

Bylaws of the Devon Bicycle Association November 2020

Article 1 – Preamble

1.1 The Society

The name of the society is Devon Bicycle Association, which may also be known or referred to as the DBA or the Society.

1.2 The Bylaws

The following articles set forth Bylaws of the Devon Bicycle Association.

Article 2 – Defining and Interpreting the Bylaws

2.1 Definitions

In these Bylaws, the following words have these meanings.

2.1.1 Act means the *Societies Act* R.S.A. 2000, Chapter S-14 as amended, or any statute substituted for it.

2.1.2 Bylaws means the Bylaws of this Society as amended.

2.1.3 Society or **DBA** means the Devon Bicycle Association.

2.1.4 Board means the Board of Directors of this Society.

2.1.5 Director means any person elected or appointed to the Board.

2.1.6 Coordinator means any coordinator as described in Article 6.3

2.1.7 Member means a Member of the Society.

2.1.8 Voting Member means a Member entitled to vote at the meetings of the DBA.

2.1.9 Membership List means the list maintained by the Board containing the names of the Members of the DBA.

2.1.10 Annual General Meeting or **AGM** means the annual general meeting described in Article 5.1

2.1.11 Special Meeting means a meeting called to deal with a specific issue and involves the entire membership.

2.1.12 Special Resolution means a specific motion passed by the members at an Annual General Meeting or Special Meeting.

2.1.13 Board Meeting or **Meeting of the Board** means the meeting described in 6.1.6

Article 3 – Objects of the Society

3.1 The objects of the Society are found as a preface to the Bylaws.

Article 4 – Membership

4.1 Admission of Members

Membership shall be open to any person residing in Canada, irrespective of sex, age, or ability.

4.2 Membership Fees

4.2.1 Membership Year

The membership year is January 1 to December 31.

4.2.1 Setting Membership Fees

The Board decides annual membership fees.

4.2.2 Payment of Fees

To become a Member of the DBA, the annual membership fees must be paid in full. Membership rights are not retroactive. Membership fees are non-refundable.

4.2.3 Membership Types

Three types of membership shall be available:

- A. Adult Membership
- B. Youth Membership
- C. Bears Membership

4.2.3.1 Individual Membership

Individual memberships will be available to anyone of legal age. Minors can become individual members with the written consent of his/her parent or legal guardian.

4.2.3.1.1 Individuals receive one (1) DBA membership card.

4.3 Rights and Privileges of Members

4.3.1 Any Member in good standing is entitled to:

- A. Receive notice of meetings of the DBA;
- B. Attend any meeting of the DBA;
- C. Speak at any meeting of the DBA; and
- D. Exercise other rights and privileges given to Members in these bylaws.

4.3.2 Voting Members

The only Members who can vote at meetings of the DBA are Members in good standing who are at least eighteen (18) years old.

4.3.3 Number of Votes

A Voting Member is entitled to one (1) vote at a meeting of the DBA.

4.3.4 Member in Good Standing

A Member is in good standing when:

- A. the Member has paid the membership fees for the membership year to the DBA; and
- B. the Member is not suspended as a Member as provided for under Article 4.4.

4.4 Suspension of Membership

4.4.1 Decision to Suspend

The Board, at a Meeting of the Board, may suspend a Member's membership for any action or reason judged to be harmful to the DBA .

4.4.2 Notice to the Member

4.4.2.1 The affected member will receive a written notice of the Board's intention to deal with whether that Member's membership should be suspended or not . The Member will receive at least two (2) weeks notice before the Meeting of the Board.

4.4.2.2 The notice will be sent by mail to the last known address of the Member shown in the records of the DBA. The notice may also be delivered by a Director of the Board.

4.4.2.3 The notice will state the reasons why suspension is being considered.

4.4.3 Decision of the Board

4.4.3.1 The Member will have an opportunity to appear before the Board to address the matter. The Board may allow another person to accompany the Member.

4.4.3.2 The Board will determine how the matter will be dealt with, and may limit the time given the Member to address the Board.

4.4.3.3 The Board may exclude the Member from its discussion of the matter, including the deciding vote.

4.4.3.4 The decision of the Board is final.

4.5 Termination of Membership

4.5.1 Resignation

4.5.1.1 Any Member may resign from the DBA by sending or delivering a written notice to the Secretary or President of the DBA.

4.5.1.2 Once the notice is received, the Member's name is removed from the Membership List. The Member is considered to have ceased being a Member on the date his or her name is removed from the Membership List.

