

# Regina Cycle Club Constitution and Bylaws

Revised December 2020

## Regina Cycle Club Constitution

### ARTICLE 1 – Name

The name of this Society shall be (the) Regina Cycle Club Inc., also referred to as “the Club” in the following document.

1. In this document, unless the context otherwise requires:
  - “Chair” means the President or Chairman
  - “Officers” means the elected Executive
  - Words importing the singular include the plural and vice versa. Words importing the male person include the female person.

### ARTICLE 2 – Club Purpose

The purpose of the Club shall be to promote bicycling; to encourage and facilitate training rides, weekly Tuesday races, cyclocross, host Sask Cup races in road and cyclocross and all forms of recreational bicycling activities; to defend and protect the rights of bicyclists; to secure a better understanding and recognition of the need for safer riding conditions; to encourage the allocation of facilities for bicycling on public lands; to cooperate with the public authorities in the observance of all traffic regulations; to provide an opportunity for members to socialize with others who have an interest in bicycling; and to recognize bicycles as vehicles used for pleasure, fitness and transportation.

The Club shall maintain an attitude strictly non-sectarian, non-partisan, and non-profit. All money collected by dues or other means shall go to the treasury, and be used only for furthering the stated purpose of the Club. The Club will not engage in any activity contrary to its non-profit status.

Upon dissolution of the Society its property and assets shall be donated to a non-profit Regina, Saskatchewan organization; of which said organization has similar purpose and objectives to the Society. This provision of the Constitution is unalterable.

## **Regina Cycle Club Bylaws**

### **ARTICLE 3 – Membership**

#### *Section 3-A*

Regular membership in the Club is given to dues-paid members who are 19 years of age or older. Those under 19 years of age must have parental or guardianship approval. Regular members will be eligible to hold a Club office and are entitled to full voting privileges. Each regular membership will receive the Club's e-mails, ride schedules, and be eligible to participate in any Club sponsored activities. All Club members may cast one vote on Club matters.

#### *Section 3-B*

A current copy of the constitution and bylaws will be available on the Club website.

#### *Section 3-C*

The membership of any active member who violates any provision of the constitution, bylaws or rules of the Club may be suspended or voided by a majority vote (two-thirds or 66%) of the Officers. The member may petition to members at large to be reinstated by a majority vote at the next Club meeting.

#### *Section 3-D*

Membership is based on a calendar year, starting January 1<sup>st</sup> and ending December 31<sup>st</sup>.

#### *Section 3-E*

Every member must uphold the constitution and comply with these bylaws.

Any Club member may petition the Executive and ask for the removal of a Club member. Such a request must be in person and presented to the Executive at a scheduled Executive meeting. A full explanation of why removal is sought must be provided. The general membership must be informed of pending actions against any Club member by notification of such action in writing to the Club prior to any such vote.

### **ARTICLE 4 – Dues**

The dues amount will be reviewed by the Executive and voted on at the Annual General Meeting.

### **ARTICLE 5 – Meetings**

The Executive Committee will meet as often as necessary.

The Annual General Meeting shall be held on or around the first week of November. All Club members are invited to attend Club meetings. Meeting locations and times will be publicized via email by the Secretary

and on the Club website at least two weeks prior to each meeting. The Executive shall determine meeting location. Executive meetings will be held as needed.

Rules of Order shall apply to all meetings (such as, but not limited to, Robert's Rules of Order).

The accidental omission to give notice, or the non-receipt of notice, for a meeting, will not be grounds for invalidating meeting proceedings.

There must be an agenda prepared following the approved template and copies distributed at the start of the meeting, and minutes shall be kept.

Non-members shall be afforded the right to speak at meetings, but only members shall discuss, bring forward motions, or vote on Club business.

An individual can only attend one meeting without applying for membership in the Club.

Executive Committee members should sit together and introduce themselves at the start of each meeting.

#### **ARTICLE 6 - Quorum**

A quorum for the purpose of conducting business at Club meetings shall consist of at least three (3) Executive Committee members and 15 regular members or 20% of the club membership, whichever is less.

A quorum for the purpose of conducting Executive meetings shall consist of 4 members of the Executive Committee.

#### **ARTICLE 7 - Elections**

Election of Club officers shall be held at the Annual General Meeting at or around the first week in November.

Notification of elections shall be posted on the Club's webpage no later than one month prior to the AGM.

- This post shall;
  1. Contain the Executive positions available
  2. Contain a description of the executive duties
  3. Inform the prospective Executive officers that they shall be expected to briefly outline why they would like to become an Officer of the Club
  4. Call for a volunteer to fill the position of Electoral Officer, who will act as an impartial third party and conduct business during elections.

