

Southwest Bikes Cycling Club

Constitution and By-Laws

Approved _____, 2007

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ARTICLE 1 – Name

1.0 The Official Name shall be known as Southwest Bikes Cycling Club (SWBCC) and hereafter referred to as “SWBCC”.

ARTICLE 2 – Objectives

2.0 An organized club dedicated to the educational pursuit of Cycling, Triathlon and Mountain Biking.

- 2.1 To promote the sport of Cycling, Triathlon and Mountain Biking to its members in order to foster general physical fitness and to provide an opportunity for those members who are interested, to achieve a competitive level;
- 2.2 To promote the sport of Cycling, Triathlon and Mountain Biking at the local community and provincially;
- 2.3 Foster a positive and inclusive social environment for club members.

ARTICLE 3 – Club Membership

3.0 There shall be four categories of registered members in the club:

3.1 Regular Membership

- 3.1.1 Membership into the Southwest Bikes Cycling Club;
- 3.1.2 A regular voting member.

3.2 Junior Membership

- 3.2.1 Shall be restricted to those who:
 - 3.2.1.1 Meet the regular membership requirements;
 - 3.2.1.2 Are under the age of 18 prior to subscription fees falling due;
 - 3.2.1.3 A regular non-voting member.

3.3 Life Membership

- 3.3.1 The committee may elect any member who has given outstanding services to the club over a number of years as a Life Member;
- 3.3.2 Any member may nominate a person for Life Membership;
- 3.3.3 A regular voting member.

3.4 Family Membership

- 3.4.1 Meet the regular membership requirements;
- 3.4.2 A combination of one Regular member and one school aged member prior to subscription fees falling due, who resides at the same address;
- 3.4.3 The adult will be a regular voting member while the junior will not be.

3.5 Membership shall be open to anyone that pays the membership dues and fills out and signs the approved application and waiver;

3.6 The annual membership fees in the club shall be revised from time to time by the Executive Committee and approved at the Annual General Meeting or Special General Meeting;

3.7 Membership fees for all types shall be payable by thirty (30) January;

3.8 Membership in the club is not transferable;

3.9 Every registered member shall uphold the Constitution and comply with these By-Laws.

ARTICLE 4 – Termination of Member

4.0 Termination of a Member

4.1 The condition under which membership in the club ceases:

- 4.1.1 By delivering his/her resignation in writing to the Secretary of the club or by mailing or delivering it to the address of the club;

- 4.1.2 On his/her death, or;
 - 4.1.3 On being expelled, or;
 - 4.1.4 On having been a member not in good-standing for thirty (30) days.
- 4.2 The Executive Committee shall have the power by vote of two-third (2/3) of those present at a duly convened meeting of the Executive Committee to expel or suspend any member whose conduct shall have been determined by the Executive Committee to be improper, unbecoming, or in conflict with the interest or reputation of SWBCC or who willfully commits a breach of the Constitution, by-laws, or rules of the club.
- 4.2.1 No member shall be expelled or suspended as foresaid without being notified of the charge or complaint against him/her or without first being given the opportunity to be heard by the Executive Committee at a meeting of the said Executive Committee called for that purpose;
 - 4.2.2 Notice of intention to suspend or expel a member, setting forth for the reason for such intended suspension and fixing the time and place for the meeting at which the resolution to suspend shall be heard by the Executive Committee shall be sent by registered mail to the last known address of such member not less than fourteen (14) days prior to the meeting;
 - 4.2.3 Notice of the Executive Committee shall be conclusively deemed to have been properly given if mailed to the last known address of such member at least fourteen (14) days prior to the say of the meeting;
 - 4.2.4 A suspended or expelled member may appeal his/her suspension to a general meeting of the membership by giving written notice of intention to appeal to the Secretary of SWBCC setting out in such notice the grounds of the appeal. The Secretary shall give notice to the subject member, the registered members and the Executive Committee fixing a date for the appeal hearing not more than thirty (30) days after receipt of such notice by the expelled or suspended member.

