

BY-LAWS OF
LETHBRIDGE BICYCLE MOTO-CROSS ASSOCIATION

(hereinafter called the "Club")
(Revised September 1991)

1. INTERPRETATION

In these By-Laws, unless the context otherwise requires, words importing the singular number of the masculine gender shall include the plural number of the feminine gender, as the case may be, and visa-versa, and references to persons shall include firms and corporations.

2. NAME

The name of the society shall be "Lethbridge Bicycle Moto-Cross Association".

3. OBJECTIVES

The objectives of the Club shall be:

- a). To promote the sport of bicycle moto-cross racing.
- b). To conduct bicycle moto-cross clinics, training sessions and competitions.
- c). To provide for the recreation and interaction of club members and their families, and afford the opportunity for friendly and social activities.
- d). To assist each rider member to achieve the BMX skill development level they desire.
- e). To provide all necessary equipment and furniture for carrying on its various objectives.
- f). To acquire lands by purchase or otherwise, erect or otherwise provide a building or buildings for BMX competitions, training and or social purposes.
- g). To sell, manage, lease, mortgage, dispose of or otherwise deal with the property of the society.
- h). To conduct BMX events, shows, dinners and other activities in order to raise the funds necessary to accomplish objectives A through G inclusive.
- i). To operate exclusively as a charitable organization for the objectives aforesaid.

4. MEMBERSHIP

a). Classes

The club shall consist of an Executive Committee, Club officers, Rider members, Associate members and Honorary members as defined below.

- (i). The Executive Committee shall be elected at the Annual General Meeting.
- (ii). Club officers shall be appointed by the Executive Committee.
- (iii). Rider members shall be those individuals who participate in competitions and practices and have paid a membership.
- (iv). Associate members may be those individuals who are the parents or guardians of current rider members of the club; or who are an immediate family relation of a current rider member. Immediate family includes, grandparents, aunts, uncles, brothers, or sisters. Associate membership is retained for one racing season after a rider member withdraws from the Club membership.
- (v). Honorary members shall be those individuals who have been elected as such by the members of the club at a general meeting.

b). Election to Membership

- (i). Application for rider membership will be made in writing and signed by the parent or guardian of proposed member under the age of 18 years. All applications for Rider membership will be accompanied by the current year membership fee. The Executive Committee has the sole discretion for acceptance of the Rider membership application and has the right to withhold its acceptance for any reason.
- (ii). Rider members shall pay an annual membership fee in such amounts as may be determined from time to time by the Executive Committee. Membership fees provide all the rights and benefits to the Rider member based on the calendar year within which payment is made. Any Rider member who's membership fees remain unpaid on the 1st day of June shall be notified by the Secretary/Treasurer in writing of this fact and of the following provisions of this by-law. Any Rider member whose membership fee shall still be outstanding on the following 1st day of July shall automatically cease to be a member of the club.
- (iii). Application for Associate membership (by definition) is granted at the discretion of the Executive Committee and no membership fee is levied. Associate membership privileges are contingent upon the family members Rider membership status.
- (iv). Honorary membership may be bestowed after two members of the Executive Committee propose an individual for Honorary membership and the membership vote at a general meeting to approve same.

c). TERMINATION

- (i). The Executive Committee shall have the power at any time, by a vote of a majority of the executive present, to expel or suspend any club member, who in the opinion of the committee has been guilty, of conduct discreditable to the club, or who willfully commits a breach of the Constitution of the By-Laws of the Club, or upon the failure of any Member to pay any membership fee or indebtedness due to the Club, but such power shall not be exercised without first giving the Member concerned a sufficient opportunity of justifying his conduct.
- (ii). Any Member who desires to withdraw from Membership in the Club may notify the Executive Committee in writing to that effect and on receipt by the Executive Committee of such notice the Membership shall cease.
- (iii). Any member who resigns, withdraws or is expelled from the Club shall forthwith forfeit all right, claim and interest ensuing from or associated with Membership in the Club.

5. GENERAL MEETING

a). Date

The annual General Meeting of the Club shall be held within two months of the conclusion of its fiscal year.

b). Notice

Not less than 21 days notice shall be given to each Member and such notice shall include the Agenda for the meeting.

c). Executive Committee Nominations

- (i). The Executive Committee may put forward the names of Members as its nomination for election as Executive Committee members of the Club for consideration at an Annual General Meeting.
- (ii). Any Member, including Members of the Executive Committee shall be entitled to put forward nominations and other matters of business for the Annual General meeting.

d). Business of Annual General Meeting

The business of the Annual General Meeting shall be:

- (i). To receive and if deemed appropriate to adopt the Executive Committee Members Reports.
- (ii). To receive and if deemed fit to adopt the Balance Sheet and Accounts for the preceding financial year together with the Secretary/Treasurers and Auditors Report thereon.
- (iii). To elect the Executive Committee for the ensuing year.
- (iv). To elect the Auditor for the ensuing year.
- (v). To consider any other business deemed appropriate.

