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NIAGARA FREEWHEELERS BICYCLE TOURING CLUB INC.

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POLICY AND PROCEDURES MANUAL



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# INDEX

<b><u>INTRODUCTION</u></b> .....	1
<b><u>OBJECTIVES</u></b> .....	1
<b><u>SECTION 1: INTERPRETATION</u></b>	
1.01 Terms .....	1
<b><u>SECTION 2: HEAD OFFICE</u></b>	
2.01 Post Office .....	2
<b><u>SECTION 3: MEMBERSHIP</u></b>	
3.01 Admittance to Membership .....	2
3.02 Classes of Membership .....	2
3.03 Conditions of Membership .....	2
3.04 Transfer of Membership .....	2
3.05 Fees .....	2
3.06 Volunteers .....	2
<b><u>SECTION 4: MEETING OF MEMBERS</u></b>	
4.01 Member Meeting .....	3
4.02 Annual General Meeting .....	3
4.03 Special Meetings .....	3
4.04 Public Information Session .....	3
4.05 Awards .....	4
<b><u>SECTION 5: BOARD OF DIRECTORS AND OFFICERS</u></b>	
5.01 Meetings .....	5
5.02 Elections .....	5
<b><u>SECTION 6: MEETINGS OF THE BOARD</u></b>	
6.01 Order of Business .....	7
6.02 Meeting Summaries .....	7
6.03 Committees .....	7
<b><u>SECTION 7: DUTIES OF THE DIRECTORS AND OFFICERS</u></b>	
7.01 Director Positions .....	7
7.02 President .....	7
7.03 Vice-President .....	7
7.04 Treasurer .....	7
7.05 Secretary .....	7
7.06 Tour Director .....	8
7.07 Special Events Director .....	8
7.08 Safety and Education Director .....	8
7.09 Publicity Director .....	8

7.10	Communications Director .....	8
7.11	Membership Director.....	8
7.12	Past President .....	8
7.13	Director Availability and Involvement .....	8

**SECTION 8: REMUNERATION**

8.01	Reimbursement.....	9
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**SECTION 9: NON-LIABILITY AND INDEMNITY**

9.01	Duty of Diligence .....	9
9.02	Duty of Loyalty .....	9-10
9.03	Duty of Obedience .....	10
9.04	Insurance.....	10
9.05	Release and Waiver Agreement .....	10
9.06	Privacy Act.....	10

**SECTION 10: FINANCES**

10.01	Statements .....	10
10.02	Annual Statement .....	10
10.03	Publication of Annual Statement .....	10

**SECTION 11: AMENDMENTS TO THE CONSTITUTION**

11.01	General.....	10
11.02	Making Changes.....	10

**SECTION 12: MISCELLANEOUS**

12.01	Books and Receipts .....	10
12.02	Community Participation .....	10

## **INTRODUCTION**

This Policy and Procedures Manual is a companion document to the Constitution and By-Laws of the Niagara Freewheelers Bicycle Touring Club Inc. Its purpose is to provide detailed backup on how to apply the clauses of the Constitution.

The Policy and Procedures Manual is the responsibility of the Secretary of the Niagara Freewheelers Bicycle Touring Club Inc. or any other member of the Executive designated by the President. The function is to maintain, modify and update the manual when changes are made to the policies and procedures of the Corporation.

Changes to the Policy and Procedures Manual can be made only by resolution passed by the Board at one of its regular meetings.

A policy is defined in terms of “what is to be done”. A procedure is defined in terms of “how something is to be done.”

## **OBJECTIVES**

To promote and encourage recreational and utilitarian bicycling primarily in and around the Niagara Region:

To educate our members directly, and the public indirectly, on legal, safety and technical matters pertaining to bicycling:

To assist in the establishment and protection of the rights of cyclists:

## **SECTION ONE: INTERPRETATION**

### 1.01 Terms

In this handbook of the Niagara Freewheelers Bicycle Touring Club Inc., unless the context otherwise specifies or requires:

- a. “Tour” means a recreational excursion of varying duration, distance and pace.
- b. “Ride” means tour.
- c. “Event” is an exclusive occurrence that invites participation of both members and non-members. That could be a ride or a social.
- d. “Director” means an elected or appointed member of the Board.

