



Woodstock Cycling Club Constitution

This organization shall be known as the Woodstock Cycling Club, herein after referred to as the Club.

1. OBJECTIVES

- a) To encourage, conduct and promote recreational bicycling, bicycle racing and safe group riding.
- b) To assist the community at large in the promotion, encouragement and understanding of all aspects of cycling and related activities.
- c) To ascertain, defend and pursue the rights of cyclists.
- d) To carry on the above objectives in affiliation with the Cycling Associations and other Cycling clubs.
- e) To promote amateur youth sport (bicycling).

2. INTERPRETATION

In this constitution and all other by-laws of the Woodstock Cycling Club, unless the context otherwise specifies or requires:

- a) The singular shall include the plural and the plural the singular;
- b) 'Board' means the Board of Directors of the Woodstock Cycling Club described in section 4;
- c) 'Executive' means the combination of the Board and Executive group;
- d) 'WCC' means the Woodstock Cycling Club;
- e) 'Member' means a person who is a member of the WCC as defined in section 3;
- f) 'Director' means a member of the Board of Directors of the WCC pursuant to Section 4 of these bylaws;
- g) 'Officer' means a member of the Executive Committee, namely the President, Vice-president, Treasurer and Secretary; and
- h) 'Question' means the subject, motion or amendment under discussion and also the voting thereon.
- i) 'AGM' means Annual General Meeting

HEAD OFFICE

The head office of the WCC shall be located in the Municipality of Woodstock in the Province of Ontario, and at such place therein as the Board may from time to time by resolution decide.

CORPORATE SEAL

The seal that appears at the beginning of this by-law shall be the corporate seal of the WCC.

3. MEMBERSHIP

Membership is open to any person who has paid their annual membership fee and is interested in the aims and objectives of the Woodstock Cycling Club. Membership endures from January 1st or the date at which the application is received, whichever is later, until December 31st, or the conclusion of the Annual General Meeting.

DEFINITION

Member designates a person identified as either:

a) A regular member - is any person who has paid dues to the WCC. The Board determines the dues. The WCC will have two categories of regular memberships: individual and family. Any person with a family membership has the same rights and privileges as an individual member. For tracking purposes members will, upon signing up, indicate if they reside inside or outside of Oxford County.

b) An honorary member is:

a) any person on whom the Board bestows membership in recognition of services rendered to the WCC; or

b) any person on whom the Board bestows membership in recognition of his or her contribution to cycling.

The duration of each honorary membership shall be clearly defined by the Board. Honorary members pay no annual dues. Honorary members are not eligible to vote unless they wish to decline their honorary membership and purchase a regular membership.

RESIGNATION

Any member may resign by submitting a written resignation to the Board. The resignation shall become effective upon its acceptance by the Board. Members who resign are not entitled to a refund.

EXPULSION

The Board may expel a member by resolution, provided that such expulsion is done in good faith and in a fair and reasonable manner. A member will be given 15 days' notice of the expulsion, with reasons, and an opportunity to be heard (in writing or orally) not less than 5 days before the expulsion takes effect. The Board may consider reinstatement if the reasons for expulsion are corrected. Expelled members are entitled to a membership refund.

OTHER FEES

The Board may set fees for the participation of persons in WCC activities

CESSATION OF MEMBERSHIP

A person who has taken possession of, or responsibility for, any WCC property must return such property to the WCC office immediately upon resignation or expulsion from the WCC. Moreover, persons who have resigned from the WCC, or who have been expelled from the WCC, remain liable for any outstanding funds owed to the WCC.

4. GOVERNMENT

The Club shall be registered, in Ontario, as a non-for-profit corporation. The club was incorporated April 6, 2001. The government of the Club shall be vested in the Board of Directors and Executive group. The Board of Directors shall consist of no less than four individuals, to be elected by the members of the Club. The Directors of the Club shall be a President, a Vice-President, a Secretary, and a Treasurer. (A Past-President shall also be included in organizational decision-making processes.)