e). Special General Meetings

The Executive Committee may, and if requested in writing by twelve Members of the Club, shall forthwith call a Special General Meeting of which not less than twenty one days notice shall be given stating the object, time and place of the meeting.

f). Voting

All members of the Club shall be entitled to vote at a General Meeting. Unless otherwise provided in the By-Laws of the Club, resolutions may be carried by a show of hands.

g). Polls

Unless a poll be demanded, a declaration by the President that a resolution has been carried or not carried, and any entry to that effect in the book of proceedings of the Club shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favor of or against such resolution.

The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn, and if a poll be otherwise necessary, the question shall, unless otherwise required by the By-Laws of the Club or by the law, be decided by a majority of the votes cast. Such poll shall be taken in such manner as the President shall direct. The result of such poll shall be deemed the decision of the Club in general meeting upon any matter in question.

h). Quorum

The Quorum at any General Meeting of the Club shall be twelve. If no Quorum is present within sixty (60) minutes after the time specified for the Meeting, it shall be postponed to the same day and time of the following week and in the event of a Quorum not being present at the time specified the Members present shall constitute a Quorum.

i). Notice How Given

Whenever under the provisions of the By-Laws, notice is required to be given, such notice shall be given in writing, either personally or by depositing same in a post office or public letter box in a postpaid, sealed envelope addressed to the Member, Director or Officer at his address as the same appears on the books of the Club.

j). Waiver of Notice

The Executive Committee may at anytime waive any notice required to be given under the By-Laws; provided, however, that notice involving a special resolution may not be waived.

k). Adjournment

The President may, with the consent of the meeting, and subject to such conditions as the meeting may decide, adjourn any meeting from time to time and from place to place.

MANAGEMENT OF THE CLUB

6. POWERS OF THE EXECUTIVE COMMITTEE

a). The entire management of the property and affairs of the Club shall be vested exclusively in the Executive Committee. To it, all Officers, Committees and employees of the Club shall report and their actions shall at all times be subject to its revision. It shall have general supervision over all policies of the Club. It shall have the power to fill all vacancies in any Office or Committee caused by death, resignation or other termination of membership and to fill temporarily the place of any Director or Officer who for any cause may be absent from duty.

b). Members of the Executive Committee (Directors)

The Members of the Executive Committee shall be:

- (i). President
- (ii). First Vice-President (Operations)
- (iii). Second Vice-President (Facility)
- (iv). Secretary/Treasurer
- (v). Rider Representative
- (vi). Track Operator
- (vii). Director at Large

c). Duties of the Executive Committee

- (i). The President shall preside at all meetings of the Club and of the Executive Committee and shall have general supervision over the affairs of the Club. He shall be responsible for all Major fund raising endeavors, and shall with the Secretary/Treasurer sign all By-Laws. The President is an Ex-Officio member of all Committees of the Club.
- (ii). It shall be the duty of the First Vice-President (operations) to assist the President in the discharge of his duties as may be required and in the absence of the President exercise his powers and duties. The First Vice-President shall also be responsible for awards, special events (ie: travel, clinics, etc.) advertising sales, race sponsorships, and public relations, locally, nationally, and internationally. The First Vice-President shall also chair the Operations Committee.

- (iii). It shall be the duty of the Second Vice-President (Facility) to organize and oversee the on-going construction, redevelopment, maintenance and management of the Clubhouse, tracks, and concession operations. He shall also be responsible for any and all employees hired by the Club. The Second Vice-President will chair the Facility Committee.
- (iv). The Secretary/Treasurer shall be the custodian of the Club and shall keep full and accurate accounts of all receipts and disbursements of the Club. He shall cause to be deposited with a chartered bank to the credit of the Club all moneys received. He shall disburse the funds of the Club under the directions of the Executive Committee and shall render to the Executive Committee, whenever required of him, an account of all his transactions as Treasurer and of the financial position of the Club. He shall hold safe against loss from any cause such bonds, debentures or other valuable papers as may come into the possession of the Club. He shall have charge of the minute book of the Club and shall attend all sessions of the Executive Committee and Club General meetings and record all facts and minutes of all proceedings in the book kept for that purpose. He shall give or cause to be given all notices of meetings to the Club or of the Executive Committee when directed or as authorized by this By-Law so to do. He shall be custodian of the seal of the Club, if any, and of the books, papers, records, correspondence, contracts and other documents belonging to the Club which he shall deliver only when authorized by resolutions of the Executive Committee or by the President to such person as they or he shall direct. He shall keep a correct list of the members of the Club and of their addresses. The books and records shall be kept in the principal office of the Club and shall be open to the inspection of any member of the Executive Committee during business hours. The Secretary/Treasurer shall perform such other duties as the terms of his engagement call for or the Executive Committee may from time to time require of him.
- (v). The Track Operator oversees membership registration, is the Clubs representative/liason to the BMX sanctioning body, Alberta BMX and East/West BMX Association. He submits all Moto sheets and points tabulations. He compiles all race/point statistics, and schedules, and is responsible for all track officials.
- (vi). The Rider Representative is the Rider members liaison to the Executive Committee, and assists in the operations of the Club whenever possible for the ultimate benefit of the riders.
- (vii). The Director at Large will assist the First Vice-President in the execution of his responsibilities and may be assigned on one or two special areas of responsibility, ie: public relations and special events.