## **SECTION TWO: HEAD OFFICE**

### **2.01 Post Office**

The Corporation shall have a post office box to offer continuity in address from one Board term to the next.

## **SECTION THREE: MEMBERSHIP**

### **3.01 Admittance to Membership**

Each member shall be provided with a membership card.

### **3.02 Classes of Membership**

There shall be two classes of membership in the Corporation.

- a. The Family Members shall be any related group living under one roof. The relationship may be marriage or common-law arrangement and shall include children and parents. They shall be entitled to participate equally with the Ordinary Members in accordance with the By-laws; and they shall pay annual membership dues in accordance with the provisions of the By-laws of the Corporation. The Family Members shall be entitled to vote at all meetings of members of the Corporation in accordance with the By-laws.
- b. The Ordinary Members shall be either a Member or Junior Member as stated in the By-laws and shall be entitled to participate in the Corporation in accordance with the By-laws.

### **3.03 Conditions of Membership**

Members residing outside of the regional Municipality of Niagara shall be entitled to participate equally with the Ordinary Members in accordance with the By-laws. An additional administration fee may be charged, as determined by the Board of Directors, to cover additional costs of postage, telephone and so forth. Any person may participate in a maximum of three rides as a guest, under the conditions and terms of the Corporation, after such time, in any given fiscal year; they are requested to become members. A Junior Member must be accompanied on all rides and at all events by an individual Member of the Corporation, who has agreed in writing (waiver) to be responsible for the Junior Member.

### **3.04 Transfer of Membership**

The interest of a Member of the Corporation shall not be transferrable.

### **3.05 Fees**

There shall be regular membership fees set for Ordinary Members and Family Members to cover the general administration of the Corporation, including the cost of insurance, as carried out by the Board of Directors. A separate fee shall be levied for each tour, event, workshop or program of the Corporation, as deemed appropriate by the Board. All programs of the Corporation shall be self-sufficient. The Board of Directors shall review the membership fees prior to the Annual General Meeting.

### 3.06 Volunteers

Members are encouraged to contribute a portion of their time to improve the quality of the Club's activities.

## **SECTION FOUR: MEETING OF MEMBERS**

### 4.01 Member Meetings

There are three types of Member Meetings: Annual General Meeting, Special Meeting and Public Information Session.,

### 4.02 Annual General Meeting

The Annual General Meeting is outlined in the Club's Constitution.

#### .1 Annual General Meeting Agenda

The procedure for business at the Annual General Meeting shall be as follows unless otherwise determined by the Board:

- a. Call to Order
- b. Approval of the Minutes of the last Annual General Meeting
- c. Approval of the Minutes of the Special Meeting, if any
- d. Report of the Treasurer
- e. Reports of the Directors
- f. Confirmation of the Directors' actions since the last meeting
- g. Election of new Directors and members at large
- h. Amendments to the By-Laws
- i. Old Business
- j. New Business
- k. Adjournment

### 4.03 Special Meetings

Special Meetings are outlined in the Club Constitution.

### 4.04 Public Information Session

A Public Information Session is designed to be an open meeting where members and non-members are encouraged to attend to find out information about the Club. There is no restriction to the number of Public Information Sessions to be held in a year, if held at all. However, they should be held prior to the bulk of the riding season.

### 4.05 Awards

Awards determined by the Board shall be presented at either the Annual General Meeting or the Public Information Session.

## **SECTION FIVE: BOARD OF DIRECTORS AND OFFICERS**

### 5.01 Meetings

The Board shall meet monthly or as deemed necessary at the request of the President or at the request of at least three Directors of the Board.

### 5.02 Elections

As stated in the Club Constitution, Directors (with the exception of the Past President) are elected. The Nomination Committee is highly active in the election of the Directors.

#### .1 Nomination Committee

- a. The Nomination Committee shall consist of three non-Board members.
- b. The Chairperson of the Nomination Committee shall be appointed by the President and approved by the Board of Directors and Officers.
- c. The Nomination Committee members shall be selected by the Committee Chairperson.
- d. It is the responsibility of the Nomination Committee to conduct the Nomination and Election Process.

