

VELOCITY CYCLING CLUB
BYLAWS

PART I - DEFINITIONS

Section 1 - Definitions

In these by-laws, the following defined terms have the meanings indicated:

- (a) "Act" means the Societies Act, R.S.A. 2000 c. S-14 and the regulations made thereunder as amended from time to time;
- (b) "AGM" means the annual general meeting of Members described in Section 5;
- (c) "Board" means the board of directors of the Society comprised of the Officers and Directors;
- (d) "Director" means any person elected or appointed to the Board, including the Officers and those persons elected as directors in accordance with Section 5;
- (e) "Member" means a member of the Society;
- (f) "Officer" means the President, Vice-President, Secretary and Treasurer elected in accordance with Section 5;
- (g) "Society" means the Velocity Cycling Club.

PART 2 – MEMBERSHIP

Section 2 – Membership

The Board may admit to membership in the Society, any person who is interested in and supports the objects of the Society and pays the fees for membership and is either of the full age of 18 years, or in the case of a person less than 18 years of age, has written consent of a parent or guardian.

Section 3 – Fees

The fees payable by Members as shall from time to time be fixed by the Members at the AGM. If any fees are not paid within 60 days of the date the fees are due, the Member in default shall automatically be suspended as a Member and shall not be entitled to any privileges in the Society until such time as the Member has paid all fees then due.

Section 4 – Termination of Membership

A Member may withdraw from the Society by tendering a resignation in writing to the Secretary. If any Member fails to pay any membership fee or indebtedness due to the Society, the Board may terminate such person's membership in the Society. A Member may be expelled from the Society by a resolution of the Members passed at a general meeting called for that purpose.

PART 3 – MEETINGS OF MEMBERS

Section 5 – Annual General Meeting

The AGM shall be held on or before November 30 in each year at the place within Alberta determined by the Board. The Society shall present to that meeting an annual report including financial statements setting out the income, disbursements, assets and liabilities for the last fiscal period of the Society that is certified by the Society's auditor. Subject to Section 32, a President, Vice-President, Secretary, Treasurer and 3 additional Directors shall be elected at each AGM. The Directors so elected shall form the Board and shall serve until their successors are elected. Any Member in good standing shall be eligible for any office of the Society. Each Director shall throughout the Director's term of office be a Member. A quorum of Directors (as determined in accordance with Section 24) may fill a vacancy among the Directors.

Section 6 – Special Meetings

The Board may at any time call a special meeting of Members on such day and at such time and at such place within Alberta as the Board determines.

Section 7 – Meeting on Requisition of Members

Not less than 5% of the Members may requisition the Board to call a meeting of Members for the purposes stated in the requisition. The requisition shall state the business to be transacted at the meeting and shall be sent to each Director and to the registered office of the Society. Upon receipt of the requisition, the Board shall call a meeting of Members to transact the business stated in the requisition. If the Directors do not within 21 days after receiving the requisition call a meeting, any Member who signed the requisition may call the meeting.

Section 8 – Notice

A notice stating the day, hour, and place of meeting and, if special business is to be transacted thereat, stating (i) the nature of that business in sufficient detail to permit a Member to form a reasoned judgment on that business, and (ii) the text of any special resolution to be submitted to the meeting, shall be sent by mail or email to each Member who, on the record date for notice, is registered on the records of the Society as a Member in good standing.

Section 9 – Omission of Notice

The accidental omission to give notice of any meeting of Members or the non-receipt of any notice by any person shall not invalidate any resolution passed or any proceeding taken at any such meeting.

Section 10 – Record Dates

The Board may fix in advance a date as the record date for the determination of Members entitled to receive notice of a meeting of Members, but such record date shall be more than 21 days or less than 14 days before the date on which the meeting is to be held. If no record date is fixed the record date for the determination of Members entitled to receive notice of a meeting of Members shall be at the close of business on the last business day preceding the day on which the notice is sent.

Section 11 – Chair of the Meeting

In the absence of the President and the Vice President, the Directors present entitled to vote shall elect another Director as chair of the meeting and if no Director is present, or if all the Directors present decline to take the chair then the Members present shall elect one of their number to be chair.

