

The Midweek Cycling Club, Inc. By-laws and Constitution

1. NAME

- 1.1. The name of the club shall be: “Midweek Cycling Club”.
- 1.2. Where necessary, such as on racing jerseys, the name may be abbreviated to “Midweek” or “MWCC” or “MW”. For the purposes of simplicity within the remainder of this document, Midweek Cycling Club shall be referred to as “the club”.
- 1.3. This name shall be registered with the Government of Ontario under the requirements of the Not-for-Profit Corporations Act, 2010 (Ontario).
- 1.4. This name shall also be registered with the appropriate governing bodies of cycling sport.
- 1.5. The head office of the club shall be located in or about the Municipality of Toronto in the Province of Ontario, and at such place therein as the Board may from time to time by resolution decide.

2. OBJECTIVES

- 2.1. The primary objective of the club shall be to foster and promote the sport and pastime of cycling, especially through the Road, Track, and Cyclo-cross disciplines.
- 2.2. The club shall organise various categories of events to promote racing, and shall organise training and pleasure rides.
- 2.3. Pursuant to subsection 2.2, in focusing on promoting the sport of cycling the club will put an emphasis on learning and youth participation.
- 2.4. Pursuant to subsection 2.2, the club shall endeavour to hold at least one “midweek” learn to race program and one “midweek” race series during the summer within the Road discipline. The term “midweek” shall be taken here as to mean between Monday and Thursday and summer shall mean the period designated by the Ontario Cycling Association (OCA) as the Road discipline season.

3. AFFILIATIONS

- 3.1. The club shall be registered as a not-for-profit non-share corporation with limited liability with the Government of Ontario.
- 3.2. The club shall be registered with the OCA, and through this affiliation, with Cycling Canada.
- 3.3. The club may affiliate with any other cycling organisations if this is proposed by the club board of directors, provided that it is beneficial to all members, or a significant number of members, or becomes a requirement of either of the Government of Ontario or the OCA, or if it is approved by a simple majority at the Annual General Meeting. Any new affiliation must not interfere with the obligations of affiliation with the Government of Ontario, nor the OCA.
- 3.4. Club members may join other bodies without restriction provided that this is not precluded by either of the two affiliate organisations noted above.
- 3.5. Members joining other clubs must clearly inform all concerned clubs. Regular members must designate Midweek as their first claim club, for whom they will participate in sanctioned events.

4. MEMBERSHIP

- 4.1. A member designates a person identified as either:
 - a. regular member; or
 - b. honorary member.
- 4.2. A regular member is:

- a. any person who has paid dues to the club.
- 4.3. An honorary member is:
 - a. any person on whom the Board bestows membership in recognition of services rendered to the club and receives benefits of a regular member. The duration shall be no more than 1 year but can be renewed by the Board. Honorary members pay no annual dues; or
 - b. any person on whom the Board bestows membership in recognition of his or her contribution to cycling. The duration shall be no more than 2 years but can be renewed by the Board. Honorary members pay no annual dues.
- 4.4. All members must be Union Cycliste Internationale (UCI) license or OCA permits holders in good standing.
- 4.5. All members are subject to the OCA's Code of Conduct and Ethics.
- 4.6. The Executive Committee may revoke or decline to renew the membership for any member who violates any of the club rules; or who otherwise behaves on a club event or website forum or social media in a manner which seriously compromises the safety and/or enjoyment of the other participants; or who otherwise behaves in a manner which seriously compromises the Club's aims and philosophy as outlined in the mandate.
- 4.7. Any member may resign by submitting a written resignation to the Board. The resignation shall become effective upon its acceptance by the Board.
- 4.8. If a member receives discipline from any of the governing bodies of the sport, the club shall honour such discipline.
- 4.9. A person who has taken possession of, or responsibility for, any club property must return such property to the club office immediately upon resignation or expulsion from the club. Moreover, persons who have resigned from the club, or who have been expelled from the club, remain liable for any outstanding funds owed to the club.

