

ALBERTA BICYCLE ASSOCIATION BYLAWS
Registration Number 50007036

ARTICLE 1

NAME

The name of the Association shall be the Alberta Bicycle Association and shall be referred to hereafter as the Association.

ARTICLE II

TERRITORIAL LIMITS

The territorial limits within which the Association shall operate shall be the Province of Alberta; with the exception that cycling clubs operating outside of the Province of Alberta may affiliate with the permission of their respective provincial association and Cycling Canada. The Alberta Bicycle Association is an affiliated member of Cycling Canada.

ARTICLE III

MEMBERSHIP

1. Members
 - a) Member clubs are those clubs and/or organizations that support the objectives of the Association and which have paid their affiliation fees.
 - b) Individual members are persons who support the objectives of the Association and who, except for honorary members, pay the Association membership fee.
 - c) Honorary members are persons the Board of Directors wishes to honour for services rendered to the Association. Such a candidate shall be proposed by the Board of Directors in a notice to all members at the Annual General Meeting and his/her status shall be approved by those members entitled to vote at the Annual General Meeting.
 - d) If renewal of membership is not received by January 1 of the current year, the member club will automatically cease to be a member of the Association and must apply as a new member.

2. Membership Fees
 - a) Affiliation fees for clubs and organizations and individual membership fees shall be determined by the Board of Directors. Affiliation fees for club/organizations and individual membership fees shall be determined by the Board of Directors when an annual fee increase does not exceed 25% of the prior year's fees. Annual membership fee changes of greater than 25% in any given year shall be

presented as a motion to be considered at the Association's Annual General Meeting.

- b) Clubs are required to pay member insurance levies for all current members in an amount to be determined by the Board of Directors on an annual basis.

3. Membership Privileges

- a) An individual member attending any Annual, General or Special Meeting may cast one vote.
- b) An individual member may assign by proxy their vote to the Club listed on their license, providing that the Club is in good standing in the Association, or to an Individual Member who is in good standing in the Association. Proxy votes that have been transferred to the Individual Member's Club may be cast by the attending Club President or delegate for that purpose.
- c) A club president may designate the assigned proxy votes to a licensed member of their club to cast the votes they have been assigned.
- d) Honourary members may attend Meetings and participate in general discussion. They shall have a vote.
- e) All members are entitled to other privileges as designated by the Board of Directors.
- f) The Board of Directors may expel a member or any affiliated club or organization if expulsion is in the best interest of the Association or the member, as determined by the Board in accordance to the by laws of conduct stipulated by or in accordance to the Cycling Canada's by-laws, or racing rules governing conduct. Where a member is to be expelled, the individual or affiliated club and organization affected shall be provided with an opportunity to be heard by the Board. The expelled member, or affiliated club/organization shall be notified in writing of their rights to a hearing within thirty (30) days of the Boards' decision.
- g) Any member wishing to withdraw from membership may do so upon preparing a notice in writing to the Board through its Vice President, Administration. There will be no refund of fees.
- h) Employees of the Association may not hold an executive position or have voting privileges.

ARTICLE IV **MEETINGS**

- 1. General Meetings shall be held at such times and places as shall be decided on by the Board of Directors.
- 2. Special Meetings shall be called:
 - a) By the President of the Association as required.
 - b) By the Association President when requested in writing by one third (1/3rd) members in good standing. This request must state the objects or reasons for which the Meeting must be called.

c) By resolution of the Association Board.

3. All Associations members shall be notified in writing at least fourteen (14) days prior to the holding of any General or Special Meeting and in the case of a Special Meeting shall be advised the purpose thereof.
4. Only such business as is called for in the notices shall be transacted at a Special Meeting.
5. Minutes of the proceedings of all business Meetings shall be permanently kept in a minute book and shall be accessible for inspection upon three (3) days notice to all members in good standing.
6. The Association shall hold an Annual General Meeting each year prior to November 15. The location and date shall be designated by the Board of Directors. Notice of this meeting shall be given by mail at least thirty (30) days prior to the Annual General Meeting.
7. Board meetings shall be called at least three (3) times per year by the President and the minutes of these meetings shall be sent within ten (10) days of the meeting to each Board member.
8. Unless otherwise stipulated, questions arising at any meeting shall be decided by simple majority of voting representatives.

