

Dear Edmonton Bicycle Commuter members,

The Edmonton Bicycle Commuter's Board of Directors is proposing the following amendments to the Bylaws to be voted on by a Special Resolution at the Annual General Meeting to be held on October 6, 2013.

1st Amendment

Membership (b)(iii) - sets out the definition of a Member in Good Standing. The Board proposes to remove that portion of the section that is highlighted in yellow. The sections current wording is:

Members in Good Standing, Regular Members who have been members for at least one calendar month and any honorary members shall be considered members in good standing. A regular member who has lapsed for no more than six months shall also be considered a member in good standing immediately upon payment of their dues.

This amendment will broaden the category of "Members in Good Standing" and as a result, the number of eligible candidates for the Board the Directors. This will help avoid the exclusion of any potential candidates as a result of failing to have renewed or signed up for their membership prior to the Annual General Meeting.

The new wording of the section as proposed by the amendment will thus be as follows:

Members in Good Standing, Regular Members and any honorary members shall be considered members in good standing.

2nd Amendment

Finances – sets out the powers and responsibilities of the Society with respect to managing its finances. The Board proposes to add subsection (h). The wording of subsection (h) will be as follows:

If the Society is dissolved, any funds or assets remaining after paying all debts shall be paid to a registered and incorporated charitable organization or organizations. The Society will select this organization by Special Resolution.

This amendment is designed to accommodate the requirements of the Alberta Gaming and Liquor Commission (AGLC). Any non-profit receiving funds from AGLC must have a clause setting out what will happen to the remaining assets of the Society upon dissolution. According to AGLC, the remaining funds must be disbursed to an eligible charity or religious group or purpose, or be transferred in trust to a municipality until such time that they can be transferred to a charitable or religious group as approved by the Board.

These Bylaw amendments will be voted on at the 2013 Annual General Meeting to be held on October 6, 2013. These amendments must be amended by Special Resolution, with notice being circulated to all members at least twenty one days before the day of the meeting. This Special Resolution may be passed by a vote of not less than three quarters of the voting members of the Society attending the meeting.

Voting will be restricted to members in good standing who are physically present at the meeting. Quorum shall be the lesser of either twenty members in good standing or five percent of the membership.

We hope to see you there.

Regards,

Leila Sidi – President of EBC

Bylaws (2011)

From EBC

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The below bylaws were approved at the [Annual General Meeting](#) held on September 25, 2011. They update the [2010 bylaws](#) which were passed by the society, but rejected by Alberta Corporate Registries. As such, the 2011 Bylaws replace the [1995 version](#) of the Bylaws.

For easier reading, a [summary](#) of changes included in these bylaws has been made.

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Name

The Official name of the Society is: EDMONTON BICYCLE COMMUTERS' SOCIETY.

Membership

- a. **General.** Membership in the Society shall be open to all individuals interested in cycling.
- b. **Categories.** The membership shall consist of:
 - i. Regular Membership. All new members shall be considered Regular Members.
 - ii. Honorary Membership. All honorary membership may be conferred upon those who have notably contributed to the Society, or to the cycling community. Recommendation for such an award shall be approved by the Board of Directors

of the Society (hereinafter referred to as the Board). Honorary memberships are valid for the lifetime of the honorary member, unless subsequently revoked or resigned in accordance with section 2.g or 2.h.

- iii. Members in Good Standing. Regular Members **who have been members for at least one calendar month** and any honorary members shall be considered members in good standing. A regular member who has lapsed for no more than six months shall also be considered a member in good standing immediately upon payment of their dues.
- c. **Dues.**
- i. Dues shall be set by, and revised at the discretion of the Board.
 - ii. There shall be no dues levied against the category of Honorary Membership.
 - iii. The board may waive dues for regular members in consideration of services rendered to the Society.
- d. **Arrears.** Any member in arrears in payment of membership dues shall forfeit all privileges of membership forthwith until payment of such arrears is brought up to date.
- e. **Privileges.**
- i. Members in good standing shall be entitled to one vote at all general meetings of the Society (at which they are present).
 - ii. Members in good standing may be nominated for election to the Board.
 - iii. Members may participate in all scheduled events of the Society
 - iv. Members will receive, free of charge, the newsletter of the Society and other publications as approved by the Board.
- f. **Responsibilities.** Members shall be expected to:
- i. Encourage the use of the bicycle as a healthy, economical, and ecologically sound means of transportation.
 - ii. Display courtesy, good sense and concern for the safety of self and others while cycling.
- g. **Resignation.** A member may resign membership in the Society by providing written notification to the Secretary of the Society.
- h. **Termination**
- i. A member may be expelled by the Board where substantial evidence indicates that the member is a liability to the Society.
 - ii. Notice shall be provided to the expelled member within seven days of the decision of the Board, explaining the reason or reasons for the expulsion by the Board.