4.5.2 Death

The membership of a Member is ended upon his or her death.

4.5.3 Expulsion

4.5.3.1 The DBA may, by Special Resolution at a Special Meeting called for such a purpose, expel any Member for any cause which is deemed sufficient in the interest of the DBA.

4.5.3.2 This decision is final.

4.5.3.3 On passage of the Special Resolution, the name of the Member is removed from the Membership List. The Member is considered to have ceased being a Member on the date his or her name is removed from the Membership List.

4.6 Transferability of Membership

No right or privilege of any Member is transferable to another person. All rights and privileges cease when the Member resigns, dies, or is expelled from the DBA.

4.7 Continued Liability for Debts Due

Although a Member ceases to be a Member, by death, resignation or otherwise, he or she is liable for any debts owing to the DBA at the date of ceasing to be a Member.

4.8 Limitation on the Liability of Members

No Member is, in his or her capacity, liable for any debt or liability of the DBA.

Article 5 – Meetings of the DBA

5.1 The Annual General Meeting

5.1.1 Timing

The DBA holds its Annual General Meeting at the end of each calendar year, in Devon, Alberta. The Board sets the place, day and time of the meeting.

5.1.2 Notice

The Secretary or Communications Director emails or e-mails a notice to each Member at least twenty-one (21) days before the Annual General Meeting. This notice states the place, date and time of the Annual General Meeting, and any business requiring a Special Resolution.

5.1.3 Quorum

Attendance by 10% of the Voting Members at the Annual General Meeting is a quorum.

5.2 Special Meetings

5.2.1 Calling of Special Meeting

A Special Meeting may be called at any time:

A. by the President; or

B. on a written request by any two (2) Directors. The request must state the reason for the Special Meeting and the motion(s) intended to be submitted at this Special Meeting; or

C. on the written request of at least one quarter (1/4) of the Voting Members. The request must state the reason for the Special Meeting and motion(s) intended to be submitted at such Special Meeting.

5.2.2 Notice

The Secretary or Communications Director emails or e-mail a notice to each Member at least twenty-one (21) days before the Special Meeting. This notice states the place, date and time of the Special Meeting.

5.2.3 Agenda for Special Meeting

Only the matter(s) set out in the notice for the Special Meeting are considered at the Special Meeting.

5.2.4 Quorum

Attendance by 10% of the Voting Members at the Special Meeting is a quorum.

5.3 Proceedings at the AGM or Special Meeting

5.3.1 Attendance by the Public

AGM and Special Meetings of the DBA are open to the public.

5.3.2 Failure to Reach Quorum

The President cancels the Annual or Special Meeting if a quorum is not present within one-half (1/2) hour after the set time. If cancelled, the President adjourns the meeting to another date. If a quorum is not present within one-half (1/2) hour after the set time of the second meeting, the meeting will proceed with the Members in attendance.

5.3.3 Presiding Director

5.3.3.1 The President chairs every AGM or Special Meeting of the DBA. The Vice-President chairs in the absence of the President.

5.3.3.2 If neither the President nor the Vice-President is present within one-half (1/2) hour after the set time for the AGM or Special Meeting, the Members present choose one (1) of the Directors present to chair.

5.3.4 Voting

5.3.4.1 Each Voting Member has one (1) vote.

5.3.4.2 A Voting Member may not vote by proxy.

5.3.4.3 A show of hands decides every vote.

5.3.4.4 A simple majority of the Voting Members present at the meeting decides each issue and resolution, unless the issue needs to be decided by a Special Resolution.

5.3.4.5 When a Special Resolution is required, the *Societies Act* requires a special majority where there must be a majority of 75% of the votes cast at the meeting. Items requiring special resolutions are:

A. Changing the objects;

B. Amending the bylaws; and

C. Distribution of assets if the DBA is dissolved.

5.3.4.6 The President declares a resolution carried or lost. This statement is final, and does not have to include the number of votes for and against the resolution.

5.3.4.7 The President decides any dispute on any vote. The President decides in good faith, and this decision is final.

5.3.5 Failure to Give Notice of meeting

No action taken at a General or Special Meeting is invalid due to:

- A. accidental omission to give any notice to any Member;
- B. any Member not receiving any notice; or
- C. any error in any notice that does not affect the meaning.

Article 6 – The Governance of the DBA

6.1 The Board of Directors

6.1.1 Governance and Management of the DBA

The Board governs and manages the affairs of the DBA.