ARTICLE 5 – Government of SWBCC

5.0 Government of SWBCC

- 5.1 The Executive Committee shall receive its direction under the guidance of its members at the annual General Meeting and other Special General Meetings as may be called by the Executive Committee or members;
- 5.2 All meetings of the club will govern itself according to the parliamentary procedures as laid out in Roberts Rules of Order Revised.

ARTICLE 6 – Finances

6.0 Club Finances

- 6.1 The fiscal period of the club shall commence on January 1 of each year and terminate on December 31st of that same year;
- 6.2 The financial statements shall be approved by the Executive Committee, and the approval shall be evidenced at the foot of the balance sheet by the signature of two Executive Committee Officers;
- 6.3 The annual membership fee will be due by January 31st of each year, or as determined by the Executive Committee.

ARTICLE 7 – Election of Officers

7.0 The following officers of the club shall be elected:

7.1 President

7.2 Vice President

7.3 Secretary

7.4 Treasurer

7.5 Member at Large (3)

7.6 The following shall be elected in 2007

7.6.1 The President and Vice President for a one year term;

7.6.2 Be it resolved that a President be allowed to serve only one consecutive term in that position commencing with the 2008 elections;

7.6.3 One Board Member at Large for a one year term and then the Board Member at Large elected for two year term beginning in 2008;

7.6.4 The Secretary, Treasurer and two Board Members at Large shall be elected for a two year term;

7.6.5 Separate elections shall be held for each officer category;

7.6.6 The officer positions will be filled by members voting for one (1) only, or combination of required names in election of several persons. A majority elects;

7.7 No person shall be eligible to serve as an officer unless he holds a current membership with the club.

ARTICLE 8 – Executive Committee

8.0 Unless otherwise decided by the General Meeting, the Executive Committee shall consist of the following officers:

8.1 President;

8.2 Vice President;

8.3 Treasurer;

8.4 Secretary;

8.5 Member at Large, a maximum of three (3)

ARTICLE 9 – Duties of the Executive Committee

9.0 Duties of the Executive Committee

9.1 The duties of the Executive Committee are:

9.1.1 To perform the functions and direction of the General Meeting between General Meetings;

9.1.2 To supervise and exercise guidance over the work of standing committees;

9.1.3 To make sure as it deems necessary to facilitate the functioning of the club, subject to the approval of the voting members at the next following General Meeting, and such rules are binding on the members and those participating in the club's programs, and;

9.1.4 No rule made by the club in a General Meeting validates a prior act of the Executive Committee that would have been invalid if that rule had not been made.

9.2 If a vacancy in the Executive Committee occurs:

9.2.1 The Executive Committee may at any time and from time to time appoint a member as an officer to fill a vacancy on the Executive Committee or that vacancy may be filled by election at the next Special General Meeting;

- 9.2.2 An officer so appointed holds office only until the conclusion of the next following Annual General Meeting of the club, but is eligible for re-election at the meeting.
- 9.3 An officer shall cease to hold office in the event:
 - 9.3.1 The person resigns his office by delivering a written resignation to the Secretary of the club;
 - 9.3.2 The person becomes ill so he/she is unable to fulfill his/her duties;
 - 9.3.3 If at a Special General Meeting of the members a resolution is passed by three-quarters (3/4) of the members represented at the meeting that he is removed from office, at which time a successor to complete the term of office may be elected, and;
 - 9.3.4 On death

ARTICLE 10 – Proceedings of Executive Committee Meetings

10.0 Proceedings of the Executive Committee

- 10.1 Meetings of the Executive Committee shall be held at least every two months, and may be convened by the President at any time or place;
- 10.2 The quorum necessary for the transaction of business at any SWBCC Executive Committee meetings shall not be less than four of the elected members;
- 10.3 The President may be chairperson of all meetings of the Executive Committee; but if at any meeting the President is not present within 10 minutes after the time appointed for holding the meeting, the Vice President shall act as chairperson, but if neither is present the officers will choose one of their members to be chairperson at that meeting;
- 10.4 Officers may, at any time, request a meeting of the Executive Committee, and the Secretary, upon receipt in writing such a request, shall convene a meeting of the Executive Committee;
- 10.5 The officers may carry out their functions through committees. Such committees shall have an officer on the committee who shall coordinate the function of the committee and on behalf of the committee, report back to the Executive Committee for ratification, information, decision;
- 10.6 Committee members shall be members of SWBCC and other than the officer may be selected from the membership at large at the discretion of the Executive Committee;
- 10.7 Any committee formed by the Executive Committee shall conform to any rules that may from time to time be imposed on it by the Executive Committee.