d). Vacancies

Any casual vacancies occurring on the Executive Committee or in the Club officers, however caused, shall be filled by the appointment of Club members for the balance of the unexpired term.

e). Remuneration of Directors

The Members of the Executive Committee and Club officers shall receive no remuneration for acting as such.

f). Resolution in Writing

A resolution signed by all the Directors personally shall be valid and effectual as if it had been passed at a meeting of the Executive Committee duly called and constituted.

g). Liability of Directors

Every Director of the Club shall be deemed to have assumed office on the express understanding and agreement and condition that every Director of the Club and his heirs, executors, administrators and estate, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Club from and against all costs, charges, and expenses whatsoever which such Director sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him for or in respect of any act, deed, or matter or thing whatsoever made, done or permitted by him or any other Director or Directors in or about the execution of his or their office and also from and against all other costs, charges and expenses which he sustains, or incurs, in or about or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by his own willful neglect or default.

h). Execution of Documents

Contracts in the ordinary course of the business of the Club may be entered into on behalf of the Club by the President, Vice-Presidents, Secretary/Treasurer, or by any person authorized by motion of the Executive Committee.

Transfers, deeds, contracts and engagements on behalf of the Club, requiring the corporate seal, shall be signed by the President or Vice-Presidents or by such person or persons as may be appointed by resolution of the Executive Committee, and by the Secretary/Treasurer, who shall affix the seal to such instruments.

The President, Vice-Presidents, and Secretary/Treasurer or any two of them, standing in the name of the Club in its individual or any other capacity or as trustee or otherwise, may accept in the name and on behalf of the Club, transfers of shares of stock, bonds or other securities from time to time transferred to the Club, and may affix the corporate seal to any such transfers and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purpose, including the appointment of an attorney or attorneys to make or accept transfers of shares of stock, bonds or other securities on the books of any company or corporation.

j). Qualifications

The qualifications of a Director shall be coincident with the qualifications for a Member in good standing with the Club. A Director shall cease to be a Director at the time he ceases to be a Member of the Club. The retiring Directors shall be eligible for re-election more than once. One person may not hold more than one position on the Executive Committee.

k). Meetings of the Executive Committee

The Executive Committee shall meet at least every other month. Generally not less than seven days notice of such meetings shall be given to the Directors except where in the opinion of the Secretary/Treasurer such notice is unpracticable where matters of urgency arise in which event the maximum possible notice shall be given. Meetings of the Executive Committee may be formally called by the President or by the Secretary or on the direction of any two Executive Committee Members. Any Director who fails to attend three consecutive meetings without leave of absence shall cease to be a Member of the Executive Committee.

Four Directors shall form a Quorum at any Executive Committee Meeting.

7. OFFICERS OF THE CLUB

a). Officers of the Club shall be those Members appointed as such by the Executive Committee. They shall be entitled to attend all Executive Committee Meetings but shall not be entitled to vote. The title, number and responsibilities of Club officers may change/vary from time to time however, generally the following officers will be required and will report to the identified Executive Committee members.

- Race Director -
- Head Official -
- Stager/Pit Coordinator -
- Starter -
- Head Scorer -
- Announcer -
- Track Operator Assistant
 - Will Report to the Track Operator
- Track Maintenance
- Concession Operator
- Seasonal Employees
 - Will Report to the Second Vice-President
- Special Events Coordinator
- Public Relations Director
- Awards Coordinator
 - Will Report to the First Vice-President

b). The Executive Committee may, at its discretion, as the need arises, appoint additional officers and employees of the Club.

c). Qualifications

The qualifications of an Officer of the Club shall be coincident with the qualifications of a Member in good standing with the Club. An Officer shall cease to be an Officer at the time he ceases to be a Member of the Club. One person may hold more than one office.

d). Removal of Officers of the Club

All Officers shall be subject to removal from the office or position at any time by the Executive Committee with or without cause and with or without notice to that person.

e). Remuneration

There shall be no remuneration of Officers of the Club for acting as such.

