

The CONSTITUTION of the British Columbia Cycling Coalition

1. The name of the Society is “The British Columbia Cycling Coalition”, hereinafter referred to as the “Society”.
2. The purpose of the Society is to represent the interests of cyclists provincially and to secure their recognition in policy and programs affecting transportational cycling.

To accomplish this purpose the Society has adopted the following goals/objectives:

- a. to promote the use of the bicycle as transportation and ensure its recognition in legislation and policy;
 - b. To integrate cycling into the transportation network and secure public investments in on-road and off-road infrastructure proportionate to its potential;
 - c. To instigate a provincial role in promoting cycling consistent with its health, recreation, economic and environmental benefits;
 - d. To raise the profile of cycling with government and improve its image and status with the public;
 - e. To pursue cycling safety through education;
 - f. To support the development of local cycling coalitions and other cycling bodies to secure improved conditions for cyclists;
 - g. To promote cooperation, safety and respect among all road users;
 - h. To encourage more people to ride bicycles more often.
3. The stated goals of the Society do not preclude the adoption of other goals consonant with the purpose of the Society.
 4. The Society is composed of interested cyclists and groups with an interest in cycling in British Columbia.
 5. The Society endorses, promotes and follows this basic operating principle, that the bicycle is a legitimate vehicle and is an integral part of the transportation system
 6. In the event of winding up or dissolution of the Society, funds and assets of the Society remaining after the satisfaction of debts and liabilities shall be given or transferred to an organization or organizations promoting the same objectives as this Society at the time of the winding up or dissolution. If transference to such an organization or organizations is not possible, then the funds remaining after winding up or dissolution of the Society shall be transferred to some other organization, which organization must be qualified as a charitable organization, a charitable corporation, or a charitable trust by the Department of National Revenue of Canada under the appropriate provisions of the *Income Tax Act of Canada* in effect at the time of Society windup or dissolution.
 7. The purpose of the Society must be carried out without the purpose of gain for its members and any profits or other accretions to the Society shall be used for promoting its stated purposes only.
 8. Paragraphs 6, 7 and this paragraph are unalterable in accordance with the *Society Act*.
 9. Paragraphs 3 through 5 and this paragraph are alterable only through a special resolution as defined in, and acted upon in accordance with, the Bylaws of the Society.

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Here, set forth in numbered clauses, are the bylaws providing for the matters referred to in Section 6(1) of the *Society Act* and any other bylaws.

Part 1 — Interpretation

1. (1) In these bylaws, unless the context otherwise requires,
 - a. “directors” means the directors of the Society for the time being;
 - b. “*Society Act*” means the *Society Act* of the Province of British Columbia from time to time in force and all amendments to it; and
 - c. “registered address” of a member means his address as recorded in the register of members.
- (2) The definitions in the *Society Act* effective on the date these bylaws become effective apply to these bylaws.

Part 2 — Membership

2. (1) There shall be two categories of members of the society
 - a. General members which will include individuals, corporate and other organizations; who can vote at general meetings and are eligible to sit on the board of directors.
 - b. Non-Profit Cycling Organizations; cycling organizations that are involved in transportation cycling advocacy and represent cyclists on a local, regional or provincial level and have been accepted for membership in this category by the Board of Directors; and whose representative(s) are eligible to sit on the board of directors.
- (2) The voting members of the Society are
 - a. the applicants for incorporation of the Society, and those persons who subsequently have become voting members, in accordance with these bylaws and, in either case, have not ceased to be members at large; and
 - b. the designated representatives of those corporate or other organizations who have become members in accordance with these bylaws, and are in good standing;
 - c. the designated representatives of those Non-Profit Cycling Organizations members in accordance with these bylaws, and are in good standing.
3. A person or organization may apply to the directors for voting membership in the Society and at the discretion of the directors shall be accepted as a voting member. Acceptance for membership shall be based on the motivation of the applicant, which must be ancillary to and relevant to the directive and objectives of the Society.
4. Every member shall uphold the constitution and comply with these bylaws.
5. The amount of the first annual membership dues shall be determined by the directors and after that the annual membership dues shall be determined at the annual general meeting of the Society.
6. A person shall cease to be a member of the Society
 - a. by delivering his or her resignation in writing to the secretary of the Society;
 - b. on his or her death or, in the case of a corporation, on its dissolution;
 - c. on being expelled; or
 - d. on having been a member not in good standing for twelve (12) consecutive months.