The Executive group, to be also elected by the club, shall consist of a Trail Maintenance Chair, a Youth Program Chair, a Touring Chair, a Race Director and a Media/Communications Chair.

For clarification, the combination of the Board of Directors and the Executive Group shall hereby be known as "The Executive".

The term of office for each officer shall be one year. Only the previous year's President will hold the position of Past-President. If the current President retains his/her position, then the office of Past-President will remain vacant.

The office of a Director shall forthwith be vacated if:

- a) the holder such office becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an authorized assignment or is declared insolvent;
- b) the holder of such office is found to be a mentally incompetent person or a person mentally incapable of managing his or her own affairs;
- c) by notice in writing to the WCC, the holder of such office resigns his or her office;
- d) at a General Meeting of Members a resolution is passed by at least three-quarters of the members present and voting at the meeting that the holder of such office be removed from office; or
- e) the holder of such office ceases to be a member of the WCC.

Any vacancy occurring during the term of office of an Executive member shall be filled by appointment by the Executive group.

QUALIFICATIONS

A member, over 18 years of age, with membership fees fully paid shall be eligible to hold an office or position of the Club. Directors must meet a duty of loyalty; a director may not hold a position that they may profit personally by being a director of the WCC. Any member seeking to be elected as a director must avoid all other circumstances where there is both a real and an appearance of conflict between the

corporation's best interest and a personal interest of a director.

PROTECTION OF DIRECTORS, AGENTS AND EMPLOYEES

No Director, volunteer, agent or employee of the WCC shall be liable for the acts, receipts, neglects or defaults of any other Director, volunteer, agent or employer or for any loss, damage or expense happening to the WCC through the insufficiency or deficiency of title to any property acquired by order of the Board for on behalf of the WCC, or for the insufficiency or deficiency or any security in or upon which any of the moneys of the WCC shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation with whom any of the funds, securities or effects of the WCC shall be lodged or deposited, or for any loss occasioned by any error of judgment or oversight on said Director's part, or for any, loss, conversion, misapplication or misappropriation of or any damage resulting from any dealing with any funds, securities or other assets belonging to the WCC, or for any loss, damage or misfortune whatever that may happen in the execution of the duties of said Director's respective office or trust, or in relation there to, unless the same shall happen by or through said Director's own dishonesty or willful neglect or default.

INDEMNIFICATION

The WCC hereby acknowledges and agrees that all Directors shall be deemed to have assumed their office or employment on the express understanding, agreement and condition that except as hereinafter provided, they and their heirs, executors, administrators and other legal personal representatives shall be indemnified and saved harmless by the WCC from and against:

- a) any liability and all costs, charges and expenses whatsoever that they sustain or incur in respect of any action, suit or proceeding that is proposed, brought, commenced or prosecuted against them for or in respect of anything done or permitted by them in respect of the execution of the duties of their office; and
- b) all other costs, charges and expenses that they sustain or incur in respect of the affairs of the WCC, except such liability, costs, charges or expenses as are occasioned by their own dishonesty, willful neglect or default.

LIABILITY INSURANCE

The WCC will purchase and maintain insurance for the benefit of Directors, volunteers, agents or employees thereof, except insurance against a liability, cost, charge or expense of the Director, volunteer, agent or employee incurred as a result of his or her own dishonesty, willful neglect or default.

IRREGULARITIES IN PROCEDURE

No act or proceeding of the Board or any Director or agent shall be invalid or ineffective by reason only of the subsequent ascertainment of any irregularity in regard to such act or proceeding or the qualification of such Director, agent or the Board.

DIRECTORS AND AGENTS ENTITLED TO RELY ON REPORTS OF OTHERS

The Board, any Director and any agent may rely upon the accuracy of any statement or report prepared by the WCC's auditor and any other report prepared by a qualified person and shall not be responsible or held liable for any loss or damage resulting from acting upon any statement or report.

