



Constitution

Relating generally to the transactions of the business and affairs of the
**MANITOBA CYCLING ASSOCIATION
INC.**

(Hereinafter referred to as "the Association")

*Amendments finalized by the MCA Board of Directors at the October 28, 2019
board meeting.*

Statement of Purpose

1. The MCA advances athletes along the performance pathway and develops partnerships to promote the growth of cycling in Manitoba.

Corporate Seal

2. The Directors shall decide on the form of the Seal of the Association. It shall have the name of the Association inscribed on it. Unless required by law to have a corporate seal the Directors may decide not to have one.

Head Office

3. The head office of the Association shall be located at the City of Winnipeg, in the Province of Manitoba, at a place therein where the business of the Association may from time to time be carried on, or such other place as the Board of Directors (Hereinafter referred to as the "Board") may determine.

Membership

4. Membership in the Association is open to any person, group or organization interested in and subscribing to the goals of the Association and whose application for membership receives the approval of the Board.
5. There are two classes of membership in the Association:
 - a) Individual
 - b) Club
6. Annual memberships shall be from January 1st to December 31st. Membership fees are due at the time of membership application.
7. Any member may withdraw from membership by sending his written resignation to the Secretary. No portion of the resigning member's annual fees is refundable.
8. Individual membership in the Association shall entitle the person to all the rights and privileges established by these bylaws or the Board, including voting rights. The voting rights of individual members who are younger than sixteen (16) years of age ("minor") are vested in the parent or guardian of the member.
9. Club membership in the Association shall entitle the club to all the rights and privileges established by this bylaw or Board resolution or policy, but exclude voting rights.

Directors

10. The property and business of the associations shall be managed by a minimum of six (6) Directors and a maximum of 13 Directors, who must be eighteen (18) years of age, or older, and be members of the association in good standing.
11. All Directors will hold office for a term of 2 years.
12. The Directors and their re-elections cycles are:

Even Years	Odd Years
President	Vice President
Mountain Bike Coordinator	Secretary
Recreation and Transportation Coordinator	Treasurer
KOM Coordinator	Road Coordinator
Cyclocross Coordinator	Provincial Program Coordinator
Marketing & Communications	

13. In the event two or more candidates have received an equal number of votes and no Candidate has received more votes, another vote shall be held, between those candidates only, to determine who will be the new Director.

14. Directors assume their responsibilities at the adjournment of the Annual General Meeting at which they were elected.
15. A simple majority of the Directors shall constitute quorum.
16. All decisions of the Board shall be final and not subject to appeal, except as otherwise expressly provided herein.
17. Upon ten (10) working days written notice to the Board, a minimum of twenty percent (20%) of the voting members of the Association can require any decision of the Board to be placed on the agenda of the next Annual or Special General meeting of members. At such meetings, two thirds of all members present must agree to have the decision reviewed and debated prior to any review or debate proceeding. Following such review or debate, a simple majority vote of the members shall decide the issue.
18. A vacancy is created when a Director;
 - a. Dies
 - b. Resigns
 - c. Is judicially determined to be mentally incapacitated
 - d. Is found to be guilty of a criminal act
 - e. Is removed by a seventy-five percent (75%) vote of the members present at a Special General Meeting called for the purpose of removing that Director.
 - f. Fails to attend, without providing reason satisfactory to the Board, one-third or more of the total number of regular and special meetings of the Board held during the period between two Annual General Meetings of the Association.
19. Vacancies that occur between Annual General Meetings may be filled by the Board for the remaining duration of the original term.
20. If at any time the total number of Directors becomes six (6) or less the remaining Directors shall call a Special General Meeting of the members of the Association within thirty (30) days in order to fill all of the vacancies.
21. Meetings of the Board may be held at any time and place to be determined by the Directors, provided that five (5) days' notice of such meeting shall be sent in writing, including e-mail transmissions, to each Director. No formal notice shall be necessary if all Directors are present at the meeting or waive notice thereof in writing.
22. Where a majority of the Directors have consented thereto (either before, during or after the meeting), any Director may participate in a meeting of the Board of Director by means of conference telephone or other communications equipment, by means of which all persons participating in the meeting can hear each other, and a Director participating in the meeting, pursuant to this provision, shall be deemed to be present in person at the meeting.