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7. (1) A member may be expelled by a special resolution of the members passed at a general meeting.
- (2) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
- (3) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to vote.
8. All members, including corporate 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 him or her to the Society and he or she is not in good standing so long as the debt remains unpaid.

Part 3 — Meetings of Members

9. General meetings of the Society shall be held at the time and place, in accordance with the *Society Act*, that the directors decide.
10. Every general meeting, other than an annual general meeting, is a special general meeting.
11. The directors may, when they see fit, convene a special general meeting.
12. (1) Notice of a general meeting shall specify the place, day, and hour of meeting, and, in case of special business, the general nature of the business.
- (2) 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 the proceedings at that meeting.
13. The first annual general meeting of the Society shall be held not more than fifteen (15) months after the date of incorporation and after that an annual general meeting shall be held at least once in every calendar year and not more than fifteen (15) months after the holding of the last preceding annual general meeting.
14. Special business is
 - a. all business transacted at a special general meeting except the adoption of rules of order; and
 - b. all business transacted at an annual general meeting, except,
 - i. the adoption of rules of order;
 - ii. the consideration of the financial statements;
 - iii. the report of the auditor, in any;
 - iv. the election of directors;
 - v. the appointment of the auditor, if required; and
 - vi. the other business that, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.
15. (1) No business, other than the election of a chairperson and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
- (2) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- (3) A quorum at a general meeting is fifteen percent (15%) of the voting members or 20 members, whichever is less, but never less than five (5) members or a number greater than five (5) that the voting members may determine at an annual general meeting.

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16. If within thirty (30) minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the members then present constitute a quorum.
17. Subject to bylaw 18, the president of the Society, the vice president, or, in the absence of both, one of the other directors present shall preside as chairperson of a general meeting.
18. If at a general meeting
 - a. there is no president, vice president, or other director present within fifteen (15) minutes after the time appointed for holding the meeting; or
 - b. the president and all other directors present are unwilling to act as chairperson, the members present shall choose one of their number to be chairperson.
19.
 - (1) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - (2) When a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
 - (3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
20. For the conduct of a general meeting or a meeting of the board of directors, Robert's Rules of Order shall be followed insofar as they apply.
21.
 - (1) A member in good standing at a meeting of members is entitled to one vote.
 - (2) Voting is by show of hands except
 - a. for officers and directors, who shall be voted for by ballot; and
 - b. for special resolutions, which shall be voted for by ballot.
 - (3) Voting by proxy is not permitted.
 - (4) A simple majority of votes for or against shall decide the outcome of a vote.
 - (5) For special resolutions, a vote may only pass if seventy-five percent (75%) of the members or more are in favour.
 - (6) Abstention from voting does not affect the quorum.
22. A Corporate or Non-Profit Cycling Organization member may vote by its single authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative shall be reckoned as a member for all purposes with respect to a meeting of the Society.

Part 5 — Directors and Officers

23.
 - (1) The directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and which are not by these bylaws or by statutes or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to
 - a. all laws affecting the Society;

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- b. these bylaws; and
 - c. rules, not being inconsistent with these bylaws, which are made from time to time by the Society in general meeting.
- (2) No rule, made by the Society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.
24. (1) The president, vice-president, secretary, treasurer and one or more persons shall be directors of the Society.
- (2) The number of directors shall be no less than five (5) and no more than sixteen (16), as specified each year by the board of directors.
25. (1) The term of office for directors and officers of the Society shall be two years.
- (2) For the first year of the Society, the vice-president, treasurer and half the directors shall be elected for one (1) year.
- (3) The president shall be elected by the general membership.
- (.1) At the end of his/her term, and if he/she is not elected to another term, the President shall be appointed to the position of Past-President, which shall have a term of two years.
- (4) A minimum of half of the directors are to be appointed by Non-Profit Cycling Coalitions. The remainder of the Directors shall be selected at large. - Needs to be discussed.
- (5) The Board is responsible for nominations to the positions of president, Non-Profit Cycling Organizations and of directors at large.
- (6) Nominations from the floor can only be accepted if the consent of the nominee can be shown by
- a. oral consent, if the nominee is present at the meeting; or
 - b. written consent, if the nominee is absent from the meeting.
- (7) The chairperson of that portion of the general meeting at which directors are selected shall be selected by vote at the meeting.
- (8) An election may be by acclamation, otherwise it is by ballot.
- (9) Those candidates who receive the most votes shall form the new board of directors.
- (10) The board of directors shall select from among its own members those who will hold the offices of the Society, except that of president.
26. (1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
- (2) A director so appointed holds office only until the conclusion of the next following annual general meeting of the Society, but is eligible for re-election at the meeting.
27. (1) If a director resigns his or her office or otherwise ceases to hold office, the remaining directors shall appoint a member to take the place of the former director.
- (2) No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.

