



BY-LAW NUMBER 1



DRAFT 6 - JULY 6, 2024

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BY-LAW NUMBER 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 3rd 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 1- General

1.01 Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

- i. "Act" means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- ii. "Board" means the Board of Directors of the Corporation;
- iii. "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- iv. "Chair" means the President of the Board ;
- v. "Corporation" or "Club" means the organization that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
- vi. "Director" means an individual occupying the position of Director of the Corporation by whatever name he or she is called;
- vii. "Member" means a Member of the Corporation;
- viii. "Members" means the collective membership of the Corporation; and
- ix. "Officer" means an Officer of the Corporation.
- x. "ordinary resolution" means a resolution that,
 - (a) is submitted to a meeting of the Members of a Corporation and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or
 - (b) is consented to by each Member of the Corporation entitled to vote at a meeting of the Members of the Corporation or the Member's attorney;

- xi. "special resolution" means a resolution that,
 - (a) is submitted to a special meeting of the Members of a Corporation duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast, or
 - (b) is consented to by each Member of the Corporation entitled to vote at a meeting of the Members of the Corporation or the Member's attorney;

1.02 Interpretation

Other than as specified in Section 1.01, all terms contained in this by-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.03 Severability and Precedence

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law. If any of the provisions contained in the by-laws are inconsistent with those contained in the articles or the Act, the provisions contained in the articles or the Act, as the case may be, shall prevail.

1.04 Seal

The seal of the Corporation, if any, shall be in the form determined by the Board.

1.05 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

Section 2- Directors

2.01 Election and Term

The Directors shall be elected by the Members at the first meeting of Members and at each succeeding Annual General Meeting. The term of office of the Directors (subject to the provisions, if any, of the articles) shall be from the date of the meeting at which they are elected or appointed until the next Annual General Meeting or until their successors are elected or appointed.

2.02 Vacancies

The office of a Director shall be vacated immediately:

- i. If the person ceases to be a Member of the Corporation;
- ii. if the Director resigns office by written notice to the President or Secretary of the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;

- iii. if the Director dies or becomes bankrupt;
- iv. if the Director is found to be incapable by a court or incapable of managing property under Ontario law;
or
- v. if at a meeting of the Members, the Members by ordinary resolution removes the Director before the expiration of the Director's term of office.

2.03 Filling Vacancies

A vacancy on the Board shall be filled as follows, and the Director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Director's predecessor:

- i. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an ordinary resolution;
- ii. if there is not a quorum of Directors or there has been a failure to elect the number or minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member; and
- iii. a quorum of Directors may fill a vacancy among the Directors.

2.04 Committees

Committees may be established by the Board as follows:

- i. The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors except those powers set out in the Act that are not permitted to be delegated; and
- ii. Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

2.05 Remuneration of Directors

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; subject to the following:

- i. Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
- ii. Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:
 - a) considered reasonable by the Board;
 - b) approved by the Board for payment by resolution passed before such payment is made; and
 - c) in compliance with the conflict of interest provisions of the Act; and

- d) Notwithstanding the foregoing, no Director shall be entitled to any remuneration for services as a Director or in other capacity if the Corporation is a charitable corporation, unless the provisions of the Act and the law applicable to charitable corporations are complied with, including Ontario Regulation 4/01 made under the Charities Accounting Act.

2.06- Quorum

Quorum for a meeting of the Board shall be at least half of the Members of the Board (i.e. if the Board consists of 12 Directors, quorum shall be any six of them).

Section 3- Board Meetings

3.01 Calling of Meetings

Meetings of the Directors may be called by the Chair, President or any two Directors at any time and any place on notice as required by this by-law, provided that, for the first organizational meeting following incorporation, an incorporator or a Director may call the first meeting of the Directors by giving not less than five days' notice to each Director, stating the time and, if applicable, the place of the meeting.

3.02 Regular Meetings

The Board may fix the place, if applicable, and time of regular Board meetings and send a copy of the resolution fixing the place, if applicable, and time of such meetings to each Director, and no other notice shall be required for any such meetings.

