



WASCANA FREEWHEELERS BICYCLE TOURING CLUB  
INC.  
REGINA, SASKATCHEWAN: - BYLAWS

*Amended and ratified at the Annual General Meeting April 23, 2023*

**AUTHORITY:** The Wascana Freewheelers Bicycle Touring Club Inc, hereafter called “the Club”, was formed in 1983, incorporated on the 27th of May 1991, and as of March 12, 2023 is continued and operates pursuant to the Non-Profit Corporations Act, 2022 (Saskatchewan), hereafter called “the Act”.

The rights and obligations given or imposed on the club or the members under these bylaws are in addition to any rights or obligations given or imposed on the Club under the Act. If there is any conflict between these Bylaws and the Act, the Act prevails.

The Club is empowered under the Act to make bylaws.

**GENERAL PROVISIONS**

**OBJECTIVES:**

1. The objectives of the Club are:
  - a) to promote and encourage cycling for recreation and transportation primarily around Regina and Saskatchewan;
  - b) to educate its members directly and the public indirectly, on legal, safety and technical matters pertaining to bicycling;
  - c) to assist in the establishment and protection of the rights of cyclists;
  - d) To provide opportunities for members to cycle together safely in groups;
  - e) to carry out these objectives in accordance with those of the Saskatchewan Cycling Association and the Canadian Cycling Association.

**AFFILIATION:**

2. The Club and members of the Club shall maintain an affiliation with the Saskatchewan Cycling Association and the Canadian Cycling Association.

2.1 The Club Members must also be members of the Saskatchewan Cycling Association.

## **MEMBERSHIP**

### **ELIGIBILITY:**

3. Any person may become a member of the Club upon payment of the annual membership fee. Membership gives members who are 18 years of age and over, the right to hold office and to vote at general meetings.

3.1 The Board reserves the right to terminate a person's membership at its discretion.

### **CLASSES:**

4. There shall be one class of membership – Regular.

4.1 Honorary members may be appointed by the Board of Directors (Board) and shall have the rights and privileges of membership except the right to vote and the right to hold office. If participating in Club cycling activities an Honorary member must hold a valid membership in the Saskatchewan Cycling Association.

### **FEES:**

5. The Club membership fees shall be set by the Board and shall be due and payable as of the first day of January each year.

5.1 The fee levied shall include those set by the Saskatchewan Cycling Association, except in the case where a person applying for individual membership is already a paid member of the Saskatchewan Cycling Association, in which case, only the membership fee set by the Club shall be levied.

### **TERM:**

6. The term of membership shall be from the 1st day of January or when the membership fee is received by the Club whichever is later to the 31st of December of each year.

6.1 For the purposes of the Annual General Meeting all members in good standing during the preceding and current membership year will be considered voting members at that meeting. For clarity individuals who have not yet paid their dues for the current year may not participate in the Club cycling activities until dues are paid but may participate in the Annual General Meeting.

## **BOARD OF DIRECTORS**

### **BOARD OF DIRECTORS:**

7. The Board of Directors of the Club shall consist of at least 8 Directors, who are members of the Club including the President, Vice President, Past President, Treasurer, Secretary, along with at least three additional directors.

7.1 The duties of the board members will be determined and established by board policy which may change from time to time.

**FUNCTION:**

8. The function of the Board of Directors is to:

- a) administer the business of the Club;
- b) ensure that policies established by the membership are implemented;
- c) maintain control of Club funds and ensure that all spending is undertaken in the best interests of the Club;
- d) make all decisions relating to the daily operation of the Club, subject to specific directions of the Club membership as resolved at the annual general meeting or any other general meeting.
- e) ensure official records of the club are kept in order, and the required documents are submitted to the Corporations Branch annually.

**TERM OF OFFICE:**

9. Directors shall hold office for a one-year term and may be re-elected. The term of office shall begin at the conclusion of the AGM at which they are elected and shall end at the conclusion of the next AGM.

9.1 The Past President will hold office ex-officio, and as such takes up the position when he/she gives up the Presidency, and the term ends when a subsequent election elects a different President.

**VACANCIES:**

10. If a Board position is not filled, or a Board member is unable to fulfill his/her duty, the Board may appoint a member to the open position until the next AGM.

**BOARD MEETINGS:**

11. Meetings of the Directors shall be at a place and upon such notice as is mutually agreed upon by the Directors. Meetings of the Board shall be at the call of the President or Vice President and all board members shall be notified through normal communication channels used by the Club.

**QUORUM:**

12. A quorum shall be achieved by the presence of a minimum of 3 Board members consisting of:

- 1) the President or Vice President
- 2) 2 other members of the Board

**MAJORITY:**

13. A vote shall be passed by a simple majority.

## **MEETINGS OF MEMBERS**

### **ANNUAL GENERAL MEETING (AGM):**

14. The AGM of the Club shall be held no later than April 30th of each year as determined by the Board of Directors.

14.1 Ten members or one third of the membership, whichever is the lesser, shall constitute a quorum at any general meeting of the Club.