6.1.2 Powers and Duties of the Board

The Board has the powers of the DBA, except as stated in the *Societies Act*.

The powers and duties of the Board include:

- A. Promoting the objects of the DBA;
- B. Promoting membership in the DBA;
- C. Approving an annual budget for the DBA;
- D. Paying all expenses for operating and managing the DBA;
- E. Approving all contracts for the DBA; and
- F. Maintaining all accounts and financial records for the DBA;

6.1.3 Composition of the Board

The Board consists of Directors:

- A. President
- B. Vice President
- C. Treasurer
- D. Secretary
- E. Communications Director:
- F. Director(s) at large

6.1.4 Election of Directors

6.1.4.1 At the AGM, the Voting Members elect all Directors.

6.1.4.1.1 Directors will be appointed by nomination.

6.1.4.1.2 Directors serve terms commencing on the date of the Annual General Meeting until the close of the next Annual General Meeting.

6.1.5 Resignation or Removal of a Director

6.1.5.1 A Director may resign from office by giving one (1) month's notice in writing. The resignation takes effect either at the end of the month's notice or on the date the Board accepts the resignation.

6.1.5.2 Voting Members may remove any Director, including the President, before the end of his or her term. There must be a majority vote at a Special Meeting called for this purpose.

6.1.5.3 If there is a vacancy on the Board, the remaining Directors may appoint a Member in good standing to fill that vacancy for the remainder of the term.

6.1.6 Meetings of the Board

6.1.6.1 The Board holds meetings throughout the year as deemed necessary.

6.1.6.2 The President calls the meetings. The President also calls a meeting if any two (2) Directors make a request in writing and state the business of the meeting.

6.1.6.3 Four (4) Directors present at any Board meeting is a quorum.

6.1.6.4 Each Director, including the President, has one (1) vote. A majority vote decides each issue and resolution.

6.1.6.5 **The President does not have a second or casting vote in the case of a tie vote. A tie vote means the motion is defeated.**

6.1.6.6 Meetings of the Board are open to Members of the DBA, but only Directors may vote. Members are only permitted to participate in a discussion when invited to do so by the Board. A majority of the Directors present may ask any other Members, or other persons present, to leave.

6.1.6.7 All Directors may agree to and sign a resolution. This resolution is as valid as one passed at any Board meeting. It is not necessary to call a Board meeting. The date on the resolution is the date it is passed.

6.1.6.7.1 A signed resolution requires the signature of every single Director with the right to vote. If anyone cannot sign, or refuses to sign, the DBA must hold a Board meeting.

6.1.6.8 A meeting of the Board may be held by a conference call or video conference. Directors who participate in this call are considered present for the meeting.

6.1.6.9 Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.

6.2 Duties of the Board of Directors

6.2.1 The President:

- Supervises the affairs of the Board;
- When present, chairs all meetings of the DBA and the Board;
- Acts as the spokesperson for the DBA; and
- Carries out other duties assigned by the Board.

6.2.2 The Vice-President:

- Assists the President in the affairs of the Board.
- Presides at meetings in the President's absence. If the Vice-President is absent, the Directors elect a Chairperson for the meeting;
- Replaces the President at various functions when asked to do so by the President or the Board; and
- Carries out other duties assigned by the Board;

6.2.3 The Secretary:

- Attends all meetings of the DBA and the Board;
- Keeps accurate minutes of these meetings;
- Has charge of the Board's correspondence;
- Makes sure a record of names and addresses of all Members of the DBA is kept;
- Makes sure all notices of various meetings are sent; and
- Carries out other duties assigned by the Board.
- Files the annual return, changes in the directors of the DBA, amendments to the bylaws and other incorporating documents with the Corporate Registry;
- Update the access to google drive for board members only.

6.2.4 The Treasurer:

- Makes sure all monies paid to the DBA are deposited in a chartered bank, treasury branch or trust company chosen by the Board;
- Makes sure a detailed account of revenues and expenditures is presented to the Board as requested;
- Makes sure a financial statement of the Society is prepared and presented to the Annual General Meeting; and
- Carries out other duties assigned by the Board.

6.2.5 Communications Director:

- Communicates details of meetings, plans and events to members.
- Maintains and communicates via social media outlets.
- Seeks and establishes methods of promoting the DBA.
- Carries out other duties assigned by the Board.

