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# OPERATIONAL GUIDELINES

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NOVEMBER 2024

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## INTRODUCTION

This Operational Guidelines document is a companion document to the Articles of Amendment and By-Law #1 (both updated October 5, 2024) of the Niagara Freewheelers Bicycle Touring Club, Inc. Its purpose is to provide additional guidance on how to implement the clauses within those two documents. The Section Headings in this document correspond to those in By-law #1 to simplify cross-referencing.

This document should be reviewed at minimum every two years (even-numbered years) by the Board of Directors in conjunction with By-Law #1 and updated as needed. Changes to the Operational Guidelines document can only be made following a resolution passed by the Board at one of its regular meetings. Changes to the Articles of Amendment and By-law #1 can only be made by the membership, at the Annual General Meeting (AGM) or a Special Meeting of the Members of the Corporation.

## CORPORATE OBJECTIVES

As stipulated in the Articles of Amendment (October 5, 2024), the Club exists to:

- 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 other organizations in the establishment and protection of the rights of cyclists.

These objectives shall help guide the decisions of the Board and the activities the Club undertakes.

## SECTION ONE: GENERAL

### 1.01 Terms

In this guidelines document, unless the context otherwise specifies or requires:

- a. "Tour" means a recreational cycling excursion taken over multiple days, with varying durations, distances and pace.
- b. "Ride" means a recreational cycling excursion that occurs on a single day with a specific duration, distance and pace.
- c. "Event" is an exclusive occurrence that invites the participation of both members and non-members. Examples include socials, winter activities, out-of-town travel excursions and other activities deemed of interest to Club members.
- d. "Director" means an elected or appointed member of the Board.
- e. "Board" means the Board of Directors of the Corporation.

- f. "Corporation" and "Club" refer interchangeably to the Niagara Freewheelers Bicycle Touring Club, Inc.
- g. "Guest" refers to someone who has not paid the annual membership fee but participates in not more than three Club rides, and other events from time to time, usually but not always as a guest of a member.

#### 1.02 Head Office

The Head Office of the Corporation for legal requirements shall be the home address of the elected/appointed President.

#### 1.03 Post Office

The Corporation shall maintain a post office box in the Niagara Region to provide continuity for incoming correspondence (e.g. mailed membership applications) from one Board term to the next.

## SECTION TWO: DIRECTORS

As per the Articles of Amendment (October 5, 2024), the number of Directors for the Corporation shall range from 4-15. A Resolution also endorsed by the membership on the same date, authorized the Board to set the actual number of Directors within this range from time to time at its discretion.

Refer to Sections 2 and 5 of By-law #1 for requirements pertaining to Directors and Officers of the Corporation, notably President, Treasurer and Secretary. This section outlines the duties of those Director positions not covered by By-law #1 and offers more guidance regarding the filling of vacancies.

All Directors are required to:

- a. make every effort to attend Board and Member meetings and contribute respectfully to discussions;
- b. reply in a timely manner to electronic requests for information from Club members and other Board members;
- c. support the President in maintaining a high standard for Board conduct and uphold the Articles of Incorporation and By-laws; and
- d. perform such other duties as may from time to time be assigned by the President and/or Board of Directors.

## 2.01 Vice-President

The Vice-President shall assist the President in overseeing the annual plans and policies of the Corporation and shall:

- a. perform all duties assigned to him/her by the President and/or the Board;
- b. fulfill the duties of the President when the President is away or unable to fulfill his/her duties due to illness or other extenuating circumstances; and
- c. stand for election as President when the individual holding the office tenders their resignation from the position.

Should this position remain vacant, the Board shall appoint another Director to assume the duties of the Vic-President, until such time as the position is filled.