Only those individuals who hold current membership in the Club shall be eligible for nomination and election. A member who wishes to run for an Executive position but is unable to attend the AGM may be nominated in absentia. The member should provide in writing an outline of why they would like to become an Officer of the club.

If more than one Club member volunteers for the position of Electoral Officer, the Executive Officers shall decide, by vote, who will fill the position.

The Electoral Officer will decide the voting format, run the election process, and turn the meeting back over to the Chair at the completion of the election. The Electoral Officer shall use Robert's Rules of Order, or a similar system of rules and order, to set the nomination and elections format to ensure the process is binding and just.

#### *Section 7-B*

Members of the Executive Committee will serve for a term of one calendar year. Appointed Club positions shall be appointed by a majority vote of the Club and will also serve for a term of one calendar year.

### **ARTICLE 8 – Officers and Duties**

The Officers of the Club shall consist of: President, Vice-President Road, Vice-President Cyclocross, Vice-President Thursday Nights, Vice-President Virtual, Vice-President Youth Development, Vice-President Women, Vice-President Gravel, Treasurer and Past President.

#### *Section 8-A*

The Officers shall comply with the provisions of this constitution, any ratified constitutional amendments, bylaws and rules ratified under the provisions of their constitution by Club members, in conducting the business of the Club. The Officers will maintain a written record of all meetings, which will be made available to all members.

#### *Section 8-B*

The Officers may be removed by the majority vote of the Club, as per Section 9E.

#### *Section 8-C*

The VP of Tuesday Night Races, VP of Cyclocross and President shall keep apprised of the current membership list, and ensure club members attending club races/rides meet the requirements of our insurance provider.

#### *Section 8-D*

The Duties of the officers are as follows:

##### President

- Is a voting member of the Executive Committee
- Is the chief operating officer of the Club with the power to initiate and direct Club policy subject to the approval of the Executive

- Chairs the Executive and general membership meetings, or in the case of general meetings, may designate another member to chair the meeting on their behalf.
- Provides the Club with leadership and guidance in accordance with the purpose of the Club.

#### Vice-President Tuesday Night Races

- Is a voting member of the Executive Committee
- Arranges Tuesday Night Races
- Substitutes for the President in his/her absence.
- Shall develop a yearly schedule for weekly and monthly Tuesday Night races
- Ensures that each rider conforms to cycling road rules and etiquette

#### Vice-President Thursday Night Races

- Is a voting member of the Executive Committee
- Arranges Thursday Night Rides
- Substitutes for the President in his/her absence.
- Shall develop a yearly schedule for weekly Thursday night rides
- Ensures that each rider conforms to cycling road rules and etiquette

#### Vice-President Cyclocross

- Is a voting member of the Executive Committee
- Arranges group rides.
- Substitutes for the President in his/her absence.
- Shall develop a yearly schedule for weekly and monthly cyclocross bike rides.
- Shall coordinate with the road bike rides and events along with local races and events
- Ensures that each rider conforms to cycling rules and etiquette

#### Vice-President Gravel

- Is a voting member of the Executive Committee
- Arranges group rides.
- Substitutes for the President in his/her absence.
- Shall develop a yearly schedule for gravel bike rides.
- Shall coordinate with the road bike rides and events along with local races and events
- Ensures that each rider conforms to cycling rules and etiquette

#### Vice-President Women's Rides

- Is a voting member of the Executive Committee
- Arranges group rides for women.
- Substitutes for the President in his/her absence.
- Shall develop a yearly schedule for weekly women's bike rides.
- Ensures that each rider conforms to cycling road rules and etiquette

#### Vice-President Youth Development

- Is a voting member of the Executive Committee
- Coordinates with other VPs to provide encouragement and opportunities for young riders
- Ensures that each rider conforms to cycling rules and etiquette

#### Vice-President Virtual

- Is a voting member of the Executive Committee
- Arranges rides on virtual platforms

#### Treasurer

- Is a voting member of the Executive Committee
- Keeps a record of all financial transactions
- Keeps Club cheque book and pays approved bills for which there is a receipt
- Regularly reports on the Club's financial status
- Maintains the Club's bank account(s).
- Files appropriate reports.
- Maintains Club membership register
- Acts as signing authority on the Club accounts (with two other members of the Executive).

#### Appointed position:

- Past President: is responsible for mentoring and advising new Committee members
- Additional club members, who may function as a committee, may support these efforts.

### **ARTICLE 9 – Committees and Duties**

#### *Section 9-A*

The Executive Committee of the Club shall consist of the President, Vice-President Road, Vice-President Cyclocross, Vice-President Thursday Nights, Vice-President Virtual, Vice-President Youth Development, Vice-President Women, Vice-President Gravel, Treasurer and Past President.

