



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

Amended and ratified at the Annual General Meeting, January 16, 2005.

<p>PREAMBLE</p>	<p>WHEREAS the Wascana Freewheelers Bicycle Touring Club was formed in 1983, and</p> <p>WHEREAS the Club was incorporated within the province of Saskatchewan, under the <i>Non-Profit Corporation Act</i> on the 27th of May, 1991, as Wascana Freewheelers Bicycle Touring Club Inc., and</p> <p>WHEREAS the Club is empowered under the Act to make bylaws; THEREFORE the Club makes bylaws as follows:</p>
<p>TITLE</p>	<p>TITLE</p> <p>1. These bylaws may be cited as the Bylaws of Wascana Freewheelers Bicycle Touring Club Inc.</p>
<p>DEFINITIONS</p>	<p>INTERPRETATION</p> <p>2.1 In the bylaws "Club" means Wascana Freewheelers Bicycle Touring Club Inc.</p> <p>2.2 All references within these bylaws which have a gender connotation shall refer equally to both genders.</p> <p>2.3 Be it resolved the bylaws of the Wascana Freewheelers Bicycle Touring Club Inc. be revised to reflect a gender-neutral language content.</p>
<p>OBJECTIVES</p>	<p>GENERAL PROVISIONS</p> <p>3. The objectives of the Club are:</p> <p>a) to promote and encourage cycling for recreation and transportation primarily around Regina and Saskatchewan;</p> <p>b) to educate its members directly and the public indirectly, on legal, safety and technical matters pertaining to bicycling;</p> <p>c) to assist in the establishment and protection of the rights of cyclists;</p> <p>d) to carry out these objectives in accordance with those of the Saskatchewan Cycling Association and the Canadian Cycling Association.</p>

AFFILIATION	4. The Club shall maintain an affiliation with the Saskatchewan and Canadian Cycling Associations both as a club and as individual members. As such the club will collect for, and submit to, The Saskatchewan Cycling Association, the membership fees as set by the Saskatchewan and Canadian Cycling Associations.
MEMBERSHIP	
ELIGIBILITY	5. Any person may become a member of the Club upon application for membership and payment of the prescribed membership fee
CLASSES	6. There shall be one class of membership - Regular. 6.1 Within this class there shall be the following categories: (a) individual - any single person (b) family - any related group living under one roof. The relationship may be by marriage or common-law arrangement and shall include children and/or parents. 6.2 Each individual within a family membership shall have the same rights and privileges as those held by an individual member.
FEES	7.1 The membership fees shall be set by the Board of Directors and shall be due and payable as of the first day of January each year. 7.2 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	8. The term of membership shall begin on the 1 st day of January or the date upon which the application is received, whichever is later. It shall expire on the 31 st of December of the same year, or at the conclusion of the Annual General Meeting, whichever is later.
RESIGNATION	9. Any member may resign from the Club at anytime with or without notice, however, upon resignation the member shall not be entitled to a refund of any portion of the fee they may have paid.
MEETING OF MEMBERS	
COMPOSITION	10. A general meeting of the Club shall be open to all members.
ANNUAL GENERAL MEETING	11.1 The annual general meeting of the Club shall be held no later than January 31 of each year as determined by the Board of Directors.

	<p>11.2 In the event there is no quorum at the annual general meeting, the meeting will be rescheduled as soon as practical.</p> <p>11.3 The business transacted shall include the submission of financial statements and the election of directors. {ACT}</p> <p>11.4 The annual general meeting shall review the past activities of the Club and set the Club's policy for the next year.</p>
SPECIAL GENERAL MEETINGS	<p>2.1 Special General Meetings may be called by the Directors as and when they consider it necessary.</p> <p>12.2 The Directors must call a Special General Meeting when requested to do so by at least five (5) per cent of the regular voting members. {ACT}</p> <p>12.3 Special General Meetings may also be called by members if the Directors fail to call the meeting.</p> <p>12.4 At a Special General Meeting, the Directors may be removed from office by a simple majority vote of the members. {ACT}</p>
NOTICE	<p>13.1 Notice of a general meeting shall be given to the members by means of publication in the Club newsletter, the Saskatchewan Cycling Association newsletter, or individual notices, as may be decided by the Directors.</p> <p>13.2 Notice of the time and place shall be sent out not less than 15 days or more than 50 days before the meeting. {ACT}</p> <p>13.3 A director is entitled to receive notice of and attend and be heard at every meeting of members. {ACT}</p>
QUORUM	<p>14. Ten members or one third of the membership present in person, whichever is the lessor, shall constitute a quorum at any general meeting of the Club.</p>
VOTING	<p>15.1 Every member (18 years of age and older shall be entitled to one vote and may exercise their franchise on every resolution brought before the general meeting as well as in the election of the Board of Directors.</p> <p>15.2 Voting by proxy shall be permitted provided the appropriate proxy is signed by a member in good standing and delivered to the chairperson of the general meeting prior to its commencement.</p> <p>15.3 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. {ACT}</p>

