

**BYLAWS OF: *SASKATOON MOUNTAIN BIKE  
ALLIANCE INC.***

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### **1. DEFINITIONS**

In these and all other bylaws of the corporation, unless the context otherwise requires or specifies:

- a) “Act” means The Non-profit Corporations Act, 2022, as amended or replaced from time to time, and in the case of such amendment, any references in the bylaws of the corporation shall be read as referring to the amended provisions;
- b) “the corporation” means Saskatoon Mountain Bike Alliance Inc.;
- c) “the directors”, “board” and “board of directors” means the directors of the corporation for the time being;
- d) the headings used in the bylaws are inserted for reference only and are not to be considered in constructing the terms thereof or to be deemed in any way to clarify, modify, or explain the effect of any such terms;
- e) all terms contained in the bylaws and which are defined in the Act shall have the meanings given to such terms in the Act;
- f) words importing the masculine gender shall include the feminine, and words importing the singular shall include the plural and vice versa;
- g) “member” means a regular member or an associate member.

### **2. OBJECTS**

The objects of the corporation are:

- 1. To preserve and enhance the accessibility, to cyclists and other members of the community, of trails in the Saskatoon area;
- 2. To maintain, repair, improve and construct trails in the Saskatoon area for use and enjoyment of cyclists and other members of the community;
- 3. To protect and preserve the environment by maintaining, repairing and improving trails in the Saskatoon area;
- 4. To promote the sport of Mountain Biking in the Saskatoon area

### **3. FISCAL YEAR**

The fiscal year of the corporation shall end on the 30<sup>th</sup> day of September in each year.

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#### **4. MEMBERSHIP**

- a) The membership of the corporation shall consist of regular members and associate members.
  - i. Regular membership, the members of which shall be entitled to attend and vote at all meetings of members and may be elected as a director.
  - ii. Associate membership, the members of which shall be entitled to attend meetings but not vote. An associate member may be elected as a director.
- b) Any resident of Saskatoon or area who is at least 18 years of age is eligible for admission to membership as a regular member.
- c) Any resident of Saskatoon or area who is under 18 years of age is eligible for admission to membership as an associate member.
- d) Membership fees are set by the board.
- e) Corporate memberships are defined as associate members.
- f) Any person who is eligible for admission to membership may, upon payment of the prescribed fee, be admitted as a member by resolution of the directors.
- g) Membership fees are not refundable and not transferable.
- h) Term of membership is for the calendar year (January 1 to December 31) in which the membership was purchased,

#### **5. MEETINGS OF MEMBERS**

- a) An annual meeting of members shall be held sometime between October 15 and **March 31 annually** at a time and place to be fixed by the previous annual meeting or by the directors.
- b) Throughout the year meetings may be called for the elected/appointed Executive.
- c) Special Business Meeting
  - i. The president may call a special meeting of members at any time but shall do so upon the written request of at least 5% of the regular members.
  - ii. All business transacted at a special meeting of members or at an annual meeting of members, other than consideration of financial statements and an auditors report, election of directors and reappointment of an incumbent auditor, is deemed to be special business.

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- iii. No special business may be transacted at a meeting of members unless the notice of meeting stated the nature of the business in sufficient detail to permit members to form a reasoned judgment thereon.
- d) Notice of the time and place of a meeting of members shall be sent, not less than 15 days or more than 50 days before the meeting, to each member entitled to attend the meeting and to the auditor (unless an auditor has been waived).
- e) Voting:
  - i. No regular member is entitled to more than one vote on any questions.
  - ii. Regular members shall vote by a show of hands except where a ballot is demanded by a member either before or after a vote by show of hands.
- f) Lesser of;
  - a. Twenty five (25) regular members, or
  - b. 10% of regular membersPersonally present, **whether physically or electronically**, at the opening of a meeting shall constitute a quorum.
- g) The conduct of meetings shall be governed by the latest revised edition of Roberts Rules of Order.

