



# **BICYCLE NEWFOUNDLAND & LABRADOR INC.**

## **Constitution & Bylaws**

as amended by the Board & ratified at the Annual General Meeting on April 7/2018

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### **2. THE CORPORATION**

2.1. Name – the name of the corporation shall be Bicycle Newfoundland and Labrador, and may be identified herein as “BNL”.

2.2. Purpose – BNL, a Provincial Sport Organization, is a not-for-profit organization incorporated under the Corporations Act (Newfoundland and Labrador), RSNL 1990. The corporation has no authorized share capital. As per statutory requirements, the organization shall carry out its business without monetary gain to its members and any profits or accumulation of funds will be used to further its undertaking. The main purpose of BNL is to promote cycling in Newfoundland and Labrador.

The objectives of BNL are:

- to strengthen the sport of cycling;
- to increase and retain the rate of participation in cycling;
- to defend and protect the rights of cyclists in general, and the members of BNL in particular;
- to promote cycling in all its aspects, and
- to affiliate with Sport Newfoundland and Labrador, Cycling Canada and any additional organization that may help BNL achieve its objectives.

2.3. Registered Office – the registered office of BNL shall be in the City of St. John’s, at a location to be determined from time to time by the Board of Directors.

2.4. Jurisdiction – the jurisdiction of BNL shall be the Province of Newfoundland and Labrador.

2.5. Fiscal Year – the fiscal year of BNL shall be 1 April to 31 March of the succeeding year.

2.6. Finance – all revenues shall be deposited in the name of BNL. Signing authority for BNL shall be determined by the Board of Directors from time to time and shall be held by not less than two members of the Board of Directors.

2.7. Rules of Order – the rules contained in "Robert's Rules of Order", shall govern all meetings of BNL unless they are inconsistent with the Act or these bylaws.

2.8. Indemnification – BNL shall indemnify and save harmless the employees and/or members of the Executive in the event of legal proceedings against such employees and/or members of the Executive in the performance of their duties except, where liability incurred relates to such employees and/or members failing to act honestly and in good faith with the view to the best interests of BNL.

2.9. Act – as used herein, "Act" shall mean the Corporations Act, RSNL 1990 C-36 as amended from time to time.

### **3. MEMBERSHIP**

3.1. Membership - Membership in BNL shall comprise the following:

- Individual Members – any person who holds the objectives of BNL and who has completed the prescribed registration and paid the prescribed membership fee. A member in good standing is an individual member who also currently has no membership fees outstanding for more than thirty (30) days.
- Honorary Members – any person or entity, including a volunteer, the Board of Directors wishes to honour for services rendered to BNL.

3.2. Fees – membership fees shall be set annually by the Board of Directors.

3.3. Resignation – any member may resign, upon written notice to the registered office of BNL. Any resignation shall become effective only after its acceptance by the Board of Directors, which acceptance will not be unreasonably withheld. Membership fees shall, at the discretion of the Board of Directors, be forfeited.

3.4. Suspension or Expulsion – the Board of Directors may suspend membership, and may discipline or expel any member whose actions are determined by the Board of Directors to be detrimental to BNL, subject to Section 120 of the Act, as amended from time to time.

### **4. BOARD OF DIRECTORS**

4.1. Composition – the Board of Directors shall be comprised of a minimum of three (3) and up to ten (10) Directors, elected as set out herein, to the following positions:

- President
- Past President\*
- Director (Treasurer)
- Director (Secretary)
- Director (Marketing/Communications)
- Director (Coaching)
- Director (Non-Competitive Cycling)
- Director (Competitive Cycling)
- Director (Women's Cycling)
- Director (Youth Cycling)

The Board includes four Regional Representative positions:

- East
- Central
- Western
- Labrador

Regional Representative positions primarily serve to facilitate communications between BNL and specific geographic areas. These are non-voting positions. Regional Representatives are appointed by the Board.

From time to time, one individual may assume more than one Board role as determined by the Board of Directors.

\*Past President is a non-voting position.

4.2. Election – election of the Directors shall be held at the Annual General Meeting. Directors whose nominations are unopposed shall be declared elected by acclamation. Where one or more nomination for a specific office is received, election shall be conducted by means of ballot and the successful candidate will be determined by a simple majority. In the event of a tie in the election of the President or Directors, a run-off election between or among the candidates involved in the tie will be organized. If the run-off election fails to settle the tie, the election will be decided by a toss of a coin.

