

## Complete BCCC Bylaws (2017 Approved)

### **Constitution and Bylaws of The British Columbia Cycling Coalition society**

#### **CONSTITUTION**

##### **1. SOCIETY NAME**

The name of the society is:

THE BRITISH COLUMBIA CYCLING COALITION

##### **2. PURPOSES**

The purposes of the society are:

To represent the interests of cyclists provincially, to secure their recognition in policy and programs affecting transportation cycling, for both transportation and recreational travel and to provide support to cyclists and cycling organizations provincially.

To accomplish this purpose the Society has adopted the following:

- a. To promote the use of the bicycle as transportation and recreational travel;
- b. ensure its recognition in legislation and policy;
- c. To integrate cycling into the transportation network and secure public investments in on-road and off-road infrastructure proportionate to its potential;
- d. To instigate a provincial role in promoting cycling consistent with its health, recreation, economic and environmental benefits;
- e. To raise the profile of cycling with government and improve its image and status with the public;
- f. To pursue cycling safety through education;
- g. To support the development of local cycling coalitions and other cycling bodies to secure improved conditions for cyclists;
- h. To promote cooperation, safety and respect among all road users;
- i. To encourage more people to ride bicycles more often.

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#### **BYLAWS**

##### **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 board of directors of the society;

**“Bylaws”** means these Bylaws as altered from time to time.

**“Organization”** means body corporate, partnership, trust and unincorporated organization.

### **Definitions in Act apply**

1.2 The definitions in the Act apply to these Bylaws.

### **Interpretation**

1.3 In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual or Organization.

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

1.4 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) A person, may apply to the Board for membership in the Society, and the person becomes a member upon the Board’s acceptance of the application, except in the case of applicants for monthly membership who shall become members on acceptance by the Board and once payments have been made to the equivalent of 50% of the applicable full annual membership rate.

(b) A Member can be an individual or an Organization. All members are voting members. Organization members must appoint a person to represent the Organization. If an Organizational member’s appointee is also an individual member, they may participate in general meetings as an individual member or as an Organizational appointee but not both.

### **Duties of members**

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

### **Amount of membership dues**

2.3 The amount of the membership dues, if any, must be determined by ordinary resolution at a general meeting.

### **Members in good standing**

2.4 All members are in good standing other than members who are not in good standing

### **Member not in good standing**

2.4 All members are in good standing except a member who has failed to pay his or her current membership fee, or any other subscription or debt due and owing by the member to the society, and the member is not in good standing so long as the debt remains unpaid.

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

2.5 A voting member who is not in good standing may not

- (a) vote at a general meeting, or
- (b) consent to a resolution of members.

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

2.6 A person ceases to be a member of the society

- (a) if the person is not in good standing for 12 consecutive months;
- (b) if the person resigns, is expelled, or dies;

2.7 Sections 2.4 and 2.6 notwithstanding, a person may be expelled by a special resolution of the members passed at a general meeting.

- (a) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
- (b) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

## **Part 3 Meetings of Members**

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

3.1 A general meeting must be held at the time and place the Board determines.

### **Ordinary business**

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

- (a) adoption of rules of order;
- (b) consideration of the financial statements of the Society;
- (c) consideration of the auditor's report, if any;
- (d) consideration of the directors' report on the financial statements, and any other directors' reports to the members;
- (e) consideration of a resolution that proposes to increase or decrease the number of directors;
- (f) election or appointment of directors

(g) the appointment of an auditor, if the Society is required to have an auditor.

### **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 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;
- (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unwilling or unable to preside as the chair,
  - (i) the president of the Society;
  - (ii) the vice-president of the Society, if the president is unwilling or unable to preside as the chair;
  - (iii) one of the other directors present at the meeting, if the president and vice-president are unwilling or unable to preside as the chair.

### **Alternate chair of meeting**

**3.5** If, at a general meeting,

- (a) there is no director present within 15 minutes from the time set for holding the meeting, or
- (b) none of the directors present is willing and able to preside as the chair of the meeting,

the members who are present must elect one of those members 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 conducted at a general meeting unless a quorum of voting members is present.

### **Quorum for general meetings**

3.7 A quorum at a general meeting is ten percent (10%) of the voting members or ten (10) members, whichever is less, but never less than five (5) members.

### **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 and another meeting must be scheduled within 30 days, with date and time determined by the Board, with notice to members, 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 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 conducted 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 any 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 a person 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, and
  - (iii) elect or appoint directors;
  - (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.

### **Resolution need not be seconded**

3.12 A resolution proposed at a general meeting need not be seconded.

### **Chair may propose resolution**

3.13 The chair of a general meeting may propose a resolution.

### **Chair has no casting or second vote**

3.14 The chair of a general meeting does not have a casting or second vote at the meeting in addition to the vote to which the chair may be entitled as a member.

### **Methods of voting**

**3.15** At a general meeting, voting must be by show of hands except that if, before or after any vote by show of hands, 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 secret ballot.

**3.16** Section 3.15 notwithstanding, if the Society chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a general meeting, any person entitled to attend such a meeting may participate in the meeting by means of such telephonic, electronic or other communication facility. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, by means of any telephonic, electronic or other communication facility that the Society has made available for that purpose.

