

**BY-LAWS
FOR
Walden Mountain Bike Club**

April 2009

ARTICLE I

GENERAL

1.1 Purpose – These by-laws relate to the general conduct of the affairs of Walden Mountain Bike Club, a corporation incorporated under the *Business Corporations Act* and referred to as the "Corporation" in these Bylaws.

1.2 Definitions – The following terms have the meanings in these By-laws:

(a) *Act* – the *Business Corporations Act*, R.S.O. 1990, c. B.16, as amended from time to time.

(b) *Annual General Meeting* – the annual general meeting of Members.

(c) *Letters Patent* – the Letters Patent of the Corporation, dated August 10th, 2009.

(d) *Auditor* – an individual appointed by the Members to audit the books, accounts and records of the Corporation. The Auditor shall not be an employee or a Director of the Corporation.

(e) *Board* – the Board of Directors of the Corporation.

(f) *Days* – shall mean total days, irrespective of weekends and holidays, excluding the day on which the number of days commences.

(g) *Director* – an individual elected to serve as a director of the Corporation pursuant to these By-laws.

(h) *General Meetings* – has the meaning set out in section 4.1 hereof.

(i) *Members* – the members included in the categories set out in section 2.1.

(j) *Ordinary Resolution* – a resolution passed by the majority of votes cast in a General Meeting of Members for which meeting proper notice has been given.

(k) *Registered Address* – the most recent address of record in the register of Members.

(l) *Special General Meeting* – a meeting of Members other than the Annual General Meeting.

(m) *Special Resolution* – a resolution passed by not less than two-thirds of the votes cast at a General Meeting for which resolution proper notice has been given.

(n) *Youth* – Members of the Association under the age of 19 years.

1.3 Interpretation – Words stating the singular shall include the plural and vice-versa, and words stating a gender shall include the other gender.

1.4 Conduct of Meetings – Unless otherwise specified in the *Act* or these By-laws, meetings of Members and meetings of the Board shall be conducted according to Perry's Call to Order (ISBN 0-9691683-0-6).

ARTICLE II MEMBERSHIP

Categories of Membership

2.1 The Corporation has six (5) categories of membership:

- (a) Individual Member;
- (b) Event Member;
- (c) Associate Member;
- (d) Associate Business Member; and
- (e) Honourary Member.

Description of Membership Categories

2.2 Individual Member – An Individual Member is an individual who has paid membership dues and who, if in good standing, has one (1) vote in the affairs of the Corporation and is eligible to be nominated for election or appointment as a Director or officer of the Corporation.

2.3 Event Member – An Event Member is an individual who has paid membership dues in order to participate in a specific event of the Corporation and who has no vote in the affairs of the Corporation.

2.4 Associate Member – An Associate Member is an individual member of a Club who has paid membership dues, and who has no vote in the affairs of the Corporation.

2.5 Associate Business Member – A business which supports the aims of the Corporation, which has paid membership dues and which has no vote in the affairs of the Corporation.

2.6 Honourary Member – Upon nomination by the Board, the Members may by Special Resolution designate as an Honourary Member any individual or organization which has provided outstanding service to the Corporation or to mountain biking in Sudbury. Honourary Members pay no membership dues and have no vote in the affairs of the Corporation.

Admission of Members

2.8 No individual, team or business shall be admitted as a Member unless:

- (a) the individual, team or business has made written application for membership in a manner prescribed by the Board;
- (b) the individual, team or business has been approved as a Member by the Board or by an individual or committee delegated this authority by the Board;
- (c) the individual, team or business has paid membership dues as determined by the Board.

Membership Dues

2.9 Year – Unless otherwise determined by the Board, the membership year of the Corporation is the calendar year.

2.10 Dues – Membership dues for all categories of members shall be determined by the Board.

2.11 Deadline – The Board shall determine the deadline date by which membership dues must be paid.

Withdrawal, Suspension and Termination of Membership

2.12 Resignation – A Member may resign from the Corporation by giving written notice to the Board, except as stated in Clause 2.13.

2.13 May Not Resign – A Member may not resign from the Corporation when the Member is subject to a disciplinary investigation or proceeding of the Corporation.

2.14 Arrears – A Member may be suspended from the Corporation for failing to pay membership dues by the deadline date prescribed by the Board. Should membership dues remain unpaid for

an additional thirty (30) days, the Member may be suspended or expelled from the Corporation at the discretion of the Board.

2.15 Discipline – In addition to suspension or expulsion for failure to pay membership dues, a Member may be suspended or expelled from the Corporation, or have other membership restrictions or sanctions imposed upon him, in accordance with the Corporation's policies and procedures relating to discipline of Members.