- iii. Until re-instated, the expelled member shall forfeit all membership privileges, and shall forfeit all membership dues paid for the current financial year.
- iv. Expulsion may be appealed at a General Meeting which shall be called within six weeks of the distribution of the next newsletter, or three months from the date of the receipt of the appeal, whichever is the shorter time. Should quorum not be achieved, the appeal will be deferred until the next General Meeting of the Society.
- v. A member will be re-instated at the general meeting upon a majority vote of the members present.

Board of Directors

- a. **Composition.** The Board shall consist of not less than seven and no more than twelve members, including the President, Vice President, Secretary and Treasurer. The board will select additional portfolios for its remaining members according to the needs of the Society.
- b. **Termination.**
 - i. Any director or officer of the Board upon a majority vote of all Board Members may be removed from office for any cause which the Board may deem reasonable.
 - ii. The member may appeal his/her removal from the Board by requesting a Special Board Meeting, following the procedures given in section 7.b, and in particular 7.b.ii.
 - iii. A Board member will be re-instated at a Special Meeting upon a majority vote of the members present.

Duties of the Board of Directors

- a. The Board is required to hold a meeting, which shall be chaired by an Interim Chair who shall be an outgoing Board member or a member at large, within one calendar month of the AGM. The date for this meeting must be set at the AGM. At this meeting, the Board shall elect a President, Vice President, Secretary, and Treasurer. The Duties of the Interim Chair shall terminate on completion of the election of officers.
- b. The Board is responsible for the management of the business affairs of the Society.
- c. The Board shall organize and prepare the program for all meetings of the Society.
- d. The Board shall organize and prepare the program for all meetings of the Society.
- e. The Board shall temporarily fill any vacancies on the Board until they can be filled by election at the AGM.
- f. The Board shall appoint committees which may be necessary for carrying out the activities of the Society.
- g. The Board shall provide a full report on the financial position and activities of the Society at the AGM.

Duties of the Officers of the Board

- a. The President shall act as the executive head of the Society and shall be an ex-officio member of all committees.
- b. The Vice-President shall assume the duties of the President in the absence of the President.
- c. The duties of the Secretary shall include:
 - i. Safe keeping of the Seal of the Society.
 - ii. Ensuring that minutes of all meetings are accurately recorded.
 - iii. Conducting or overseeing the correspondence of the Society.
 - iv. Making the minutes and records of society business available to any member of the society upon receipt of forty eight hours notice.
- d. The duties of the Treasurer shall include:
 - i. Ensuring that an accurate account of the Society's financial status is maintained, including overseeing the necessary day to day banking procedures.
 - ii. Presenting a financial statement at every board meeting and at the AGM.
 - iii. Overseeing the preparation of a proposed budget for the next fiscal year for presentation and adoption at the AGM.
- e. Board members who miss three consecutive board meetings without adequate notice or excuse (based on a hearing of the board), will be considered as having resigned from the board. This decision may be appealed by the member by following the procedure set out in section 3b.

Election of the Board of Directors

- a. The election of the Board shall take place at the AGM of the Edmonton Bicycle Commuters' Society.
- b. The Chair of the Nominations Committee shall present the names of the all nominees, who are members in good standing, which have been submitted to the committee for consideration at the AGM. Any member may nominate from the floor any member in good standing who is present at the meeting, or who has indicated in writing his/her willingness to serve.
- c. If fewer candidates are nominated than there are available board positions, board members will be deemed acclaimed, and no vote will be required.
- d. Election shall be by secret ballot. All members in good standing who are present at the AGM shall be eligible to vote. Ballots with more than the number of directors to be elected shall be deemed to be spoiled.
- e. Following their election, Board-members elect will assume their position on December 1.

- f. The elected members of the board shall normally hold office for two years, or until their successors have been elected. Should the board not be defined after the first ballot, a runoff election will be held.
- g. No board member who has served four years or more consecutively shall be eligible for re-election.
- h. Candidates for election to the board must satisfy the minimum legal requirements to serve on the board.

Meetings of the Board of Directors

a. Board Meetings

Meetings of the Board shall be held as often as may be required, but at least every three months, and notice shall be given either personally or in writing, to each member concerned. All Board Meetings shall be open to the General Membership.

b. Special Board Meetings

- i. Any two members of the Board may request a Special Board meeting by presenting the President with a written request to call such a meeting, and stating the business to be brought before the meeting.
 - ii. Any member in good standing of the Society may request a Special Board Meeting. Such a member is hereinafter referred as the petitioner. The petitioner must present the Secretary with a petition setting forth the reasons for calling such a meeting, and the petition must be signed by at least twenty members in good standing.
 - iii. The Special Board Meeting must be held within fourteen days of receipt of said petition or request.
 - iv. The petition or request must be introduced at the Special Board Meeting and a vote taken on the matter.
 - v. Should the concerns addressed in said petition or request not be resolved, the Board may call a General Meeting, according to the procedures for calling a General Meeting given in section 8, and in particular in section 8.a.i and 8.a.ii.
 - vi. If the petitioner is not satisfied because the Board has chosen not to call a General Meeting, or if the petitioner wishes the General Meeting held sooner than the date the Board chooses, the petitioner may call a Petitioned General Meeting according to procedures for calling a General Meeting given in Section 8, and in particular Section 8.b.i.
- c. **Voting** - At board meetings only members of the Board of Directors may vote.
 - d. **Quorum for Board Meetings** - Any five Board Members who are physically present shall constitute a quorum for any properly convened Board Meeting.

