

Bylaw as amended by Special Resolution passed at the  
General Meeting of the Society on February 1, 2023  
Amendments shown underlined.

## **BYLAWS**

### **Bylaws of Bike Victoria Society (the "Society")**

#### **Part 1 – Definitions and Interpretation**

##### **Definitions**

##### **1.1 In these Bylaws:**

"**Act**" means the *Societies Act* of British Columbia as amended from time to time;

"**Board**" means the Directors of the Society;

"**Bylaws**" means these Bylaws as altered from time to time.

##### **Definitions in Act apply**

1.2 The definitions in the Act apply to these Bylaws.

##### **Conflict with Act or regulations**

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

#### **Part 2 – Members**

##### **Application for membership**

2.1 A person becomes a member on completion of the membership application and payment of the required membership dues.

## **Duties of members**

- 2.2 Every member must uphold the constitution of the Society and must comply with these Bylaws.

## **Amount of membership dues and form of membership application**

- 2.3 The Board may determine the amount of the membership dues, if any, and the form of the membership application at its sole discretion.

## **Member not in good standing**

- 2.4 A member is not in good standing if the member fails to pay the member's membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.

## **Member not in good standing may not vote**

### **2.5 A voting member who is not in good standing**

- (a) may not vote at a general meeting, and;
- (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

## **Termination of membership if member not in good standing**

- 2.6 A person's membership in the Society is terminated if the person is not in good standing for 12 consecutive months.

## **Part 3 – General Meetings of Members**

### **Time and place of general meeting**

- 3.1 A general meeting must be held at the time and place the Board determines, or by an electronic meeting.

### **Ordinary business at general meeting**

#### **3.2 At a general meeting, the following business is ordinary business:**

- (a) adoption of rules of order;
- (b) consideration of any financial statements of the Society presented to the meeting;
- (c) consideration of the reports, if any, of the Directors or auditor;
- (d) election or appointment of Directors;
- (e) appointment of an auditor, if any;

- (f) business arising out of a report of the Directors not requiring the passing of a special resolution.

### **Notice of special business**

- 3.3 A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

### **Chair of general meeting**

- 3.4 The following individual is entitled to preside as the Chair of a general meeting:
  - (a) the individual, if any, appointed by the Board to preside as the Chair or Co-Chair;
  - (b) if the Board has not appointed an individual to preside as the Chair or Co-Chair or the individual appointed by the Board is unable to preside as the chair, one of the other Directors present at the meeting.

### **Alternate Chair of general meeting**

- 3.5 If there is no individual entitled under these Bylaws who is able to preside as the Chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the Chair.

### **Quorum required**

- 3.6 Business, other than the election of the Chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

### **Quorum for general meetings**

- 3.7 The quorum for the transaction of business at a general meeting is 25 voting members or 10% of the voting members, whichever is less.

### **Lack of quorum at commencement of meeting**

- 3.8 If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,
  - (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and;
  - (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for

holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

### **If quorum ceases to be present**

- 3.9 If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

### **Adjournments by Chair**

- 3.10 The Chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

### **Notice of continuation of adjourned general meeting**

- 3.11 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

### **Order of business at general meeting**

- 3.12 The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting,
  - (i) receive the Directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements
  - (ii) receive any other reports of Directors' activities and decisions since the previous annual general meeting
  - (iii) elect or appoint Directors, and
  - (iv) appoint an auditor, if any;

- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) terminate the meeting.

### **Methods of voting**

**3.13** At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members including by electronic means or by electronic ballot, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the Chair of the meeting, voting must be by a secret ballot.

### **Announcement of result**

**3.14** The Chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

### **Proxy voting not permitted**

**3.15** Voting by proxy is not permitted.

### **Matters decided at general meeting by ordinary resolution**

**3.16** A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

## **Part 4 – Directors**

### **Number of Directors on Board**

4.1 The Society must have no fewer than 3 and no more than 14 Directors.

### **Election of Directors**

4.2 At annual general meetings, the voting members entitled to vote for the election of Directors must elect the Board. Directors shall be elected for a term of 2 years, expiring at the end of the second annual general meeting after their election.

### **Appointment of Directors**

4.3 The Board may, at any time, appoint a member as a Director to fill a vacancy on the Board. Directors shall be appointed for a term expiring at the end of the second annual general meeting after their appointment.

### **Term limits**

4.4 Directors may serve no more than 3 consecutive terms before taking an absence from the Board of at least 2 years.

### **Vacation of office**

4.5 The office of a Director will be deemed vacated if the Director:

- (a) resigns by notice in writing to the Secretary;
- (b) stops being a member of the Society; or
- (c) fails to attend 3 regularly scheduled Board meetings in one calendar year without just cause. Just cause means illness, family emergency, a Board-approved leave of absence or any other reason acceptable to the Board.

4.6 If the Board determines that the office of a Director has been vacated under the terms of section 4.5, the Chair or Co-Chair shall notify that Director within a reasonable period following such determination.

### **Removal of Directors**

4.7 A Director may be removed from office by special resolution of the members at a general meeting and another Director may be elected by ordinary resolution to serve during the balance of the term or for a term of 2 years, expiring at the end of the second annual general meeting after their election.