Section 12 – Votes

(1) Votes at meetings of Members shall be given personally. Every question submitted to any meeting of Members shall be decided on a show of hands except when a ballot is required by the chair of the meeting or is demanded by a Member entitled to vote at the meeting. A Member may demand a ballot either before or on the declaration of the result of any vote by show of hands. At every meeting at which Members are entitled to vote, every Member present in person shall have 1 vote. In the case of an equality of votes, the chair of the meeting shall have a second or casting vote in addition to the vote to which the chair may be entitled as a Member.

(2) At any meeting, unless a ballot is demanded by a Member entitled to vote at the meeting, a declaration by the chair of the meeting that a resolution has been carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.

(3) If at any meeting a ballot is demanded on the election of a chair or on the question of adjournment or termination, the ballot shall be taken without adjournment. If a ballot is demanded on any other question or as to the election of Directors, the ballot shall be taken in such manner and either at once or later at the meeting or after adjournment as the chair of the meeting directs. The result of a ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded. A demand for a ballot may be withdrawn.

Section 13 – Electronic or Telephone Participation

A Member or any other person entitled to attend a meeting of Members may participate in the meeting by means of telephone or other communication facilities that permit all persons participating in the meeting to hear each other and a person participating in such a meeting by those means is deemed for the purposes of the Act to be present at the meeting.

Section 14 – Adjournment

(1) The chair of the meeting may with the consent of the meeting adjourn any meeting of Members from time to time to a fixed time and place and if the meeting is adjourned by one or more adjournments for an aggregate of less than 30 days it is not necessary to give notice of the adjourned meeting other than by announcement at the time of an adjournment. If a meeting of Members is adjourned by one or more adjournments for an aggregate of 30 days or more, notice of the adjourned meeting shall be given as for an original meeting.

(2) Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present. The persons who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated

after its adjournment. Any business may be brought before or dealt with at any adjourned meeting that might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

Section 15 – Quorum

A quorum for the transaction of business at any meeting of Members shall consist of at least one third of the Members in good standing or 6 Members whichever is the lesser. If a quorum is present at the opening of a meeting of Members, the Members may proceed with the business of the meeting notwithstanding that a quorum is not present throughout the meeting.

Section 16 – Resolution in Lieu of Meeting

A resolution in writing signed by all the Members entitled to vote on that resolution is as valid as if it had been passed at a meeting of the Members.

PART 4 - BOARD OF DIRECTORS

Section 17 - Powers and Capacity of the Board

The Board shall have control and management of the affairs of the Society. The powers of the Board shall be exercised only:

- (a) at a meeting at which a quorum of Directors is present; or
- (b) by resolution in writing, contained in one instrument or in counterpart, signed by all of the Directors then holding office and entitled to vote on the resolution.

Section 18 - Duties of Directors

The Directors in exercising their powers and discharging their duties shall:

- (a) act honestly and in good faith with the view to the best interests of the Society;
and
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Section 19 - Delegation by Board

The Board may delegate the management of the activities of the Society to any person, persons, committee or committees, but no delegation shall be irrevocable and the activities and affairs of the Society must be managed and all powers of the Society must be exercised under the direction of the Board.

Section 20 - Validation of Acts Done

All acts done by any meeting of the Board or by a committee of the Board, or by any person acting as a Director, shall, notwithstanding that it may afterwards be discovered that there was some defect in the appointment of the Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been fully appointed and was qualified to be a Director.

Section 21 - Frequency of Board Meetings

The Board shall hold a minimum of four (4) meetings per year. Meetings of the Board may otherwise be held from time to time as the Board determines. The President or any 2 Directors may call a meeting of the Board.

Section 22 - Location of Board Meetings

Meetings of the Board may be held at such place within Alberta as the Board may determine.

Section 23 - Notice of Board Meetings

Notice of every meeting of the Board must be delivered, telephoned or sent by email to each Director not less than 7 days before the meeting is to take place, addressed to each Director at the Director's usual place of business or residence.

Section 24 - Quorum

A majority of the Directors constitutes a quorum at a meeting of the Board.

Section 25 - Adjournment

Any meeting of the Board may be adjourned at any time and from time to time and such business as might have been transacted at the original meeting may be transacted at the adjourned meeting. An adjournment may be made notwithstanding that a quorum is no longer present at the meeting. In the absence of a quorum at the beginning of a meeting, the Directors present may adjourn the meeting. Notice of an adjourned meeting shall be sent to all Directors.