ARTICLE V **QUORUM**

1.
 - a) One tenth (1/10) of the full membership shall constitute a quorum at any Special or General Meeting.
 - b) In the case of the Annual General Meeting, if within thirty 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 the voting delegates present. At the re-scheduled meeting, the members present shall constitute quorum.
 - c) In the case of a Special Meeting, if within thirty minutes of the appointed time a quorum is not present, then the meeting shall be dissolved.
2. Two thirds (2/3) of the Board members shall constitute a quorum at any Board Meeting.

ARTICLE VI **BOARD OF DIRECTORS**

1. The Board of Directors of the Association shall consists of at least six (6) members in good standing elected by a vote of the members present and voting at the Annual General Meeting.
2. Any member in good standing may be elected to serve on the Board of Directors of the Association in any capacity except President. In order to be nominated for election as President an individual must have served at least one year on the Board of Directors of the Association.
3.
 - a) Be it resolved that all elected Board of Director's positions should normally be for two year terms of office.
 - b) Be it resolved that the following Board of Directors are to be elected in even numbered years:

President
VP BMX
VP Racing
Two Members at Large
Chief Commissaire
 - c) Be it resolved that the following Board of Directors are to be elected in odd numbered years:

VP Recreation & Transportation
VP Administration
VP Women's Cycling
Members at Large
 - d) Three (3) *Racing Committee* positions will be open for election in odd numbered years, and Two (2) *Racing Committee* position will be open for election in even numbered years.
 - e) The Chief Commissaire must be a licensed commissaire in good standing in one or more of the cycling disciplines supported by the Association. The Chief Commissaire will sit as a member of the Board of Directors, as well as the racing committee.
 - f) Three (3) BMX Committee positions will be open for election in odd numbered years, and two (2) BMX Committee position will be open for election in even numbered years
 - g) Apart from reasonable expenses, the Board of Directors will not be paid.
4. The Board of Directors with a 2/3 majority vote may expel a board or committee member should removal be in the best interest of the association.

ARTICLE VII

ELECTIONS

1. At least two months (2) prior to the Annual General Meeting, the Association President may appoint a Nomination Committee with one (1) of the Vice Presidents as a chairperson composed of at least two (2) members in good standing, whose duty shall be to submit a list of nominees to the membership at the Annual General Meeting to be considered and voted on from the floor by any qualified member at the Annual General Meeting.
2. Only members in good standing shall be elected for office.
3. Election shall be by majority vote by secret ballot.
4. The Chairperson of the election meeting shall appoint scrutineers who shall have charge of preparing and counting the ballots. No candidate for office may be a scrutineer.
5. The Board of Directors shall have the power to appoint a member in good standing to any vacancy on the Board, except the President, which may occur during its term of office. Such appointee shall hold office until the next Annual General Meeting.
6. Should the Presidency become vacant during the term it shall be filled by one (1) of the Vice Presidents for the balance of the term.
7. The immediate Past President, if in good standing, will be a member of the Association's Board of Directors for a period of One (1) year and will for this term be afforded the rights and responsibilities of all Board members with the exception that the Past-President will not be a voting member of the Board.
8. The immediate past president, if in good standing, will be an ex-officio member of the Association's Board of Directors.
9. Any Board member missing two (2) consecutive Board Meetings without valid reason shall be automatically terminated and such position filled at the next Board Meeting.
10. The Board shall have full control and management of the affairs of the Association.

ARTICLE VIII

DUTIES OF THE OFFICERS

1. PRESIDENT - Shall be the administrative officer of the Board and shall preside at all meetings. The President will not vote except in the event of a tie. The President shall be an ex-officio member of all committees of which he/she is not an official member.
2. VICE PRESIDENT RACING – Shall chair the meetings of the Racing Committee and in that capacity ensure the highest possible level of opportunity is available to the racing members (not including BMX) of the Association for optimum performance. The Racing Committee shall be responsible for all aspects of racing, with the exception of BMX, including the distribution of allocated funding.
3. VICE PRESIDENT RECREATION AND TRANSPORTATION - Shall chair the meetings of the Recreation and Transportation Committee. The purpose of the Recreation and Transportation Committee is to foster the growth of recreation and transportation cycling and promote the concerns of such cyclists in Alberta. The Committee shall develop and supplement recreation and transportation programs and the distribution of allocated funding.
4. VICE PRESIDENT WOMEN'S CYCLING - Shall chair the meetings of the Women's Cycling Committee. The purpose of the committee is to encourage and promote women's involvement at all levels of the Association. The Committee shall develop and supplement women's programs and the distribution of allocated funding.
5. VICE PRESIDENT ADMINISTRATION - Shall oversee the administrative duties of the Association. At the request of the Board he/she shall prepare financial statement as required. He/she shall submit an annual financial statement, duly audited, to the Annual General Meeting.
6. VICE PRESIDENT BMX - Shall chair the meetings of the BMX Committee and in that capacity ensure the highest possible level of opportunity is available to the BMX racing members of the Association for optimum performance. The BMX Committee shall be responsible for all aspects of BMX racing, including the distribution of allocated funding.
7. CHIEF COMMISSAIRE - The duty of the Chief Commissaire of Alberta is to represent all licensed officials in the province by attending A.B.A. Board of Directors and other necessary meetings. The Chief Commissaire is responsible for planning official's courses, upgrading officials, and assigning officials to sanctioned races in the province of Alberta.
8. The Board shall annually appoint an Auditor.