#### *Section 9-B*

The property and lawful business of the Club shall be held and managed by the Executive Committee, which shall possess all the powers and the authority as may be necessary to carry out the purpose and goals of the Club as limited by the constitution and bylaws. The Executive Committee shall solicit the input of the membership throughout the year and during general meetings for guidance on topics that are relevant to them.

#### *Section 9-C*

The duties of the Executive Committee members shall be such as their title by general usage would indicate, and such as required by law, or stated in this constitution and bylaws. The Executive Committee may perform an audit of the Club Treasury on an annual basis or more often if needed.

#### *Section 9-D*

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

Honorariums can be paid to a club member or non-club member that performs Club's business above and beyond a regular volunteer, mainly to cover expenses (i.e. gas, food). The honorarium must be set and approved by the Executive. Example: a race director.

Members seeking Executive positions do so with this knowledge and seek their desired positions to help further the stated goals of the Club.

#### *Section 9-E*

If any member of the Executive Committee does not perform his/her assigned duties to a level stated by this document and expected by the membership, he/she may be removed from his/her office as follows.

Any Club member may petition the Executive and ask for the removal of an Executive Committee member. Such a request must be in person or in writing and presented to any member of the Executive. A full explanation must be provided of why removal is sought. The Executive will then meet and discuss further action. The General membership must be informed in writing of any pending action against an Executive member prior to any vote to remove the Executive member at a general Club meeting.

The President, or Vice President, in the event that the action is sought against the President, with a simple majority approval of the Executive, shall have the authority to ask the general membership to approve the removal of any Executive Committee member from his/her position at any time, for any cause which the Executive shall deem adequate. It shall be necessary to identify such cause or reason in the records of the meeting. He/she may be removed from office by a simple majority vote by the members attending a Club meeting.

Any Executive Committee member removed from office shall not be eligible for re-election or reappointment to the Executive Committee for a period of one full calendar year after his/her removal. Upon removal from a position on the Executive Committee all documents and objects, which are the lawful properties of the Regina Cycle Club, and were in possession or assigned to the particular board member must be turned over to the Executive Committee in a timely fashion.

#### *Section 9-F*

In the Event of the removal or resignation of a member of the Executive, the Club membership shall be informed of the upcoming election for the position at least two weeks prior to the next Club meeting. In the event of the removal or resignation of a member of the Executive without two weeks' notice, the remaining Executive Committee members shall appoint a temporary replacement for the vacated position subject to majority approval by the general membership present at that Club meeting. The Club membership shall be informed of the upcoming election for the permanent position at least two weeks prior to the next Club meeting.

#### *Section 9-G*

The club can choose to appoint a Committee when the Membership deems a task or project too large to be reasonably undertaken by one individual. All actions of the Committee must be reported during the regular bi-monthly meeting (or on a more frequent basis if required). Funds may be disbursed to

Committees by majority vote at a General Meeting. The Executive may call an emergency meeting on the disbursements of funds, if it is deemed that the Committee will be unable to meet its goals without funds before the next general club meeting. Receipts must be provided to the Treasurer.

#### *Section 9-H*

The fiscal year end of the club shall be December 31<sup>st</sup>.

#### *Section 9-I*

The annual spending limit of the Executive Committee is described in the RCC Financial Policy and Operating Reserve Policy.

#### *Section 9-J*

All funds set aside for a specific purpose shall be left for said purpose in perpetuity. This provision of the Constitution is unalterable.

### **ARTICLE 10 – Communication**

The Treasurer or other member as assigned by the Executive Committee will be responsible for maintaining the Club membership list and email list. The Club membership list and email list shall only be used by the Executive for club business, which includes, but is not limited to, informing club members of activities, events, and/or general club notices. It shall not be used for promoting businesses or advertising. Members wanting to post activities or notices to the Club must send it to an Executive member or post it on the Club Facebook page for approval.

Any controversial issues and/or correspondence will be discussed by the Executive Committee and must be approved by a majority vote prior to email distribution to the general Club membership.

A notice will be distributed to the membership via Facebook early in the calendar year to advise of cycling events to be held in the Regina area in the upcoming year. The notice will be amended throughout the course of the year as needed. The notice of events will also be published on the Club's website and amended as required.

### **ARTICLE 11 – Proxy Voting**

No proxy voting shall be allowed.

### **ARTICLE 12 – Amendments**

Amendments to the constitution may be submitted by the general membership at a Club meeting. An amendment, after it has been discussed and approved by the Executive Committee, must then be ratified by a two-thirds (66%) majority of Club members attending the next publicized Club meeting after the proposed changes have been distributed by email and published on the Club website.

