacancy may be filled at a meeting of the Board, for a term not extending past the next Annual General Meeting.
6. The positions of Board members within the Society will be decided by the Board at the first Board meeting following each Annual General Meeting.
7. Any Director or officer may be expelled from the Board under the following circumstances and conditions:
 - a. The Board may expel any Director whose conduct it determines to be improper, unbecoming or likely to endanger the interest or reputation of Bike Calgary, fails to meet his/her obligations to the Board, or who wilfully commits a breach of these Bylaws. No Board member shall be expelled without first being notified in writing of the reason for expulsion and the opportunity to be heard at a Board meeting called for that purpose, of which 21 days' notice will be given.
 - b. Any Director may be expelled from the Board upon a majority vote at a Special Meeting of the Society called for this purpose. Special meetings for this purpose must be called with at least 21 days' notice.

3) PRESIDENT

1. The President shall be an ex-officio member of all Committees. She/he shall, when present, preside over all meetings of the Society and of the Board. In her/his absence, the Vice-President shall preside over any such meetings. In the absence of both, a chairperson may be elected at the meeting to preside there-over.

4) VICE-PRESIDENT

2. The Vice-President shall preside, in the absence of the President, over any meeting. In the absence of both, a chairperson may be elected at the meeting to preside there-over.

5) SECRETARY

1. It shall be the duty of the secretary to attend meetings of the Society and of the Board, and to keep accurate minutes of the same. If the Secretary is absent, her/his duties shall be assigned to another Director chosen by the Board. The Secretary shall have charge of all the administrative correspondence of the Society and be under the direction of the President and the Board.
2. The Secretary shall also keep a record of all the members of the Society and their addresses, send all notices of meetings as required, and collect and receive any membership fees levied by the Society. Such monies shall be promptly turned over to the Treasurer for deposit in whatever Bank, Trust Company, Credit Union or Treasury Branch the Board may order.
3. The Secretary shall have charge of the Seal of the Society which whenever used shall be authenticated by the signature of the Secretary and the President, or, in the case of the inability of either to act, by the Vice-President.

6) TREASURER

1. The Treasurer shall receive all monies paid to the Society and be responsible for the deposit of same in whatever Bank, Trust Company, Credit Union or Treasury Branch the Board may order. She/he shall properly account for the funds of the Society and keep such books as may be directed.
2. The Treasurer shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual Meeting a duly audited statement of the financial position of the Society and submit a copy of same to the Secretary for the records of the Society.

7) COMMITTEES

1. The Board, as part of its mandate, may create or form committees to assist in fulfilling the goals and objectives of the Society. Likewise, the Board may, as part of its mandate, amend or dissolve said committees.

8) EMPLOYEES, INTERNS, ETC

1. The Board may authorize the employment or internship of such persons as it deems necessary to carry out the goals and objectives of the Society.

9) MEETINGS

1. The Society shall hold an Annual General Meeting on or before December 1 in each year.
 - a. Annual General Meetings shall be called by electronic mail with 21 days' notice.
 - b. At this meeting there shall be elected seven directors. The directors so elected shall form a Board, and shall serve until their successors are elected and installed.
2. Meetings of the Board shall be held as often as may be required, but at least once every three months, and shall be called by the President.
 - a. Meetings of the Board shall be called by at least three days' notice by electronic mail or telephone.
 - b. Any four Board members shall constitute a quorum, and meetings may be held without notice if a quorum of the Board is present, provided that any business transactions at such meeting shall be ratified at the next regularly called meeting of the Board; otherwise they shall be null and void.
 - c. The Board may make decisions and conduct business via electronic mail or teleconference. Any decisions made thus must be made by a quorum of four and likewise be confirmed at the next regularly called meeting of the Board.
3. Special meetings of the Society may be called at any time by the President or Board or upon the President's receipt of a petition signed by five percent of members in good standing by eight days' notice sent by electronic mail. The

notice shall state the purpose of the meeting.

4. Four Board members shall constitute a quorum at any meeting.

10) VOTING

1. Any member in good standing shall have the right to vote at any Special or General meeting of the Society.
2. Board decisions conducted via electronic mail or teleconference are subject to majority vote. Board members will have 48 hours to cast a vote. In the event of a tie or non-decision, the President's decision shall be final.
3. Voting for Board members at an Annual General Meeting is to be conducted by plurality-at-large. Each voter selects up to n candidates on the ballot. The n candidates with the most votes are the winners and will fill the positions. In the event of a tie, there may be a run-off conducted in the same manner.
4. Decisions made at Special or General meetings are subject to majority vote.
5. Votes cannot be made by proxy.

11) AUDITING

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 selected for that purpose by the Board.
2. The fiscal year of the Society in each year shall end on August 31.
3. The books and records of the Society may be inspected by any member of the Society at the Annual General Meeting or at anytime upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each member of the Board shall at all times have access to such books and records.

12) REMUNERATION

1. Unless authorized by the Board, no member officer or Director of the Society shall receive any remuneration for his/her services.

13) BORROWING POWERS

1. For the purpose of carrying out its objectives, 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 Board, and in no case shall debentures be issued without the sanction of a resolution of the Society at an Annual General Meeting.

14) INDEMNITY

1. The Society shall provide insurance to indemnify each Director acting in her/his duties to the Society.

15) DISSOLUTION

1. Dissolution of the Society is to be determined by majority vote at a Special or Annual General meeting.
2. In the event of the dissolution of the Society and after payment of all debts and liabilities, the remaining property of the Society shall be distributed or disposed of to charitable organizations or to organizations the objectives of which are beneficial to the community.

16) BYLAWS

1. The Bylaws may be rescinded, altered or added to by a Special Resolution.

<signed>

Dale Calkins, Secretary, 23/10/14

NOTES:

These bylaws are derived and amended from the previous bylaws of the Society, located:

<https://docs.google.com/document/d/1QUVnGBw7wAcmyMrtF3mYILG5WEN5GPCFEubGw0s5bpY/edit>