## 2.02 Communications Director

The Communications Director shall be responsible for creating, managing and distributing content to promote the Corporation's activities and resources. He/She shall:

- a. oversee all aspects of the Corporation's brand and image, collaborating with the Publicity Director to ensure sufficient copies of promotional materials are available for distribution;
- b. maintain and update the Corporation's website as required and act as the liaison with the website company as required when issues arise with the functioning of the website;
- c. maintain and update the Corporation's social media platforms, e.g. Facebook;
- d. create newsletters and news bulletins as required to communicate with the membership and ensure this information is also available on the website and other social media platforms;
- e. collaborate with the Publicity Director to ensure the display board remains current and relevant to existing and potential members; and
- f. monitor emails sent to [communications@thefreewheelers.com](mailto:communications@thefreewheelers.com) and the website Contact Us form and either provide a response or forward the email to the appropriate Director for a response.

## 2.03 Membership Director

The Membership Director shall be responsible for managing membership applications and renewals on an annual basis. He/She shall:

- a. sign up members and maintain a membership list using the Club's designated membership management software (Microsoft Excel as of December 1, 2009);
- b. act as the liaison with the Club's online payments service providers (currently Stripe and Events.com);
- c. pick up mail from the post office box and pass the information along to the appropriate Director; and
- d. Review Club waiver forms to ensure all participating riders are members in good standing and follow-up if their membership has lapsed.

#### 2.04 Publicity Director

The Publicity Director shall be responsible for identifying and coordinating opportunities that increase the visibility of the Corporation in the Niagara region and increase membership. He/She shall:

- a. promote events and programs being offered by the Club, including but not limited to the AGM and Annual Open House;
- b. maintain listings of media contacts and desired locations for promotional materials;
- c. document promotional activities undertaken each year and make recommendations for changes that will improve the visibility of the Club throughout the region;
- d. collaborate with the Communications Director to maintain/update the display board and all other promotional materials used by the Club; and
- e. recommend other initiatives to the Board/Membership that raise the profile of the Club.

#### 2.05 Safety and Education Director

The Safety and Education Director shall advise the Board and the Club membership on ways to improve the safety of cyclists. He/She shall:

- a. plan and organize educational workshops, seminars and clinics, and collaborate with the Assistant Tour Director on any workshops held for Tour Leaders;
- b. submit articles on cycling safety and related topics for publication in the newsletter;
- c. keep a log of all cycling accidents and incidents, which occur on Club rides and make regular reports to the Directors with recommendations on how to avoid future incidents; and
- d. represent the Club on committees and task forces focusing on cycling safety/advocacy and solicit feedback from the Board and/or Club membership on any recommendations to be made to those committees/task forces.

#### 2.06 Social Director

The Social Director shall organize and make arrangements for the various social activities for the Corporation and their guests. In consultation with the Board He/She shall:

- a. make decisions regarding food and beverages for Club events and arrange for the purchase and pick up of those items;
- b. ensure the Club's social bins are maintained, stocked and brought to events; and
- c. inquire about hall and meeting room rentals and make any bookings required.

#### 2.07 Tour Director

The Tour Director shall oversee and coordinate the annual bicycle-touring program and ensure the Ride Schedule meets the changing needs of Club members. He/She shall:

- a. maintain the accuracy of the annual Ride Schedule and be responsible for any changes or additions, inclusive of the end-of-year rollover to the next year;
- b. communicate with members regarding the Ride Schedule and related issues pertaining to Club rides (e.g. speed ranges and terrain) through Newsletter updates;

- c. ensure all documents and forms pertaining to the operation of the bicycle-touring program are reviewed annually and updated as needed;
- d. liaise with the Website Administrator and Communications Director to resolve technical issues pertaining to the Ride Schedule as they arise.
- e. recruit and support Tour Leaders, with the goal of having a designated Tour Leader for the majority of rides on the Ride Schedule;
- f. provide Tour Leaders with information they might request, e.g. a list of all their rides for a season or a list of potential routes for rides departing from a specific location;
- g. ensure Tour Leaders submit all waiver forms to the Membership Director following each ride and no later than the end of the riding season;
- h. oversee the Tour Leader Mentorship program, recruiting and matching mentors with new Tour Leaders;
- i. strive to fill requests for substitute Tour Leaders when a designated Tour Leader is unable to lead a particular ride; and
- j. edit and maintain an online spreadsheet of Tour Leaders, particularly prior to the start of a new season.