2.16 Cease to Be a Member – Any Member which is not an individual shall cease to be a Member upon its dissolution or winding up of its affairs.

Good Standing

2.17 Discretionary – A Member of the Corporation shall, in the discretion of the Board, be deemed by the Board not to be in good standing in the event that:

- (a) the Member owes outstanding membership dues or other debts to the Corporation;
- (b) the Member has failed to comply with any of the Articles of Incorporation, By-laws, policies or rules of the Corporation; or
- (c) the Member is subject to a disciplinary investigation or procedure of the Corporation.

2.18 Non-Discretionary – A Member of the Corporation shall be deemed not to be in good standing in the event that:

- (a) the Member has ceased to be a Member; or
- (b) the Member has been suspended or expelled from Membership or had other membership restrictions or sanctions imposed on him.

2.19 Cease to be in Good Standing – Members who cease to be in good standing shall not be entitled to vote at meetings of Members and shall lose all Member privileges until such time as the Board is satisfied that the Member is in good standing. A Member who is not in good standing may not be a Director.

ARTICLE III GOVERNANCE

Composition of the Board

3.1 Directors – The Board shall consist of a minimum of three (3) and a maximum of five (5) directors. The Board shall consist of the following:

- (a) a President, who is elected by the membership;
- (b) a Vice-President, who is elected by the membership; and
- (c) a Secretary, who is elected by the membership; and
- (d) up to two (2) General Directors, who are elected by the membership.

3.2 Mandatory positions – The Board shall at all times include a President, Vice-President and Secretary.

Powers of the Board

3.3 Powers of the Corporation – Except as otherwise provided in the *Act*, the Letters Patent or these By-laws, the Board has the powers of the Corporation.

3.4 Managing the Affairs of the Corporation – The Board may make policies and procedures for managing the affairs of the Corporation in accordance with the *Act*, the Letters Patent and these By-laws. These policies and procedures shall be published in a Policy Manual.

3.5 Discipline – The Board may make policies and procedures regarding the discipline of Members, and shall have the authority to discipline Members in accordance with such policies and procedures.

3.6 Dispute Resolution – The Board may make policies and procedures relating to management of disputes within the Corporation and all disputes shall be dealt with in accordance with such policies and procedures.

3.7 Employment of Individuals – The Board may employ or engage under contract such individuals as it deems necessary to carry out the work of the Corporation.

Election of Directors

3.8 Eligibility for nomination (General) – Individual Members in good standing who are eighteen (18) years of age or older, who have the power under law to contract, who are not undischarged bankrupts and who are residents of Ontario may be nominated for election as a Director subject to subsection 3.8(a).

- (a) Eligibility for nomination (President) - In order to be nominated for election as President an individual must have served at least full one year on the Board of Directors within the five (5) year period preceding the nomination.

3.9 Nomination – A nomination for election as a Director shall be in writing and shall:

- (a) be signed by the nominator, who shall be any Individual Member in good standing;
- (b) include the written consent of the nominee; and
- (c) be submitted to the Corporation at least seven (7) days prior to the relevant General Meeting.

3.10 Election – The election of Directors shall take place as follows:

- (a) the President, Vice-President and Secretary shall be elected by the membership at the relevant General Meeting;
- (b) the General Directors shall be elected by the membership at the relevant General Meeting;
- (c) if only one nomination is received for any position of Director, the nominated person shall be elected by acclamation; and
- (d) if no nomination is received, the Director previously elected shall be entitled to hold office for another term.

3.11 Start of Term – Directors who are elected or acclaimed shall begin their terms immediately following the relevant General Meeting.

3.12 Length of Term – Subject to subsection 3.13(a), all Directors shall serve a term of two (2) years.

3.13 Election of Directors – The President and the Secretary, and one General Director, if applicable, shall be elected at the Annual General Meeting in years ending in an odd number and the Vice-President and one General Director, if applicable, shall be elected at the Annual General Meeting in years ending in an even number.

- (a) at the Annual General Meeting to be held in 2009, the incumbent President and Secretary shall not stand for election but shall continue in office until the Annual General Meeting in 2011.

Resignation and Removal of Directors and Vacancies on the Board

3.14 Resignation – A Director may resign from the Board at any time by presenting his notice of resignation to the Board.

3.15 Vacate Office – The office of any Director shall be vacated automatically if the Director, without reasonable excuse, fails to attend two (2) consecutive meetings of the Board or fails to attend four (4) meetings in any twelve-month period.