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28. 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.

Part 6 — Proceedings of Directors

30. (1) The directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- (2) The quorum for a meeting of directors shall be five directors, or a majority of the directors then in office, whichever is less.
- (3) The president shall be chairperson of all meetings of the directors, but if at a meeting the president is not present within fifteen (15) minutes after the appointed time for holding the meeting, the vice-president shall act as chairperson; but if neither is present the directors present may choose one of their number to be chairperson at the meeting.
- (4) A director may at any time, and the secretary, on the request of a director, shall, convene a meeting of the directors.
- (5) Upon the first meeting of the board of directors following a general meeting at which new members were elected to the board of directors, the first order of business shall be to select officers of the Society to replace those who stepped down at that general meeting.
31. (1) The directors may entrust any, but not all, of their powers, as they are necessary to achieve a specific purpose, to committees consisting of a director or directors, or to committees of other members.
- (2) A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held after it has been done.
- (3) The directors shall appoint chairpersons for committees so formed.
32. If at a meeting the chairperson is not present within fifteen (15) minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be chairperson of the meeting.
33. For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.
34. A director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter, telegram, telex or cable, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
- a. no notice of meetings of the directors shall be sent to that director; and
- b. any and all meetings of the directors of the Society, notice of which has not been given to that director shall, if a quorum of directors is present, be valid and effective.
35. Questions arising at a meeting of the directors and committee of directors shall be decided by a majority of votes.

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36. No resolution proposed at a meeting of the directors or committee of directors need be seconded and the chairperson of a meeting may move or propose a resolution.
37. A resolution in writing, signed by all 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

38. (1) The president shall preside at all meetings of the Society and of the directors.
(2) The president is the chief executive officer of the Society and shall supervise the other officers in the execution of their duties.
39. The vice president shall carry out the duties of the president during his or her absence.
40. The secretary shall
 - 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; and
 - f. maintain the register of members.
41. The treasurer shall
 - 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.
42. (1) The offices of secretary and treasurer may be held by one person who shall be known as the secretary treasurer.
(2) When a secretary treasurer holds office the total number of directors shall not be less than five (5) or the greater number that may have been determined pursuant to bylaw 25 (2).
43. In the absence of a secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.

Part 8 — Borrowing

44. In order to carry out the purposes of the Society the directors may, on behalf of and in the name of the Society, raise or secure payment or repayment of money in the manner they decide and, in particular but without limiting the foregoing, by issue of debentures.
45. No debenture shall be issued without the sanction of a special resolution.
46. The members may by special resolution restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

Part 9 — Auditor

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47. The Society shall be audited in compliance with the *Society Act*.
48. The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of the auditor.
49. At each annual general meeting the Society shall appoint an auditor to hold office until he or she is re-elected or his or her successor is elected at the next annual general meeting.
50. An auditor may be removed by ordinary resolution.
51. An auditor shall be promptly informed in writing of appointment or removal.
52. No director and no employee of the Society shall be auditor.
53. The auditor may attend general meetings.

Part 10 — Notices to Members

54. A notice may be given to a member, either personally or by mail at his or her registered address.
55. A notice sent by mail shall be deemed to have been given on the second day following that 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.
56. (1) Notice of a general meeting shall be given to
 - a. every member shown on the register of members on the day notice is given; and
 - b. the auditor, if Part 9 applies.(2) No other person is entitled to receive a notice of general meeting.

Part 11 — Bylaws

57. On being admitted to membership, each member is entitled to and the Society shall give without charge, a copy of the constitution and bylaws of the Society.

Part 12 — Conflict of Interest

58. (1) In order to avoid conflict of interest, any director or member who wishes to work for the Society for pay must state that intent when issues pertaining to that work arise at a general or board of directors meeting.
- (2) Any director or member working for pay or intending to work for pay for the Society must abstain from voting on issues pertaining to that work, and explain orally before the vote, the conflict of interest that requires the abstention.
- (3) Any member of the board of directors who accepts payment for work for the Society shall step down from the board of directors upon becoming employed by or contracted to the Society to perform work on its behalf, and remain off the board of directors for the defined duration of the work.
- (4) No director or member who votes on matters pertaining to work that that same director or member intends to do for the Society, but has yet to enter into a binding agreement for, shall be eligible to be contracted for or

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hired to do that work.