From time to time, at the Board's discretion, the Board may appoint an Assistant Tour Director to help support new and experienced Tour Leaders (duties f. through j. above).

## 2.08 Past President

The Past President shall:

- a. be the immediate outgoing President and shall hold this position for one year only; and
- b. provide the current President and Board of Directors with advice as necessary to ensure the continuity of programs and decisions made by the previous Board.

## 2.09 Director Availability and Involvement

Directors shall make themselves reasonably accessible to members and prospective members and as such shall:

- a. respond to emails and identified issues in a timely fashion;
- b. names and positions of all Directors shall be listed on the Club website and where appropriate in Club publications, e.g. newsletters and news bulletins; and
- c. make an effort to participate in Club rides and events to understand the operations of the Club, the needs of its members, and any arising issues that the Corporation may face.

## 2.10 Filling Vacancies

The Board shall be proactive in seeking qualified Club members who are willing to stand for election for a specific Officer or Director's position when an existing Officer or Director submits his/her resignation. This can be done by:

- a. identifying and approaching potential candidates to ascertain their interest and qualifications;



- b. publishing a list of vacancies in the Club newsletter and inviting interested members to contact the President and/or the current Director holding that portfolio for more information;
- c. Soliciting additional nominations from the membership in attendance at the AGM.

Once nominations for all vacancies have been received, nominations shall be closed. If there are two or more nominees for a Board position voting shall take place via a secret ballot. If there is only one nominee for a position, that individual shall be acclaimed to the position.

## 2.12 Orientation for New Directors

Outgoing Directors shall provide a brief orientation for incoming Directors that covers:

- a. an overview of key duties and responsibilities;
- b. the location of documents relevant to the position;
- c. contact information for any vendors utilized to fulfill the tasks of the position; and
- d. any questions the incoming Director may have about the Club and the Directorship.

## SECTION THREE: BOARD MEETINGS

### 3.01 Meetings

The Board shall meet regularly between September through June as deemed necessary by the President and/or at the request of at least three Directors of the Board. The Board may also conduct business via email and/or using online meeting platforms to address business arising from the minutes or for time-sensitive items.

It is the responsibility of the Secretary to prepare and circulate the meeting agenda one week prior to the Board meeting. The Secretary shall also record minutes at any meeting of the Board and ensure any decisions made through electronic or telephonic means are captured in the minutes of the next Board meeting.

### 3.02 Order of Business

The order of business at meetings of the Board shall follow standard accepted practice as follows:

- a. Call to Order
- b. Approve the Minutes of the last meeting
- c. Business Arising
- d. Directors' Reports
- e. New Business
- f. Date of Next Meeting
- g. Adjournment

## SECTION FOUR: FINANCIAL

### 4.01 Statements

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

### 4.02 Annual Statement

The Treasurer shall prepare an annual financial statement within 10 days of the end of the fiscal year for 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.

### 4.03 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.

### 4.04 Reimbursement

Board and Club members are entitled to reimbursement for any reasonable expenses incurred in the performance of their assigned duties. These expenses should be pre-approved by the Board, although the Board recognizes exceptions may arise. Receipts shall be submitted to the Treasurer for all claims of reimbursement.

## SECTION FIVE: OFFICERS

The Officers of the Corporation are deemed to be the positions of President, Vice-President, Treasurer and Secretary. Contracts, documents, cheques or any other instruments in writing requiring the signatures of the Corporation, shall be signed by any two signing Officers, and in the case of cheques, must meet and complete the requirements outlined by the bank to be recognized as a signing authority.

## SECTION SIX: PROTECTION OF DIRECTORS AND OTHERS

### 6.01 Duty of Diligence

Directors and Officers shall use reasonable care in making informed decisions and shall perform their duties in good faith, with the best interests of the Corporation and its members in mind.