### **ARTICLE 13 – Audit**

The books, accounts and records of the Treasurer shall be audited at least once each year by a duly qualified accountant or by a qualified Member of the Club elected for that purpose at the Annual General Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual General Meeting of the Society. The fiscal year of the Society in each year shall begin January 1.

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 time satisfactory to the officer or officers having charge of same. Each Board Member shall at all times have access to such books and records.

## **RCC Financial Policy**

The purpose of financial management for the Regina Cycle Club Inc. (RCC or the Club) is to enable the Club to fulfill its mission in an effective and efficient manner, and to remain accountable to its members.

### *Authority and Responsibilities*

The Executive Committee is ultimately responsible for the financial management of all activities. The Treasurer is authorized to act on behalf of the executive committee when action is required.

The President is responsible for the financial management of the Club.

Four Officers of the Club shall have signing authority for the RCC bank account. Two of those Officers shall be the Treasurer and President. The Treasurer and President each have access to the Club's online banking, including single-approval e-transfers.

### *Budget*

In order to ensure that planned activities are consistent with the mission of the Club and minimize the risk of financial jeopardy, a budget shall be prepared and approved by the Executive Committee prior to April 1<sup>st</sup>. The Treasurer shall use reasonable assumptions and projections, with the general goal of a small unrestricted surplus.

There shall be an annual spending limit of \$200 for the following positions: President, VP Road, VP Cyclocross, VP Gravel, Treasurer. These amounts are intended to cover incidental operating costs for each committee or other general Club expenses.

Expenses exceeding the budgeted amount or not identified in the budget shall be approved as follows:

- Less than \$500 must be approved by the President and Treasurer.
- Equal to or greater than \$500 must be agreed upon by the Executive Committee.

The Executive Committee must approve use of the Operational Reserve as described in the Operational Reserve Policy.

No advances of funds are authorized. Direct and necessary expenses shall be reimbursed.

## **RCC Operating Reserve Policy**

### *Purpose and Definitions*

The purpose of this Operating Reserve Policy is for Regina Cycle Club Inc. (RCC, the Club) to maintain an adequate level of assets in an Operating Reserve Fund such that the organization's day-to-day operations may continue in the event of unforeseen shortfalls. Operating reserves are not intended to eliminate an on-going budget gap.

The reserve may also be used for special activities and one-time, non-recurring expenses that contribute to the Club's mission<sup>1</sup>. We recognize the Club's reserve was originally established with the intent to support and encourage road cycling, and this original purpose shall be taken into consideration in the use of these funds.

The RCC intends for the operating reserves to be replenished when used within a reasonable period of time. Use of the reserves shall be implemented in conjunction with the other policies of the Club.

The target minimum Operating Reserve Fund is defined as \$10,000.

### *Accounting*

The Operating Reserve Fund will be recorded in the Club's financial statements as an Operating Reserve. The Operating Reserve Fund will be funded with surplus operating funds without donor restrictions and be available in in cash or cash equivalents. The Operating Reserve will be maintained in a segregated bank account or investment fund.

### *Authority to Use the Operating Reserves*

The Treasurer will identify the need for access to reserve funds based on funding requests from members of the Executive Committee and the budget set forth for the operating year. Consideration of need shall include evaluation of any other sources of funds prior to using reserves. Use of the reserves must be consistent with the purpose of the reserves described in this Reserve Policy. Requests to use operating reserves in excess of \$500 or result in an operating reserve less than the minimum must include plans for replenishment of the reserve.

Authority for use of up to \$500 of operating reserves is delegated to the President in consultation with the Treasurer.

Authority for use of the reserve in the amount of \$501 to \$1000 must receive prior approval from the Executive Committee.

Authority for use of the reserve in excess of \$1000 must receive prior approval from the Executive Committee and approval from a majority vote at an open member meeting.

### *Reporting and Monitoring*

The President and Treasurer are responsible for ensuring that the Operating Reserve Fund is maintained and used only as described in this Policy. Upon approval of the use of operating reserve funds, the Treasurer will maintain records of the use of funds and the plan for replenishment. They will provide annual reports to the Executive Committee and general membership of progress to restore the fund to the target amount.

### *Review of Policy*

Changes to the policy will be recommended by the Treasurer to the Executive Committee for approval. Adoption of changes to the reserve policy will require majority approval of the Club membership at the Club Annual General Meeting.

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<sup>1</sup> The Club's mission is to promote bicycling and encourage and facilitate training rides and racing in road, cyclocross and gravel cycling.