### **Announcement of result**

3.17 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**

3.18 Voting by proxy is not permitted.

## **Part 4 Directors**

## **Number of directors on Board**

4.1 The Society must have a board of directors consisting of no fewer than 5 or greater than 15 directors, plus the past president if serving, or a different greater number as determined from time to time at a general meeting.

## **Election or appointment of directors**

4.2 At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint a president and a board of directors.

## **Director terms of office**

**4.3** (a) The term of office for directors and officers of the Society shall be two years.

(b) An election may be by acclamation, otherwise it must be by ballot.

## **Directors may fill casual vacancy on board**

**4.4** The directors may at any time, by directors' resolution, appoint a member as a director to fill a vacancy that arises on the board of directors as a result of the resignation, death or incapacity of a director during the director's term of office.

## **Term of appointment of director filling casual vacancy**

**4.5** A director appointed under Bylaw 4.4 ceases to be a director at the end of the term of office of the individual whose departure from office created the vacancy, or at the next general meeting of members, at the discretion of the Board.

## **Remuneration of directors**

4.6 A director must not be remunerated for being a director, but a director may receive remuneration for services provided to the Society in another capacity.

## **Part 5 Proceedings of Directors**

### **Calling of Board meeting**

5.1 Any director may at any time convene a meeting of the Board.

### **Notice of Board meeting**

5.2 At least 7 days' notice of a Board meeting must be given unless all the directors agree to a shorter notice period.

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

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

### **Conduct of meetings**

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

### **Quorum of Board meeting**

5.5 The Board may from time to time set the quorum necessary to conduct the business of the directors, and, if not so set, the quorum is a majority of the directors.

### **How matters are decided**

5.6 Matters arising at a Board meeting must be decided by majority vote, and, in the case of a tie vote, the chair does not have a casting or second vote.

### **Committees of directors**

5.7 The directors may appoint one or more committees consisting of the directors that they consider appropriate and may delegate to a committee so appointed any of the directors' powers except:

- (a) the power to fill vacancies under Bylaw 4.4, and
- (b) the power to appoint or remove senior managers.

### **Committee meetings**

5.8 A committee of directors established under Bylaw 5.6 may regulate its meetings and proceedings as it thinks fit.

### **Obligations of committee**

5.9 A committee of directors established under Bylaw 5.7, in the exercise of the powers delegated to it, must

- (a) conform to any rules imposed on the committee by the Board, and
- (b) report every act or thing done in the exercise of those powers to the next Board meeting.

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

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

- (a) president;
- (b) vice president;
- (c) secretary;
- (d) treasurer.

6.2 At the end of his/her term, and if he/she is not elected or appointed to another term, the President shall be appointed as a director of the society with the title of

Past-President and shall have a term of two years.

### **Appointment of directors at large**

6.3 Directors who are elected or appointed to positions in addition to those referred to in Bylaw 6.1 are elected or appointed as directors at large.

### **Role of president**

6.4 The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties. The President is also responsible for providing general counsel and guidance to the Executive Director and any other senior position in the organization as well as the operation of the organization.

### **Role of vice president**

6.5 The vice president is the vice chair of the board of directors and is responsible for carrying out the duties of the president if the president is absent or unable to act, as well as to assist the president in the execution of their duties.

### **Role of secretary**

6.6 The secretary is responsible for the following:

- (a) issuing notices of general meetings and directors' meetings;
- (b) taking minutes of general meetings and directors' meetings;
- (c) ensuring that the records of the Society are kept in accordance with the Act
- (d) conducting the correspondence of the Board;

### **Absence of secretary from meeting**

6.7 In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

### **Role of treasurer**

6.8 The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) keeping accounting records in respect of the Society's financial transactions;
- (b) preparing the Society's financial statements;
- (c) making the Society's filings respecting taxes.

## **Part 7 Fundamental Policies**

7.1 The stated goals of the Society do not preclude the adoption of other goals consonant with the purpose of the Society. **This paragraph is alterable only**

**by a special resolution.**

7.2 The Society is composed of interested cyclists and groups with an interest in cycling in British Columbia. **This paragraph is alterable only by a special resolution.**

7.3 The Society endorses, promotes and follows this basic operating principle, that the bicycle is a legitimate vehicle and is an integral part of the transportation system. **This paragraph is alterable only by a special resolution.**

7.4 In the event of winding up or dissolution of the Society, funds and assets of the Society remaining after the satisfaction of debts and liabilities shall be given or transferred to an organization or organizations promoting the same objectives as this Society at the time of the winding up or dissolution. If transference to such an organization or organizations is not possible, then the funds remaining after winding up or dissolution of the Society shall be transferred to some other organization, which organization must be qualified as a charitable organization, a charitable corporation, or a charitable trust by the Department of National Revenue of Canada under the appropriate provisions of the Income Tax Act of Canada in effect at the time of Society windup or dissolution. **This paragraph was previously unalterable.**

7.5 The purposes of the Society must be carried out without the purpose of gain for its members and any profits or other accretions to the Society shall be used for promoting its stated purposes only. **This paragraph was previously unalterable.**