

BIKE WINNIPEG, INC.

Organizational Bylaws



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1. GENERAL MATTERS

Name

- 1.1 The name of the organization is Bike Winnipeg, Inc. (herein after referred to as “the Organization” or “Bike Winnipeg”).

Fiscal Year

- 1.2 The fiscal year of the Organization shall terminate on the 31st day of December in each and every year. The decision as to whether to audit the books and financial records of the Organization shall remain at the discretion of the Bike Winnipeg Board of directors (hereinafter referred to as “the board”) and shall be reviewed annually and within ninety days of the fiscal year end.

Registered Office

- 1.3 The registered office of the Organization shall be in Winnipeg, Manitoba and at such place as the board shall designate.

Mission and Vision

- 1.4 Bike Winnipeg is a voluntary, inclusive group of concerned citizens working to make cycling in Winnipeg a safe, enjoyable, accessible and convenient transportation choice year---round.

We envision a city where cycling is embraced as the preferred mode of transportation, where cycling is integrated into urban design and planning, and where Winnipeg is recognized as a leader in cycling infrastructure and programs.

2. ORGANIZATION

Membership in Bike Winnipeg

- 2.1 Any person who is interested in and supports the objectives of Bike Winnipeg is welcome to apply for membership. A member is in good standing if membership fees are paid to date.

Structure of the Board of directors

- 2.2 The affairs of the Organization shall be managed by the board. A maximum of 12 members shall constitute a full slate of directors.

- 2.3 The board shall consist of the following positions: two co---chairs, treasurer, secretary, plus additional directors to bring additional skills and diversity to the board.

Co--Chairs

- 2.4 Two co---chairs shall share the duties of chief executive officer, and subject to the authority of the board, shall have general supervision of the business of the Organization, and shall have such other powers and duties as the Board may specify. One of the co---chairs shall preside as “meeting chair” at all meetings of the organization unless those present at a meeting agree that another director or member shall preside as “meeting chair” for that meeting.

Secretary

- 2.5 The Secretary shall:
- a) Attend and be the secretary of all meetings of the membership, and board and shall enter or cause to be entered in records kept for the purpose minutes of all proceedings thereat;
 - b) Give or cause to be given as and when instructed, all notices to members, directors, auditors, and members of committees of the board;
 - c) Be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Organization and of all books, papers, records, documents, and instruments belonging to the Organization, except when some other office or agent has been appointed for the purpose; and
 - d) Have such other powers and duties as the board may specify. The Secretary shall prepare, in cooperation with the co---Chairs an agenda and supporting documents and make available for reference purposes at all Annual, General, and Board Meetings copies of the bylaws, policy and procedure manuals and resolutions.

Treasurer

- 2.6 The Treasurer shall:
- a) Keep accurate accounting records in compliance with the Act;
 - b) Provide such financial information as may be received by the Board;
 - c) Report to the board on the financial status of the Organization;
 - d) Be responsible for the deposit of money, the safekeeping of securities and the disbursements of the funds of the Organization; and

- e) Have other powers and duties as the board may specify.

Powers and Duties of Other directors

- 2.7 The powers and duties of all other directors shall be such as the terms of their engagement call for or as the board may specify. Any of the powers and duties of the director to whom an assistant has been appointed may be exercised and performed by such assistant, unless the board otherwise directs.

Variation of Powers and Duties

- 2.8 The board may from time to time, and subject to the provisions of the Act, vary, add, or limit the powers and duties of any director.

Qualification of a director

2.09

- a) nomination of a director shall be that he or she shall be a member in good standing of the Organization and whose nomination is moved and seconded by two other members.
- b) is supportive of the mission statement and guiding principles of the Organization.
- c) will always act in the best interest of the membership as a whole.
- d) has the ability to contribute her/his views in a courteous, articulate and constructive manner, and to hear and respect differing views.
- e) has sufficient time and interest to prepare for and actively participate in each board meeting and committee meeting as required. The approximate time commitment of a director is about two hours per week, but can vary depending on the projects that the Organization undertakes. A minimum commitment of four hours per month is required.