5. FEES AND DUES

- 5.1. The Board of Directors may set fees for the participation of persons in club activities.
- 5.2. Membership categories shall be determined annually by the Board, but will always include:
 - a. Adult Memberships, and
 - b. Youth Memberships.

6. FUNCTIONS OF THE BOARD

- 6.1. The Board shall:
 - a. establish the overall mission or purpose of the club;
 - b. determine the club's vision and direction (strategic planning);
 - c. monitor the club's operations and evaluate results;
 - d. determine registration procedures and membership fees;
 - e. approve policies and procedures, including those related to discipline and disputes, to guide the club and its management;
 - f. approve the budget, and secure and monitor effective management of the club's financial resources;
 - g. provide continuity to the ongoing governance and management of the club;
 - h. contract loans, as necessary, to the credit of the club;
 - i. fulfill the basic legal and ethical responsibilities of a Board;
 - j. delegate its responsibilities to committees, volunteers, and hired staff or contractors, as required; and
 - k. discharge any other duties as may be provided for herein.

7. DIRECTORS

- 7.1. A Board comprising a minimum of three (3) and a maximum of nine (9) Directors may decide on, and exercise the right to engage in all the affairs of the club except those affairs that its by-laws assign to Meetings of Members. The Board shall be made up of Directors With Portfolios, which comprise the Executive Committee, and Directors Without Portfolios.
- 7.2. In the event that the number of elected Directors is less than three (3), then the remaining Directors shall immediately call a General Meeting of Members. In the interim, the remaining Directors shall not engage in any new business on behalf of the club, but may carry out existing commitments such as the payment of rent, payment of wages, and other previously contracted services and fees.
- 7.3. A Director must be no younger than 18 years of age and may only remain on the Board while a duly paid or honorary member of the club.
- 7.4. The term of office of each elected Director is of two (2) years. More specifically, the term ends one month after the second annual Meeting of Members after the Director's election.
- 7.5. For the purposes of continuity and transition, the elections for President and Secretary shall be held in (or just before) odd years; the elections for Vice President and Treasurer shall be held in (or just before) even years.
- 7.6. The Member-At-Large will be appointed by the Board from among the Directors Without Portfolios.
- 7.7. Vacancies on the Board may, provided that at least three (3) elected Directors remain and through a simple majority vote, be filled by the Board through appointments from among members of the club; such appointments may only last until the expiration of the natural term of the position being filled.
- 7.8. Reasonable expenses incurred by a Director in the performance of club duties may be reimbursed, subject to Board approval. Notwithstanding the previous clause, Directors shall serve without remuneration.
- 7.9. Directors who have, directly or indirectly, any interest in any contract or transaction to which the club is or is to be a party, other than a contract or transaction in which their interests are limited solely to their remuneration as officers or employees, shall declare their interest in such contract or transaction at a meeting of the Directors and shall at that time disclose the nature and extent of such interest.
- 7.10. Duties of Directors With Portfolios
 - a. The President shall:
 - i. subject to the authority of the Board, be the chief executive officer of the club;
 - ii. supervise the affairs and operation of the club;
 - iii. represent and speak for the club in the public sphere;
 - iv. chair, when present, all meetings of the Board and Meetings of Members;
 - v. be an ex-officio member of all committees of the club;
 - vi. sign all instruments requiring the President's signature;
 - vii. perform all duties incident to the President; and
 - viii. have such additional powers and duties as may be prescribed by the Board.
 - b. The Vice-President shall:
 - i. in the absence of the President and subject to the authority of the Board, be the chief executive officer of the club;
 - ii. in the absence of the President, supervise the affairs of the club;
 - iii. in the absence of the President, chair meetings of the Board;
 - iv. sign all instruments requiring the Vice-president's signature;