4.3. Nomination - Members shall be notified at least 30 days in advance of an Annual General Meeting or a Special Membership Meeting specifying the place and time of the meeting and, in the case of a special meeting, the nature of the meeting. Notice of an Annual General Meeting or a Special Membership Meeting will be posted on the BNL website and given via electronic communication to the member's last known address. Any such notice shall be deemed to have been given at the time of the communication. Non-receipt of notification by any member shall not invalidate the proceedings at the meeting. Nominations must be made via email (in pdf format) to a designated BNL email address and received not less than ten (10) days prior to the AGM. Nominations for positions of Director shall be accepted from the floor of the

AGM only if BNL has received no written nominations as set out herein, and if the person so nominated has i) given prior written consent to stand for election or ii) is present and records verbal consent.

4.4. Qualification – A member of the Board of Directors shall be a member in good standing of BNL. As per statutory requirements, the individual must be at least nineteen (19) years of age and mentally competent.

4.5. Terms of Office – the President runs for office and is elected for a three-year term, and may not serve more than two (2) three-year terms in succession. Other directors run for office and are elected for two-year terms, and may not serve more than three (3) two-year terms in succession.

4.6. Vacancy – The office of Director shall automatically be vacated i) if a director resigns his/her office by delivering a written resignation to the Board or to the Board through the President, ii) becomes of unsound mind or is found to be mentally incompetent or is physically unable to carry out his/her duty, iii) on death; or iv) is removed from office. The Board of Directors may, at its discretion, fill the vacancy with a member in good standing of BNL. Otherwise, such vacancy shall be filled at the next annual general meeting. Any Director appointed to fill such vacancy shall hold office for the unexpired term. Where a Director vacates his/her office or is removed from office, the member who completes the term shall not be deemed to have completed a full term.

4.7. Removal of Directors – the Board of Directors may, by resolution passed by a simple majority of votes cast by those members entitled to vote in the election of Directors, at an annual or special meeting of which notice specifying the intention to pass such a resolution has been given, remove any Director from office before the expiration of his/her term of office. The Board of Directors may elect or appoint, as the case may be, any qualified person in his/her stead for the remainder of the term on any of the following grounds: i) lack of interest or dereliction of duty; ii) incompetence; or iii) behaviour or conduct inimical to the best interest of BNL.

4.8. Meetings of the Board – the Board of Directors shall meet not less than four (4) times per year, and more often if deemed necessary, at such time and place as the President may determine. A Special Meeting of the Board of Directors may be called by no fewer than three (3) Directors providing written notice to the President seven (7) days prior to the date of such Special Meeting. The accidental failure to give notice to, or non-receipt of any notice by any Director, shall not invalidate any resolution passed or any proceedings taken at such meeting. Questions arising at any meeting of the Board shall be decided by majority of votes of those present. Each Director is authorized to exercise one (1) vote. In the case of a tie, the President shall cast a second, deciding vote. Proxies are not accepted at a meeting of the Board. The Board may meet by teleconference or other electronic means that permit directors to communicate adequately with each other.

4.9. Powers and Duties of the Board – generally, the powers and duties of the Board shall be to manage the activities and affairs of BNL. Specifically, the Board shall: exercise all the powers which are conferred upon it by law or these By-laws; fulfil the duties and responsibilities given it at the General Meeting;

- seek out a representative from each of the four regions (Eastern, Central, Western and Labrador) for a period of time as determined by the Board;
- be responsible for establishing and regulating committees and for evaluating the permanent employees of BNL;
- make policies and procedures relating to discipline, and have the authority to discipline members of BNL in accordance with such policies and procedures;
- make policies and procedures relating to the manner in which disputes with BNL shall be managed and ensure that such disputes are heard in accordance with these policies and procedures;
- and enact, amend or repeal a bylaw at its discretion. Any such enactment, amendment or repeal shall be valid when passed by the Board until the next general meeting and thereafter, if ratified by a vote. If not ratified, the enactment, amendment or repeal ceases to be effective and no subsequent resolution of the Board to enact, amend or repeal a bylaw having substantially the same purpose or effect is effective, until it is confirmed or confirmed as amended by a General Meeting.

4.10. Quorum – A quorum shall be a simple majority of the total voting members of the Board of Directors.

## 5.0 OFFICERS

5.1. Officers – the Officers of the Corporation shall be the President, Treasurer and Secretary and such other Officers as the Board may determine from time to time.

5.2. Removal – any Officer may be removed from his/her duties before the expiration of his/her term of office by a decision reached by a two third (2/3) majority of the members present at a Special General Meeting convened for that purpose, of which notice specifying the intention to pass such a resolution has been given. The Board may elect any qualified person in his or her stead for the remainder of his/her term on any of the following grounds: i) lack of interest; ii) incompetence; or iii) behaviour or conduct inimical to the best interests of BNL.

