

NIAGARA FREEWHEELERS BICYCLING TOURING CLUB INC.  
CONSTITUTION

Revised 2018

BY-LAW No. 1

A by-law related generally to the transaction of affairs of the Niagara Freewheelers Bicycle Touring Club Inc.

Preamble

WHEREAS the Club was incorporated under the laws of the Province of Ontario under the Non-Profit Corporations Act on the 3<sup>rd</sup> day of April, 1996, as the Niagara Freewheelers Bicycle Touring Club Inc; and

WHEREAS the Club is empowered under the Act to make by-laws; and

WHEREAS the by-law herein is necessary for the proper operation of the Niagara Freewheelers Bicycle Touring Club Inc;

BE IT ENACTED as a by-law of the Niagara Freewheelers Bicycle Touring Club Inc. as follows:

Section One INTERPRETATION

Definitions

1.01

In this by-law and in all other by-laws of the Niagara Bicycle Touring Club Inc., hereafter passed, unless the context otherwise specifies or requires:

a "Corporation" means Niagara Freewheelers Bicycle Touring Club Inc.,

b "Board" means the Board of Directors of the Corporation;

c "Director" means an elected or appointed member of the Board,

d "Executive" means the nine elected members of the Board of Directors,

e "Officer" means a member of the Corporation given certain duties and may, but need not be, a member of the Board,

f "Member" means a person who has been granted membership to participate in the year-round activities of the Corporation.

g The "singular" shall include the "plural" and "plural" the "singular", The "masculine" shall include the "feminine" and the "feminine" shall include the "masculine".

## Section Two HEAD OFFICE

2.01 The Head Office of the Corporation shall be located in the Regional Municipality of Niagara in the Province of Ontario, and at such a place therein as the Board may from time to time determine.

## Section Three MEMBERSHIP

### 3.01 Application

All persons interested in the purposes of the Corporation who make application and pay membership fees fixed by the Board shall be a member in good standing.

### 3.02 Member

A member must be 18 years of age or over. Each member shall be entitled to hold office and vote at all members' meetings. Each Member shall have all other Corporation privileges subject to any restrictions which may be passed by the Board.

### 3.03 Junior Member

A Junior Member must be under 18 years of age. Each Junior Member shall not be entitled to hold office or vote at meetings. Each Junior Member shall have all other Corporation privileges subject to any restrictions which may be passed by the Board.

### 3.04 Members Bound by By-Laws

All members shall, by accepting membership, be deemed to have notice of and to agree to be bound by all the rules and regulations duly made thereto or hereafter to be made by the Corporation or by duly authorized Officers or by the Board.

### 3.05 Fees

The annual and other fees, dues and assessments which the membership shall pay to the Corporation shall be as the Directors shall from time to time fix. Members in default of payment automatically shall cease to be members. Membership shall be reinstated upon payment of such fees and any associated service charges.

### 3.06 Membership Year

The Membership Year of the Corporation shall be from the first of April to the 31<sup>st</sup> of March.

### 3.07 Resignation

Any member may resign from the Corporation at any time with or without notice; however, upon resignation the member shall not be entitled to a refund of any portion of the fee they may have paid.

### 3.08 Disciplinary Matters

Should the conduct of any member, either as a part of or outside the Corporation activities be, in the opinion of the Board, injurious to the character and interests of the Corporation, or should any member persistently refuse to conform to any by-law or rule or regulation of the Corporation, the Board shall reprimand, and/or suspend, and or request such member to resign; and should she/he not resign within fourteen days of the mailing, at the address shown by the books of the Corporation, a letter containing such request, the Board shall be empowered to remove the name from the list of members, at a meeting of the Board, duly called for that purpose, and notice of such meeting shall be given to the member at least seven days prior to the date of such meeting. Notification of the member's reprimand and/or suspension and/or expulsion shall be forwarded to her/him by mail. Any reinstatement of the member shall be subject to review by the Board upon submission of a new application.

## Section Four MEETING OF MEMBERS

### 4.01 Place of Annual General Meeting

The Annual General Meeting of the Corporation shall be held at such place in the Regional Municipality of Niagara on such a day each year as the Directors may by resolution determine.