MAJORITY	16. A vote shall be passed by a simple majority. This includes the removal of a Director or Directors but does not include special resolutions which require two-thirds majority. {ACT}
ANNUAL PUBLIC MEETING	
PUBLIC MEETING	<p>17.1 Deleted. (Jan. 9, 1994)</p> <p>17.2 The purpose of this meeting shall be to:</p> <ul style="list-style-type: none"> a) advise the general public as to the nature of the club and b) provide information to the general public and past members as to the events planned for the upcoming season, c) promote membership. <p>17.3 No club business shall be handled at this meeting.</p> <p>17.4 The date of this meeting is at the discretion of the Board.</p>
BOARD OF DIRECTORS	<p>BOARD OF DIRECTORS</p> <p>18.1 The Board of Directors of the Club shall be composed of the following:</p> <ul style="list-style-type: none"> a) elected positions: <ul style="list-style-type: none"> President Vice-President Treasurer/Membership Chairperson Tour Co-ordinator Communications Coordinator Special Events Co-ordinator Marketing Co-ordinator Secretary b) Past President.
FUNCTION	<p>19. The function of the Board of Directors is to:</p> <ul style="list-style-type: none"> 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.
TERM OF OFFICE	<p>20.1 The term of office for elected positions shall begin at the conclusion of the AGM at which they are elected and shall end at the conclusion of the next AGM,</p> <p>20.2 The Past President will hold office ex-officio, and as such takes</p>

	<p>up the position when he/she gives up the Presidency, and the term ends when a subsequent election elects a different President.</p> <p>20.3 All outgoing Directors may stand for re-election for the upcoming year.</p>
VACANCIES	<p>21.2 Any vacancy which comes about as a result of a resignation shall be filled according to the following formula:</p> <p>a) The President shall be replaced by the Vice-President;</p> <p>b) The Vice-President and all other Director positions will be filled as outlined in 21.1.</p>
QUALIFICATIONS	<p>22 A director must be a member to qualify for, or hold office as a Director.</p>
REMOVAL	<p>23 Any Director may be removed from their position by a decision reached by a simple majority of the members at a general meeting.</p> <p>{ACT}</p>
MEETINGS	<p>24 Meetings of the Directors shall be at a place and upon such notice as is mutually agreed upon by the Directors.</p>
	<p>25 A quorum shall be achieved by the presence of a minimum of three (3) Board members consisting of</p> <ol style="list-style-type: none"> 1) the President, 2) one other member of the Executive, and 3) any one other Board member.
QUORUM	<p>25 A quorum shall be achieved by the presence of a minimum of three (3) Board members consisting of</p> <ol style="list-style-type: none"> 1) the President, 2) one other member of the Executive, and 3) any one other Board member.
MAJORITY	<p>26. A vote shall be passed by a simple majority.</p>
DUTIES OF THE DIRECTORS	
PRESIDENT	<p>27.1 The President shall be responsible for overall co-ordination of club activity.</p> <p>27.2 He/she shall preside over meetings of the Club, the Board and the Executive.</p>
VICE-PRESIDENT	<p>28.1 The Vice-President will assist the Marketing Co-ordinator with Club promotion and publicity.</p> <p>28.2 He/she shall also be responsible for organizing and conducting the Public Meeting.</p>