Appointment of a director

- 2.10 The appointment of a director shall be voted on by the membership at the Annual Meeting of the Organization as outlined in 3.03 herein.
- 2.11 Candidates for Co-Chairs shall put their names forward together and shall be considered for election as a team at the Annual Meeting of the Organization as outlined in 3.03 herein.

Length of Office

- 2.12 The length of office of each director shall be a two---year term. directors may be elected for a total of three consecutive two---year terms. After serving at least two consecutive years, a director who is re---elected may choose to serve a one year term.

Resignation by director

2.13

- a) A director may resign from the board by thirty (30) days written notice of that director's intention;
- b) The procedure to fill a vacancy arising from reason of resignation, expulsion, or death is outlined in paragraph 2.15.

Expulsion of director

2.14

- a) The board may, by special resolution remove a director for a breach of the by---laws of the Organization or non---attendance at three consecutive meetings. The special resolution shall be moved and seconded at a board meeting but tables until such time as 2.14 b) has been complied with.
- b) A director identified by special resolution as per 2.14 a) has a right to seven (7) days notice of the meeting at which such special resolution to expel will be examined. The director has the right to appear in person or with counsel at such meeting to give full answer in opposition to such special resolution;
- c) If such special resolution is approved by two---thirds of the directors present, the expelled director shall be notified within seven (7) days;
- d) The vacancy existing by reason of the expulsion of a director shall be filled in accordance with paragraph 2.15 b) herein.

Procedure to Fill a Vacancy

2.15

- a) A vacancy shall be deemed to exist at the completion of a term of a director, at the death of a director, at the resignation of a director, or following the expulsion of a director;
- b) The Board of directors shall fill the vacancy by appointing any person who meets the qualifications of a director as outlined in 2.09 herein, subject to the decision making procedure as outlined in 4.06 herein;

- c) Despite the vacancy, the Board of directors has full authority to carry out its mandate on condition always that a quorum exists.

3. GENERAL MEMBERSHIP MEETINGS

Quorum

- 3.1 The quorum for transaction of business at membership meeting described in paragraphs 3.03 and 3.04 herein shall be 50% of the board plus an equal number of non-board members.

Decision Making

- 3.2 Decisions are binding if 75% of the members present vote in favor of a particular motion.

Annual General Meeting

3.03

- a) The Annual General Meeting (herein after “the AGM”) of the Organization shall be open to the public and shall be set by the board within two hundred and forty (240) days following the fiscal year end;
- b) The place of such meeting shall similarly be set by the board;
- c) The Secretary shall cause to be sent to each member of the Organization a Notice of Meeting thirty (30) days prior to the AGM;
- d) The Secretary shall cause to be available the Minutes of the AGM to members and other interested party within sixty (60) days following the AGM;
- e) Notice to members may be given by any of these methods: mail, email or fax.

Special General Meetings

3.04

- a) At the request of one of the co-Chairs, Special General Meetings (hereinafter “an SGM”) of the membership can be called to discuss policy issues;
- b) The place of an SGM shall be set by the board;
- c) The board shall cause to be sent to each member of the Organization a Notice of Meeting ten (10) days prior to an SGM.

- d) An application for an SGM signed by 6 members in good standing can be made to a co---Chair. One of the co---Chairs must call an SGM within 20 days of receipt of the application;
- e) Notice to members may be given by any of these methods: mail, email or fax.

4. BOARD MEETINGS

Requirements to Convene Meetings

4.01

- a) At the request of one of the Co---chairs, the Secretary shall convene a board meeting. The Secretary shall similarly convene board meetings on the request of two directors.
- b) The board shall meet a minimum of four (4) times during the year.

Convening Meetings

- 4.2 The Secretary shall convene all board meetings requested as outlined in 4.01 and shall be responsible for notifying all directors. Five (5) days notice of such meeting shall be given to all directors and such notice shall contain the date, place, time, and agenda of the upcoming meeting .

