



BYLAWS

for the

Calgary Motorcycle Roadracing Association

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BYLAWS

Statement of Purpose

The Calgary Motorcycle Roadracing Association (CMRA) is a non-profit organization incorporated in the Province of Alberta. The objects of the CMRA are:

1. To promote amateur and professional motorcycle roadracing in Western Canada, with emphasis on safety.
2. To create and maintain a positive image of the sport, and encourage participation by all interested persons.
3. To engage in fund raising activities to defray expenses.
4. To provide for the recreation of the members and to promote and afford opportunity for friendly and social activities.
5. To oversee the organization of motorcycle roadraces, and to ensure that they are run in a safe and environmentally sensitive manner.

1 Name, Location of Corporate Office

This corporation shall be known as the Calgary Motorcycle Roadracing Association, hereinafter, the "Association" or "CMRA". Unless another is designated by the Executive, the resident agent of the Association will be the current President and his/her address will be the corporate address.

2 Members

2.1 Active Member

Any person who has a sincere interest in the advancement of the sport of motorcycle roadracing shall be qualified to become an Active Member of the Calgary Motorcycle Roadracing Association. An Active Member is one who is listed in the Association records as having fulfilled the current dues obligation. An Active Member is eligible to vote on matters brought before the general membership and to become an officer or Executive Member of the Association. Any member wishing to withdraw from membership may do so upon a notice in writing to the Executive through its Secretary. If any member is in arrears for fees or assessments for any year, such member shall be automatically suspended at the expiration of six months from the end of such year and shall therefore be entitled to no membership privileges or powers in the society until reinstated.

2.2 Expulsion

Any member upon a majority vote of all members of the society in good standing may be expelled for any cause which the society may deem reasonable. Complaints against the member must be submitted in writing to the Executive, which will consider the complaints and vote to dismiss the complaints or recommend to the general membership to expel the member. The member in question shall have the right to present evidence or arguments at the Executive and general membership meetings.

2.3 Meetings

2.3.1 Regular / Special

General membership meetings shall be held on a monthly basis at a specific time and place as prescribed by the Executive. Special meetings may be called by the Executive with seven (7) days advance notice by mail to the general membership. Only the Executive may call a special meeting.

2.3.2 Agenda at Regular Meetings

1. Establishment of quorum
2. Reading of previous minutes
3. Old business
4. New business

2.3.3 Quorum

15 members or 10% of the active membership, whichever is smaller, shall be needed to establish a quorum to conduct the business of the Association at general or special meetings, unless otherwise specified in these bylaws.

2.3.4 Voting Procedures

At any meeting of the general membership, each Active Member present shall be entitled to one vote and, unless specified to the contrary elsewhere in the bylaws, a simple majority only shall be required to pass the motion, resolution or other subject matter of the vote. In the event of a tie vote, the President or, in his absence, the presiding officer (see section 4.1), may:

1. cast a second, tie-breaking vote; or
2. call for further discussion and multiple votes; or
3. defer decision on the issue, if appropriate until the next meeting, PROVIDED, however that such power to defer decision may be exercised but once with respect to any given issue. Nothing in this bylaw shall be construed to limit the ability of any properly authorized person to re-introduce an undecided issue at a subsequent meeting.

Membership of the CMRA has traditionally been spread over Western Canada, and occasionally members from beyond this region. Because of the inability of many members to attend monthly meetings, voting may be done by mail-in ballots. Ballots will be sent and received by the Secretary and his or her assistants. The voting of new officers into vacant Executive positions will be done by mail-out. Other topics may be voted on by mail-out as the Executive sees fit. The Executive will have final authority as to what issues shall be decided on by the Executive itself, the members present at a general meeting, or by mail-out ballots, unless otherwise stated in these bylaws. Decisions by the Executive must be agreed upon by a simple majority of the Executive members present at an Executive meeting. See sections 3.3 and 3.5.6 for additional information.