9. All committees shall take minutes of their Committee Meetings and submit a copy of said minutes to the Executive Director. All committee meetings shall be copied to the President by the Executive Director.
10. Each Committee shall submit an annual report at the Association's Annual General Meeting, as directed by the Board.
11. Of the above, the following are full voting members of the Board of Directors: Vice President Racing, Vice President Recreation and Transportation, Vice President Administration, Vice President Women's Cycling, Vice President BMX, Each of four (4) Members at Large and the Chief Commissaire.

ARTICLE IX

BANKING AND EXPENDITURES

1. All funds shall be deposited by the Vice President Administration of the Association or the designated person in the name of the Association, in a bank, Trust Company or other financial institutions selected by the Board.
2. The signing officers shall be the Executive Director, the *Vice President Administration* plus two (2) of the following as directed by the Board of Directors:

President

Vice President Racing

Vice President Recreation and Transportation

Vice President Women's Cycling

Vice President BMX

One or more Member at Large

Cheques must be signed by the Executive Director plus one other signing officer. In the absence of an Executive Director or in circumstances that exclude the Executive Director as an authorized signatory, cheques must be signed by the Vice President Administration and one other signing officer.

3. The fiscal year of the Association shall end the thirty first (31) day of December.
4. **Borrowing Power** - For the purpose of carrying out its objectives the Association may borrow, rise, or secure funds in a manner deemed appropriate by the Board of Directors.
5. **Auditing** - The books, accounts and records of the Treasurer shall be audited at least once each year by a duly qualified accountant or by two members of the

Association 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 Association.

ARTICLE X
COMMITTEES

The Board of Directors shall create such committees from time to time as deemed necessary. The Chairpersons appointed to head such committees need not be members of the Board, but shall be responsible to the Board through a Vice President. All such Committee members shall be members in good standing of the Association.

ARTICLE XI
RECORDS OF SOCIETY

1. The books and records of the Association may be inspected by any member of the Association 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 Offices having charge of same. Each member of the Executive shall at all times have access to such books and records.
2. Minutes shall be kept by the Executive Director of all Board of Directors, Special and the Annual General Meetings. Committee Vice Presidents shall be responsible for preparing and keeping the minutes of all committee meetings. A copy of all meetings minutes, and all books and records shall also be kept filed at the Society office.

ARTICLE XII
THE USE OF A SEAL

The Association does not have a seal therefore the use of the seal is not required.

ARTICLE XIII
ALTERATIONS OF OBJECTS AND BY LAWS

The Association by Special Resolution, may rescind, alter or add to the objects and by-laws. Such special resolution must be passed by a majority of three-quarters (3/4) of the members present at a General Meeting or Annual General Meeting. Notice specifying intentions to propose such special resolution shall duly be given in writing with the notice of the Meeting.

ARTICLE XIV
GENERAL PROVISIONS

1. Liability of Directors and Officers - No director or officer shall be liable for acts, neglect, or default to any other directors or officer or volunteer or for any loss or misfortune which may occur in the execution of the duties within the scope of his/her respective office or trust thereto, unless the same shall happen by or through his/her own willful act of negligence.

2. Termination of Association - Upon the dissolution of the Association and upon payment of all debts and liabilities, the remaining property of the Association shall be disposed of in accordance with the wishes of the membership.
3. In the text of these By Laws there shall always be a male/female reference.

ARTICLE XV
PROFESSIONAL STAFF

1. The Association may employ, in such a manner as it deems fit, staff to carry out its objectives. The Association may, without obligation to do so unless explicitly stated otherwise in these Bylaws, employ staff members on a full-time, part-time or contract basis. No employee shall be a voting member of the Association or its Board of Directors.

The Association shall, from time to time and according to the nature of changes in the staffing complement, publish an organizational structure indicating the positions and reporting structure in use