#### 4.02 Date of Annual General Meeting

The Annual General Meeting shall be held in the first quarter of the calendar year, provided that such annual meeting shall not be held later than 90 days after the end of the Corporation's fiscal year. Notice of the meeting shall be published in the newsletter of the Corporation, or individual notices, as may be decided by the Board and sent to all members of the Corporation, postmarked not less than 10 days or more than 50 days in advance. Non-receipt of notice by any member shall not invalidate any resolution passed or any proceedings taken at the Annual General Meeting.

#### 4.03 Procedure at the Annual General Meeting

The procedure for business at the Annual General Meeting shall be as determined by the Board but to follow standard accepted practice. Such meeting shall be held to receive the reports and statements required by the Corporations Act, to be read and laid before the Corporation members at the Annual General Meeting, to elect Directors and for the transaction of such other business as may properly be brought before the meeting.

#### 4.04 Calling a Special Meeting

A Special Meeting of the Corporation may be called by a simple majority of the Board or by a requisition signed by at least one tenth of the members of the Corporation. A notice of a Special Meeting shall contain a summary of proposed business to be conducted at such meeting and said notice shall be mailed to members of the Corporation, sent by electronic communications or published in the newsletter of the Corporation postmarked at least 10 days in advance.

#### 4.05 Place of the Special Meeting

The Special Meeting of the Corporation shall be held at such a time and such place within the Regional Municipality of Niagara as may be designated by the Directors or the members who called the meeting.

#### 4.06 Right to Vote

At each meeting of the Corporation every Member who has been entered in the books of the Corporation for a minimum of thirty days as a member in good standing of the Corporation shall be entitled to one vote on each question arising at any Annual General Meeting or Special Meeting of the members.

#### 4.07 Quorum

A quorum for the transaction of business at any meeting of members shall consist of not less than 9 members or one-third of the members, whichever is the lesser, present.

#### 4.08 Voting Procedure

For the election of Directors and for the conduct of business at the Annual General Meeting or a Special Meeting, voting shall be by a show of hands. A simple majority shall decide all motions, whether at the Annual General Meeting or a Special Meeting.

#### 4.09 Voting to Govern

At all meetings of the members every question shall, unless otherwise required by law or by the by-laws of the Corporation, be decided by a majority of the votes duly cast on the question. At all meetings of members every question shall be decided by a show of hands, unless a poll thereon be required by the Chair or be demanded by any member

present in person. After a show of hands has been taken upon any question, the Chair may require or any member entitled to vote may demand a poll thereon. Whenever a vote by show of hands shall have been taken, unless a poll be so required or carried by a particular majority, or not carried, an entry to that effect in the minutes of the proceedings in respect shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution of other proceedings in respect of the said question, and result of the votes so taken shall be the decision of the Corporation at the Annual General Meeting or Special Meeting, as the case may be upon such resolution.

#### 4.10 Casting Vote

In case of an equality of votes at any meeting of members upon a show of hands, the Chair of the meeting shall be entitled to a second or casting vote.

### Section Five BOARD OF DIRECTORS AND OFFICERS

#### 5.01 Election of Directors

The Corporation shall be managed by a Board of Directors who shall have the full power and authority to manage and control the affairs of the Corporation. Eleven Directors shall constitute the Board of Directors (Ten in the case when the immediate outgoing Past President is available). The Directors shall be elected at the Annual General Meeting or Special Meeting of the Corporation. At the Annual General Meeting the members shall appoint the office to be held by each Director.

## 5.02 Appointments

The Board may appoint such other Officers or committee chairs as they deem appropriate who shall hold office until the next Annual General Meeting of the Corporation or until their successor has been appointed.

## 5.03 Term of Office of Directors

Directors and members at large shall be elected yearly to hold office for a term of one year until the next Annual General Meeting of the Corporation or until their successors have been elected or appointed. A Director shall not hold office for more than nine consecutive terms. The President shall be an ex-officio member of all standing committees. All elected and appointed Directors shall retire at the end of the term of office at the Annual General Meeting and shall be eligible for re-election if otherwise qualified. The term of office of Officers or committee chairs shall expire at each Annual General Meeting but such person shall be eligible for reappointment.

## 5.04 Past President

The position of Past President shall not be an elected position but one that is ex-officio automatically appointed arising for the period of one year immediately following the term as President. This position is held by the individual for only one year and is a voting position.

## 5.05 Resignations

The resignation of a Director shall become effective upon its acceptance by the Board or at the expiration of notice in writing signed by the resigning Director and sent to the President of the Corporation.