3 Executive Members

3.1 Duties, and Term of Office

The Executive should be composed of experienced members who will give able, willing, competent input into the organization's business. The Executive is composed of the elected officers (President, Vice-president, Secretary, and Treasurer), elected Directors (4), Riders Representatives (2), Volunteers Representative, Past President, and frequently chairmen of standing committees, as well as any *ex officio* members and such other members for which provisions have been made.

Executive Members shall hold office for three years or until their successors have been elected.

3.2 Filling Vacancies / Removal

Any director or officer, upon a majority vote of all members in good standing, may be removed from office for any cause which the society may deem reasonable. The President or the Vice-President, if the President is unable, shall perform the duties of the vacant office until a replacement is elected. Nominations and election of replacement officers will occur as provided in these bylaws. In the event that neither officer is able to perform the duties of vacant office, the responsibility for said performance shall devolve in turn to the Treasurer or Secretary until such time as a replacement is elected.

If the entire officer structure (President, Vice-president, Secretary, and Treasurer) is removed by a majority vote of the general membership, an Interim Executive must be elected at the general meeting where the results of the vote are announced. The members will be informed that this will be deemed a special meeting to ensure a quorum to elect the Interim Executive. Removal from the Executive requires forfeiture of elected titles. The Interim Executive shall consist of a chairman and two members. The chairman shall assume, temporarily, the duties of the President and Treasurer. No monetary transaction may be conducted by this Interim Executive without the consent of all three members. The person who submits the motion to remove the Executive shall lead the meeting in the election of the Interim Executive. The general membership must hold a special election for a new Executive and officers to serve the balance of the terms of the removed persons. Nominations and election of replacement officers will occur as provided in these bylaws. Failure to do so within three months of the removal of the officers shall constitute an involuntary dissolution of the Association in accordance with the provisions of Section 7 of these bylaws.

3.3 Governing Authority

The Executive shall, subject to the by-laws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the society. Subject to the ultimate direction and control of the membership, decisions of the Executive shall reflect sound policy, fiscal or otherwise, exercised in the best interests of the Association. Decisions involving extraordinary financial expenditures or with long-term implications must be submitted to the membership for approval prior to implementation. Other decisions may be referred to the membership as the Executive decides.

The Executive may authorize any officer or officers, agent or agents, to enter into contracts or execute and deliver instruments in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

3.4 Compensation

No Executive Member shall be compensated for his services to the Association as an Executive member except as otherwise allowed by these bylaws.

3.5 Executive Meetings

3.5.1 Regular Meetings

A monthly meeting of the Executive shall be held without other notice than these bylaws. The Executive will decide the time and place for holding the regular meetings, and provide timely notice to the general membership. In the absence of the chairman, the Executive will choose a temporary presiding member from among those members present.

3.5.2 Special Meetings

In response to special circumstances, special meetings of the Executive may be called by or at the request of any two Executive members provided they request the President in writing to call such meeting, and state the business to be brought before the meeting. The persons calling the special meeting may fix the place and time for holding that special meeting, so long as it is reasonable.

3.5.3 Notice

Reasonable notice, written or oral, of any special meeting must be given. The requirement of prior notice is waived as to any given Executive member if such Executive member has actual notice of the meeting and is in attendance.

3.5.4 Executive Quorum

In order for the Executive to conduct its business, a minimum of four (4) Executive members must be constructively present and attending to business. Executive meetings shall be held without notice if a quorum of the Executive is present, provided however, that any business transactions at such meeting shall be ratified at the next regularly called meeting of the Executive; otherwise they shall be null and void.

In the absence of a quorum, the President may act, provided he/she declares an emergency and reports the emergency and his/her actions to the rest of the Executive as soon as possible, requesting ratification. Like report shall be made to those present at the next occurring meeting of the general membership. The action taken by the President in response to the emergency may be ratified or overruled by the Executive or the general membership and, if overruled, every feasible effort will be made to return to the status quo ante; PROVIDED, however, that so long as the President has acted in good faith and honestly in fact, he/she will not be held personally liable for any irreversible consequences of his/her so acting.