#### .2 Nomination Process

Prior to the Annual General Meeting, the Nomination Committee shall be responsible for the following:

- a. Prior to the scheduled closing date for nominations, the Nomination Committee shall issue a Nominating Form through the corporate publication prior to the Annual General Meeting.
- b. Solicit and develop a list of candidates for elections to the Board of Directors and Officers.
- c. Prior to the election, obtain a profile of each candidate for publication in a corporate publication.

#### .3 Prior to the Annual General Meeting, the Nomination Committee shall be responsible for the following:

- a. Present a slate of Officers to the Club members at the Annual General Meeting prior to the election. The Nomination Committee will confirm that all nominees have been members of the Corporation for at least the previous six months.
- b. Prior to the election, the Nomination Committee shall accept nominations from the floor. Once the nomination has been seconded, the nomination is accepted if the nominee has been a member of the Corporation for at least the previous six months.
- c. Once all nominations have been entered, nominations shall be closed.

## **SECTION SIX: MEETING OF THE BOARD**

### 6.01 Order of Business

The order of business at meetings of the Board shall be determined by the President to follow standard accepted practice as follows:

- a. Call to Order
- b. Approve the Minutes of the last meeting
- c. Directors' Reports
- d. New Business

### 6.02 Meeting Summaries

Summaries of all decisions taken at Board meetings shall be published in corporate publications.

### 6.03 Committees

The Board, from time to time, may appoint committees. Such committees shall report to the Board. The Board may appoint a committee chair, who may be a Director, who may call meetings of the committee as deemed necessary to conduct the business of the committee. If the chair is not a Director, then a Director shall be designated to act as the liaison person between the Board and the committee chair.

## **SECTION SEVEN: DUTIES OF THE DIRECTORS AND OFFICERS**

### 7.01 Director Positions

The elected Directors/Officers of the Corporation, shall consist of the President, Vice-President, Treasurer, Secretary, Tour Director, Associate Tour Director, Special Events Director, Safety and Education Director, Publicity Director, Associate Publicity Director, Membership Director, and Communications Director.

### 7.02 President

The President shall be the Chief Executive Officer of the Corporation and preside at all meetings of the Board and meetings with members of the Corporation. It shall be the President's duty to enforce the By-laws, rules and regulations of the Corporation. The President shall develop objectives, plans and programs and control the programs to monitor Corporation objectives, research new programs with the Vice-President and Directors. The President shall communicate with other regional and national organizations as well as the general public, speak at functions on cycling and other Corporation events, chair all Board meetings, the Annual General meeting, and other special meetings, and exercise all powers and duties of the Chair as are expected with Parliamentary Procedures.

Prior to the end of the first meeting following the Annual General Meeting, the President shall appoint a Director(s) or designate(s) to:

- a. Take responsibility for various Corporation duties such as:
  - production and distribution of corporate publications
  - production of promotional material
  - upkeep of the Club's website
  - special events

- b. Oversee the agreements and partnerships that the Corporation has entered into. This could include such agreements as Adopt-A-Road, or Healthy Living Niagara.

7.03 Vice-President

The Vice-President shall perform all duties assigned by the President.

7.04 Treasurer

The Treasurer shall administer the finances of the Corporation. The Treasurer shall:

- a. receive all revenue of the Corporation, prepare regular financial statements, prepare a complete statement of the Corporation's finances and submit same to the Board prior to the Annual General Meeting;
- b. keep a full and accurate account of the receipts and disbursements of the Corporation;
- c. have care and custody of all the funds and securities of the Corporation, and shall deposit the same in the name of the Corporation in such banks or depositories as the Board may direct; and
- d. sign all cheques with the signing Officers of the Board.

7.05 Secretary

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

7.06 Tour Director

The Tour Director shall:

- a. coordinate and oversee the bicycle-touring program;
- b. oversee the compiling of the annual tour schedule and be responsible for any changes or additions;
- c. shall keep a complete collection of all tour maps and cue sheets; and
- d. request that all waiver forms be collected from all rides.

7.07 Special Events Director

The Special Events Director shall:

- a. administer annual events designated by the Board as special events; and
- b. arrange the social activities for all members of the Corporation and their guests. This could include hall rentals, and decisions regarding food and beverages under the guidance and direction of the Directors.