Representation and Participation at Meetings

- 4.3 Representation and participation at board meetings shall be by the following means:
 - a) personally; or
 - b) by proxy provided that the director appointing such proxy---holder outlines in writing the extent of authority granted. Such proxy is valid only if given to the meeting chair at the outset of the meeting and extends only to the meeting in respect of which such proxy is granted. A director participating at a meeting by this means is as well deemed to be present at the meeting; or
 - c) by telephone or other communication facilities as permit all persons participating in the meeting to hear each other. A director participating at a meeting by this means is deemed to be present at the meeting.

Quorum

4.04

- a) Quorum for board meetings exists when 50% of the directors are present.

- b) Any director with a conflict of interest, as outlined in Section 6 herein, may be counted in determining whether a quorum exists but shall not vote on any such business contract or arrangement;

Questions of Procedure

- 4.5 The meeting chair directs discussion and alone decides questions of procedure. A procedural decision undertaken by the meeting chair is subject to an appeal of that decision by a director. A 50% majority vote of the directors participating at a meeting is required to suspend or cancel such procedural decision undertaken by the meeting chair.

Decision Making

4.06

- a) Decisions of the board are undertaken as long as a quorum exists
- b) Bike Winnipeg will employ consensus while making decisions at board meetings.
- c) In the event that consensus cannot be reached, the directors may exercise the option to move to a voting procedure whereby each director is allowed one vote. With the approval of 75% of the directors present, the motion can be put to a vote. Decisions are binding if 75% of the directors present vote in favor of a particular motion.
- d) The meeting chair cannot exercise a right of vote;
- e) A vote can occur in the following ways: i) upon a show of hands; or ii) through verbal confirmation of vote by such directors as participating by telephone as provided for in paragraph 4.03 herein; or iii) where a director is represented by a duly appointed proxy, such proxy is entitled to vote by show of hands in the stead of such director.
- f) A vote shall occur as outlined in Section 4.06 e) unless a poll is demanded. If a poll is demanded such decision shall be undertaken by the directors by ballot other than those participating by telephone as provided for in paragraph 4.03 herein who shall be entitled to vote through verbal confirmation of vote.
- g) The decisions of the Board of directors undertaken without a quorum must be ratified at the next meeting of the Board of directors where a quorum does exist.

5. POWERS AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS

Powers of the Board of directors

- 5.1 The Board of directors may:
- a) exercise all such powers of the Organization as are not, by the Manitoba Corporations Act (herein after “the Act”) and the bylaws, contrary to the Organization;
 - b) conclude any contract or agreement of behalf of the Organization;
 - c) authorize expenditures on behalf of the Organization and may delegate by resolution to any officer or officers the right to employ and pay salaries to employees;
 - d) make expenditures for the purpose of furthering the objectives of the Organization; transact banking with any chartered bank, trust company, or credit union in Canada;
 - e) prescribe such rules and regulations not inconsistent with these bylaws relating to the management and operation of the Organization as they may deem expedient;
 - f) take such steps as they may deem necessary to enable the Organization to receive donations, benefits, and funding for the purpose of furthering the objectives of the Organization;
 - g) invest funds of the Organization in such manner as the directors may determine subject to any statutes or laws from time to time applicable;
 - h) solicit and receive donations, bequests, legacies and grants on behalf of the Organization and enter into agreements, contracts, and undertakings incidental thereto.

Responsibilities of the Board of directors

- 5.2 The Board shall:
- a) be responsible for the coordination of the work of the Organization and for implementing the policies and directives of the Organization.
 - b) be responsible for ensuring that the funds of the Organization are accounted for and that the Minutes of the meetings are maintained;
 - c) be responsible for ensuring that the bylaws and any rules and regulations continue to reflect the goals and objectives of the Organization;

- d) be responsible for financial management of the Organization by approving budgets, establishing budgetary priorities, and setting all criteria relating to the financial matters of the Organization
- e) be responsible for creating and overseeing all committees and subcommittees of the Board of directors and for ensuring their continued relevance. The Board of directors shall as well be responsible for creating any such new committee as from time to time shall be required in order to meet the goals and objectives of the Organization
- f) be responsible for ensuring the good management of its employees by:
 - i. hiring, firing or suspending as the case may be the Executive director of the Organization
 - ii. defining the rights, responsibilities and expectations of the Executive director
 - iii. dealing generally with the Executive director on all matters relating to the personnel of the Organization.
- g) in the absence of an Executive director, be responsible for ensuring the good management of its employees or contractors by:
 - i. hiring, firing or suspending as the case may be employees or contractors as required
 - ii. defining the rights, responsibilities and expectations of the employees or contractors

5.3 The directors shall serve without remuneration, provided that a director may be paid for reasonable expenses incurred in the performance of the duties of the Organization.