5. BOARD OF DIRECTORS AND EXECUTIVE GROUP DUTIES

a) President

The President shall preside at all meetings of the Club and the Executive meetings. The President may fill temporarily any vacancy in any office or committee until a new member can be appointed for the remainder of the term of office. The President shall exercise a general overview of the affairs of the Club and shall be ex-official member of all committees. The President will edit any Newsletters or Club publications. To monitor club emails and regular mail and to respond or forward to appropriate executive member.

b) Vice-President

Shall aid the president and assume the duties of the President if the President is unable to continue, shall be the club Privacy Officer, as per the Privacy Policy.

c) Secretary

The Secretary shall record the minutes of each meeting. The Secretary shall publish the minutes of all meetings on the club website within seven days of the meeting.

d) Treasurer

The Treasurer shall be responsible for maintaining the financial records of the Club and assisting a designated accountant with preparing an annual financial statement. The Treasurer shall deposit all monies received in a reliable banking company and issue all payment (cheques), in the name of the Club

e) Trail Maintenance Chair

To oversee, trail maintenance, trail construction and trail safety. To organize a minimum of 3 trail days. The three trails days should be in, early spring, early summer and in the weeks before the Dairy Capital Stampede. The primary goal of each trail day is maintenance and up keep. The trial chair needs to, in conjunction with the Media Chair promote each trail day. The chair also needs to make sure that all club equipment it properly maintained. This includes taking any motorized equipment in for servicing prior to the first trial day.

f) Youth Program Chair

To attract new youth members to the club. Approach schools, youth groups etc. To organize rides aimed at younger riders. Acquaint new riders with safety rules and trail etiquette. To submit required Police background checks for any volunteers/coaches. It is strongly recommended that the person in this position be a certified coach.

g) Road Chair

To schedule regular club rides catering to a wide variety of membership interests and ensure availability of ride leaders for club rides. To schedule regular club rides catering to a wide variety of membership interests and ensure availability of ride leaders for club rides. To organize the weekly road rides and "Long haul Sundays".

h) Race Director

The designated official overseeing the Dairy Capital Stampede.

i) Media/Communications Chair

To assist with developing and maintaining the Club website and social media. This chair will be responsible for the website, Facebook page and twitter. The purpose of this chair is to inform the membership of club events and promote said events.

6. MEETINGS

ANNUAL GENERAL MEETING

The Annual General Meeting shall be held in the months of either January or February. The Board and Executive Group shall give at least thirty days' notice of the meeting either in writing, or in the event of unforeseen circumstances, a telephone call.

Procedure

- a) Minutes of the last Annual General Meeting.
- b) Reports of all the Executive of the Club.
- c) Nominations and Election of the new Executive.
- d) Voting on the amendments to the Constitution or the By-Laws.
- e) New business.

Quorum needed for voting shall be a minimum of 20 members.

VOTING RIGHTS

Any regular member eighteen years of age or over shall be entitled to cast one vote at every Annual General Meeting

EXECUTIVE MEETINGS

The Executive group shall meet as requested by either the President, or any member of the executive. There shall be a minimum of four meetings per annum

Minutes shall be kept of all meetings of the Board, committees, and annual and general meetings of members. All minutes shall be approved with or without amendment and signed by the chair and Secretary of the meeting and shall constitute the record of WCC proceedings and shall be admissible in evidence as prima-facie proof of the proceedings.

The number of Directors that need to be present at a Board Meeting for a quorum is 3, with an additional 2 members of the Executive Group, for a total of 5. One weeks' notice should be given before any executive meetings.

Each member of the Board of Directors and Executive Group shall be entitled to one vote, in the event of a tie, the President may cast the deciding vote.

Any member of the Club may attend an executive meeting at his or her request, but they will not have a vote on motions put forth by the Board or Executive Group during normal business.