7.08 Safety and Education Director

The Safety and Education Director shall:

- a. plan and organize educational workshops, seminars and clinics, including Tour leader workshops;
- b. advise on improving the safety of cyclists on Club rides; and
- c. keep a log of all cycling accidents and incidents, which occur on Corporation rides and make regular reports to the Directors with recommendations how to avoid future incidents.

7.09 Publicity Director

The Publicity Director shall:

- a. be responsible for promoting the Corporation in the Niagara area to encourage and increase membership;
- b. promote events and programs; and
- c. recommend initiatives that promote the objectives of the Corporation.

7.10 Communications Director

The Communications Director shall communicate to the membership by means of corporate communications as approved by the Board of Directors.

7.11 Membership Director

The Membership Director shall:

- a. sign up members and keep track of a membership list using NFBTC's designated membership management software (Microsoft Excel as of December 1, 2009);
- b. maintain our communication with Events Online; and
- c. pick up mail from the post office box and pass the information along to the appropriate Director.

7.12 Past President

The Past President shall be the immediate Past President and shall hold this position for one year only. The Past President shall be responsible to provide the current Board with advice as necessary to ensure the continuity of programs and decisions made by the previous Board and to provide assistance to other Directors as and when needed.

7.13 Director Availability and Involvement

The Directors shall be as accessible as reasonably possible. Phone numbers and positions of the "Directors" shall be listed in Corporation publications. The Directors should frequent Club rides and events to understand the operations of the Corporation, needs of members, and issues that the Corporation may face.

**SECTION EIGHT: REMUNERATION**

8.01 Reimbursement

Receipts shall be submitted for all claims of reimbursement.

**SECTION NINE: NON-LIABILITY AND INDEMNITY**

9.01 Duty of Diligence

Directors and Officers must use reasonable care in making informed decisions and must perform their duties in good faith, with the best interests of the organization in mind.

9.02 Duty of Loyalty

Directors and Officers must not get involved in personal activities which could injure or take advantage of the organization; for example, to gain profit through personal transactions with or on behalf of the organization; conflicts of interest.

9.03 Duty of Obedience

Directors and Officers must perform their duties within the statutes and terms of the organization's By-laws. They must not authorize any action which is beyond the organization's power. They must not participate in any activities which are contrary to regulations governing the organization.

9.04 Insurance

The Corporation shall solicit insurance for the protection of all Directors and Officers, past and present and future, and include employees (when applicable) and volunteers acting under the direction of any Director or Officers as determined by the By-laws. The insurance package shall be reviewed annually, or as deemed appropriate, by the Board of Directors to ensure the best coverage for the Corporation and its activities, at the most reasonable cost.

9.05 Release and Waiver Agreement

A release and waiver agreement, approved by the Board of Directors, shall be signed annually by each Member of the Corporation and will be kept on record with the Membership Director for the duration as determined by law. A release and waiver agreement for a Junior Member must be co-signed by a paid member of the Corporation who will be on all rides and events with that Junior Member. All riders should sign a release and waiver agreement, when participating in an event ride. Non-members must sign a release and waiver agreement for each ride in which they participate.

9.06 Privacy Act

Privacy of members' personal information is as an important part of our Corporation's policy. Members are required to sign a release allowing the Corporation to publish appropriate information which will be used solely for corporate purposes.

**SECTION TEN: FINANCES**

10.01 Statements

The Treasurer shall prepare regular financial statements for the internal operations of the Corporation.

10.02 Annual Statement

The Treasurer shall prepare an annual financial statement within 10 days of the end of the fiscal year for the presentation to the Board and then for presentation to the members at the Annual General Meeting. Due to the timing of the year-end of the Corporation and the date of the Annual General Meeting, the annual financial statement shall not be mailed out to the members prior to the meeting.

10.03 Publication of Annual Statement

The annual financial statement, after presentation to the members at the Annual General Meeting, shall be published in the next appropriate publication of the Corporation.

**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 Books and Receipts

The Directors shall see that all necessary books and records of the Corporation required by the By-laws of the Corporation or by any applicable statute or law are regularly and appropriately kept.

12.02 Community Participation

The Directors from time to time shall appoint representatives to participate on Boards, Committees, Task Forces and events that will further the objectives of the Corporation.