3.5.5 Agenda at Executive Meetings

1. Establishment of quorum
2. Reading of previous minutes
3. Treasurer's report
4. Old Business
5. New Business

3.5.6 Voting Procedures

At any meeting of the Executive, each Executive member present shall be entitled to one vote and, unless specified to the contrary elsewhere in these bylaws, a simple majority only shall be required to pass the motion, resolution, or other subject matter of the vote. In the event of a tie vote, the President, or in his absence, the presiding Executive member, shall be required to cast a second, tie-breaking vote.

4 Officers and Duties

4.1 President

The President shall be the principal executive officer of the Association. The President shall be ex-officio a member of all committees. Subject to the direction and control of the Executive, he or she shall be in charge of the business of the Association. He or she shall see that the resolutions and directions of the Executive are carried into effect except in those instances in which the Executive specifically assigns that responsibility to some other person. In general, the President shall discharge all duties incident to the office of President and such other duties as may be prescribed by the Executive or these bylaws. He/she may execute for the Association any contracts, deeds, mortgages, bonds or any other instruments which the Executive has authorized to be executed, and may accomplish such execution either individually or with any other officer thereunto authorized by the Executive, according to the requirements of the form of the instrument. Specific duties include, but are not limited to:

1. The general management responsibility for the internal affairs and administration of the activities of the Association;
2. The formation or dissolution of committees not specifically required by these bylaws or created by the Executive;
3. Representing and acting as a spokesman for the Association in business affairs or on other proper occasion;
4. The promotion of positive interest in the Association.

If the President is unable to function, temporarily or permanently, the next qualified officer available, in the following order, shall temporarily assume the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions placed upon the President: Vice-President, Treasurer, Secretary.

The President is the chief representative of an organization, but holds no more powers than any other member except those assigned to him in the bylaws and by custom.

As administrator, the President is the legal head of the organization. The President is empowered with full authority from the assembly and from the bylaws. The President speaks for the organization, to the press and at TV interviews, signs documents, observes protocol, greets honored guests, thanks speakers, and so on.

The President needs to be kept informed, involved, and aware of all the activities of the organization. The President oversees committee work but does not take over. Most of all, the President must be aware of and sensitive to personalities, cliques, stresses, and hidden purposes within an organization. For this, he or she communicates with the members, hears all, sees all, ignores much, and never betrays a confidence.

The President has a proper sense of the dignity of the office and must exercise patience, tact, and common sense. He or she must keep surveillance over rules and regulations as provided in the documents of authority, and should be the first to understand and recognize a need to change a rule to meet a changing situation – but is expected to live by the existing rules until they are officially changed.

During general and executive meetings the President will act as chairman. The chairman (of a meeting) is the presiding officer. A presiding officer is essential if a meeting is to be conducted properly. A chairman of a committee may take an active role as a participant in debate, making motions and voting, unless the documents of authority provide otherwise.

4.2 Past-President

Upon the election and qualification of his/her successor, the immediate former President will become known as the Past-President and is encouraged to perform the following duties including, but not limited to:

1. Assisting in the transition of power to the new President.
2. Advising the new President upon request.
3. Sitting on the Executive.
4. Such other duties as may be prescribed by the Executive.

4.3 Vice-President

The Vice-President is an alter ego of the President. He should be chosen for possessing the same qualities of competence and leadership as the President.

The Vice-President must be prepared to assume the duties of the President when the President is absent, or to complete an unexpired term upon request or need. While acting as President, the Vice-President has all the powers and duties of the President except that he or she cannot:

1. Alter rulings of the President.
2. Fill vacancies during the absence of the President.
3. Appoint committee members when the President is so empowered in the bylaws.

During business meetings, the Vice-President should pay close attention to proceedings in case called upon to preside on short notice.

The Vice-President should be assigned specific duties of some importance, such as chairman of the program committee, or bylaws committee. The Vice-President should be the confidant of the President, and act as advisor when asked.

4.4 Secretary

The qualifications for office are accuracy, orderliness, and the ability to prepare concise accurate records. The Secretary should also be familiar with the rules of the organization. The office requires a person with the ability to write well. In the case of absence of the Secretary, his or her duties shall be discharged by such officer as may be appointed by the Executive. The Secretary shall have charge of all the correspondence of the society and be under the direction of the President and the Executive.

