

**By Laws  
of  
The Guelph Off-Road Bicycling Association Inc.  
A Not-for-Profit Corporation**

**By-Law 1**

**Name:** The Guelph Off-Road Bicycling Association [Inc. Incorporated?]  
(hereafter referred to as “GORBA”)

**Purpose:** GORBA is an athletic off-road cycling club with the following purposes:

1. Bring together members of the off-road bicycling community in Guelph, Ontario and its surrounding area;
2. Advocate for and promote safe, responsible off-road bicycling;
3. Work with and nurture community interest and participation in off-road bicycling by providing instruction in bike handling skills, trail ethics and etiquette and by riding in accordance with such instruction;
4. Work with other interest groups to develop and improve systems for off-road bicycling;
5. Maintain and improve a sustainable network of trails in the Guelph area; and
6. Work with officials and land managers in regard to land access, environmental and developmental issues.

**Fiscal Year**

The fiscal year of GORBA begins the first day of April and ends the thirty-first day of March.

**Records**

The financial records, minutes of meetings, by-laws, membership lists, letters patent and other records shall be kept at the registered office for GORBA and all such records shall be available for review by any member in good standing upon reasonable notice.

**Membership**

Membership is open anyone who agrees to be bound any of the rules, regulations, guidelines or customs of GORBA.

Membership Classes

GORBA has the following classes of membership:

1. *Youth Membership*

Youth memberships are open to any persons under 18 years of age at the start of the calendar year. All youth members must provide written evidence of parental or legal guardian consent to participate as a member. Each youth membership carries the right to one vote. Such voting rights shall be exercised by a parent or legal guardian regardless of whether or not such parent or guardian is a member of GORBA. Youth members who have attained the age of 18 years at the time of a vote shall have the right to cast their own vote.

2. *Adult Membership*

Adult membership is open to anyone 18 years of age or older. Each adult membership carries the right to one vote.

3. *Family Membership*

Family membership is open to any two or more people who are members of the same immediate family. GORBA members who join GORBA through a family membership shall be treated as individual members of GORBA whether youth or adult member as appropriate with appropriate voting rights.

4. *Corporate Membership*

Corporate membership is open to any business entity whether sole proprietorship, partnership, corporation or other wishing to support off-road bicycling. A maximum of four (4) members of such business entity may be listed as members of GORBA. Such members shall be treated as individual members, whether youth or adult members as appropriate, with appropriate voting rights.

Good Standing

A member in good standing is one who complies with the following:

1. Has paid all dues, fees or other monies owing to GORBA;
2. Is not under a ban or suspension by any official cycling organization including, without limitation, the Ontario Cycling Association or the International Mountain Bicycling Association;
3. Is aware of and follows all GORBA rules, regulations, guidelines or customs including, without limitation, the requirement that **ALL MEMBERS MUST WEAR AN APPROPRIATE HELMET ON ALL GORBA CYCLING EVENTS.**

### Failure to Maintain Good Standing

Members who are not in good standing shall have all membership rights including voting rights suspended and are not entitled to run for elected office until such time as their membership is brought into good standing. Suspended members shall also be prohibited from attending club events.

### Dues and Term of Membership:

Membership begins on the later of the first day of the fiscal year for GORBA or the day on which an application for membership is received by the Secretary of GORBA. Membership ends at midnight on the last day of the fiscal year of GORBA.

Applications of new members received on or after October 1st shall have their membership extend to the end of the following fiscal year.

The amount of annual dues shall be set by the Executive of GORBA prior to the start of the fiscal year. Dues for renewing members shall be payable not later than ninety (90) days after the start of such fiscal year.

### Revocation of Membership

GORBA reserves the right to revoke the membership, without refund, of any member whose behaviour is deemed inappropriate or detrimental to GORBA. Examples of behaviour which may result in revocation of membership include, but are not limited to, the following:

1. a pattern of continued reckless riding or continued disregard of safe cycling rules;
2. improper actions during a club ride which pose a threat to the safety and well-being of any member including him/her self;
3. actions having a negative impact on the integrity of GORBA.

