

**BY-LAWS OF THE
EDMONTON MASTERS CYCLING CLUB**
Approved April 11, 2002

1. DEFINITIONS

In these by-laws:

"The Society" shall mean the Edmonton Masters Cycling Club.

"By-Laws" shall mean the by-laws of the Society, which may be amended from time to time.

"Member" shall mean a member of the Society.

"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.

In all cases throughout these by-laws, any reference to the masculine shall also include the feminine.

2. CLUB COLOURS

2.1 The colours of the Society shall be blue, white, and gold.

3. MEMBERSHIP

3.1 A person becomes eligible for membership at any time during the calendar year of their 30th birthday. The applicant must make application to the Edmonton Masters Cycling Club; and, must pay an annual membership fee.

3.2 Membership runs from January 1st through December 31st of each year.

3.3 A person joining after September 1st in a given year, shall have membership for the following calendar year.

3.4 A member who does not pay their membership fee for the current year by March 31st, shall cease to be a member.

3.5 The annual membership fee shall be decided at the Annual General Meeting, and may include an insurance premium for first-claim members.

3.6 The Board may exempt any member from the payment of membership fees.

3.7 Membership is free for those persons aged 70 and over.

3.8 First-claim Members may not hold an Alberta Bicycling Association (ABA) Canadian Cycling Association (CCA) racing license in the name of any other club.

3.9 Second-claim Members may not hold an ABA/CCA racing license in the name of the Society.

3.10 A Member may resign from the Society by providing a letter of resignation to the Secretary; however in all circumstances, his annual membership fee shall be forfeited.

3.11 A Member may be deemed to have withdrawn from the Society when his annual membership fees become three (3) months in arrears.

3.12 A Member can be expelled from the Society for non-compliance with these By-Laws, and by a resolution of the Board.

4. BOARD OF DIRECTORS

The Board shall consist of a President, a Vice-President, a Secretary, a Treasurer, an Events Director; and, such others as may be deemed necessary from time to time.

The Board shall serve without remuneration, but may be reimbursed for expenses authorized by the Board and incurred in respect to the business of the Society.

The President shall be responsible for the general running of the Society and the conduct of meetings.

The Vice-President shall substitute for and assist the President as necessary.

The Secretary shall be responsible for the day-to-day administration of the Society and shall keep adequate minutes of all meetings, and a current record of membership.

The Treasurer shall be responsible for controlling and banking the funds of the Society, maintaining a record of all transactions; and, producing an annual financial statement.

The Events Director shall be responsible for preparing and implementing the annual program of events.

All Board members shall be elected at the Annual General Meeting, by a simple majority of the voting members present.

The duration of all terms of office shall be two (2) years, with the President and Vice-President being elected in alternate years from the Secretary and Treasurer.

Any Member of the Board shall be eligible for re-election to the Board.

The Board may remove and discharge any Board member with or without cause at any meeting, and may elect or appoint others in his place.

5. MANAGEMENT OF THE SOCIETY

5.1 The management of the Society shall be the responsibility of the Board of Directors.

5.2 The Board of Directors shall meet as often as business demands, but at the least, every three (3) months.

5.3 The Board of Directors may schedule general meetings; and, decisions made at such meetings, other than changes to these By-Laws, shall be by a simple majority of the members present and voting.

5.4 Each Member in good standing of the Society attending any meeting is entitled to a single vote. There is no proxy voting permitted.

5.5 In the case of a tie vote, the President shall cast a second and deciding vote.

5.6 For the purpose of carrying out its objectives, the Society may borrow or raise money in such manner as it thinks fit, but this power shall be exercised only under the authority of the Society when approved by a special resolution passed at a General Meeting.

5.7 The Board of Directors shall deal with any matters not provided for in these by-laws; and, their decision shall be binding.

5.8 The books and records of the Society may be inspected by any Member of the Society at the Annual General Meeting provided for herein, or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same.

6. MEETINGS

6.1 Annual General Meetings

6.1.1 The Annual General Meeting shall be held before the end of each calendar year.

6.1.2 Items for the Annual General Meeting must reach the Secretary at least fourteen (14) days before the meeting.

6.1.3 Notice of the Annual General Meeting shall be sent to the last known address of each member, at least ten (10) days before the meeting.

6.2 General Meetings

6.2.1 A General Meeting of the Society may be called at any time by the Secretary, upon the instruction of the President, by notice in writing, setting forth the date, place and time of the meeting, and mailed or delivered to the last known address of each Member at least fourteen (14) days before the meeting.

6.3 Special Meetings

6.3.1 A Special meeting of the Society may be convened by order of the Board at such a place and time as may be determined by the Board. A Special meeting may also be called by written request by 25% of the members of the Society submitted to the Board.

6.3.2 A notice in writing setting forth the date, place and time of a Special meeting shall be mailed or delivered to the last known address of each member, at least fourteen (14) days before the meeting.

7. QUORUM

- 7.1 Four (4) members of the Board of Directors shall constitute a quorum at Board meetings.
- 7.2 Ten percent (10%) of the membership or five (5) members, whichever is greater, shall constitute a quorum at any meeting.
- 7.3 In the case of any meeting, if within ten (10) minutes of the appointed time, a quorum is not present, then the meeting shall be adjourned to such a time and place as fixed by the majority of members present. At the re-scheduled meeting, the members present shall constitute a quorum.

8. BY-LAW AMENDMENTS

- 8.1 In the future, these by-laws can only be changed by a special resolution of the members. Special resolutions can only be passed at general meetings of which members are provided at least twenty-one (21) days notice.
- 8.2 Notice of any such proposed amendments to these by-laws shall be sent to the last known address of each member.

9. AUDIT

- 9.1 The books of the Society shall be audited once per year by a duly qualified accountant; or, by two Members of the Society elected for that purpose at the Annual General Meeting. Such audit shall be completed by March 31 in each year; and, a complete and proper standing of the books for the previous year shall be submitted to the Annual General Meeting.

Dated this 11th day of April, 2002.

<i>NAME</i>	<i>ADDRESS</i>
Signature: Graeme J. Dibbs	9729 – 101 A Street Edmonton, Alberta T5K 2R5
Signature: Peter M. Heppleston	14627 – 91 Avenue Edmonton, Alberta T5R 4Y7
Signature: Don Jobson	10604 – 25 Avenue Edmonton, Alberta T6J 4R9
Signature: Sid McKinney	4107 – 44 Street Beaumont, Alberta T4X 1M6
Signature: Marcy Dibbs	9729 – 101 A Street Edmonton, Alberta T5K 2R5
Witness Signature: Morris Aarbo	#409A, 11615 – 28 Avenue Edmonton, Alberta T6J 3Z8