5.4 The Organization shall indemnify a director or an officer, a former director or officer, or a person who undertakes or has undertaken any liability on behalf of the Organization, and his heirs and legal representatives, against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him or her in respect to any civil or administrative action or proceedings to which he or she is made a party by reason of being or having been a director or officer of the Organization or such body corporate, if he or she acted honestly and in good faith with a view to the best interest of the Organization.

6. CONFLICT OF INTEREST

Conflict of Interest

- 6.1 A conflict of interest shall be deemed to exist where a member of the board, a director or an employee of the Organization, or the "close family" of any of the above receives any benefit, financial or otherwise, from a decision or decisions undertaken by the board. "Close family" includes but is not restricted to, a spouse, father, mother, father by remarriage, mother by remarriage, guardian, brother, sister, half---brother, half---sister, common--- law spouse, child, including child by remarriage, father---in---law, mother---in---law.
- 6.2 Any director or employee of the Organization who believes a benefit, financial or otherwise, may accrue, as a result of a decision or decisions undertaken by the board shall declare himself or herself to be in conflict of interest and thereafter abstain from any decision or discussion relative to the matter.
- 6.3 No member of the board or employee shall occupy a position with an organization other than Bike Winnipeg that may place that director, or employee in a position incompatible with the full and complete execution of his or her duties to Bike Winnipeg.
- 6.4 The board may establish a policy outlining the implementation of detailed procedures for handling a conflict of interest.

7. COMMITTEES OF BIKE WINNIPEG

Powers of the Board of directors

- 7.1 By reason of Section 5.02 herein, the board has the power to establish committees in order to ensure that the best interests of the Organization are met.
- 7.02
- a) Consistent with Section 5.02, the board shall have the power to establish such standing and ad hoc committees as it deems necessary and delegate to such committees any of the power and authority reserved to the board. The committee Chair of such other committees as the Board may establish shall have the power to appoint non---members of the Organization to serve on such committee.
- b) Consistent with Section 5.02, the board shall have the power to abolish any standing or ad hoc committee in order to best serve the needs of the Organization.

8. AMENDMENT OF THE BYLAWS

Amendments of Bylaws

- 8.1 These Bylaws may be amended at an AGM or SGM as outlined in Section 3, as long as notice in 8.02 has been served. The amendment must be passed by a majority of no less than 75% of the votes cast by such members entitled to vote as are present in person at the meeting.

Notice for Bylaw Amendments

- 8.2 Notice of Bylaw amendments must include a description and wording of the proposed amendment and the time and place of the AGM or SGM. The notice shall be posted on the Bike Winnipeg website and otherwise made in accordance with 3.03(e) not less than thirty (30) days before the date of the AGM or SGM as identified in the notice.

Quorum for Bylaw Amendments

- 8.3 Consistent with Section 3.01 herein, the quorum for bylaw amendment shall be 50% of the board plus an equal number of non-board members.

9. DISSOLUTION

Dissolution

- 9.01 It is an irrevocable provision of this bylaw that members of the Organization shall have no pecuniary interest in the property or assets of the Organization, and that upon dissolution or winding-up of the Organization, any funds and assets of the Organization remaining after satisfaction of its debts and liabilities shall be distributed to a recognized charitable organization in the area whose objects most closely accord with those of the Organization, as determined by its members at dissolution.

Enacted this _____ day of _____ A.D. 2007 at a meeting of Bike Winnipeg Inc.

_____ Co-chair

_____ Co-chair

_____ Secretary