3.03 Notice

Notice of the time and place, if applicable, for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this by-law to every Director of the Corporation not less than seven days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the Annual General Meeting of the Corporation.

A notice of a meeting of Directors need not specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means. If the Directors may attend a meeting by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

3.04 Chair

The President shall be the Chair at Board meetings. In the absence of the President, the Directors present shall choose one of their number to act as the Chair.

3.05 Voting

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall have a second or casting vote.

3.06 Participation by Telephonic or Electronic Means

Subject to the provisions of the articles, if any, a meeting of Directors may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means, provided that all persons attending the meeting are able to communicate with each other simultaneously and instantaneously. A person who, through telephonic or electronic means, attends a meeting of Directors is deemed for the purposes of the Act to be present at the meeting.

Section 4- Financial

4.01 Banking

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

4.02 Financial Year

The financial year of the Corporation ends on December 31 in each year or on such other date as the Board may from time to time by resolution determine.

Section 5- Officers

5.01 Officers

The officers of the Corporation shall be elected by the Members at the Annual General Meeting, or special meeting called for the purpose of electing Officers. The Officers of the Corporation are deemed to be the positions of President, Treasurer and Secretary. In the event of a vacancy or other circumstance that does not permit a meeting of the Members, the Board may appoint any other Board Member to be President, Treasurer, Secretary or other Officer.

The office of Chair and President shall be held by the same person. The office of Treasurer and Secretary may be held by the same person and may be known as the Secretary-Treasurer. The Board may appoint such other Officers, Directors and agents as it deems necessary, and who shall have such authority and shall perform such roles and duties as the Board may prescribe from time to time.

5.02 Office Held at Board's Discretion

Any Officer shall cease to hold office upon resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of:

- i. the Officer's successor being appointed,
- ii. the Officer's resignation, or
- iii. such Officer's death.

5.03 Duties

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

5.04 Duties of the Chair

The Chair shall perform the duties described in sections 3.04 and 9.05 and such other duties as may be required by law or as the Board may determine from time to time.

5.05 Duties of the President

The President shall be the Chief Executive Officer of the Corporation and preside at all meetings of the Board and with Members of the Corporation. The President shall perform the duties described in Schedule A and such other duties as may be required by law or as the Board may determine from time to time.

5.06 Vice-President:

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

5.07 Duties of the Treasurer

The Treasurer shall administer the finances of the Corporation. The Treasurer shall perform the duties described in Schedule B and such other duties as may be required by law or as the Board may determine from time to time.

5.08 Duties of the Secretary

The Secretary shall keep accurate minutes of each meeting of the Directors, any meetings of the Members and administer secretarial duties of the Corporation. The Secretary shall perform the duties described in Schedule C and such other duties as may be required by law or as the Board may determine from time to time.

5.09 Duties of the Signing Officers

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.

Section 6- Protection of Directors and Others

6.01 Protection of Directors and Officers

No Director, Officer or committee Member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, committee Member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

- i. complied with the Act and the Corporation's articles and by-laws; and
- ii. exercised their powers and discharged their duties in accordance with the Act

6.02 Insurance

The Corporation shall solicit insurance for the protection of all Directors and Officers, past, present and future, and include (when applicable) volunteers acting under the direction of any Director or Officer of the Corporation.

Section 7- Conflict of Interest

7.01 Conflict of Interest

A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a Director or Officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

7.02 Charitable Corporations

No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation if it is a charitable corporation unless the provisions of the Act and the law applicable to charitable corporations are complied with.

Section 8- Members

8.01 Members

Membership in the Corporation shall consist of persons who have:

- i. requested a membership;
- ii. completed the required application;
- iii. satisfied any other membership requirements as determined by the Board from time to time; and
- iv. have paid the required annual dues.

The Director of Membership shall determine who has met these requirements, and thereupon shall issue a membership card or other proof of membership.

8.02 Membership

A membership in the Corporation is not transferable and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with the Act.

8.03 Disciplinary Act or Termination of Membership for Cause

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 or electronically. Any reinstatement of the Member shall be subject to review by the Board upon submission of a new application.

Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles or by-laws.

The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

8.05 Cycling Conduct Policy

From time to time, the Board may establish procedures, policies and or codes of conduct for Members and guests to follow when cycling on a Freewheelers ride. The purpose of this is to encourage all participants to ride safely, and respect other cyclists and users of the road or trail.

Section 9- Members' Meetings

9.01 Annual General Meeting

The Annual General Meeting shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than five business days or other number of days that may be further prescribed in regulations before the Annual General Meeting, with a copy of the approved financial statements, and other financial information required by the by-laws or articles.

The Annual General Meeting shall be held in the first quarter of the calendar year, provided that such meeting shall not be held later than 90 days after the end of the Corporations 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 or otherwise dated if sent by electronic means 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.

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.

The business transacted at the Annual General Meeting shall include:

- i. receipt of the agenda;
- ii. receipt and approval of the minutes of the previous annual meeting and subsequent special meetings;
- iii. presentation and approval of the financial statements;
- iv. a resolution dispensing with the need for an audit or a review engagement;
- v. election of Directors and Officers; and
- vi. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for Annual General Meeting unless a Member has given notice to the Corporation of any matter that the Member proposes to raise at the meeting in accordance with the Act, so that such item of new business can be included in the Notice of Annual General Meeting.

Subject to the provisions of the articles, if any, and if approved by the Board in advance, a meeting of the Members may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means, and it must enable all persons entitled to attend the meeting to reasonably participate. A person who, through telephonic or electronic means, votes at or attends a meeting of the Members is deemed for the purposes of this Act to be present at the meeting. Where the meeting is not held electronically or telephonically, the Members shall be given the option of voting by way of proxy, as set out in 9.09.

9.02 Special Meetings

The Directors may call a special meeting of the Members. The Board shall call a special meeting on written requisition of the Members who hold at least 10 per cent of votes that may be cast at the meeting sought to be held within 21 days after receiving the requisition unless the Act provides otherwise.

9.03 Notice

Subject to the Act, not less than 10 and not more than 50 days' written notice of any Annual General Meeting or Special Members' Meeting shall be given in the manner specified in the Act to each Member, each Director and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken, and state the text of any special resolution to be submitted to the meeting.

A notice of a meeting of the Members is not required to specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means. If a person may attend a meeting of the Members by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

9.04 Quorum

A quorum for the transaction of business at a Members' meeting is 10 Members, or one third of the Members, whichever is fewer, entitled to vote at the meeting. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

9.05 Chair of the Meeting

The President shall be the Chair of the Members' meeting; in the President's absence, the Members present at any Members' meeting shall choose another Director as Chair and if no Director is present or if all of the Directors present decline to act as Chair, the Members present shall choose one of their number to Chair the meeting.

9.06 Voting of Members

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-law provided that:

- i. each Member shall be entitled to one vote at any meeting;
- ii. votes shall be taken by a show of hands among all Members present and the Chair of the meeting, if a Member, shall have a vote;
- iii. an abstention shall not be considered a vote cast;

- iv. before, or after a show of hands has been taken on any question, the Chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the Chair of the meeting shall direct;
- v. if there is a tie vote, the Chair of the meeting shall require a written ballot, and shall have a second or casting vote., and
- vi. whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the Chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

9.07 Adjournments

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and if a meeting of the Members is adjourned by one or more adjournments for an aggregate of less than 30 days, it is not necessary, that any person be notified of the meeting that continues the adjourned meeting, other than by announcement of all of the following at the time of an adjournment:

- i. The time of the continued meeting.
- ii. If applicable, the place of the continued meeting.
- iii. If applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.
- iv. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

9.08 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the Directors, and others who are entitled or required under any provision of the Act or the articles or the by-laws of the Corporation to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

9.09 Proxy Voting

- i. "Proxy" means an authorization by means of which a Member has appointed a proxy holder to attend and act on the Member's behalf at a meeting of the Members.
- ii. Every Member entitled to vote at a meeting of the Members may by means of a proxy, appoint a proxy holder or one or more alternate proxy holders as the Member's nominee to attend and act at the meeting in the manner, to the extent and with the authority conferred by the proxy.
- iii. A proxy holder must be a Member of the Corporation.
- iv. A proxy must be in writing and signed by the Member conferring the proxy or the Member's attorney.
- v. Every proxy must be in a form that complies with the regulations of the ONCA.