COMMITTEES

The executive may, at their discretion, ask various members of the club to chair and/or sit on various sub-committees.

All committee chairpersons shall be responsible to report to the executive the findings and/or progress of their committees at an executive meeting when requested.

AMENDMENTS TO THE CONSTITUTION AND BY-LAWS

The constitution is to be reviewed annually by the club executive. Any proposed changes are to be noted and presented to the club membership at the annual general meeting. A notice of proposed changes will be sent to the club members no less than 15 days prior to the AGM. The notice will include all proposed changes. Changes must be voted on and passed by majority vote of the club membership in at the AGM. For a vote to be considered valid there must be a minimum of 20 non-executive club members in attendance. A majority vote will be 51%. In the event of a tie it will be left to an executive vote to resolve. If a tie exists with the executive it will be the decision of the President for a final decision and will then be so decided.

7. FINANCES

FISCAL YEAR

Unless otherwise ordered by the Board, the fiscal year of the WCC shall terminate at midnight on the

Thirty First (31) day of the month of December in each calendar year.

TREASURER/AUDITOR

The members shall at each annual meeting appoint an auditor to hold office until the next annual meeting, and, if an appointment is not so made, the auditor in office shall continue in office until a successor is appointed. The Board may fill any vacancy in the office of auditor. The remuneration of such auditor shall be fixed by the Board. The auditor shall be given notice of the appointment forthwith after the appointment is made. An annual financial statement shall be prepared by a qualified person under the *Public Accounting Act, 2004*

SIGNING AUTHORITY – CHEQUES, ETC.

Any two Directors of the Board, or agents so appointed by the Board, may arrange, settle, balance and certify all books and accounts between the WCC and the WCC's bankers, and may receive all paid cheques and vouchers and sign all of the bank's forms or settlement of balances and release of verification slips. Notwithstanding the aforementioned, no person may authorize (sign) a cheque to which they are the recipients. The President, Vice-President and Treasurer shall have signing authority.

DEPOSIT OF SECURITIES FOR SAFEKEEPING

The securities of the WCC shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn from time-to-time only upon the written order of the WCC signed by such agent or officers, agent or agents of the WCC and in such manner as shall from time-to-time be determined by resolution of the Board and such authority may be general or confined to specific instances. The institutions that may be so selected as custodians by the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or proceeds thereof.

BORROWING

The Board may from time-to-time:

- a. borrow money on the credit of the WCC;
- b. issue, sell or pledge securities of the WCC; or
- c. charge, mortgage, hypothecate or pledge all or any of the real or personal property of the WCC including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the WCC.

INVESTMENTS

Such funds of the WCC not required for its immediate purposes may be invested and dealt with from time-to-time by the Board in such investments and in such manner as it thinks fit

8. MISCELLANEOUS

DONATIONS AND GIFTS

The Board may accept grants, donations and gifts in the name of the WCC and its members. Proper acknowledgement and recording of these grants, donations and gifts shall be the responsibility of the Treasurer.

EXECUTION OF DOCUMENTS

Written contracts or other documents requiring the signature of the WCC shall be signed by any two signing officers, and once they have been so signed shall be binding on the WCC without further authorization or formality. The Board shall have the power by resolution to appoint any agent on behalf of the WCC to sign specific written contracts or other documents in view of this being signed by any two signing officers as aforesaid. Such contracts, documents or instruments shall have the prior approval of the Board. The corporate seal may be affixed to such contracts, documents and other instruments in writing that have been signed by any two signing officers as aforesaid or by any agent or any person appointed as aforesaid by resolution of the Board.

YOUTH PROGRAM

All volunteers assisting with the youth program will require a current (calendar year) police background check for vulnerable sectors. The WCC will reimburse any costs associated with the background check. Preference, for the position of Youth Program Chair, will be given to members with NCCP coaching certifications.