The Secretary is the curator responsible to preserve all official records. There are many duties for this office. The Secretary:

1. Prepares, for the President, a roster of committees, with names of chairmen and their assignments; a copy of all motions postponed until the next meeting; a memo of any unfinished business interrupted by adjournment; and an advance copy of the current minutes for the President's perusal and corrections, if any. He or she assists the President in watching the presence of a quorum.
2. Keeps available copies of bylaws, amendments, rules, and a roster of members in good standing; is prepared to read the roll call whenever requested; records addresses, telephone numbers, and e-mail addresses.
3. Keeps original bylaws up-to-date and in proper order. Records bylaw amendments correctly or revisions with dates in both minutes and bylaw record.
4. Records concisely and authentically the minutes of each meeting in separate books, one for the assembly, one for the Executive. Takes the minutes for both groups.
5. Is custodian for all records, which are open to inspection by committees and members at any time convenient to the Secretary.
6. Notifies officers, committee members, and delegates of their appointments and prepares credentials for delegates.
7. Frequently handles the personal correspondence of the President in relation to the organization's business, and for the organization or Executive, and sends out all the notices.
8. In the absence of the President or other qualified officers, calls the meeting to order and presides over the election of a President pro term.
9. Occasionally assists the President with preparation of an agenda.
10. As a member, may make motions, debate, and vote.

Permanent records will be kept by the Association. These records will include, but need not be limited to the following:

1. Official correspondence;
2. Minutes of all Executive and general membership meetings;
3. Fiscal records;
4. Rules and technical regulations;
5. Newsletter published by the Association;
6. Race and season championship results.

Any Active Member upon reasonable notice may examine the records of the Association. The association will provide copies of its records, at a reasonable cost, to any Active Member upon reasonable notice.

4.5 Treasurer

A Treasurer holds a position of trust. Eligibility for the office is competence with handling money and integrity. The Treasurer will be the principal accounting and financial officer of the corporation. The Treasurer shall:

1. Have charge of and be responsible for the maintenance of adequate books of account for the corporation;
2. Have charge and custody of all funds and securities of the corporation, and be responsible therefor and for the receipt and disbursement thereof;
3. Perform all duties incident to the office of Treasurer and such other duties as from time to time may be requested by the President or by the Executive. He or she will obtain approval from the President or Vice-President for extraordinary expenses exceeding \$1000.00. He or she will obtain approval from the general membership for extraordinary expenses exceeding \$5000.00. The Treasurer will give a financial report of the Association at Executive and general membership meetings.
4. Submit a budget proposal to the Executive at their first meeting of the year. It will then be submitted to the general membership at their next meeting.
5. Collects funds due for memberships, licences, sponsorships, and accounts receivable.

The Treasurer shall maintain the Association chequing account, with signature authority resting with the President and the Treasurer. Excess funds in the checking account will be deposited from time to time to the credit of the Association in an interest bearing account in such bank or other depository as the Executive may select.

The Treasurer helps prepare the budget, acts as a comptroller of the organization's funds, protects its finances, and should be a member of the finance committee.

A Treasurer must keep accurate, current records of all monies in complete book form, as supplied by the organization. The Treasurer should pay all bills as directed. All slips, receipts, and vouchers are kept for audit, and the checkbook must balance. Financial statements, in totals, should be made at each meeting, giving the amount on hand at the previous meeting, receipts, disbursements, and the amount on hand at the current meeting. Courtesy requires that a written copy of this statement be given to the Secretary for inclusion in the minutes.

The books, accounts, and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant or by two members of the society elected for that purpose. A complete and proper statement of the books for the previous year shall be submitted by such auditor by the March general meeting of the society. The fiscal year of the society in each year shall be January 1 to December 31. The Treasurer's term in office will run from January 1 to December 31 to match the association's fiscal year.

The books and records of the society may be inspected by any member of the society at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each member of the Executive shall at all times have access to such books and records.