ARTICLE 11 – Duty of the Officers

11.0 The board shall consist of five elected positions as follows:

11.1 President

- 11.1.1 Shall be ex-officio member of all committees;
- 11.1.2 When present, presides at all meetings of the club and the Executive Committee;
- 11.1.3 Appoint to fill board vacancies and is the organizational point of SWBCC;
- 11.1.4 Chief executive officer of the club and supervise the other officers in the execution of their duties;
- 11.1.5 Responsible for all activities that fall outside of the duties of the other board members, such as any new activities or programs;
- 11.1.6 Term is not more than one year consecutively.

11.2 Vice President

- 11.2.1 Will carry out the duties of the President during his absence;
- 11.2.2 Keeps the most current roster of club members;
- 11.2.3 Serve as liaison to organizations outside of SWBCC, such as other clubs, local government or other organization in which the club has vested interest;
- 11.2.4 Carries out other duties as assigned by the Executive Committee.

11.3 Secretary

- 11.3.1 Shall keep the records of all activities of the club and Executive Committee and keep the minutes of the same;
- 11.3.2 Shall preserve and keep custody of the minutes;
- 11.3.3 Circulates Minutes to the Executive Committee in a reasonable time prior to the next meeting
- 11.3.4 Shall complete records of the membership and addresses, and shall be custodian of all documents of value and other properties;
- 11.3.5 Add members to the training partner database;
- 11.3.6 Including members in the email list, issuing official member cards, keeping track of member expirations, creating membership welcome packets, informing members of general club activities (how to get started in the club);
- 11.3.7 Periodically sending an updated member roster to USA Triathlon and USA Cycling;
- 11.3.8 Shall take charge of all correspondence.

11.4 Treasurer

- 11.4.1 Responsible for all financial activity of the club;
- 11.4.2 Collects club's dues;
- 11.4.3 Account for the funds of the club, and keep proper record of said funds, receipts, books and disbursements necessary, as laid out by the Executive Committee.

ARTICLE 12 – Duty of Committee(s)

12.0 The board shall consist of the following committee(s) and not limited to:

12.1 The Marketing Committee

- 12.1.1 Promotes public awareness of the club;
- 12.1.2 Manages the purchase, sales and inventory of SWBCC merchandise;
- 12.1.3 Carries other duties as assigned by the Executive Committee.

12.2 The Communications Committee

- 12.2.1 Manages the communication activities of the club including overseeing the website;
- 12.2.2 Maintaining promotional posters, issuing local community notices, issuing press releases and race reports to local media, etc...
- 12.2.3 Carries other duties as assigned by the Executive Committee.

12.3 The Social Committee

- 12.3.1 Coordinates the social activities of the club;
- 12.3.2 Carries other duties as assigned by the Executive Committee.

12.4 Event Committee

- 12.4.1 Responsible for entering SWBCC athletes into races in the SWBCC calendar;
- 12.4.2 Organizing / assisting with events organized directly with the club;
- 12.4.3 Obtaining event application forms, making these available to members.

12.5 Training Committee

12.5.1 Responsible for organizing group training, including ability groups, pacing, routing and scheduling;

12.5.2 Responsible for the organization of any training events, including sport(s) series.

ARTICLE 13 – Annual General Meetings

13.0 The Annual General Meeting shall be held once in every calendar year between October 1st and November 15th of each calendar year.