Section 10- Notices

10.01 Service

Any notice required to be sent to any Member or Director shall be delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member at the Member's latest address as shown in the records of the Corporation; and to such Director at his or her latest address as shown in the records of the Corporation or in the most recent notice or return filed under the Corporation's Information Act, whichever is the more current; provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

10.02 Error or Omission in Giving Notice

The accidental omission to give any notice to any Member, Director, Officer, Member of a committee of the Board or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

Section 11- Adoption and Amendment of By-laws

11.01 Amendments to By-laws

The Board may from time to time in accordance with the Act amend or repeal and replace this by-law.

Section 12 - 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. Members of the Corporation who solicit a donation or identify a donation opportunity shall not directly or indirectly receive any financial or material gain or be perceived to profit from said donation.

The Board, at its discretion, may choose to make donations of a financial, material and/or gifts-in-kind nature in the name of the Corporation and on behalf of its Members. The types of donations eligible for consideration shall include: memorial donations, charitable organizations/fundraisers, and special projects or events related to cycling, cycling infrastructure and advocacy.

Enacted October 5, 2024 (*Anticipated date of Membership approval*)

Rita Dillon, President

Dianne Coppola, Secretary

Document History: *a listing of future revision dates*

Schedule A

Position Description of the President

Role Statement

The President shall be the Chief Executive Officer of the Corporation and shall be responsible for overseeing the annual plans and policies of the Corporation. The President shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation.

Responsibilities

The President shall:

- i. Work with the Secretary to establish agendas aligned with Board goals and the effective operation of the Corporation.
- ii. Preside over Board meetings and ensure meetings are effective and efficient for the performance of governance work.
- iii. Serve as the Board's primary contact with the public.
- iv. Set a high standard for Board conduct and enforce policies and by-laws concerning Directors' conduct.
- v. Serve as a mentor to other Directors and ensure that all Directors contribute fully. Address issues associated with underperformance of individual Directors.
- vi. Serve as an ex-officio Member on all Board committees.

Schedule B

Position Description of the Treasurer

Role Statement

The Treasurer shall work collaboratively with the President to support the Board in achieving its fiduciary responsibilities.

Responsibilities

The Treasurer shall:

- i. Have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation.
- ii. Deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time.
- iii. Disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Chair and Directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation.
- iv. Present to the Members at the Annual General Meeting as part of the Annual Report, the financial statement of the Corporation approved by the Board.
- v. Maintain a high standard for Board conduct and uphold policies and by-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.
- vi. Serve as a mentor to other Directors.
- vii. Also perform such other duties as may from time to time be directed by the Board.

Schedule C

Position Description of the Secretary

Role Statement

The Secretary shall ensure the proper recording and maintenance of all documents pertaining to and created by the Corporation, Board and Members and works collaboratively with the President to support the Board in fulfilling its fiduciary responsibilities.

Responsibilities

The Secretary shall:

- i. Work collaboratively with the President to prepare agendas and ensure Directors receive all necessary information in advance of meetings to inform Board discussions and decision-making.
- ii. Attend to correspondence on behalf of the Board.
- iii. Ensure meeting minutes and Corporate documents are maintained and stored as required by law.
- iv. Ensure that all reports are prepared and filed as required by law or requested by the Board.
- v. Give such notice as required by the by-law of all meetings of the Corporation, the Board and Board committees.
- vi. Attend all meetings of the Corporation, the Board and, upon request, Board committees.
- vii. Support the President in maintaining a high standard for Board conduct and uphold policies and by-laws regarding Directors' conduct, with particular emphasis on record-keeping responsibilities.