

BY-LAWS TO REGULATE THE AFFAIRS OF THE:



NORTHUMBERLAND HILLS
CYCLING CLUB

1.0 DEFINITIONS AND INTERPRETATIONS

1.1 DEFINITIONS

- 1.1.1 “Board” shall mean the Board of Directors of the NHCC;
- 1.1.2 “By-Laws” shall mean the By-Laws of the NHCC which may be amended from time to time;
- 1.1.3 “Member” shall mean a member of the NHCC;
- 1.1.4 “Member of the Board” or “Board Member” shall mean a person who has been duly elected or appointed to the Board in a manner consistent with the By-Laws contained herein;
- 1.1.5 “General Meeting” shall mean a meeting where all members of the NHCC are invited to attend;
- 1.1.6 “Club” shall mean the Northumberland Hills Cycling Club (NHCC)

1.2 INTERPRETATIONS

- 1.2.1 Wherever the words “He”, “Him”, or “His” appears, these shall be deemed to mean either “He”, “Him” or “His”, or “She”, “Her” or “Hers”.

2.0 NAME

- 2.1 The name of this organization, incorporated as an organization under the laws of the Province of Ontario, shall be Northumberland Hills Cycling Club, hereinafter referred to as NHCC
- 2.2 This name shall also be registered with the appropriate governing bodies of cycling sport.
- 2.3 Where necessary, such as on Club jerseys, the name may be abbreviated to: NHCC.

3.0 AFFILIATIONS

- 3.1 The Club may or may not be registered with the Ontario Cycling Association, and through this affiliation with the Canadian Cycling Association.
- 3.2 The Club may affiliate with any other cycling organizations provided that it is beneficial to all members, a significant number of members, or becomes a requirement of either of the Government or other governing bodies, or if it is approved by quorum vote by the Executive.

4.0 PURPOSE

- 4.1 The primary purpose of the NHCC is to foster and promote the sport and pastime of recreational cycling.
- 4.2 The NHCC shall organize events to promote cycling, training, social and pleasure rides.

5.0 MEMBERSHIP

5.1 ELIGIBILITY

- 5.1.1 Persons are eligible for membership in the year of their 12th birthday and all subsequent years.
- 5.1.2 Persons must complete and sign a Club Application and Waiver.
- 5.1.3 Persons must pay an annual membership fee.
- 5.1.4 The Board shall make the final determination as to the eligibility of any applicant.

5.2 MEMBERSHIP FEES

- 5.2.1 Membership fees may be set from time to time by the Board of Directors and must be ratified by the membership at an annual general meeting.
- 5.2.2 Membership fees shall provide membership in the NHCC commencing either January 1 or the date of application, whichever comes last and expires on December 31 of the same year.

5.3 RIGHTS AND OBLIGATIONS OF MEMBERS

- 5.3.1 A Member shall be deemed to be in good standing when not in arrears of the payment of annual membership fees or other sums due from time to time to the NHCC.
- 5.3.2 A Member shall be entitled to notice of, and to attend all General Meetings and shall be entitled to one vote at all such meetings.
- 5.3.3 A Member shall be entitled to participate in any event sponsored by the NHCC. In such circumstances where the regulation or By-Laws of another organization also apply, those additional By-Laws will take precedence over this article.
- 5.3.4 A Member is obliged to abide by the Highway Traffic Act and to uphold the good name of cycling at all times.

5.4 TERMINATION OF MEMBERSHIP

- 5.4.1 The Board by resolution may declare, any time that it is of the opinion that a Member is not acting in the best interest of the NHCC, and may, by a two-thirds vote, terminate the membership of a member.
- 5.4.2 Any member who is expelled from the NHCC shall forthwith forfeit all rights, claims and interests arising from or associated with membership in the NHCC.

6.0 MEETINGS

6.1 GENERAL MEETINGS

- 6.1.1 General Meetings of NHCC may be called by the President, the Board of Directors, or 20% of the members requesting a meeting subject to the provisions of the Ontario Corporations Act, Letters Patent or Supplementary Letters Patent and the requirement for notice contained therein.
- 6.1.2 All General Meetings of NHCC shall be open to attendance by any Member or interested person. Any interested persons may, at the discretion of the Chair of the meeting, have the privilege of speaking at any meeting of NHCC. Any such meeting may move into closed session of the members if required.

6.2 ANNUAL GENERAL MEETING

- 6.2.1 An Annual General Meeting of NHCC shall be held within 90 days of the close of the fiscal year within Northumberland County as the Board of Directors shall decide. The purpose of the Annual General Meeting shall be to receive financial, and management statements for the past year; to receive the report of the President, to address resolutions on policy and the By-laws; to appoint auditors, counsel, or other professional services as required; and to elect members to the Board of Directors for the coming year.

