

Rocky Motorcycle Club
By-Laws

1. Membership

- 1.1. Any person or family who is interested in and supports the goals and objectives of the Club may become members of the Club by submitting appropriate membership forms and paying the prescribed fees.
- 1.2. Membership fees shall be determined from time to time, by the members and Board of Directors at a general meeting.
- 1.3. The Board has full authority to revoke any membership PURCHASED at any point during the current year with valid reason and by majority Board vote.
- 1.4. Annual membership dues shall be due and payable at such time each year as established by the Board from time to time.
- 1.5. All members in good standing are entitled, subject to any restrictions noted elsewhere in these By-laws, to attend and vote at any meeting of the Club.
- 1.6. A person immediately ceases to be a member of the Club:
 - 1.6.1. Upon notice in writing delivered to any Board member to be effective on the date of deliver; or
 - 1.6.2. Upon the cancellation of his or her membership under section 1.6; or
 - 1.6.3. Upon having been a member not in good standing, pursuant to section 1.7; or
 - 1.6.4. Upon his or her death
- 1.7. The Board has full discretion to cancel the membership of any member, if that member does not abide by the rules, goals and objectives of the Club.
- 1.8. All members are considered in good standing unless he or she has failed to pay his or her current annual membership dues.
- 1.9. Any member who has their membership revoked, or who has withdrawn their membership, forfeits their membership fee.
- 1.10. Membership and the rights and privileges of a Member are not transferable to another person.
- 1.11. Suspension of Membership
 - 1.11.1. Decision to Suspend

The Board may suspend a Member's Membership for one or more of the following reasons:

 - if the Member has failed to abide by the Bylaws;
 - if the Member has been disloyal to RMC;
 - if the Member has disrupted meetings or functions of RMC; or
 - If the Member has done anything judged to be harmful, disruptive or contrary to the vision, mission, objectives and core activities of the RMC.
 - 1.11.2. Notice to the Member

The affected Member will receive written notice of the Board's intention to deal with whether said Member should be suspended or not.

The notice will be sent by electronic mail to the last known address of the Member shown on record. The notice may also be delivered by a member of the Board. The notice will state the reasons why suspension is being considered.

1.11.3. Decision of the Board

The Member or a representative of the member will have an opportunity to appear before the Board to address the matter. The Board will determine how the matter will be dealt with, and may limit the time given the Member to address the Board. The Board may exclude the Member from its discussion of the matter, including the deciding vote.

- The decision of the Board is final.
- The decision of the Board will include a period of suspension and conditions (if any) for reinstatement of membership.

2. Meetings

- 2.1. The club shall hold an annual general meeting on or before March 31st each year. All members will be given notice at least twenty-one (21) in advance through website and applicable social media.
- 2.2. General meetings and/or special meetings may be called at any time by any of the Directors, and unless held on a regular day each month of which all members have been informed notice will be given at least twenty-one (21) days in advance via website and social media to all members.
- 2.3. Quorum for the annual general meeting or for any general meetings and/or special meetings of the Club shall be at least 6 of the members in good standing.
- 2.4. Voting may be done in person or by written proxy.
 - 2.4.1. Written proxy will only be accepted in the forms of a written letter or by email to a member of the board, including members signature and date.

3. Executive and Board of Directors

- 3.1. The governing body of the club shall consist of the Executive (President, Vice President, Secretary, Treasurer) as well as a Membership Coordination, Sponsorship Coordinator and six (6) Directors for a total of 16 members. Their duties include but are not limited to:
 - 3.1.1. President – Shall chair all meetings of the Club and shall have signing authority
 - 3.1.2. Vice President – Shall perform the presidents' duties in his or her absence and shall have signing authority
 - 3.1.3. Secretary – Shall keep accurate minutes of all meetings. In the absence of the Secretary, minutes will be recorded by a designate of the Board. The secretary shall have signing authority
 - 3.1.4. Treasurer – Shall deposit all money received in an account designated by the Board, pay all accounts on or before their due date, issue receipts for funds received, keep accurate records of all expense, provide all required information to the auditing members on or before the date required, prepare and present financial reports for each general meeting the annual general meeting. Treasurer shall have signing authority.
 - 3.1.5. Membership Coordinator – Shall distribute and collect membership forms, collect membership fees, give all money to the Treasurer and keep a current, and accurate membership list with contact information for all members.
 - 3.1.6. Sponsorship Coordinator