#### 5.06 Absence, Incapacity or Resignation of President

In the event of the absence, incapacity or resignation of the President, the Vice-President shall be acting President until the next meeting of the Board. In the event of both these Directors being absent, incapacitated, refusing to so act or having resigned, the Board shall appoint the President from among the remaining Directors.

#### 5.07 Vacancies

Vacancies on the Board, however caused, may be filled by the Board from among the qualified members of the Corporation, if they shall see fit to do so, so long as a quorum of Directors remains in office. Such vacancies may be filled by appointments from the membership made by such Directors in office. A person appointed by such Directors then in office, to fill a vacancy in the Board, shall hold office for the balance of the unexpired term of the vacating Director.

#### 5.08 Removal from Office

Any Director of the Board or any Officer reporting to the Board may at any time be removed from office by resolution passed at a Special Meeting of the members called for that purpose. A vacancy so caused may be filled at such meeting from members nominated at such meeting, and the member so elected shall hold office, subject to the term of office of the Director or Officer so removed.

#### 5.09 Disqualification

At any Special Meeting, the members may by resolution declare that any Director shall cease to be a Director and the office vacated before the expiration of this term:

- a. if the Director holds any other office or place yielding profit from the Corporation transactions, and/or,
- b. if the Director is concerned in or participates in profits of any contract with the Corporation;

providing that no Director shall vacate the office by reason of being a shareholder or member of any corporation which has entered into any contract with the ordinary work of the Corporation of which she/he is a Director, but she/he shall not vote in respect of any such contract work.

#### 5.10 Irregularity

No act or proceeding of any Director or Officer shall be deemed invalid or ineffective by reason of the subsequent finding of any irregularity in regards to their appointment or qualification.

#### 5.11 Nominating Committee

The Board shall appoint a Nominating Committee from its members to receive nominations and put forward the names of prospective Directors from the membership in advance of the Annual General Meeting.

### Section Six MEETINGS OF THE BOARD

#### 6.01 Notice of Director Meeting

Reasonable notice of a meeting of the Board shall be given to each Director personally, and in default of personal notice shall be given by telephone or e-mail at least three days in advance, or in writing by letter postmarked at least seven days in advance addressed to each Director at the address of record, provided however, that if a certain day or date in each month is affixed by the Directors for holding regular

meetings, no notice of any Directors' meeting need to be given to any Director. A Directors' meeting may be held, without notice, immediately following the Annual General Meeting of the Corporation. The Directors may consider or transact any business either special or general at any meeting of the Board.

#### 6.02 Quorum for Meeting

A simple majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Directors. Notwithstanding vacancies in the Board, the remaining Directors may exercise all the powers of the Board so long as a Quorum of the Board remains in office.

#### 6.03 Order of Business

The order of business at meetings of the Board shall be determined by the President and shall follow standard accepted practice. The order of business may be altered by the Directors present.

#### 6.04 Voting at Meetings

Questions arising at any meeting of the Board and its committees shall be decided by a majority of votes of those present. Each Director shall be entitled to cast one vote notwithstanding that she/he may hold more than one Officer position. In any case of an equality of votes, the chair of the meeting, in addition to the original vote, shall have a second deciding vote.

## Section Seven DUTIES OF THE DIRECTORS AND OFFICERS

### 7.01 President

The President shall be the chief executive officer of the Corporation and preside at all meetings of the Board and member of the Corporation.

### 7.02 Vice-president

The Vice-president shall take on all responsibilities of the President when the latter is absent.

### 7.03 Treasurer

The Treasurer shall administer the finances of the Corporation.

### 7.04 The Secretary

The Secretary shall keep accurate minutes of each meeting of the Directors and the members and administer secretarial duties of the Corporation.

### 7.05 Tour Director

The Tour Director shall co-ordinate and oversee the bicycle touring program and shall also perform such other duties as may from time to time be determined by the Board of Directors.

### 7.06 Special Events Director

The Director of Special Events shall administer annual events designated by the Board as special events and plan and host, where applicable, all social activities and shall also

perform such other duties as may from time to time be determined by the Board of Directors.

#### 7.07 Safety and Education Director

The Safety and Education Director shall coordinate or oversee programs that further the general interests of the members and shall also perform such other duties as may from time to time be determined by the Board of Directors.

#### 7.08 Publicity Director

The Publicity Director shall be responsible for the Corporation's newsletter and shall also perform such other duties as may from time to time be determined by the Board of Directors.