4.6 Directors at Large

The elected Directors sit as members of the Executive. Their duty is to serve as the society's governing body between meetings of the general assembly, or as specified in the bylaws. Directors should be communicators, interpreting bylaws and rules, keeping in close contact with the members, finding their interests and needs. Directors should help to implement the purposes of the society and feel a strong commitment to it. Directors may be assigned various duties by the Executive committee.

4.7 Riders Representative

Reports to the Race Director or the Clerk of the Course, and acts as a liaison between the competitors and the Race Officials. Competitors are encouraged to discuss matters of concern with the Riders Representative before approaching any other Official for a ruling.

4.8 Volunteers Representative

The Volunteers Representative will act as a liaison between the volunteers and the club, acting as a voice for the volunteers at the Executive meetings. The Volunteers Representative is generally expected to attend meetings of the volunteers to keep the volunteers updated on current events within the Association.

4.9 Assistants

The Treasurer or the Secretary, subject to the advice and consent of the Executive may appoint assistants. The Assistant Treasurer or Assistant Secretary shall perform such duties as shall be requested or delegated by the Treasurer or the Secretary, respectively, or by the President.

4.10 Delegation of Duties

Should the need arise, an officer may delegate any of the duties prescribed by these bylaws to a qualified substitute for a limited time; provided, however, that such officer is ultimately responsible for the conduct of said substitute. Voting power may not be delegated. Such delegation shall not amount to a substantial abandonment of function by the delegating officer.

4.11 Bonding of Officers

The Executive may require that officers responsible for corporate funds be bonded at Association expense.

4.12 Indemnification of Officers

Each Executive Member and each elected officer of the Association, past, present and future, in consideration of his services as such, shall be indemnified by the Association against all costs and expenses, including amounts paid in settlement (other than payments to the Association itself), reasonably incurred in connection with any action, suit or proceeding, civil or criminal, to which he/she may be a party (or threatened to be made a party) by reason of any action heretofore or hereafter taken or omitted to be taken in his/her capacity as such Executive Member or officer, except in relation to matters as to which he/she shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of his/her duties as such Executive Member or officer.

4.13 Terms of Office / Election

The terms of all offices shall be three (3) years. One person may hold any one office for at most two consecutive terms (six years). Unless otherwise prescribed, nomination of officers shall begin at the August general meeting and remain open until the October general meeting. Voting will be by secret ballot. Ballots will be retained by the Secretary for a period of thirty days and may be inspected upon request. Installation of officers will occur at the annual banquet or at the next general meeting following the election. Only Active Members may become officers.

It is a good idea to have staggered terms of office. Terms of the Executive should overlap so that a proportion of the board comes up for election each year. In this manner, the membership influences the makeup of the Executive and indicates whether they want change. However, there is stability, since the entire Executive will not change in any one year.

5 Borrowing Powers

For the purpose of carrying out its objects, the society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the society, and in no case shall debentures be issued without the sanction of a special resolution of the society.

6 Dissolution of Corporation

The association may be voluntarily dissolved by a vote of the general membership at the meeting called for that purpose at which at least thirty (30) Active Members or 20%, whichever is greater, attend. The vote to dissolve the Association must be joined in by two-thirds of the members present and voting.

Should the voluntary dissolution resolution pass, or should the Association be involuntarily dissolved as provided in these bylaws, then within the next 90 days all Association assets will be liquidated and the outstanding bills paid. Any outstanding obligations shall likewise be dealt with in the most expeditious and least expensive manner. An outside accounting firm will confirm the results, Articles of Dissolution will be filed with the Province of Alberta and, after the deduction of all reasonable fees, the balance of moneys shall be donated to a charity decided upon by the Executive and the Association shall thereafter cease to exist.

7 Amendment of Bylaws

These bylaws may be amended. A proposed amendment must be submitted for consideration at a meeting of the Executive. If the proposed amendment is accepted by a simple majority vote of the Executive, such amendment will be published in the Association newsletter or other reasonable written notice will be given prior to the next general membership meeting where a vote for final acceptance or rejection will be held. If the proposed amendment passes at the final vote by a 3/4 majority of the membership that vote, it shall become an amendment to these bylaws.