	<p>28.3 He/she shall perform all duties assigned by the President.</p> <p>28.4 He/she shall take on all responsibilities of the President when the latter is absent.</p>
TREASURER- MEMBERSHIP CO-ORDINATOR	<p>29.1 The Treasurer/Membership Co-ordinator shall look after all financial affairs for the Club, including budgeting, grant application and preparation of the financial report.</p> <p>29.2 He/she shall collect membership fees and maintain a current listing of all Club members</p> <p>29.3 He/she shall perform all other duties assigned by the President.</p> <p>29.4 As Treasurer/Membership Co-ordinator, he/she shall prepare for distribution, the financial and membership information to the current members.</p> <p>29.5 He/she shall, in conjunction with the Marketing Coordinator and Vice President, plan and implement membership promotions.</p>
SECRETARY	<p>30.1 The secretary shall ensure that minutes are kept for every meeting.</p> <p>30.2 He/she shall maintain Club records, including archiving financial records older than 6 years.</p>
TOUR CO-ORDINATOR	<p>31.1 The Tour Co-ordinator shall create and publish a tour schedule with an appropriate mix of cycle tours.</p> <p>31.2 He/she shall ensure that each tour has a qualified tour leader who is a member in good standing.</p> <p>31.3 He/she shall perform all other duties assigned by the President.</p> <p>31.4 He/she shall insure that the membership is notified of any club events or tours.</p>
PAST PRESIDENT	<p>32.1 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.</p> <p>32.2 In addition to the foregoing he/she shall provide whatever</p>

	assistance possible subject to personal time commitments.
COMMUNICATIONS CO-ORDINATOR	<p>33.1 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.</p> <p>33.2 He/she shall establish whatever committee necessary to ensure that the newsletter and website are informative and entertaining.</p> <p>33.3 He/she shall also be shall also be responsible for providing submissions to the Saskatchewan Cycling Association newsletter.</p> <p>33.4 He/she shall be responsible for maintaining a liaison with the media and other Clubs in the country in order to publicize the activities of the Club.</p> <p>33.5 He/she shall perform all other duties assigned by the President.</p>
SPECIAL EVENTS CO-ORDINATOR	<p>34.1 The Special Events Co-ordinator shall be responsible for the promotion of the Club through social functions for members, participation in public promotion campaigns, and any other means available which will be in the best interests of the Club and present a positive view of cyclists in general and the Club in particular.</p> <p>34.2 He/she shall also administer fund raising programs in conjunction with the Treasurer and any other Board Member(s) as specified.</p>
MARKETING CO-ORDINATOR	<p>35.1 The Marketing Co-ordinator shall be responsible for promoting membership, club rides and events.</p> <p>35.2 He/she shall perform all other duties assigned by the President.</p>
EXECUTIVE COMMITTEE	
COMPOSITION	36 The Executive Committee shall be composed of the President, Vice-President, Treasurer/Membership Co-ordinator and Secretary.
FUNCTION	37.1 The Executive Committee shall be responsible for the day-to-day

	<p>operations of the Club including financial and legal matters.</p> <p>37.2 All decisions of the Executive committee must be ratified by the next Board of Directors at their next meeting.</p>
FINANCIAL AFFAIRS	
FISCAL YEAR	38 The fiscal year of the Club shall be 01 January to 31 December.
STATEMENTS	<p>39.1 The financial statement shall be approved by the Directors. The signature of one or more Directors shall be evidence of their approval.</p> <p>39.2 Financial statements shall not be audited nor reviewed by an outside agency.</p> <p>39.3 The Club shall, within 3 months after the end of the fiscal year and following approval by the Club Directors and presentation at the Annual General Meeting, send a copy of the financial statement to the Director, Corporations Branch.</p> <p>39.4 If requested, a copy will be mailed out, free of charge to any member. Otherwise, copies shall be available at the AGM.</p>
FUNDS	<p>40.1 All funds of the Club shall be deposited in one or more accounts in the name of the Club at any Canadian chartered bank, trust company, or credit union which is covered by deposit insurance. The choice the particular institution(s) shall be at the discretion of the Board of Directors.</p> <p>40.2 All cheques, promissory notes, bills of exchange or other negotiable instrument shall be executed in the name of the Club.</p>
SIGNING AUTHORITY	41 All members of the Executive shall have signing authority on all bank accounts. Transactions on those accounts shall require the signatures of any two executive members.
NEWSLETTER	
NAME	42.1 The Club newsletter shall be known as Freewheelin'
FREQUENCY	42.2 It should be published as availability of articles warrant and no

less frequently than once per quarter.

AMENDMENTS TO BYLAWS

AMENDMENTS

43.1 The Club may adopt new bylaws, repeal or amend them.

43.2 Proposed amendments must be received by the President at least thirty (30) days in advance of the annual General Meeting in order to be distributed fifteen (15) days in advance to the Board of Directors and the members by such means as the newsletter, e-mail or the website.

43.3 Any bylaws, or amendments or repeals thereof are effective as soon as adopted at the Annual General Meeting.

{ACT} This section is required by the Non-profit Corporation Act.