## **6. DIRECTORS**

- a) The directors shall manage the activities and affairs of the corporation.
- b) All directors must be members in good standing of the corporation
  - a. Directors shall have 90 days to become a member in good standing should their membership expire during their term.
- c) The directors of the corporation shall consist of a President, Vice President, Secretary, and Treasurer. Not less than 2 remaining director positions shall be members at large.
- d) The role of president may only be filled by a director who has served on the board for at least the previous 12 months. New board members may fill other roles.
- e) Directors shall be elected or appointed by acclamation at the annual meeting.
- f) Directors must state any conflicts of interest which may affect their ability to direct the corporation. Any director who has stated, or is deemed to have, a

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- conflict of interest must abstain from voting on any specific business of the corporation related to the conflict. Conflicts of interest or particular concern are:
- a. Directors who also hold controlling or significant influence ownership interests in specific retail outlets including, but not limited to; bike stores, running stores, adventure sport stores. No member shall hold a director position with the corporation while possessing this conflict of interest.
  - b. Directors who also hold management roles within specific retail outlets as listed in part a. Members possessing this conflict of interest may only hold member at large director positions within the corporation.
  - c. Directors who also hold ownership interests or management positions with organizations which the corporation does business. Members possessing this conflict of interest may hold any position on the board so long as they can fulfill the duties of the position without negatively affecting the public image of the corporation.
- g) Directors hold office until the conclusion of the meeting at which their successors are elected.
- h) Subject to (d), the term of office of a director shall be 2 years.
- a. The Treasurer and Vice President shall be elected on concurrent terms, staggered with the President and Secretary offices.
  - b. Additional board members terms shall be staggered to insure roughly 50% of the board is up for election at any annual meeting of members.
- i) The regular members may, by ordinary resolution at a meeting called for that purpose, remove any director(s) from office.
- j) Where there is a vacancy on the board of directors and;
- i. where there is a quorum of directors, the remaining directors;
    1. may exercise all the powers of the directors; or
    2. may fill the vacancy until the next annual meeting;
  - ii. where there is not a quorum of directors, the remaining directors shall call a general meeting for the purpose of electing regular members to fill any vacancies.
- k) Any remuneration paid to directors (for being a director) must be approved by the regular membership.
- l) Every director shall be given, by letter, telephone, email or otherwise, at least 5 days notice of every meeting of directors.
- m) Attendance of a director at a meeting of directors is deemed to be a waiver of notice of the meeting, unless the director attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.

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- n) The quorum at board meetings shall be 51% of the board.

## **7. OFFICERS**

The board of directors shall:

- a) specify the duties and delegate powers to manage the business affairs of the corporation to them.

## **8. FINANCIAL DISCLOSURE**

- a) The directors shall place before the members at every annual meeting:
  - (i) financial statements for the year ended not more than 6 months before the annual meeting;
  - (ii) the report of the auditor, if any; and
  - (iii) any further information respecting the financial affairs of the association.
- b) The directors shall approve the financial statements and shall evidence their approval by the signature of two or more directors.
- c) No financial statement shall be released or circulated unless it has been approved by the directors and is accompanied by the report of the auditor (unless the auditor has been waived at the annual general meeting).
- d) The corporation shall, not less than 15 days before each annual meeting, make available a copy of its financial statements and report of the auditor to each member by request
- e) The corporation shall, not less than 30 days after each annual meeting, send a copy of its financial statements and report of the auditor to the Director, Corporations Branch, Saskatchewan Justice.

## **9. AMENDMENTS TO BYLAWS**

- a) The directors may, by resolution, make, amend, or repeal any bylaws that regulate the activities and affairs of the corporation.

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- b) The directors shall submit a bylaw, or an amendment or repeal of a bylaw to the next meeting of regular members and the members may, by ordinary resolution, confirm, reject or amend the bylaw, amendment or repeal.
- c) A bylaw, or an amendment or repeal of a bylaw is effective from the day of the resolution of directors until confirmed, confirmed as amended, or rejected by the regular members.
- d) If a bylaw, or any amendment or repeal of a bylaw is rejected by the regular members or is not submitted to the next meeting of members, the bylaw, amendment or repeal thereof, ceases to be effective and no subsequent bylaw, amendment or repeal having substantially the same purpose or effect shall be effective until confirmed or confirmed as amended by the regular members.

#### ***10. LIQUIDATION AND DISSOLUTION***

The remaining property of the corporation shall, in the course of liquidation and dissolution, be distributed to the Saskatchewan Cycling Association.