23. An electronic resolution in writing, approved by the majority of the Directors is as valid as a resolution passed at a meeting of the Directors.
24. Directors shall receive no payment for their services. No Director may directly or indirectly profit from his position as Director. A Director may be reimbursed for reasonable expenses incurred by him in the performance of his duties, and may be paid a reasonable amount for any duties performed under contract to the Association.
25. The Directors may appoint agents and engage employees. The persons appointed or engaged may be delegated any powers that the Board is not prohibited by Law or these By-laws from delegating.
26. The Directors may exercise all the powers of the Association between Annual General Meetings except those which by Law or by these By-laws can only be exercised by the membership.
27. Specifically, the Directors may:
 - a. Authorize expenditures, including payment for expenses incurred prior to the enactment of this By-law;
 - b. Delegate the power to employ and pay salaries;
 - c. Make appropriate rules for the operation of the Association;
 - d. Create Policy for the Association, including policies regarding the specific duties of each Director;
 - e. Create policies, guidelines and rules with regard to the operation of Standing or Ad Hoc Committees;
 - f. Ensure that decisions made on behalf of the membership are carried out;
 - g. Review Committee, Executive and other reports;
 - h. Review all programs against policy and comment on the effectiveness of such programs at the Annual General Meeting;
 - i. Review proposed changes to By-laws and make recommendations to the membership at the Annual General Meeting;
 - j. Present annual reports to the membership at the Annual General Meeting.
28. Unless otherwise required by these By-Laws, all decisions of the Board shall be by simple majority. The President shall not be entitled to vote on any matter upon which the Board must make a decision, provided that in the event of a tie, the President is entitled to cast the deciding vote.
29. In case of the absence or inability to act of any Director of the Association, or for any other reason that the Board may deem sufficient, the Board may delegate all or any of the powers of such Director to any other Director for the time being.

Protection of Directors

30. Every Director shall be deemed to have assumed office on the express understanding and agreement and condition that every Director of the Association and their heirs, executors, administrators, and estate and effects respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Association, from and

Against:

- a) All costs, charges and expenses whatsoever which such Director may sustain or incur as the result of any action, deed, matter or thing whatsoever made, done or permitted, by him in or about the execution of the duties of his office;
- b) All other costs, charges and expenses which he may sustain or incur in relation to the affairs thereof; except such costs, charges or expenses as are occasioned by his own willful neglect or default.

31. No Director shall be liable for the acts, receipts, neglects or defaults of any other Director or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired for or on behalf of the Association, or for the insufficiency or deficiency of any security in or upon which any monies of the Association shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the monies, securities or effects of the Association shall be deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune which shall happen in the execution of the duties of his office or in relation thereto, unless occasioned by his own wrongful and willful act or omission.

32. No Director shall be under any personal duty or responsibility in respect of any contract, act or transaction, whether or not made, done or entered into in the name or on behalf of the Association, except such as shall have been made, done or entered into by such Director without authorization or approval by the Board.

Committees:

33. The activities of the Association will be organized and carried out by Standing and Ad Hoc Committees. Standing Committees will be responsible for the following areas of activity that are continuously needed by the membership:

<u>Cyclo-cross</u>
<u>Executive</u>
<u>KOM</u>
<u>Mountain Bike</u>
<u>Provincial Program</u>
<u>Recreation and Transportation</u>
<u>Road</u>

Ad Hoc Committees may be created by ordinary resolution of the Board and assigned responsibility for inquiry, projects or activities that are expected to be “one time” or of limited duration.

34. The Chair of each Standing Committee will be the Directors elected or appointed to the respective cycling discipline, with the exception that the President will be the Chair of the Executive Committee and the VP will be the Chair of the Technical Committee.
35. With the exception of the Executive and Provincial Program Committees, each club in good standing may appoint an individual member as a representative of the club on that Committee.
36. The Executive Committee will be composed of the President, Vice-President, Secretary, Treasurer and Executive Director of the Association, and will have the authority to oversee the implementation of Board policies during the interval between Board meetings, and shall perform other duties as prescribed by the Board.
37. The Provincial Program Committee will be composed of a representative of the parents or legal guardians of the athletes in the program, a representative of the athletes in the program, and a representative from the cycling coaching community. All members must be in good standing with the Association.

Conflict of Interest

39. A Director or member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed policy, transaction, contract, event, clinic or race, will disclose fully and promptly the nature and extent of the interest to the Board of Directors or Committee members.

40. In addition, a Director or Committee member in a conflict of interest must
 - a. Speak to the matter if requested by the Chair of the meeting;
 - b. Refrain from further interaction or influence of the decision in the matter on request of the Chair;
 - c. Refrain from voting on the matter.

Discipline

41. At any time, the Board may create a Disciplinary Committee, as an Ad Hoc Committee, to hear charges against a member, to make further inquiries about the charges, and to make recommendations to the Board. If the Board is of the opinion, after reviewing the report of the Disciplinary Committee, that the member has violated any provision of the Association's By-laws, regulations, rules, or has conducted himself/herself in a manner Detrimental to the Association, the Board may implement the Committee's recommendations or call a hearing.
42. At least fourteen (14) days prior to any meeting for such hearing, the Board shall, by registered mail, send notice of such hearing and the charges to be heard to such member at his/her last known address.
43. The Board may, after such hearing, by vote of at least 75% of the Directors in attendance, expel or suspend such member, or take such other disciplinary action as it deems appropriate.
44. The member in question shall remain expelled, suspended or disciplined until such Annual or Special General Meeting.
45. If the appeal of the member is allowed, by a simple majority vote of the members, the decision of the Board stands reversed and the Board shall take steps to see that the Member's status is reinstated.
46. Voting on the expulsion, suspension or discipline of a member shall be by secret ballot.
47. No portion of an expelled or suspended member's annual fees is refundable.