Section 26 – Teleconference and Videoconference Meetings

Directors may participate in the meetings of the Board through the use of conference telephone, video conferencing or similar communications equipment if all the Directors are able to actively participate in the meeting.

Section 27 - Eligibility to Vote

Each Director present at a meeting of the Board shall have one vote.

Section 28 - Poll

Any Director present at a meeting of the Board may demand a poll on the question to be decided at the meeting. If a poll is demanded, it must be taken in such manner and at such time and place as the chair of the meeting directs and either at once or after an interval or adjournment, and the result of such poll must be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn. Any poll demanded on the election of the chair of a meeting or any questions of adjournment shall be taken at the meeting and without adjournment. The demand for a poll shall not prevent the continuation of a meeting for the transaction of any business other than the question on which the poll has been demanded.

Section 29 - Chair of Board Meetings

The President shall preside at all meetings of the Board and if the President is not present, the Vice-President shall preside. In the absence of the President and the Vice-President, the Directors present at the meeting shall choose one of their number to be the chair of the meeting.

Section 30 - Duties of the Chair

The chair of any meeting of the Board shall conduct the meeting in all respects and the chair's decision on any matter or thing made in good faith, including, without limitation, the declaration that a resolution has been carried or lost by a particular majority, shall be conclusive and binding upon the Directors, subject to the right of a Director to demand a poll pursuant to Section 28.

Section 31 - Minutes of the Meeting

Following a meeting of the Board, the minutes of the meeting shall be presented to the chair of that meeting for approval. The minutes of the meeting as approved by the chair shall be presented to the next following meeting of the Board to be ratified and adopted by the Board. Minutes of any meeting of the Board purporting to be signed by the chair of that meeting shall be receivable as prima facie evidence of the matters stated in such minutes, until such time as the minutes are ratified and adopted by the Board. The minutes as adopted and ratified by the Board shall be receivable as prima facie evidence of the matters stated in such minutes.

Section 32 – Term of Office

Directors (including Officers) may hold office for terms of two or three years. Not less than 50% of the Directors shall hold office for a term of three years which shall be from the date of the meeting at which that Director is elected until the close of the third AGM following that Director's election or until that Director's successor is elected or appointed. The balance of Directors shall hold office for a term of two years that shall be from the date of the meeting at which that Director is elected until the close of the second AGM following that Director's election or until that Director's successor is elected or appointed. If Directors are not elected at a meeting of Members, the incumbent Directors continue in office until their successors are elected. Directors may hold office for successive terms, but not for a period exceeding nine (9) years. The term limit set out in the preceding sentence shall be measured starting on the date that these bylaws take effect.

Section 33 – Consent to Election

To be elected as a Director, the person must be present at the meeting when the election takes place or the person must have consented to act as a Director in writing before the election.

Section 34 – Removal

The Members may by ordinary resolution at a special meeting called for that purpose remove any Officer or Director from office before the expiration of that person's term of office and may, by a ordinary resolution at the meeting, elect any person in that Officer's or Director's stead for the remainder of that Officer's or Director's term.

Section 35 – Validity of Acts

An act of a Director is valid notwithstanding an irregularity in the election or appointment.

Section 36 – No Remuneration of Officers and Directors

No person shall be entitled to any remuneration by reason of being an Officer or Director of the Society. Directors and Officers may be reimbursed their traveling and other expenses properly incurred by them in connection with the affairs of the Society.

PART 5 – RESPONSIBILITIES OF OFFICERS

Section 37 - President

The President shall:

- (a) when present, preside at all business meetings of the Board;
- (b) except as specifically provided in these by-laws, appoint all chairs of committees;
- (c) be an ex officio member, without vote, of all committees; and
- (d) perform all other duties usually pertaining to this office.

Section 38 - Vice-President

The Vice-President shall perform the duties and exercise the powers of the President in the event that the President is absent or unable to act.