- v. perform all duties incident to the Vice-president; and
 - vi. have such additional powers and duties as may be prescribed by the Board
- c. The Secretary shall:
- i. be responsible for recording the minutes of all meetings of the Board and General Meetings of Members;
 - ii. give all notices required to be given to the Directors, members, auditors and committees of the Board;
 - iii. be the custodian of the corporate seal of the club and of all books, papers, records, correspondence contracts and other documents, including the official membership roster, belonging to the club except when some other agent or employee has been appointed for that purpose;
 - iv. sign all instruments requiring the Secretary's signature;
 - v. perform all duties incident to the Secretary; and
 - vi. have such additional powers and duties as may be prescribed by the Board.
- d. The Treasurer shall:
- i. have the care and custody of all the funds and securities of the club and shall deposit same in the name of the club in such bank or banks or with such other depositories as the Board may direct;
 - ii. keep or cause to be kept, proper accounting records for the club including a general ledger, income statement, and balance sheet;
 - iii. disburse the funds of the club as may be ordered by the Board;
 - iv. take proper vouchers for such disbursements;
 - v. render to the Board at meetings thereof or whenever required of the Treasurer by any Director, an account of all transactions made by the club and of the financial position of the club;
 - vi. sign all instruments requiring the Treasurer's signature;
 - vii. perform all duties incident to the Treasurer; and
 - viii. have such additional powers and duties as may be described by the Board.
- e. The Member-At-Large shall:
- i. act as a representative of the membership on the Executive Committee and the Board of Directors;
 - ii. sign all instruments requiring the Member-At-Large's signature;
 - iii. perform all duties incident to the Member-At-Large; and
 - iv. have such additional powers and duties as may be described by the Board.
- 7.11. Other Directors:
- a. The duties of the remaining Directors shall be determined by the Board; these positions shall be deemed Directors Without Portfolios and are subject to the term limits set out for such roles.
- 7.12. In case of the absence or inability to act of the President, the Vice-President, the Secretary, the Treasurer, or any other Director, or for any other reason that the Board may deem sufficient, the Board may delegate all or any of the powers and duties of such Director to any other Director.
- 7.13. In the event that at least two thirds of the current years' membership, through petition, is in substantial disagreement with any director(s) of the board, the membership has the option of calling a Special General Meeting (SGM) and offering a vote of non-confidence in regards to the director(s) in question. In the event that the vote of non-confidence passes, the official(s) concerned shall resign and a special election shall be called for the vacant positions at the same meeting.

- 7.14. The Board of Directors, at its discretion, may remove any Director by a two-thirds (2/3) vote of all active directors of the Board.
- 7.15. Directors may take a leave of absence from the board if they have health, work, or other reasons why they cannot participate fully during the current term. The notice to take a leave of absence must be made in writing to the Board.
- 7.16. A meeting of outgoing Directors and current Board of Directors shall be held within one month of the adjournment of the AGM in order to facilitate transfer of knowledge, paperwork, club property, signing authority, and any other items deemed necessary. This meeting shall be known as the turnover meeting.
- 7.17. At the turnover meeting, the Board can appoint the outgoing “Past President” to be a non-voting Director on the new Board for a term of no more than 2 years. The Past President will not count towards quorum in general meetings, or the maximum or minimum number of Directors.