Annual General Meeting

48. The Annual General Meeting (AGM) shall be held no later than December 31st of each year, with the specific date to be determined by resolution of the Board.
49. Other meetings of the members whether special or general may be convened by

order of the Board at a location and date to be determined by resolution of the Board or on a written request addressed to the President and signed by not less than ten (10) percent of the members.

50. Notice of any membership meeting(s), whether Annual, Special or General shall be Prominently posted on the Association's website, and a minimum of thirty (30) days in advance of such meeting.
51. At every Annual General Meeting, in addition to any other business that may come before the meeting, the following will be dealt with;
 - a. Reports of the individual Directors including the activities of their respective Standing Committees;
 - b. The financial statement and the report of the auditors;
 - c. Elections to replace retiring Directors;
 - d. The appointment of auditors for the ensuing year.
52. The President shall be the Chairperson of all meetings of the members or the Directors of the Association. If the President is unable or unwilling to act as the Chairperson then, in descending order, the following will act as Chairperson for that meeting; a) vice- President b) Treasurer c) Secretary. If none of the above listed Directors is willing or able to act as Chairperson, then the members present shall choose one of their numbers to the chair. If at any meeting a poll or secret ballot is demanded on the election of
A Chairperson or on the question of adjournment, or termination, it shall be taken forthwith without adjournment.
53. Every question submitted to any meeting of members shall be decided in the first instance by a show of hands, and in the case of an equality of votes, the Chairperson shall have a casting vote. At any meeting, unless a poll or secret written ballot is demanded, a declaration by the Chairperson that a resolution has been carried or carried unanimously or by any particular majority or lost or not carried by a particular majority shall be entered to that effect in the minutes of the Association and shall be conclusive evidence of the fact without proof of the number or proportion of the votes accorded in favor of or against such resolution.
54. A demand for a poll or secret written ballot may be withdrawn, but if a poll is demanded and not withdrawn, the question shall be decided by a majority of votes given by the members present in person and such poll shall be taken in such manner as the Chairperson shall direct and the result of such poll shall be deemed the decision of the Association upon the matter in question.

55. Votes may be given either personally, through vested rights of a parent or guardian and/or by proxy, in the following manner:

Member present in person	one vote
Member whose rights have vested in a parent or guardian	one vote
Member present by proxy	one vote

56. Proxy votes will only be permitted from members residing a distance greater than 100 km from the City of Winnipeg. (AGM October 1, 1989) An instrument appointing a proxy shall be in writing under the hand of the appointer and shall be in the following form or in any other form which complies with the requirement of the Act.

"I am an individual member of the Manitoba Cycling Association who resides greater than 100 kms. From Winnipeg, and I hereby
Appoint _____ of _____ as my nominee to attend and act on my behalf at the Annual or Special General Meeting of the membership to be held on the _____ day of _____, 20____, or at any adjournment of This meeting.

I also declare that I am the parent or legal guardian of individual member(s) who are younger than 16 years of age (strike out if not true). My nominee may act in the same manner, and to the same extent and with the same power as if I were personally attending the meeting.

Dated the _____ day of _____, 20____.

Signature of Member

Witness

(This form of proxy must be signed by the member and a witness.)"

57. A quorum of any meeting of members shall consist of those members present at the duly called meeting. At all meetings of members, every question shall be determined by majority vote unless specifically required by statute or by these By-laws to be otherwise.

Amendments of By-Laws

58. The By-laws of the Association may be repealed or amended by following this procedure: first, the By-law change shall be approved by resolution of the Board; then, the Board's resolution must be approved by a two-thirds (2/3's) majority vote of the members present at the Annual General Meeting or a Special Meeting of the membership.

Signing of Documents

59. Any contracts or other documents concerning power or authority that has not been delegated to a Director by the Board shall be subject to the prior approval of the Board and subsequently signed by those persons duly authorized to do so.
60. Cheques of the Association shall be signed by any two of the following: Executive Director, and either the President or Vice-President, or either the Treasurer or Secretary.

Auditors

61. At each Annual General Meeting the members shall appoint an auditor or delegate the authority to appoint an auditor to the Board of Directors.
62. The auditor holds office until the next Annual General Meeting.
63. Between Annual General Meetings, the Board may fill any vacancy in the position of auditor.
64. The auditor is to make final audited financial statements available to the Board within 90 days of the fiscal year-end.

Fiscal Year

65. The fiscal year of the Association shall end on March 31st of each year.

Interpretation

66. In these and any other By-laws, unless the context indicates otherwise, singular words include the plural, gender specific words include the opposite gender, reference to persons includes partnerships, incorporated societies and corporate bodies, and reference to "the Board" or to "the Directors" means the Board of Directors of the Association.

Dissolution

67. Members of the Association have no personal claim to the Association's property. If the Association is dissolved and there are assets left over after satisfying liabilities, the remaining assets shall be distributed to one or more organizations whose purposes are similar to the Association's. The substance of this paragraph shall not be repealed or amended.