Section 39 - Treasurer

The Treasurer shall:

- (a) be responsible to oversee the financial affairs of the Society, including the preparation of the financial statements and annual budget of the Society;
- (b) provide a line of communication between the auditor of the Society and the Board;
- (c) be responsible for reporting to the Alberta Gaming, Liquor and Cannabis;
- (d) perform such other duties and exercise such powers as the Board may delegate to the Treasurer from time to time or as the Board may prescribe.

Section 40 – Secretary

The Secretary shall:

- (a) be responsible for maintaining the corporate records and seal of the Society;
- (b) perform such other duties and exercise such powers as the Board may delegate to the Secretary from time to time or as the Board may prescribe.

Section 41- Incapacity of Officer to Act

In the event that any Officer is unable to perform the Officer's duties for any reason, the duties of that Officer may be performed by such other Officer or Director as the Board may from time to time appoint for the purpose.

PART 6 - BUSINESS AFFAIRS OF THE SOCIETY

Section 42 - Corporate Records

The Treasurer and Secretary shall keep at the head office of the Society and enter in books provided by the Society for that purpose:

- (a) minutes of all meetings of the Board and meetings of committees established by the Board;
- (b) a record of all votes and resolutions of the Board and committees established by the Board;
- (c) a register of the Officers and Directors; and
- (d) such other records as the Board may instruct be kept from time to time.

Section 43 - Execution of Instruments

All contracts, obligations, certificates and other written instruments may be signed on behalf of the Society by the person or persons authorized to sign such by the Board. The Board may from time to time approve a general authorization regarding the signing contracts, obligations, certificates, and other written instruments.

Section 44 – Auditors and Records

(1) The financial statements of the Society shall be audited at least once each year by a duly qualified accountant or by 2 Members elected for that purpose at the AGM.

(2) The books and records of the Society may be inspected by any Member at the AGM provided for herein or at any time upon giving reasonable notice and arranging a time satisfactory to the Officer or Officers having charge of the same, except for those records of in-camera proceedings for which Directors may, in their discretion, restrict access. Each of the Directors shall at all times have access to such books and records.

Section 45 – Cheques, Drafts, Notes, Etc.

All cheques, drafts or orders for the payment of money and all notes, acceptances and bills of exchange shall be signed by such Officer or Officers or other person or persons and in such manner as the Board may from time to time designate by resolution.

Section 46 – Distribution of Property

Upon the dissolution of the Society and after the 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 objects of which are beneficial to the community.

PART 7 - COMMITTEES

Section 47 - Establishment

The Board may establish committees and from time to time in relation to any committee

- (a) dissolve the committee;
- (b) determine the name of the committee;
- (c) determine the number of members of the committee;
- (d) appoint the members of the committee;
- (e) determine the offices of the committee;
- (f) for any office of a committee, appoint a person to hold that office;
- (g) determine the powers and duties of the committee; and
- (h) determine the powers and duties of the Officers of the committee.

Section 48 - Quorum

A quorum for the transaction of business at any committee meeting shall consist of a majority of the members of that committee and no business shall be transacted unless a quorum is present.

Section 49 - Procedure

Subject to the resolution of the Board, the Sections contained in these by-laws regarding the conduct of meetings of the Board shall apply to the conduct of a meeting of a committee of the Board. Where a matter is not otherwise dealt with these by-laws, or resolution of the Board, a committee may meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit.

PART 8 - GENERAL

Section 50 - Indemnification

Except in respect of an action by or on behalf of the Society to procure a judgment in its favour, the Society shall indemnify the Directors and Officers, former Directors and Officers, and the Directors' and Officers' 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 the Director or Officer in respect of any civil, criminal or administrative action or proceeding to which the Director or Officer is made a party by reason of being or having been a Director or Officer of that Society or body corporate, if:

- (a) the Director or Officer acted honestly and in good faith with a view to the best interests of the Society; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by monetary penalty, the Director or Officer had reasonable grounds for believing that the Director or Officer's conduct was lawful.

Section 51 - Insurance

The Society may purchase and maintain for the protection of its Directors and Officers and their personal representatives and estates, such insurance as the Board may from time to time determine.

Section 52 - Amendment of By-laws

These by-laws may only be amended by a special resolution as defined in the Act.

Section 52 – Effective Date

These by-laws will take effect upon approval of the members by special resolution.

Approved by special resolution of the members November 2, 2019.