6.3 NOTICE OF MEETINGS

- 6.3.1 Notice for any meeting of NHCC shall be given at least 4 days prior to the date fixed for such meetings, by publication on the Club's website or by email to all members shown on the books of NHCC. Such notice of any meeting of members shall state the time and place of the meeting and the general nature of the business to be transacted.

6.4 OMISSIONS AND ERRORS OF MEETING NOTICE

- 6.4.1 Accidental omission to give notice of any meeting of NHCC to any member or members, or the non-receipt of notice of any meeting by a member or members, shall not invalidate any resolution passed or any action taken at any such meeting.

6.5 SIGNATURE TO NOTICES

- 6.5.1 The signatures to any notice to be given by the NHCC may be written, stamped, typewritten, scanned, facsimile representation, or printed or partly written, stamped, typewritten, scanned, facsimile reproduced, or printed.

6.6 QUORUM

- 6.6.1 The quorum for any members meeting of NHCC shall be a minimum of 10% of members, or 4 members (whichever is less), of members in good standing.

7.0 BOARD OF DIRECTORS

7.1 GENERAL

7.1.1 The affairs of the NHCC shall be administered by a Board of Directors elected at an Annual General Meeting. Subject to increase or decrease in number by special resolution, the Board shall consist of 5 directors. Any member in good standing shall be eligible for election to the Board of Directors.

7.2 MEMBERSHIP AND TERM OF OFFICE

7.2. The Officers of NHCC (President, Vice President, Secretary, and Treasurer) shall be selected by the Board of Directors by the second meeting of the Board following the Annual General Meeting. Vacancies within the Board of Directors shall be filled by any member in good standing, and elected by the Membership at the Annual General Meeting for a term duration of 3 years with a maximum of two (2) terms, expiring at the Annual General Meeting.

7.3 QUORUM

7.3.1 Quorum for any meeting of the Board of Directors shall be a simple majority of the members.

7.4 DUTIES OF THE BOARD OF DIRECTORS

7.4.1 The Board shall be responsible for developing the strategic directions and policies for NHCC in consultation with members.

7.4.2 The Board of Directors shall be responsible for the operation of the affairs of NHCC, in accordance with sound management principles, and for carrying out decisions of NHCC. The Board, subject to membership approval, shall create staff positions as necessary to assist in carrying out these responsibilities and to represent NHCC consistent with its Purpose.

7.4.3 The Board of Directors shall possess such powers and authority, in addition to those specifically prescribed herein, as may be necessary to complete the execution of the Purpose of the Corporation, within the limits set by the Articles of Incorporation, these By-Laws, and actions of NHCC.

7.5 RESIGNATION OR REMOVAL

7.5.1 In the event of death, resignation, or removal of a member of the Board of Directors, the Board of Directors shall fill the vacancy, subject to approval at a subsequent General Meeting of the NHCC.

8.0 OFFICERS

8.1 DUTIES OF OFFICERS

8.1.1 **President** The President shall be the chief executive officer of NHCC, and shall chair meetings of the NHCC and the Board of Directors. The President shall also serve as an ex-officio member of all committees, or may select a designate for such.

8.1.2 **Vice-President** The Vice-President shall assist the President and, in the event of the disability of the President, shall perform the duties of the President.

8.1.3 **Secretary** The Secretary shall uphold the provisions and requirements in the Letters Patent and by-laws of the NHCC. The Secretary shall maintain membership lists of both NHCC and the Board of Directors, shall be responsible for ensuring the legality of the voting at NHCC meetings, and shall be responsible for keeping a minute book of the meetings of the NHCC and the Board of Directors.

8.1.4 **Treasurer** The Treasurer shall ensure that full and accurate accounts of all receipts, deposits, and disbursements of all money, cheques, and other obligations of credit of NHCC are maintained in such depository or depositories designated by the Board of Directors. The Treasurer shall ensure that any disbursement of funds occurs only in accordance with established accounting principles and practices, and that a complete annual statement for the past fiscal year is provided at each Annual General Meeting of the NHCC.

8.2 EXECUTION OF DOCUMENTS

- 8.2.1 **Signing Officers:** Deeds, transfers, assignments, contracts and obligations of the NHCC may be signed by the President or a Vice-President or a Director together with the Secretary or Treasurer. Notwithstanding this, the Board may at any time and from time to time direct the manner in which and the person or persons by whom any particular deed, transfer, contract or obligation or any class of deeds, transfers, contracts or obligations may be signed.

8.3 VACANCIES

- 8.3.1 In the event of a vacancy among the Officers of NHCC or Board, the Board of Directors is authorized to perform the duties vacated or to appoint an acting Officer until such time as a meeting of NHCC can elect a replacement.

9.0 FINANCIAL PROVISIONS

9.1 GENERAL

- 9.1.2 Funds and assets of NHCC shall be used in accordance with the Purpose, and for administrative expenses incurred in conducting the affairs of the NHCC and the finances of the NHCC shall be managed by the Board of Directors.

