

## Bylaws of the Greater Victoria Bike to Work Society

### Part 1 - Interpretation

- 1.1. In these bylaws, unless the context otherwise requires:
  - "directors" means the directors of the society for the time being;
  - "Society Act" means the *Society Act* of British Columbia from time to time in force and all amendments to it;
  - "registered address" of a member means the member's address as recorded in the register of members.
- 1.2. The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws.<sup>[A1]</sup>
- 1.3. Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

### Part 2 - Membership

- 2.1. The members of the society are the applicants for incorporation of the society, and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.
- 2.2. A person may apply to the directors for membership in the society and on acceptance by the directors is a member.
- 2.3. Every member must uphold the constitution and comply with these bylaws.
- 2.4. The amount of the first annual membership dues must be determined<sup>[A2]</sup> by the directors and after that the annual membership dues must be determined at the annual general meeting of the society.
- 2.5. A person ceases to be a member of the society
  - a) by delivering his or her resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society,
  - b) on his or her death or, in the case of a corporation, on dissolution,
  - c) on being expelled, or
  - d) on having been a member not in good standing for 12 consecutive months.
- 2.6. A member may be expelled by a special resolution of the members passed at an extraordinary general meeting comprised of directors.

2.7. The notice of special resolution for expulsion must be accompanied by a brief statement of the reason or reasons for the proposed expulsion.

2.8. The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the extraordinary general meeting before the special resolution is put to a vote.

2.8.2.9. The outcome of the expulsion vote is binding on those to whom it was addressed.

2.9.2.10. All members are in good standing except a member who has failed to pay his or her current annual membership fee, or any other subscription or debt due and owing by the member to the society, and the member is not in good standing so long as the debt remains unpaid.

### **Part 3 - Meetings of Members**

3.1. General meetings of the society must be held at the time and place, in accordance with the *Society Act*, that the directors decide.

3.1.3.2. All meetings other than the annual general meeting may be conducted by telephone or videoconferencing.

3.2.3.3. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

3.3.3.4. The directors may, when they think fit, convene an extraordinary general meeting.

3.4.3.5. Notice of general meetings:

- a) Notice of all meetings-general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.
- b) 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.

3.5.3.6. The first annual general meeting of the society must be held not more than 15 months after the date of incorporation and after that an annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

### **Part 4 - Proceedings at General Meetings**

4.1. Special business is

- a) all business at an extraordinary general meeting except the adoption of rules of order, and

- b) all business conducted at an annual general meeting, except the following:
  - (i) the adoption of rules of order;
  - (ii) the consideration of the financial statements;
  - (iii) the report of the directors;
  - (iv) the report of the auditor, if any;
  - (v) the election of directors;
  - (vi) the appointment of the auditor, if required;
  - (vii) the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.

#### 4.2. Quorum

- a) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.
- b) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- c) A quorum is 5 members present or a greater number that the members may determine at a general meeting.

4.3. If within 30 minutes from the time appointed for a general meeting a quorum is not present, then the Society shall wait 30 more minutes to achieve quorum in order to proceed with business. After this time if quorum is still not present, those members present shall constitute a quorum. The number of those remaining members present must be no less<sup>A31</sup> than 3.

4.4. Subject to bylaw 4.3, the president of the society, the vice president or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.

4.5. The members present must choose one of their number to be the chair, if at a general meeting:

- a) there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting, or
- b) the president and all the other directors present are unwilling to act as the chair,

4.6. Adjourned general meetings

- a) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- b) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
- c) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.

#### 4.7. Resolutions

- a) A resolution proposed at a meeting must be seconded, and the chair of a meeting may move or propose a resolution.
- b) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.

#### 4.8. Voting

- a) A member in good standing present at a meeting of members is entitled to one vote.
- b) Voting is by show of hands or by ballot.
- c) Voting by proxy is not permitted.

- 4.9. A member that is a corporation, unincorporated organization, society or government body shall appoint an individual to act as its representative. This authorized representative ~~A corporate member~~ may vote and is by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes with respect to a meeting of the society.

### Part 5 - Directors and Officers

#### 5.1.

- a) The directors may exercise all the powers and do all the acts and things that the society may exercise and 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 society in a general meeting, but subject, nevertheless, to
  - (i) all laws affecting the society,
  - ~~(i)~~(ii) the constitution of the society.

~~(ii)~~(iii) these bylaws, and

~~(iii)~~(iv) rules, not being inconsistent with these bylaws, that are made from time to time by the society in a general meeting.

- b) A rule, made by the society 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.

## 5.2. Board Composition

- a) The president, vice president, secretary, treasurer and one or more other persons are the directors of the society.
- b) The number of directors must be at least 5 and not more than 15, or a greater or lesser number as determined from time to time at a general meeting.

## 5.3. Terms of office & elections

- a) The Nominating Committee shall be comprised of the President, Vice President, Executive Director, and up to three (3) members of the Board at the discretion of the Committee.
- b) Directors shall hold office for a term of 3 years.
- c) For the purpose of continuity, the Directors shall serve staggered three (3) year terms of office, determined by lot, as nearly equal numbers as may be and the term of office shall expire each year in regular rotation and shall be elected at the annual business meeting of the Board of Directors.
- d) Directors may stand for re-election for two (2) terms. Directors elected to the Executive are permitted to serve a total of three (3) consecutive three (3) year terms. All Board members must ~~take~~<sup>[A4]</sup> a one (1) year break before running for election to the Board of Directors except as provided in this Part.
- e) Nominations must be received by the nominating committee 30 days prior to the annual general meeting.
- f) The directors must retire from office at each annual general meeting when their successors are elected.
- g) Separate elections must be held for each office to be filled.
- h) An election may be by acclamation, otherwise it must be by ballot or show of hands.
- i) If a successor is not elected, the person previously elected or appointed continues to hold office upon acceptance by that person.