- 3.1.7. Directors – May be called upon to attend special meetings or to perform duties assigned by the Executive.
 - 3.2. The Board positions shall be elected at the annual general meeting
 - 3.3. The terms of office for each of the Executive Board Positions are two (2) years. With President and Treasurer elected in odd-number years. Subsequently the Vice President and Secretary elected in even-numbered years.
 - 3.4. The terms of Directors, Membership Coordinator and Sponsorship Coordinator will be elected annually.
 - 3.5. When a vacancy on the Board exists, a new Director may be elected by the remaining Directors to fill such vacancy until the original term has expired.
 - 3.6. Any member in good standing shall be eligible to any office in the Club.
 - 3.7. Any elected member of the Board may resign by notice in writing to the President or Vice President.
 - 3.8. Any elected member of the Board may be removed from the Board of Directors with a majority vote of the board if he or she:**
 - 3.8.1. Is absent from three (3) consecutive general meetings; or**
 - 3.8.2. Is incompetent or unable to handle his or her duties; or**
 - 3.8.3. Behaves in a manner which is likely to endanger the interest or reputation of the Clubs**
 - 3.9. No members of the Board shall receive wages.
 - 3.10. If a member of the Board resigns from their duties before their term is over they are not permitted to take a board position for 1 full calendar year following their resignation.
 - 3.11. If a member of the Board is investigated and is proven to have stolen or fraudulently reported funds during their position they will be removed indefinitely from their title, as well as any members linked to their RMC membership will be banned from using any/ all of our facilities.
- 4. Committees**
- 4.1. The Board may create committees as needed from time to time.
 - 4.2. The Committee Chair shall report to the President as required by the Board.
 - 4.3. A committee must have no less than five (5) members to operate
 - 4.3.1. If a member decides to leave the committee leaving the committee with less than five (5) members the highest level executive/ board member sitting on such committee will no longer have a vote until a replacement committee member can be found.**
 - 4.4. Committee purchases over \$200 needs board approval.
- 5. Auditing**
- 5.1. The accounts and records of the Club shall be audited at least once per year, at the annual general meeting by a qualified accountant or by two (2) members of the Society elected for that purpose.
 - 5.2. An audited financial statement shall be presented at the annual general meeting by the Treasurer.
 - 5.3. The Club's fiscal year shall be January 1st ending December 31st.

5.4. As per section 26.2 of the Societies Act, the Club shall, each year, on or before the last day of the month immediately following its anniversary month, make a return to the Registrar containing

- a) The address of the registered office of the Club
- b) The full name, address, and occupation of each Director of the Club
- c) The audited financial statements presented at the last Annual General Meeting of the Club.

6. Borrowing Powers

6.1. The Board of Directors may borrow or issue debentures to carry out Club objectives only by special resolutions.

7. Seal

7.1. The Directors may provide for a common seal for the club and may from time to time destroy it and substitute a new seal in its place

7.2. The President shall have charge of the seal of the Club, which, whenever used, shall be authenticated by the signature of any two (2) of the Directors

8. Society Records

8.1. All members shall have access to the records of the Club at the General Meeting, or at the time upon reasonable request.

9. Amendments to the Bylaws

9.1. As per section 15.1 of the Societies Act, by-laws may be amended, added to or rescinded only by special resolution, which is defined as:

- a) A resolution passed
 - i. At a general meeting of which not less than **21 days'** notice specifying the intention to propose the resolution has been duly given; and
 - ii. By the vote of not less than 75% of those members who, if entitled to do so, vote in person or by proxy
- b) A resolution proposed and passed as a special resolution at a general meeting of which less than 21 days' notice has been given, if all members entitled to attend and vote at a general meeting so agree; or
- c) A resolution consented in writing by all the members who would have been entitled at a general meeting to vote on the resolution in person or, where proxies are permitted by proxy.

10. Dissolution

10.1. Should at any time the Club be dissolved by the membership, funds and assets remaining on hand at the time of dissolution shall be distributed to one or more non-profit organization with similar aims and objectives and are recognized registered charitable organizations in the province of Alberta. Such use will be determined by a majority vote of the membership.