### 6.02 Duty of Loyalty

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

### 6.03 Duty of Obedience

Directors and Officers shall perform their duties within the statutes and terms of the Corporation's Article and By-laws. They shall not authorize any action which is beyond the

Corporation's power nor participate in any activities which are contrary to regulations governing the Corporation.

#### 6.04 Insurance

The Corporation shall obtain insurance for the protection of all Directors, Officers and volunteers acting under the direction of any Director or Officer as stipulated in 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.

#### 6.05 Release and Waiver of Liability Agreements

A *Release and Waiver of Liability* agreement, approved by the Board of Directors, shall be signed annually by each member of the Corporation as part of the Membership Application Form. The form includes a Minor Release for Junior Member(s) that must be signed by a paid adult member of the Corporation who also agrees to accompany the Junior Member(s) on all rides and events offered by the Club. All Application Forms and Waivers will be stored in a secure manner by the Membership Director for the duration as required by law.

Furthermore, all members and guests shall sign a *Liability Release Form* prior to participating in a Club ride. These forms shall be submitted to the Membership Director by Tour Leaders following a ride. The Membership Director shall verify that those who participated in the ride have a current membership with the Club or, if a guest, have not exceeded the trial rides limit set by the Board.

#### 6.06 Privacy Act

The privacy of members' personal information shall be respected and protected. Members consent to permitting the Corporation to publish photos and appropriate information in Club publications when they sign their Membership Application Form. The Club agrees this information will be used solely for those purposes.

### SECTION SEVEN: CONFLICT OF INTEREST

Refer to Section 7 of By-Law #1 and Sections 6.02 and 12.03 in these Operational Guidelines for requirements pertaining to conflict of interest.

### SECTION EIGHT: MEMBERS

#### 8.01 Confirmation of Membership

Each member shall receive confirmation of their annual membership. This will take the form of a membership card if the renewal is made in person or an electronic notice if the renewal is submitted online.

## 8.02 Types of Membership

There shall be three types of membership recognized by the Corporation:

### a. Adult Member

Adult members are individuals over the age of 18 who make application and pay the single membership fee as set by the Board.

### b. Junior Member

Individuals under 18 years of age are only permitted to join within a Family membership and are deemed Junior Members with limited privileges as outlined in By-law #1.

### c. Family Membership

Family memberships are available to couples and/or any related group of individuals residing at the same address (inclusive of Junior Members) who make application and pay the membership fee as set by the Board.

## 8.03 Conditions of Membership

A Junior Member must be accompanied on all rides and at all events by an Adult Member of the Corporation, who has agreed in writing (see 6.05) to be responsible for the Junior Member.

Participation in events organized by members of the Club and not covered by the Club's insurance policy are undertaken at the individual members' discretion and personal liability.

## 8.04 Transfer of Membership

Memberships in the Corporation shall not be transferrable.

## 8.05 Fees

- a. There shall be regular membership fees set by the Board to cover the general administration of the Corporation, including but not limited to things like the cost of insurance, promotional materials, meeting supplies and other purchases deemed necessary by the Board.
- b. A separate fee may be levied for out-of-region tours, events, workshops or other activities of the Corporation, as deemed appropriate by the Board.
- c. The Board shall review the membership fees annually prior to the AGM and where an increase is deemed necessary for the financial health of the Corporation shall place a resolution to that effect to the membership for approval at the AGM.

## 8.06 Volunteer Opportunities

Members are encouraged to contribute a portion of their time to support the Club's activities. Volunteer roles include holding office on the Board, acting as a Tour Leader, assisting at social

events, conducting educational workshops, attending Public Information Centres (PICs) and other meetings where cycling safety and infrastructure are being discussed.

Returning members are strongly encouraged to volunteer as a Tour Leader for at least one Club ride per season.

## SECTION NINE: MEMBERS MEETINGS

### 9.01 Member Meetings

Section 9 of By-law #1 outlines the requirements pertaining to the two types of Member Meetings the Corporation is obligated to hold under the Ontario Non-Profit Corporations Act: the AGM and Special Member Meetings. Refer to Section 9 in By-Law #1 for specific guidance about timing, notice, agenda items, chair, quorum and voting.