8. MEETINGS OF THE CLUB

- 8.1. An Annual General Meeting (AGM) shall be held no earlier than one month before or no later than one month after the club’s financial year end.
- 8.2. The AGM will be held at a convenient location and will be advertised to all members on the club website and through an email campaign to all current members at least two weeks before the date of the meeting.
- 8.3. The purpose of the AGM shall be as follows:
 - a. to receive reports from all elected officials and all others having conducted club business since the last AGM;
 - b. to consider amendments to the constitution and by-laws;
 - c. to elect any directors whose terms have come to an end; and
 - d. to consider general business as well as any business raised by those present.
- 8.4. Each member in good standing, from both the prior and current year shall be entitled to attend and shall have one vote.
- 8.5. Proxy voting will be allowed at AGMs and SGMs provided that no member shall vote more than 10 proxies. Proxies shall generally be vested in the Executive unless specifically solicited by others.
- 8.6. The Executive Committee shall meet not less than six (6) times per fiscal year in order to discuss and conduct the day to day business of the club. Additional directors of the Board may be called to such meetings if the business at hand requires their presence.
- 8.7. The Board of Directors shall meet at least once per quarter after the AGM, not including the turnover meeting.
- 8.8. Meetings shall be generally run in accordance with Bourinot’s Rules of Order.
- 8.9. Motions shall be proposed and seconded and sufficient discussion shall be voted on by the body of the meeting.
- 8.10. Voting shall be by a show of hands and shall be carried or defeated by a simple majority. Secret ballots may only be carried out with a prior motion in favour requiring an unanimous decision by the body of the meeting, or if the matter involves an election or discipline of a member.
- 8.11. The chair need not vote, except in the event of a tie in which case his shall be the deciding vote.
- 8.12. In General meetings, a quorum consists of 50% + 1 provided a minimum of 3 Directors. In Committee meetings, a quorum consists of 50% + 1 provided a minimum of 3 committee members. Proxy votes do not count towards quorum.
- 8.13. The Standing Committees of the Board shall be, but are not limited to:
 - a. Team Committee

- b. Garbs Committee
 - c. Finance & Audit Committee
 - d. Learn-to-Race & Youth Committee
- 8.14. Other committees may be created by the Board to deal with specific area of concerns.
- 8.15. Committees shall consist of a chairperson and at least two committee members. A Director shall be appointed to act as chairperson of each Committee. Other members of the Committee shall be appointed by the chairperson. Any individual deemed competent by the Committee chairperson may sit on a Committee.
- 8.16. The Board shall provide terms of reference of all Committees of the Board.
- 8.17. Members of Committees shall not receive any stated remuneration for their services.
- 8.18. All members of Committees shall be subject to removal from their duties as committee members by a majority vote of the Board.

9. FINANCE

- 9.1. A budget shall be prepared for each financial year while the club is incorporated.
- 9.2. The financial year end of the club shall be on the 31st of December
- 9.3. All financial transactions, including, but not limited to, cheques, drafts, withdrawals, and petty cash disbursements over \$50, shall require the signature of at least two (2) signatories of the club.
- 9.4. The President and the Treasurer shall be the primary signatories on any financial accounts the club may hold. Any additional signatory authority shall be designated through the Board of Directors and shall only last until the following AGM or term of the designated authority, whichever comes first. Notwithstanding the aforementioned, no person may authorize (sign) a cheque to which they are the recipient.

10. COMMUNICATION

- 10.1. A public forum like a website shall be maintained and kept up to date throughout the year to keep members advised of the business of the club.
- 10.2. When possible and appropriate, club members shall be sent emailed with pertinent information regarding the business of the club.

11. PROTECTION OF DIRECTORS, AGENTS AND EMPLOYEES

- 11.1. No Director, volunteer, agent or employee of the club 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 club through the insufficiency or deficiency of title to any property acquired by order of the Board for on behalf of the club, or for the insufficiency or deficiency or any security in or upon which any of the moneys of the club 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 club shall be lodged or deposited, or for any loss occasioned by any error of judgement 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 club, 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 wilful neglect or default.
- 11.2. The club 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 club 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 club, except such liability, costs, charges or expenses as are occasioned by their own dishonesty, wilful neglect or default.
- 11.3. The club may 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 their own dishonesty, wilful neglect or default.

12. AMENDMENT OF BY-LAWS AND CONSTITUTION

- 12.1. The by-laws of the club may be repealed or amended by motion enacted by a majority of the Directors at a meeting of the Board and sanctioned by an affirmative vote of at least two-thirds (2/3) of the votes cast at a Meeting of Members duly called for the purpose of considering the said by-law or sanctioned by confirmation in writing by two-thirds (2/3) of the members entitled to vote at such meeting.