8. BANKING AND FISCAL ARRANGEMENTS

a). Bank Account

The bank account of the Club shall be kept at such bank or banks as the Executive Committee may by resolution from time to time determine.

b). Fiscal Year

The fiscal year of the Club shall commence on the first day of September each year and end on the thirty-first day of August in the following year.

9. BORROWING POWERS AND AUDITING

a). Borrowing

For the purpose of carrying out the objects of the Club the Directors may borrow or raise the payment of money in such manner as they see fit, and in particular by the issue of debentures; provided, the debentures shall not be issued without the sanction of a special resolution of the Club.

b). Audit

An auditor shall be appointed every year by the members at the annual general meeting. It shall be the duty of the auditor to audit the books, vouchers and accounts of the Club, to certify to the correctness of the balance sheet, to examine the securities in the possession of the Secretary/Treasurer, and to certify as to the reasonableness of the valuation at which the assets of the Club are carried. The remuneration of the auditor shall be fixed by the Executive Committee. The Executive Committee may fill any casual vacancy in the office of auditor.

10. BOOKS AND RECORDS

a). Minute Books

The Secretary/Treasurer is charged by the Executive Committee with the maintenance of and has charge of the minute books of the Club and shall record or cause to be recorded therein minutes of proceedings of all meetings of the General membership and Executive Committee.

b). Other Books and Records

The Directors shall see that all necessary books and records of the society required by the By-Laws of the Club or by any applicable statute or law are regularly and properly kept.

c). Inspection

The books and records of the Club may be inspected by any member of the Club at the annual meeting, provided for herein or at any time upon giving reasonable notice and arranging a time satisfactory to the Secretary/Treasurer. Each member of the Executive Committee shall at all times have access to such books and records.

11. GENERAL

a). Affiliation

The Club shall be affiliated to the BMX Sanctioning Body of choice as they may from time to time determine is in the best interests of the Rider membership.

b). Crest

The official Club Crest shall be that which is selected by the general membership at a general meeting.

c). Seal

The Executive Committee may adopt a seal which shall be the common seal of the Club. This seal shall be under control of the Directors and the responsibility of its custody and use from time to time shall be determined by the Directors.

d). Donations

All moneys and other assets by whomsoever, now or hereafter given to the Club shall vest absolutely in the Club without any right, benefit, advantage or claim reserved to the donor and same shall become and be subject to the terms of the By-Laws and constitution of the Club. All moneys and other assets so given shall in each instance constitute an outright gift to the Club, and each donor shall be deemed to consent to the Club using the donation for the promotion of its objects in such manner as the Executive Committee in its sole discretion shall determine.

e). Dissolution

Upon the dissolution of the Club and after payment of all debts and liabilities, the remaining property of the Club shall be distributed or disposed of to one or more registered Canadian charitable organizations, the objects of which maybe similar to those of the Club.

12. ALTERING AND RESCINDING BY-LAWS

The By-Laws of the Club may be altered or rescinded by the passing of a special resolution, being a resolution passed by a majority of not less than three-fourths of such members entitled to vote as are present in person at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given to the Members. Notice of the intention to propose such a special resolution shall be given in writing to the Secretary/Treasure twenty-one (21) days before the date of the meeting, and it shall be the duty of the Secretary/Treasurer to forward such notice to the members. Amendments to such a resolution may be discussed and voted on at such meeting.

Motion By John to change the Duties listed in the club By-laws to include the secretary and Treasurer and Athlete Development Director as follows.

Secretary- He shall have charge of minute book of the club and shall attend all sessions of the executive Committee and club General meeting and record all facts and minutes of all proceeding in the book kept for that purpose. He shall give or cause to be giving all notices of meeting to the club or of the Executive Committee when directed or as authorized by this by-law so to do. He shall be custodian of the seal of the club, if any, and of the minute books, papers, records, correspondence, contracts and other documents belonging to the club, which he shall deliver only when authorized by resolutions of the executive committee or by the president to such person as they or he shall direct. He shall keep a correct list of the club and shall be open to the inspection of any member of the executive during business hours. The Secretary shall perform each other duties as the terms of his engagements call for or the executive committee may from time to time require of him.

Treasurer- shall be the custodian of the club and shall keep full and accurate accounts of all receipts and disbursements of the club. He shall cause to be deposited with a charted bank to the credit of the club all moneys received. He shall disburse the funds of the club under the directions of the executive committee and shall render to the executive committee, whenever required of him, an accent of all his transactions as treasure and of the financial position of the club. He shall hold safe against loss from any cause as such bonds, debentures or other valuable papers as may come into the possession of the club.

Athlete development director -Shall organize Coaching and athletic training and work in co-ordination with other local Athlete development director of clubs in Alberta to provide members with the opportunity to learn new skills as wall as refine exiting skills. This will consist of but not be limited to local coaching at the club level.

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