## **Part 5 – Directors’ Meetings**

### **Calling Directors’ meeting**

5.1 A Directors’ meeting may be called by the Chair or Co-Chair or by any 2 other Directors.

### **Notice of Directors’ meeting**

5.2 At least 2 days’ notice of a Directors’ meeting must be given unless all the Directors agree to a shorter notice period.

### **Proceedings valid despite omission to give notice**

5.3 The accidental omission to give notice of a Directors’ meeting to a Director, or the non-receipt of a notice by a Director, does not invalidate proceedings at the meeting.

### **Conduct of Directors’ meetings**

5.4 The Directors may regulate their meetings and proceedings as they think fit.

## **Quorum of Directors**

5.5 The quorum for the transaction of business at a Directors' meeting is a majority of the Directors.

## **Executive Director**

5.6 The person who is the chief executive officer of the Society (regardless of job title) may attend Directors' meetings but may only attend in camera portions of such meetings with the permission of the Directors present.

## **Committees**

5.7 The Board may by resolution create one or more committees which may, but are not required to, include some or all of the Directors or some regular Members who are not Directors.

## **Role of Committees**

5.8 The Board may develop or ask the Committee to develop a term of reference setting out the purpose and objectives of the committee. Committees are responsible for making best efforts to implement the terms of reference approved by the Board. Any activity of the Committee must be approved by the Board. A Committee does not have authority to make decisions on behalf of the Board or the Society.

# **Part 6 – Board Positions**

## **Election or appointment to Board positions**

6.1 Directors must be elected or appointed to the following Board positions, and a Director, other than the Chair, may hold more than one position:

- (a) Chair and Vice-Chair or 2 Co-Chairs;
- (b) Secretary;
- (c) Treasurer.

## **Directors-at-Large**

6.2 Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as Directors-at-Large.

## **Role of Chair and Vice-Chair or the Co-Chairs**

6.3 The Chair or Co-Chairs are responsible for:

- (a) providing leadership to the Board;
- (b) making sure the Board adheres to its Bylaws;
- (c) encouraging Directors to participate in meetings and activities;
- (d) keeping the Board's activities focused on the organization's mission;
- (e) evaluating the effectiveness of the Board's decision-making process;
- (f) presenting a report of the Corporation's general activities in the preceding year at the annual meeting of Members;
- (g) convening regularly scheduled Board meetings;
- (h) acting as a signing authority and signing official documents of the Society as required.

If the Chair or one of the Co-Chairs is unable to act, the Vice-Chair or the other Co-Chair will carry out their duties.

### **Role of Secretary**

6.5 The Secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of general meetings and Directors' meetings;
- (b) taking minutes of general meetings and Directors' meetings;
- (c) keeping the records of the Society in accordance with the Act;
- (d) conducting the correspondence of the Board;
- (e) filing the annual report of the Society and making any other filings with the registrar under the Act.
- (f) Acting as a signing authority and signing official documents of the Society as required.

### **Absence of Secretary from meeting**

6.6 In the absence of the Secretary from a meeting, the Board must appoint another individual to act as Secretary at the meeting.

### **Role of Treasurer**

6.7 The Treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and banking monies collected from the members or other sources;



- (b) keeping accounting records in respect of the Society's financial transactions;
- (c) preparing the Society's financial statements;
- (d) making the Society's filings respecting taxes;
- (e) presenting financial reports at the annual meeting of members;
- (f) Providing financial updates at each Board meeting;
- (g) Making sure all necessary financial reports are filed;
- (h) Provides financial recommendations to the Board;
- (I) Assisting in the preparation of the annual budget;
- (j) Acting as a signing authority and signing official documents of the Society as required.

## **Part 7 –Signing Authority**

### **Signing authority**

- 7.1 A contract or cheque in the ordinary course of the Society's operations may be signed on behalf of the Society by any Director or Officer or by any person authorized by the Board.
- 7.2 Any expenditure that is a material change to the approved budget must receive prior approval from the Board.

## **Part 8- Provisions that may be amended by unanimous resolution only**

- 8.1 In the event that the Society should, at any time, be wound up or dissolved, the remaining assets, after payment of all debts and liabilities, shall be turned over to a recognized charitable organization with purposes similar to those of the Society or if this cannot be done, to another recognized charitable organization in the Province or elsewhere in Canada as directed by the members.
- 8.2 The term "recognized charitable organization" in Bylaw 8.1 means a charitable organization or charity that the Canada Revenue Agency recognizes as such under the provisions of the *Income Tax Act* (Canada) from time to time in effect.

8.3 The Society shall carry out its purposes without purpose of financial gain for its members, and shall use any profits or other accretions to the Society for promoting its purposes, and shall carry out its purposes on an exclusively charitable basis.

8.4 The Society shall not pay, employ, or remunerate any Director for being or acting as a director, or for any other services unless the remuneration is approved by all other Directors present at the meeting where approval is considered, but the Society may reimburse a Director or any officer for all expenses necessarily and reasonably incurred while engaged in the affairs of the Society.

8.5 Notwithstanding Bylaw 3.16, and the definition in the *Societies Act* of "special Resolution", Bylaws 8.1, 8.2, 8.3, 8.4, and this section 8.5 may only be altered by a unanimous decision of all the voting members of the Society.

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