## 5.4. Executive

- a) There shall be ~~three~~ ~~four~~ ~~(34)~~ Executive members of the Board consisting of a President, Vice-President, ~~and~~ Secretary ~~and~~ ~~AS~~ Treasurer.
- b) Executive members shall be elected for a two (2) year term with an option for a further one (1) year term. Executive members are not eligible to serve more than 3 years in that position.
- c) The immediate Past President shall remain a non-voting member of the Board of Directors for a term to match that of the President.

#### 5.5. Appointments

- a) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
- b) A director so appointed holds office only until the conclusion of the next annual general meeting of the society, but is eligible for re-election at the meeting.

#### 5.6.

- a) If a director resigns his or her office or otherwise ceases to hold office, the remaining directors may appoint a member to take the place of the former director.
- b) An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.

5.7. The members may, by special resolution, remove a director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.

5.8. A director must not be remunerated for being or acting as a director but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society.

## Part 6 - Proceedings of Directors

#### 6.1.

- a) The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- b) The quorum necessary to conduct business of the directors is the same number as for general meetings.
- c) The president is the chair of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president

must act as chair, but if neither is present the directors present may choose one of their number to be the chair at that meeting.

- d) A director may at any time, and the secretary, on the request of a director, must, convene a meeting of the directors.

#### 6.2. Committees

- a) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.
- b) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.
- c) A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their number to be the chair of the meeting.
- d) The members of a committee may meet and adjourn as they think proper.

#### 6.3. Voting

- a) Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.
- b) In the case of a tie vote, the chair does not have a second or casting vote.

6.4. A resolution proposed at a meeting of directors or committee of directors must be seconded, and the chair of a meeting may move or propose a resolution.

6.5. A resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

### **Part 7 - Duties of Officers**

#### 7.1. President

- a) The president presides at all meetings of the society and of the directors.
- b) The president is the chief executive officer of the society and must supervise the other officers in the execution of their duties.

7.2. The vice president must carry out the duties of the president during the president's absence.

- 7.3. The secretary must do the following:
- a) conduct the correspondence of the society;
  - b) issue notices of meetings of the society and directors;
  - c) keep minutes of all meetings of the society and directors;
  - d) have custody of all records and documents of the society except those required to be kept by the treasurer;
  - e) have custody of the common seal of the society;
  - f) maintain the register of members.

- 7.4. The treasurer must
- a) keep the financial records, including books of account, necessary to comply with the *Society Act*, and
  - b) render financial statements to the directors, members and others when required.

~~7.5. Secretary treasurer~~

- ~~) The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.~~
- ~~) If a secretary treasurer holds office, the total number of directors must not be less than 5 or the greater number that may have been determined under bylaw 25 (2).~~

~~7.8.7.5.~~ In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

## Part 8 - Fiscal Responsibilities

- 8.1. A bank account, credit card account or other accounts may be maintained at any bank, trust company or credit union which the Board of Directors may from time to time determine, and for such banking and any other contractual arrangements, the authorized signing officers of the Society shall be any two of the following:
- a) President
  - b) Vice president
  - c) Treasurer
  - d) Secretary
  - e) Administrator (see Part 10)
- 8.2. The board of directors may from time to time authorize the investment of such portion of the funds of the Society in such securities as may from time to time be approved by the Government of the Province of British Columbia for investment by Trustees, in such manner as the



Board of Directors may from time to time consider prudent and expedient.

- 8.3. Unless specifically authorized by a Resolution of the Board of Directors, no officer or member of the Society shall have any power or authority to bind the Society by any contract or to render the Society financially liable for any amount. No debenture shall be issued without sanction of a special resolution.
- 8.4. The fiscal year of the Society shall end on the 30<sup>th</sup> day of September in each year and the financial statements of the Society's affairs shall be made up to that date for presentation to the membership of the Society at the Annual General Meeting.
- 8.5. A member of the Society is not, in the member's individual capacity, liable for a debt or liability of the Society. The Society shall have sufficient director's and officer's liability insurance to cover collective actions of the Board and its employees.

## **Part 9 - Administration**

- 9.1. There shall be an administrator appointed by the Board to be in charge of operations of the Society.
- 9.2. The administrator shall be a non-voting member of the Board.
- 9.3. The administrator
  - a) may recruit individuals and groups which shall meet to plan activities and programs;
  - b) shall maintain or cause to be maintained records of Society activities so that the Board of Directors may evaluate effectiveness and growth of all programs;
  - c) may carry out periodic evaluations of all Society programs;
  - d) unless directed to the contrary, shall attend all meetings pertaining to the operations of the Society;
  - e) shall in consultation with the Secretary be responsible for preparation and custody of the minutes of meetings of the Society and directors;
  - f) shall have the custody of and provide for the safekeeping of all books and records of the Society and ~~turn~~ turn these over to the Board when requested;
  - g) may hire all personnel after consultation with the Board;
  - h) shall receive remuneration as determined by the Board.

## **Part 10 - Notices to Members**

- 10.1. A notice may be given to a member, either personally, by mail, or by email to the member at the member's registered address.
- 10.2. 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.
- 10.3. Notice of a general meeting
  - a) Notice of a general meeting must be given to
    - (i) every member shown on the register of members on the day notice is given, and
    - (ii) the auditor, if applicable.
  - b) No other person is entitled to receive a notice of a general meeting.

## **Part 11 - Bylaws**

- 11.1. 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.
- 11.2. These bylaws must not be altered or added to except by special resolution<sup>[A6]</sup>.