3.16 Vacancies – So long as there is a quorum of Directors in office, any vacancy occurring in the Directors may be filled for the remainder of the term by the Directors then in office.

3.17 Removal – A Director may be removed by Special Resolution of the Members in a General Meeting, provided the Director has been given notice of and the opportunity to be present and to speak at the General Meeting. The Members may, by majority of votes cast at that meeting, elect any person in the removed Director's stead.

Meetings of the Board

3.18 Number of Meetings – The Board shall hold at least two (2) meetings per year.

3.19 Call of Meeting – The meetings of the Board shall be at the call of the President, or if two (2) Directors make a written request to the President to call a meeting.

3.20 Notice – Written notice of Board Meetings shall be given to all Directors at least five (5) days prior to the date of the meeting.

3.21 Quorum – The presence of the majority of Directors shall be necessary to constitute a quorum for Board Meetings.

3.22 Chair – If the President is absent from the meeting, the Vice-President shall chair the meeting. In the absence of the President and Vice-President, the Board shall appoint from among its members a Director to chair the meeting.

3.23 Voting – Unless specified otherwise, questions shall be decided by majority vote, where the Chair of the meeting carries a vote and where a tie vote shall fail. Voting shall be by show of hands unless a Director requests a secret ballot.

3.24 Meetings by Telephone or Other Telecommunications Technology – A Meeting of the Board or any committee may be held by telephone conference call or by means of telecommunications technology which permits each participant to communicate simultaneously with all other participants.

Officers

3.25 Officers – The Officers of the Corporation are the President, the Vice-President and the Secretary.

3.26 Duties – The duties of Officers are as follows:

- (a) The President shall be responsible for the general supervision of the affairs and operations and the general administration of the Corporation, shall be the primary spokesperson of the Corporation, shall preside at the meetings of Members of the Corporation and at meetings of the Board and the Executive Committee, shall act as

the Corporation's representative to the Board of the Ontario Cycling Association and to the Board of the Canadian Cycling Association and shall perform such other duties as may from time to time be established by the Board;

(b) The Vice-President shall assume the responsibilities of the President when he or she is absent, shall perform all duties assigned by the President; shall have responsibility for all technical matters relating to cycling, for racing activities and development programs; shall oversee development programs for athletes coaches and officials; and shall perform such other duties as may from time to time be established by the Board;

(c) The Secretary shall, when present, act as Secretary of all meetings of members and Board of Directors and shall have charge of the minute books of the corporation and the documents and registers reflected to in the *Act*; shall cause financial statements to be prepared as required and shall perform such other duties as may from time to time be established by the Board.

3.27 Vacancy – Subject to Section 3.16, where the position of an Officer becomes vacant for any reason, the Board may appoint a qualified individual to fill the vacancy for the remainder of the relevant term.

Committees

3.28 Executive Committee – The Executive Committee shall be comprised of the President, the Vice-President and the Secretary. The Executive Committee shall have the authority to oversee the implementation of Board policies during intervals between meetings of the Board, and shall perform other duties as are prescribed by these By-laws or may be prescribed from time to time by the Board.

3.29 Other Committees – The Board may appoint such other committees as it deems necessary for managing the affairs of the Corporation and may appoint members of committees or provide for the election of members of committees, may prescribe the duties of committees, and may delegate to any committee any of its powers, duties and functions except where prohibited by the *Act*, the Articles of Incorporation or these By-laws.

3.30 Meetings – All committees of the Corporation may meet for the transaction of business, adjourn and otherwise regulate their meetings as they think fit, provided that a quorum is present for the transaction of business.

3.31 Quorum – A quorum for any committee shall be the majority of its voting members.

3.32 Vacancy – When a vacancy occurs on any committee, the Executive Committee may appoint an individual to fill the vacancy for the remainder of the committee's term, provided this

individual satisfies any qualifications for committee membership as specified in the Corporation's policies and procedures.

3.33 Removal – The Board may remove any member which it has appointed to any committee.

3.34 Chair and Voting – Each committee shall elect its own chair. Committees shall make decisions by majority vote and the committee chair shall not have a second or casting vote.

Remuneration

3.35 All Directors, Officers and members of committees shall serve their term of office without remuneration except for reimbursement of pre-approved reasonable expenses and allowances in accordance with policies approved by the Board.

Conflict of Interest

3.36 A Director, Officer or member of a committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Corporation shall disclose fully and promptly the nature and extent of such interest to the Board or committee, as the case may be; shall refrain from voting or speaking in debate on such contract or transaction; shall refrain from influencing the decision on such contract or transaction; and shall otherwise comply with the requirements of the *Act* regarding disclosure of interests in contracts.