### 9.02 Public Information Sessions (PICs)

A PIC is an open meeting where members and non-members are encouraged to attend to find out information about the Club and other issues pertaining to cycling. The Board commits to holding an Annual Open House in the spring in partnership with local bike shops and to consider other opportunities to promote the Club and safe cycling practices across the region throughout the year.

### 9.03 Awards

Awards for service as determined by the Board shall usually be presented at either the AGM or the Annual Open House. The Club shall also encourage members to participate in The Kilometer Club and shall issue a certificate annually at the AGM to acknowledge the kilometers cycled the previous year by participating members.

## SECTION TEN: NOTICES

In addition to the methods of notice outlined in By-law #1, the Club shall also utilize electronic messaging, notably the Home page on the Club's website, newsletters, news bulletins, and social media posts.

## SECTION ELEVEN: ADOPTION AND AMMENDMENT OF BY-LAWS

### 11.01 Review

The Board should review the Amended Articles of Incorporation and By-law #1 at a minimum of every other year (even-numbered years) and not less than 90 days prior to the AGM to ensure it complies with current legislation and reflects the current practices of the Corporation.

### 11.02 Making Changes

Any proposed changes to the Articles of Incorporation and/or By-Law #1 must first be approved by the Board and then presented to the membership at the AGM or Special Members Meeting for a vote before the changes can be adopted.

## 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 and stored securely.

### 12.02 Community Participation

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

### 12.03 Donations Made by the Corporation

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.

Decisions about the type and amount of the donation shall be based on the:

- i. Corporation's financial capacity;
- ii. Degree of alignment with the Corporation's purpose and values (for example, promote and support cycling); and the
- iii. Belief of the Board that the donation will build and sustain relationships between members and like-minded organizations and make a positive difference in the community.

The monetary ranges suggested below shall be reviewed annually by the Board and adjusted based on the principles outlined above.

- a. Memorial Donations: \$50-\$100 for members and their immediate family (partner/spouse, parent, child, sibling).
- b. Charitable Organizations/Fundraisers: \$50-\$250
- c. Projects/Events: \$100-\$500

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.

### 12.04 Storage and Destruction of Organizational Documents

All Board members are responsible for ensuring the safe and secure storage of all documents, both print and electronic, pertaining to the operation of the Corporation in accordance with all Federal and Provincial document retention requirements.

a. [Print Documents](#)

Board members shall ensure all paper copies of documents containing confidential information in their possession (examples: membership forms, liability waivers, incident reports, financial statements) are stored in a manner that protects the confidentiality of that information. These documents shall be turned over to the incoming Director for that position at the end of the Board member's term of office.

Any print copies of documents and forms that do not need to be retained for historical or legal purposes shall be shredded or otherwise disposed of, in a manner that ensures the confidentiality of that information is protected, by the Director responsible for those documents prior to the completion of their term of office.

b. [Electronic Documents](#)

The Board shall utilize a cloud storage platform to ensure current and future Board members have access to all documents pertaining to the operation of the Club and their respective portfolios. Editing privileges within individual folders shall be given to those Board members who are responsible for maintaining and uploading content into those folders. All other Board members shall have read only privileges.

Board members shall be responsible for uploading relevant documents to the Cloud folders linked to their positions. All electronic files stored on a Board member's personal computer shall be either uploaded to the relevant Cloud folders or deleted prior to the completion of their term of office

The Secretary of the Corporation shall:

- provide administrative oversight to the cloud storage system;
- maintain and update a master list of folders and documents every two years;
- ensure folders and documents are reviewed every two years and purged of any documents no longer relevant to the operation of the Corporation and/or older than seven years (e.g. financial records, meeting minutes); and
- maintain a back-up of all documents in the Cloud storage system on a USB thumb drive.

## [12.05 Revision History](#)

May 15, 2020 (Formatting); November 2024 (full update)