6.2.6 Director-at-Large:

- Director-at-Large can be a Coordinator; and
- Carries out duties as assigned by the Board.

6.3 Coordinators

6.3.1 Appointing Coordinators

The Board appoints Voting Members of the DBA as Coordinators.

6.3.2 Types of Coordinators

The types of Coordinators can vary over time and may include, but is not limited to:

- A. Events Coordinator;
- B. Project Coordinator;
- C. Bears Coordinator;
- D. Memberships Coordinator;
- E. Volunteer Coordinator; and
- F. Grants Coordinator

6.3.3 Duties of Coordinators

6.3.3.1 Coordinators carry out duties as assigned by the Board.

6.3.3.2 Coordinators shall provide reports to Board Meetings at the Board's request.

Article 7 – Finance and Other Management Matters

7.1 The Registered Office

The Registered Office of the DBA is located in Devon, Alberta. Another place may be established at the Annual General Meeting or by resolution of the Board, as long as this change is communicated to Corporate Registry.

7.2 Finance and Auditing

7.2.1 The fiscal year of the DBA ends on November 30 of each year.

7.2.2 There must be an audit of the DBA at least once each year, following the Annual General Meeting.

7.2.3 The audit shall be done by a qualified accountant appointed by the Board or by two (2) Voting Members in good standing that are not on the Board.

7.3 Seal of the Society

The DBA will not use a Society seal.

7.4 Cheques and Contracts of the DBA

7.4.1 The designated Directors of the Board sign all cheques drawn on the monies of the DBA. Two (2) signatures are required on all cheques.

7.4.2 All contracts of the DBA must be signed by a Director with signing authority or other persons authorized to do so by resolution of the Board.

7.5 The Keeping and Inspection of the Books and Records of the DBA

7.5.1 The Secretary keeps a copy of the minutes of all meetings of the Members and of the Board.

7.5.2 The Board keeps and files all necessary books and records of the DBA as required by the Bylaws, the *Societies Acts*, or any other statute or laws.

7.5.3 A Member wishing to inspect the books or records of the DBA must give reasonable notice to the Board of the DBA of his or her intention to do so.

7.5.4 Arrangements must be made between the Board and the Member for the location and date to view the books and records.

7.5.5 Other records of the DBA are also open for inspection, except for records that the Board designates as confidential. Reasonable notice must be provided.

7.6 Borrowing Powers

7.6.1 The DBA will not be allowed to borrow money.

7.7 Payments

7.7.1 No Member, Director or Coordinator of the DBA receives any payment for his or her services as a Member, Director or Coordinator.

7.7.2 Reasonable expenses incurred while carrying out duties of the DBA may be reimbursed upon Board approval.

7.7.2.1 The Board shall have the responsibility for determining the appropriateness of expenditures.

7.7.2.3 Expenses in excess of one hundred dollars (\$100.00) must have prior approval from the Board.

7.7.2.4 Expenses are reimbursed by the Treasurer.

7.8 Protection and Indemnity of Directors and Coordinators

7.8.1 Each Director or Coordinator holds office with protection from the DBA. The DBA indemnifies each Director or Coordinator against all costs or charges that result from any act done in his or her role for the DBA. The DBA does not protect any Director or Coordinator for acts of fraud, dishonesty, or bad faith.

7.8.2 No Director or Coordinator is liable for the acts of any other Director or Coordinator. No Director or Coordinator is responsible for any loss or damage done due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Society. No Director or Coordinator is liable for any loss due to an oversight or error in judgement or by an act in his or her role for the Society, unless the act is fraud, dishonesty or bad faith.

Article 8 – Amending the Bylaws

8.1 These Bylaws may be cancelled, altered or added to by a Special Resolution at any Annual General or Special Meeting of the DBA.

8.2 The twenty-one (21) days notice of the Annual General or Special Meeting of the Society must include details of the proposed resolution to change the Bylaws.

8.3 The amended Bylaws take effect after approval of the Special Resolution at the Annual General or Special Meeting and accepted by the Corporate Registry of Alberta.

Article 9 – Distributing Assets and Dissolving the Society

9.1 The DBA does not pay any dividends or distribute its property among its Members.

9.2 If the DBA is dissolved, any funds or assets remaining after paying all the debts are to be paid to a non-profit organization with objects similar to those of the Devon Bicycle Association.

9.3 Members are to select the organization to receive the assets by Special Resolution. In no event do any Members receive any assets of the DBA.