9.2 FISCAL YEAR

- 9.2.1 The fiscal year of NHCC shall be from January 1st to December 31st.

9.3 BUDGET

- 9.3.1 A budget covering anticipated revenue and proposed expenditures for the fiscal year shall be adopted by the Board of Directors and presented to the Annual General Meeting. Adjustments in line items necessitated by unexpected expenses or revenue curtailment shall be approved by the Board, except that the President and Treasurer may authorize expenditures or actions of an emergency nature to protect the assets of the NHCC.

9.4 PAYMENT OF ACCOUNTS

- 9.4.1 No bill or account against the NHCC shall be paid without approval of the Treasurer or the Board. No commitment or contract may be entered into by any officer or any other person on behalf of NHCC that is not approved by the Board or directly pursuant to an approved project. Any board member with signing authority on the Club's bank account may individually sign cheques for amounts under \$100. Any amount that exceeds \$100 shall require the signature of two (2) authorized Directors.

9.5 INDEMNITY OF OFFICERS AND DIRECTORS

- 9.5.1 The Officers, Directors, and Executive Director should there be one, their heirs, executors and administrators, estate and effects, respectively, shall at all times be indemnified and saved harmless out of the funds of the NHCC from and against:
- all costs, charges, and expenses whatsoever incurred in any action, suit, or proceeding brought in respect to any act, deed, or matter whatsoever performed in the execution of duties of the NHCC; and,
 - all other costs, charges, and expenses incurred for duly approved NHCC activities, except such as may be caused by wilful neglect or default.

9.6 CONFLICT OF INTEREST

- 9.6.1 Any member of NHCC, or any organization, firm, or family of any member of the NHCC, who stands to benefit from compensation for service rendered to the NHCC, with the exception of actual expenses, shall declare a conflict of interest and withdraw from any discussion when approval of the service is sought by a committee, the Board, or the NHCC. Should the NHCC enter into any contract with such a declared conflict of interest, the member with the conflict shall be precluded from participating in any management decisions regarding that project.

9.7 EMPLOYEE EXCLUSION

- 9.7.1 No employee of the NHCC shall be eligible to serve as a member of the Board of Directors.

10.0 GENERAL PROVISIONS

10.1 SEAL

- 10.1.1 The seal of NHCC shall contain the words "Northumberland Hills Cycling Club". The President shall be responsible for the seal of the NHCC.
- 10.1.2 Affixation of Seal to documents: Any person authorized to sign any document may affix the corporate seal thereto.

10.2 ROLES AND RESPONSIBILITIES

- 10.2.1 The roles and responsibilities of the NHCC, Board of Directors, committees of the Board of Directors, and the Executive Director, should there be one, are set out in Schedule A to this By-Law, and may be amended from time to time by the Board of Directors.

10.3 AMENDMENTS TO BY-LAWS

- 10.3.1 Amendments to By-laws of the NHCC may be considered by the members present at a general meeting provided that the proposed change has been sent to members by regular mail, by e-mail or by publication on the NHCC's website no less than one week before the date of the general meeting of the NHCC. Amendments to the NHCC By-laws can be proposed only by a member of the NHCC in good standing and must be submitted along with the endorsement of at least one other member of the NHCC in good standing not less than one week before the date for the general meeting. Amendments to the NHCC By-laws which are considered by the members at a general meeting require the support of 75% of the members present at the general meeting to pass..

10.4 DISSOLUTION

- 10.4.1 In the event of the dissolution of the NHCC, all assets, real and personal, shall be distributed to such organizations qualified as charitable organizations under Canadian or Ontario statute, and which have goals similar to those of the NHCC.

10.5 EFFECTIVE DATE

- 10.5.1 This By-law shall come into force when enacted by the directors.

10.6 ENACTMENT

- 10.6.1 ENACTED by the Board of Directors the _____ day of _____, 2013 (year)

(Corporate Seal)

By-Law #1, Schedule A

Roles and Responsibilities

A: NHCC Members

1. Review and approve the organization's Purpose.
2. Elect directors.
3. Appoint auditor, as needed.
4. Ratify By-law amendments.
5. Review and approve the proposed annual NHCC budget at Annual General Membership meetings.

B. NHCC Board of Directors

1. Develop and decide the organization's Strategic Directions and policies.
2. Execute the decisions of the NHCC.
3. Approve new Members.
4. Fill vacancies in Board positions, to be ratified by the NHCC.
5. Personnel oversight, evaluation, compensation and employment decisions.
6. Exercise the fiduciary responsibilities of the organization and take any actions required to ensure the organization's compliance with law and its contractual obligations. This includes spending authority within the approved annual budget and organizational finances and accounts (which may be delegated to a Management Committee).
7. Have final authority with regards to the property, funds and other assets of the organization including any registered intellectual property such as trademarks, service marks, logos etc.
8. Establish and appoint subcommittees, task groups and working groups.