Meetings of the Membership

Meetings of the General Membership are referred to as either General Meetings or Special Meetings.

a. Calling a General Meeting

- i. General Meeting: The Board may call a General Meeting whenever such a meeting is warranted in their judgment. The Board calls a General Meeting by passing a motion to provide notice of the General Meeting with the Society's newsletter.
- ii. Annual General Meeting (hereinafter referred to as the AGM): The AGM shall be held on or before December 1 of each year, at a time and place designated by the Board. The Board calls an AGM by passing a motion to provide notice of the AGM with the Society's newsletter.

b. Calling a Special Meeting

- i. A petitioner, as described in Sections 7.b.ii and 7.b.iv may call a Special Meeting by providing notice as described in Section 8.c. With the notice, the petitioner must also provide a copy of the petition which was presented to the Secretary and introduced at the Special Board Meeting. The petitioner may include other information with the notice. The petitioner assumes the cost of providing notice. Upon demand, the Secretary must provide the petitioner with adequate information to circulate the required notice.
- c. Notice of both General and Special Meetings is provided by circulating a notice to each member indicating the date, time, and place of a General Meeting, such that the note is delivered more than fourteen days before the meeting date. A similar note shall be posted to the front page of the Society's website such that it appears more than fourteen days before the meeting date. If the purpose of the General meeting is to pass a Special Resolution, the requirements of Section 13.b must also be met.
- d. Attendance at both General and Special Meetings shall be open to the public.
- e. Quorum at both General and Special Meetings shall be the lesser of either twenty members in good standing or five percent of the membership.
- f. Voting at both General and Special Meetings is restricted to members in good standing who are physically present at the meeting. No proxies will be permitted.

Remuneration

- a. No board member shall receive any remuneration for services to the Society.
- b. No member shall receive any remuneration for services to the Society unless under a contract approved by the Board.

Finances

- a. All funds of the Society shall be deposited in a Chartered Bank, Trust Company, or Credit Union.
- b. The books and records of the Society shall be held by the Treasurer or an officer of the board designated by the Treasurer and may be inspected by any member of the Society upon receipt of forty eight hours notice.

- c. A person without the ability to authorize payments must complete a bank reconciliation on a monthly basis.
- d. The Treasurer shall recommend a qualified auditor to the AGM for appointment. Filing this, the board shall be empowered to appoint an auditor. The auditor may be a member of the Society.
- e. The auditor's annual financial statement shall be made available by the Treasurer to all members at the AGM, and at other times upon special request.
- f. A copy of the Society Annual Return shall be filed with Alberta Corporate Registry prior to the deadline set forth by the Societies Act or its successors.
- g. The books of the society will be audited once a year.
- h. **If the Society is dissolved, any funds or assets remaining after paying all debts shall be paid to a registered and incorporated charitable organization or organizations. The Society will select this organization by Special Resolution.**

Borrowing Powers

- a. For the purposes of carrying out its objectives, the Society may borrow, raise or secure the payment of money (which includes issuing debentures).
- b. Debt instruments not exceeding one third of the Society's average annual revenue over the previous 4 fiscal years may be approved by the board.
- c. Larger debt instruments must be approved by a majority vote of members attending a General Meeting called in accordance with section 8, and in particular section 8.a.
- d. The issue of debentures must be approved by a Special Resolution of the Society.

Custody and Use of the Seal

The Secretary of the Society shall have charge of the seal of the Society, should the Society require a seal. The signature of the Secretary shall be used to authenticate the seal.

Changes in Bylaws

- a. The By-Laws of the Society may be rescinded, altered or added to by a "Special Resolution"
- b. Notice of such a "Special Resolution" shall be circulated to all members at least twenty one days before the date of the meeting.
- c. The "Special Resolution" may be passed by a vote of not less than three quarters of the voting members of the Society attending any General Meeting.

Director and Officer Indemnification

The Edmonton Bicycle Commuters' Society Shall indemnify its directors and officers and to an extent former directors and officers and their heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by them, in respect of any civil, criminal or administrative action or

proceeding to which they are made parties by reason of being directors or officers of the Edmonton Bicycle Commuters' Society, including an action by or on behalf of the Edmonton Bicycle Commuters' Society, if:

- a. they acted honestly and in good faith with a view to the best interests of the Edmonton Bicycle Commuters' Society
- b. in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing the conduct was lawful or were acquitted; and
- c. they gave notice to the Edmonton Bicycle Commuters' Society of the civil, criminal or administrative action or proceeding immediately upon becoming aware of it and also co-operated with the Edmonton Bicycle Commuters' Society in the defence of the action or proceeding, to such extent as may be reasonable in the circumstances.