SHIPPING CONTAINER

The shipping container shall be used to store WCC property only. No member shall store personal property in the container. Only members of the Executive shall possess a key to the container.

TRAIL CHANGES AT THE PINES

There will be a ZERO TOLERANCE policy towards any trail building not approved by UTRCA. Any members building trail not approved by UTRCA will be asked to resign their membership.

This outlines the three steps any trail change needs to go through; the proposal stage, approval stage and build stage.

PROPOSAL

A written proposal detailing the trail changes needs to be submitted to the executive of the Woodstock Cycling Club, by anyone wishing to make changes at The Pines. The proposal must;

- a) Be written by a member in good standing of the Woodstock Cycling club. This person does not need to be a member of the board or executive.
- b) Be sponsored by a member of the board or executive. The sponsor agrees to take the overriding responsibility for the trail changes.
- c) Include a map of where the changes are taking place.
- d) Include photos and/or diagrams detailing the changes.
- e) Include a list of all tools and materials needed to complete the changes.
- f) Have an estimated time to complete the changes including the number of persons needed.

g) The use of IMBA materials and language is strongly encouraged.

APPROVAL

These are the steps to acquiring approval for any trail change proposal.

- a) The executive will vote on any submitted trail change proposal. The proposal needs to be passed by a majority vote before moving onto UTRCA for approval.
- b) If the executive deems any trail changes to be 'controversial' in nature, the changes will be purposed to the general membership for feedback. An example of a controversial change would be; one that passes by a majority vote however faces enthusiastic opposition, one that appeals to a small or new segment of the mountain bike community. The change must be made available to the general membership for at least one week to acquire feedback. Taking the feedback into consideration, the executive will vote on the trail changes.
- c) Once a trail change is passed by the executive, it needs to be brought to Upper Themes River Conservation Authority for approval, by a member of the executive. UTRCA has final say on all matters of trail change and their decision is final.

BUILD

This outlines the steps and responsibilities of the person(s) working on any trail changes.

- a) The executive sponsor is responsible for all build procedures to be followed out correctly.
- b) While work is being done the trail must be closed off to riders by use of club supplied signage.
- c) If possible all trail work should be done off of peak riding hours.
- d) If the changes require more than one build day the trail must remain open to riders, be in a state worthy to ride, be clean and clear of all trail building materials.
- e) Tools must be returned to the container after each build. No tools are to be left 'hidden' by the trails.
- f) Old trails must be completely reclaimed. A rider should not be able to tell where the old trail finished and the new trail begins.
- g) The following of all IMBA recommendations is strongly encouraged.

Annual Rides

The executive shall endeavor to hold the following traditional events:

New Years Day ride - Road, CX

Fatbike ride - FB winter

The Pancake ride - MTN, CX in early spring

Open House/Demo Day - MTN, end of May

Long Haul Sundays - Road, throughout riding season

The Pines night ride - MTN, summer

The Dairy Capital Stampede - MTN Race, early September

Halloween ride - MTN, end of October

The Pizza ride - MTN, CX, Road early November

Race Team

The club shall own and affiliate a private race team with the OCA. The purpose of the team shall be to give members an opportunity to race for the WCC. The team will be made up of those wishing to race road, mountain bike and/or cyclocross. The team will be open only to those members who hold an OCA/UCI license or Citizen permit and wish to race for the WCC. Team members shall be required to purchase a club membership. The executive will determine the total number of race team members on an annual basis. Race team members may be offered a discount on team clothing, as set by the executive.

The executive shall appoint a Manager. The Manager will be responsible to communicate with the OCA the following:

- Ensure members have UCI licenses or OCA Citizen Permits

- Submit a team roster

- Submit a risk management plan

- Submit a team jersey design

- Submit a schedule of weekly rides and other activities (for team members only)

*Scheduled team rides/activities are for team members only, club members can NOT participate as per OCA rules. However, team members can participate in club rides/activities, but OCA insurance will not apply.