#### 7.09 Communications Director

The Communications Director shall be responsible for coordinating communications to members and shall also perform such other duties as may from time to time be determined by the Board of Directors.

#### 7.10 Membership Director

The Membership Director shall sign up members and maintain the membership list. The director will also pick up mail from the post office and pass it to the appropriate person.

#### 7.11 Past President

The Past President shall be the immediate Past President and shall provide advice and continuity from the previous Board.

### 7.12 Signing Officer

Contracts, documents or any other instruments in writing requiring the signatures of the Corporation, shall be signed by any two signing officers consisting of either the President, Vice-President, Treasurer or Secretary and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without further authorization or formality. The Board shall have the power by resolution to appoint an Officer on behalf of the Corporation to sign specific contracts, documents and/or instruments in writing. Such contracts, documents or instruments shall have the prior approval of the Board.

### 7.13 Employment

No Director shall be an employee of the Corporation.

### 7.14 Conflict of Interest

No Director shall place herself/himself in a position where there is a conflict between her/his duties as director and her/his other interests.

## Section Eight REMUNERATION

### 8.01 Reimbursement

Directors shall not be remunerated for their work, and shall not directly or indirectly receive any profit from this position, provided that they shall be entitled to a reimbursement for any reasonable expenses incurred in the performance of their duties and approved by the Board.

## 8.02 Special Remuneration

The Board or an Officer of the Corporation designated by the Board may fix any remuneration for persons employed by the Corporation, but not Directors, to carry out such duties as directed and approved by the Board or such Officer designated by the Board.

## Section Nine NON-LIABILITY AND INDEMNITY

### 9.01 Protection of Directors, Officers and Chairpersons

No Director, Officer or Chair of any standing committee of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director, Officer or member of any committee or sub-committee or employee, or for joining in any receipts or their acts for conformity, or for any loss, damage or expense happening to the Corporation through insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies from the bankruptcy, insolvency or tortuous act of any person with whom, any of the monies, securities or effects of the corporation shall be deposited, or shall, or for any loss occasioned by any error of judgment or oversight on her/his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of her/his office or in relation thereto unless the same are occasioned by her/his own willful neglect or default.

### 9.02 Indemnity of Director, Officer and Chair

Every Director, Officer or Chair of any standing committee of the Corporation and their heirs, executors and administrators and estate and effects respectively, shall from time to time and at all times be indemnified and saved

harmless out of the funds of the Corporation from and against:

- a. all costs, charges and expenses whatsoever that such Director or Officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against her/him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by her/him in or about the execution of the duties of her/his office; and
- b. all other costs, charges and expenses that she/he sustains or incurs in or about in or about in relation to the affairs of the Corporation; except such costs, charge or expenses as are occasioned by her/his own willful neglect or default.

### 9.03 Indemnity Insurance

The Corporation may, from time to time, purchase insurance indemnifying the actions of any Director in their capacity as such director. No insurance coverage will be applicable unless the individual has acted honestly and in good faith with a view to the best interests of the corporation and had a reasonable belief their actions were lawful.

## Section Ten FINANCES

### 10.1 Fiscal Year

The fiscal year of the Corporation shall be from the 1<sup>st</sup> of January to the 31<sup>st</sup> of December.

### 10.02 Availability of Annual Statements

Annual financial statements as approved by the Board shall be available for inspection by any member of the Corporation at a time and place mutually agreeable to the member and the Treasurer.

## Section Eleven AMENDMENTS TO THE CONSTITUTION

### 11.01 General

The Board should review the constitution and by-laws within their terms of office to ensure it reflects the intent of the Corporation.

### 11.02 Making Changes

Any proposed changes to the Constitution must be submitted to the Membership at the Annual General Meeting for a vote before the changes can be adopted into the Constitution.

## Section Twelve MISCELLANEOUS

### 12.01 Dissolution or Liquidation

In the event of the dissolution or liquidation of the Corporation, any assets remaining after all debts and obligations have been honoured, shall be distributed to one or more recognized charitable organizations chosen by the Board.

### 12.02 Grants, Donations and Gifts

The Board may accept grants, donations and gifts in the name of the Corporation and its members. Proper acknowledgment and recording of these grants, donations and gifts shall be the responsibility of the Treasurer. Grants, donations and gifts shall not be divided amongst the members of the Corporation.