13.1 The Annual General Meeting will:

13.1.1 Hear and receive reports and statements as requested by the Executive Committee;

13.1.2 Adopt the minutes of the last Annual General Meeting;

13.1.3 Reviewing the Presidents report;

13.1.4 Hold election of Executive Committee positions;

13.1.5 Elect two members to review the club's financial report at year-end;

13.1.6 Transact any other business properly brought before the meeting;

13.1.7 Be published in the club newsletter.

ARTICLE 14 – Special General Meeting

14.0 Special General Meeting

14.1 The Executive Committee may call a Special General Meeting of members for the transaction of any business, the nature of which is specified in the notice calling the meeting

14.2 A special meeting shall be called upon written request by five (5) voting members provided such request(s):

14.2.1 States the purpose of the meeting;

14.2.2 Be signed by those members requesting the meeting, and;

14.2.3 Be delivered or sent by registered mail to the address of the club.

ARTICLE 15 – Notice of Meeting

15.0 Notice of time, place and date of Annual General Meeting or Special General Meeting shall be provided to member at least fourteen (14) days prior to the meeting date. The general nature of the business to be conducted there shall be contained in the notice.

ARTICLE 16 – Quorum

16.0 Quorum requirements

16.1 A quorum exists at a General Meeting when there are present more than 25% of the designated number of voting members as referred to in these by-laws, and, in any case, that such number present consists of minimum of ten (10) persons;

16.2 No business, other than the election of a chairman and the adjournment or termination of the meeting shall be conducted at a General Meeting at a time when a quorum is not present;

16.3 If at any time during a General Meeting there cease to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated;

- 16.4 If within thirty (30) minutes for the time appointed for a General Meeting a quorum is not present, the meeting, if convened on the requisition of the members, shall be terminated; but in any other case, it shall stand adjourned to the same day two weeks following; at place to be determined, membership will be notified, and if, at the adjourned meeting, a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the members present constitute a quorum.

ARTICLE 17 – Voting

17.0 Voting Procedures

- 17.1 Each member in good standing shall be entitled to attend and speak at all general meetings of the club and each voting member shall be entitled to one (1) vote on any question put to a vote at such General Meeting;
- 17.2 At all meetings of the members of the club, every question shall be determined by a majority vote, except constitutional changes which require two-third (2/3) of the votes recorded;
- 17.3 Voting may be by show of hands or secret ballot at the discretion of the chair; except that the voting for Executive Committee Officers shall always be conducted by secret ballot;
- 17.4 Prior to each General Meeting the Secretary of the club shall prepare a hardcopy list of names of the voting members;
- 17.5 Questions arising at any meeting of the Executive Committee shall be decided by a majority of votes. In case of equality of votes, the chairman in addition to his original vote, shall have a second or casting vote;
- 17.6 Executive Committee voting procedures
- 17.6.1 The President shall establish a nominating committee at the September Executive Committee meeting and the nominating committee shall consist of one Executive Committee member and one current club member at large;
 - 17.6.2 The committee shall ask for nominations from the floor of the September and October meetings;
 - 17.6.3 The committee shall prepare a slate of officers for presentation at the November meeting and request final nominations from the membership;
 - 17.6.4 A slate of officers for presentation at the November meeting and request final nominations from the membership;
 - 17.6.5 A slate of officers will be presented to the membership at the December meeting for approval from the membership.

ARTICLE 18 – Newsletter

- 18.0 At a minimum the newsletter will provide the following information to all members:
- 18.1 Board positions;
 - 18.2 Names and contact information of board members;
 - 18.3 Current club activities;
 - 18.4 Upcoming elections;
 - 18.5 The newsletter will be distributed no less than once per calendar quarter to all members.

ARTICLE 19 – Survey

- 19.0 Once per year, the board will distribute a survey to the club membership asking for suggestions on improvement for the club. The board will in good faith attempt to implement reasonable suggestions.

ARTICLE 20 – Safety

20.0 Safety will always be a priority at club events

20.1 Bike helmets must be worn at all rides and all traffic laws must be obeyed;

20.2 Reasonable care will be taking when choosing bike routes to minimize traffic and to stay within the handling skills of the riders;

20.3 When swimming, someone with lifesaving and CPR certification should be present;

20.4 Swimming will only be performed in designated or approved swim areas.

ARTICLE 21 – Amendments to the Constitution and By-Laws

21.0 The Constitution and By-Laws of the club may be amended, enacted or repealed by the Executive Committee, and sanctioned by at least two-third (2/3) of the votes cast at a meeting of voting members duly called.

21.1 Amendments shall be posted in the club newsletter fifteen days before the next club meeting.