5.3. Duties of the President – the President shall exercise general oversight of the affairs of BNL on behalf of the Board of Directors. It shall be his or her duty to preside at General Meetings of members and of the Board of Directors and to act as the chairperson on committees of Officers representing the Board of Directors. The President shall ensure that BNL as a whole achieves the objectives set in accordance with the established by-laws and procedures. The President shall act as the spokesperson for the Board and the organization. He or she shall perform other

functions as usually pertain to the office of the President and shall be an ex officio member of all Standing and Ad Hoc Committees of the Board.

5.4 Duties of the Treasurer – The treasurer is responsible for the financial management of the organization. He/she shall deposit all money and other valuable effects of BNL in the name and to the credit of BNL in such banks or other depositories as designated by the Board, and shall render to the Board, whenever directed by the Board, a report of the financial condition of BNL and all his/her transactions. As soon as possible after the close of each financial year, s/he shall make and submit to the Board a financial report for such financial year. S/he shall have charge and custody of and be responsible for the keeping of the books of account required to be kept pursuant to the laws governing BNL. The Treasurer shall perform the duties of the President in the absence of the President.

5.5. Duties of the Secretary - The secretary shall attend to the giving and service of all notices of BNL. The position will also be responsible for the taking and reproducing of all Minutes for the General Meetings and the Directors meetings and for maintaining an electronic record of the minutes and further for the keeping and filing of all books, reports, certificates and other documents required by law to be kept on file by BNL. He/she shall have charge of the corporate records of BNL, including a register containing the names and addresses of the members of BNL and the members of the Board, together with copies of all reports made by BNL and such other records and papers as the Board may direct.

## **6. COMMITTEES OF THE BOARD**

6.1. Standing Committee and/or Ad Hoc Committees –The Board may, from time to time, establish standing and/or ad hoc committees to deal with specific areas of concern to the Board of Directors.

## **7. ANNUAL GENERAL MEETING**

7.1. Date and Purpose – the AGM shall be held once a year on a date, place and time as determined by the Board. The purposes of the AGM shall be:

- To review any Board or staff reports including the annual financial report.
- To approve minutes from the previous annual general meeting.
- To elect Directors to the Board.
- To consider resolutions.
- To consider new, amended or repealed articles and bylaws.
- To consider such other business as may be properly brought before the meeting.

7.2. Notice – not more than sixty (60) days and not less than thirty (30) days prior to the date of an Annual General Meeting, the Board shall by means of a posting on the BNL website and electronic communication to the member's last known address

notify members and Directors of the upcoming AGM and provide the following information:

- Notification of the date of such AGM;
- Notification of the Board positions available for election, and a call for nominations, as set out herein;
- a written call for enactment, amendment and repeal of articles and/or bylaws. To be considered at the AGM, the enactment, amendment or repeal must be submitted to BNL by a member in good standing of BNL, in writing or via email, not less than fifteen (15) days prior to the AGM. BNL shall acknowledge receipt of all proposed enactments, amendments and repeals. Any proposed enactment, amendment or repeal of articles or bylaws shall be binding on the Board with a two-thirds (2/3) majority of the votes.
- a written call for resolutions. To be considered at the AGM, the resolution must be submitted to BNL by a member in good standing of BNL, in writing or via email, not less than fifteen (15) days prior to the AGM. BNL shall acknowledge receipt of all proposed resolutions. Any proposed resolution shall be binding on the Board with a two-thirds (2/3) majority of the votes. Notwithstanding the preceding, a member or Director may present a resolution from the floor of the AGM. Such resolution must be in writing and signed by the member or Director. If carried, such a resolution shall be deemed a recommendation to the Board but shall not be binding on the Board.

7.3. Voting – each individual member in good standing of BNL shall have the right to vote at the Annual General Meeting. There shall be no voting by proxy at the AGM.

7.4. Secret Ballots – all voting shall be by show of hands, except for elections to the Board or where a motion for a secret ballot has been presented and passed by a simple majority of the total number of votes cast.

7.5. Election Procedure – the Board shall appoint an Elections Officer who shall determine the number of votes present, present the nominations received as set out herein and conduct elections to fill any vacant position(s) of Director.

## **8. ARTICLES, BYLAWS & RESOLUTIONS**

8.1. Effective Date – enactment, amendments and repeal of articles, bylaws and resolutions take effect immediately following adoption consistent with the Act and these bylaws.