ARTICLE IV MEETINGS OF MEMBERS

General Meetings

4.1 Types of Meetings – General Meetings shall include Annual General Meetings and Special General Meetings.

4.2 Notice – Written notice of General Meetings shall be given to all Members at least ten (10) days prior to the date of the meeting.

4.3 Annual General Meeting – The Corporation shall hold an Annual General Meeting at such time and place as may be determined by the Board, at least once every calendar year and not more than fifteen (15) months after the adjournment of the previous Annual General Meeting.

4.4 Special General Meeting – A Special General Meeting of the Members may be called at any time at the discretion of the Board or upon the written requisition of ten (10) percent or more of the voting Members of the Corporation.

4.5 Quorum – Quorum at a General Meeting shall be one (1) percent of voting Members or twenty (20) voting Members, whichever is less.

4.6 Business at Meetings – The report of the Auditor, the presentation of financial statements, the appointment or re-appointment of the Auditor and the report of the Directors to the Members shall be conducted at the Annual General Meeting. Any other business including Ordinary Resolutions and Special Resolutions may be conducted at the Annual General Meeting or at Special General Meetings.

4.7 Voting – Unless specified otherwise, questions shall be decided by Ordinary Resolution, where a tie vote shall fail. An abstention from voting shall not be counted as a vote. Voting shall be by show of hands, unless a majority of the members approves a secret ballot. The chair of the meeting shall not have a second or casting vote. Voting by proxy shall be permitted. The Directors may by resolution fix a time not exceeding forty-eight hours, excluding Saturdays and holidays, preceding any meeting or adjourned meeting of members before which time proxies to be used at that meeting must be deposited with the Corporation or an agent thereof, and any period of time so fixed shall be specified in the notice calling the meeting.

4.8 Adjournment – A General Meeting may be adjourned from time to time from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the original meeting. When a meeting is adjourned for fourteen (14) days or more, notice of the adjourned meeting shall be given as if was a new meeting.

ARTICLE V FINANCE AND MANAGEMENT

5.1 Fiscal Year – Unless otherwise determined by the Board, the fiscal year of the Corporation shall be the calendar year.

5.2 Auditor – At each Annual General Meeting the Members shall appoint an Auditor.

5.3 Signing Authority – The Board shall designate two (2) or more individuals who shall have signing authority for all financial transactions and contracts conducted in the name of the Corporation. All such transactions shall require two (2) signatures.

5.4 Property – The Corporation may acquire, lease, sell or otherwise dispose of securities, lands, buildings or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

5.5 Borrowing – The Corporation may borrow funds upon such terms and conditions as the Board may determine up to a maximum of ten percent (10%) of the previous fiscal periods gross revenue. Borrowing above this limit must be approved by the Members at a General Meeting by Ordinary Resolution.

5.6 Books and Records – The Board shall ensure that all books and records of the Corporation required to be kept by the *Act*, these By-laws or any other statute or law are regularly and properly kept.

**ARTICLE VI
INDEMNIFICATION**

6.1 Shall Indemnify – The Corporation shall indemnify and hold harmless out of the funds of the Corporation each Director from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer.

6.2 Shall Not Indemnify – The Corporation shall not indemnify a Director or any other individual for acts of fraud, dishonesty, or bad faith.

6.3 Insurance – The Corporation may purchase and maintain insurance for the benefit of its Directors and Officers, as the Board may determine.

**ARTICLE VII
NOTICE**

7.1 Written Notice – In these By-laws, written notice shall mean notice which is hand-delivered, faxed, e-mailed or provided by mail or courier to the Registered Address of the Corporation, Director or Member, as the case may be.

7.2 Date of Notice – Date of notice shall be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or e-mailed, or in writing where the notice is couriered, or in the case of notice which is provided by mail, three (3) days after the date the mail is post-marked.

7.3 Error in Notice – The accidental omission to give notice of a meeting of the directors or the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance shall not invalidate any action taken at the meeting.

**ARTICLE VIII
AMENDMENT OF BY-LAWS**

8.1 Amendment – Subject to the provisions of the *Act*, the Board of Directors may repeal or amend any provision of this by-law which repeal or amendment shall be effective only until the next annual meeting of the members unless confirmed thereat and, in default of confirmation thereat, such cease to have effect at and from that time.

ENACTED the ____ day of _____, 2009

PRESIDENT

VICE-PRESIDENT

SECRETARY