14.2 In the event there is no quorum, the meeting will be rescheduled.

14.3 The business transacted shall include a report of the year's activities, any new business requiring a decision by the membership, the submission of financial statements and the election of directors.

### **SPECIAL GENERAL MEETINGS:**

15. Special General Meetings may be called by the Directors when they consider it necessary.

15.1 The Directors must call a Special General Meeting when requested to do so by at least 10% of the members.

15.2 Special General Meetings may also be called by members if the Directors fail to call the meeting.

### **NOTICE OF MEETINGS:**

16. Notice of the time and place of the AGM or any special meeting shall be sent out to members at least 15 days prior to the meeting.

16.1 Notice of a general meeting shall be sent to the members electronically by way of systems in place and used by the club.

### **VOTING:**

17. Voting by proxy shall be permitted provided the appropriate proxy is signed by a member in good standing and delivered to the President prior to the meeting.

17.1 Voting shall be by a show of hands except where a ballot is demanded by a member. A member may demand a ballot either before or after any vote by a show of hands. Votes by proxy will added to the votes by hand.

### **MAJORITY:**

18. A vote shall be passed by a simple majority of the members present and proxies. This includes the removal of a Director or Directors.

## **FINANCIAL AFFAIRS**

### **FISCAL YEAR:**

19. The fiscal year of the Club shall be January 1st to December 31st each year.

### **STATEMENTS:**

20. The financial statements shall be prepared prior to the AGM, approved by the Board, and presented at the AGM for the members' approval.

20.1 The annual financial statements are to be audited or reviewed by a third party in accordance with the Act. The audit or review requirement may be waived by the membership as provided by the Act.

### **FUNDS:**

20. All funds of the Club shall be deposited in one or more accounts in the name of the Club at any Canadian Chartered bank or Credit Union approved by the Board and covered by deposit insurance through a Federal or Provincial agency.

20.1 The Club will not enter into any credit arrangement as a borrower or a lender.

20.2 All cheques, bills of exchange or negotiable instruments shall be executed in the name of the Club.

### **SIGNING AUTHORITY:**

21. The President, Vice President, Treasurer and Secretary shall have signing authority on all bank accounts. Transactions on those accounts shall require the signatures of any two of these Board members.

## **AMENDMENTS TO BYLAWS**

### **AMENDMENTS:**

22. The bylaws may be amended at an AGM or special meeting of members provided the proposed amendments are received by the Board thirty (30) days prior to the AGM or special meeting and communicated to each member at least fifteen (15) days prior to the meeting.

22.1 Amendments to Bylaws require a vote of two thirds of the members present for approval.

22.2 Any bylaws or amendments are effective as soon as adopted at the Annual General Meeting or special meeting.

**GUIDELINES (NOT TO BE CONSIDERED PART OF THE BYLAWS)**

**DUTIES OF DIRECTORS**

**PRESIDENT:**

The President shall be responsible for overall co-ordination of club activity.

He/she shall preside over meetings of the Club, the Board.

**VICE-PRESIDENT:**

The Vice-President will assist with marketing, Club promotion and publicity.

He/she shall also be responsible for organizing and conducting any Public Meeting if one is to be held. He/she shall perform all duties assigned by the President.

He/she shall take on all responsibilities of the President when the latter is absent.

**TREASURER:**

The Treasurer shall look after all financial affairs for the Club, including budgeting, grant application, preparation of the financial reports and submission of corporation's branch reporting.

He/she shall perform all other duties assigned by the President.

As Treasurer he/she shall prepare for distribution, the financial and membership information to the current members.

**SECRETARY:**

The secretary shall ensure that minutes are kept for every meeting.

He/she shall perform all other duties assigned by the President.

**TOUR COORDINATOR:**

The Tour Co-ordinator shall post a tour schedule with an appropriate mix of cycle tours as initiated by members.

He/she shall ensure that each tour has a qualified tour leader who is a member in good standing and is aware of appropriate Club tour guidelines.

He/she shall perform all other duties assigned by the President.

He/she shall insure that the membership is notified of any club cycling events or tours.

**PAST PRESIDENT:**

The Past President shall remain as an adviser to the Board of Directors with a mandate to provide whatever guidance and expertise he/she may possess in order to achieve a smooth transition for the

Board of Directors elect by outlining past Club policies and procedures.

In addition to the foregoing he/she shall provide whatever assistance possible subject to personal time commitments.

**COMMUNICATIONS COORDINATOR:**

The Communications Co-ordinator shall be responsible to ensure that the views of the Board of Directors and the Club membership are published to ensure a fair voice for all.

He/she shall establish whatever committee necessary to ensure ongoing effective communication with Club members concerning Club business or events.

He/she shall also be responsible for providing submissions to the Saskatchewan Cycling Association newsletter.

He/she shall perform all other duties assigned by the President.

**WEDNESDAY NIGHT RIDE COORDINATOR:**

The Wednesday Night Ride Coordinator will ensure that leaders are recruited for the Wednesday night rides and that appropriate attendance and safety protocols are in place and communicated.

He/she shall perform all other duties assigned by the President.