Initiation of revocation proceedings must be by way of a written complaint addressed to the president or to the executive board of GORBA. Upon receipt of such notice, the executive board must conduct an investigation including a discussion of the complaint with the complainant, any witnesses and the member under review. The executive board must then hold a formal meeting and the decision to revoke membership shall be determined by unanimous vote

### Annual General Meeting

The annual general meeting (“AGM”) of GORBA shall be held in March in each year on a day to be determined by the executive board. Business

at the AGM shall include, without limitation, approval of the financial records, and review of the preceding year's business. Motions at annual meetings shall be carried by majority vote as determined by a show of hands.

### Special Resolutions

All changes to the By-Laws of GORBA and any other changes as prescribed by law, require member approval by way of Special Resolution. Special Resolutions shall be carried at a meeting of members called for the purpose of determining such Special resolution by a two thirds (2/3) majority vote as determined by a show of hands.

### Notice

The communications officer shall send notice of the AGM, and any meeting to determine a Special Resolution, to all members by electronic mail to the last known e-mail address not less than ten (10) days prior to such meeting.

### Quorum

Quorum for all members meetings shall not be less than ten percent (10%) of members in good standing according to the most recent membership list.

## **Administration**

### Executive Board

The running of the day to day business of GORBA shall be conducted by the executive board. The executive board shall adopt policies, long term plans, budgets, shall plan activities, appoint and assign duties to committees or individual members and shall do all other things necessary to conduct the business of GORBA. The executive board shall be comprised of not fewer than three (3) members and not more than thirty (30).

### Election of Executive Board

Members of the executive board shall be elected from among the general membership to a two (2) year term at the AGM in election years (those years comprising an even number).

Candidates may be nominated by any member including him/her self.

Candidates may circulate, with the agenda for the AGM, a one (1) letter sized page document as an electoral presentation. If the agenda for the AGM is being electronically distributed, each candidate wishing to distribute an electoral presentation shall make an electronic copy available to the communications officer at least seven (7) days prior to the time for sending notice of the AGM. Candidates must ensure that the format of their presentation is compatible with the software used by the communications officer.

There are no limits to the number of times a member of GORBA may hold any given executive board position.

Voting for executive board positions shall be by show of hands. In the event of ties, the president shall cast the deciding vote.

#### Eligibility of Executive Board

Members wishing to seek election to the executive board must meet the following criteria:

1. They must be at least eighteen (18) years of age;
2. They must be an individual;
3. They must be of sound mind;
4. They must not be bankrupt; and
5. They must be a member in good standing

Additionally, a majority of the executive board must be Canadian residents.

Any number of positions may be held by the same member except that the financial officer may not serve concurrently as the president.

#### Composition of Executive Board

The executive board shall be comprised of the following positions:

##### *Mandatory Positions*

The executive board must contain the following positions which must be filled at all times:

##### President

- Sets meeting agenda, dates and acts as chair for all meetings
- Empowered to delegate duties and functions to any GORBA member
- Maintains a co-operative atmosphere at all meetings

- Ensures adherence to the by-laws
- In the event of a tie vote, casts the deciding vote
- Is the only member allowed to incur indebtedness or borrow money in the name of the corporation
- The president shall be the general manager of GORBA and shall supervise, control, and direct GORBA's activities, affairs and officers
- Liaison with other organizations
- Co-signs GORBA cheques

#### Financial Officer

- Receives, records and holds all dues and monies received by GORBA
- Maintains the GORBA bank account or accounts
- Pays all bills and reimburses authorized member expenses
- Maintains GORBA financial records and makes the same available for review at the AGM or upon request
- Co-signs GORBA cheques

#### Secretary

- Maintains club records and minutes of all meetings
- Maintains membership database
- Responsible for all correspondence pertaining to GORBA business

#### Communications Officer

- Responsible for public relations
- Organizes and schedules club rides
- Responsible for communication between executive board and membership through a club newsletter or otherwise

#### Trail Supervisor

- Responsible for overall trail development and maintenance
- Coordinates trail maintenance activities within GORBA and with other organizations
- Responsible for storage, care and maintenance of GORBA trail equipment

#### Webmaster

- Responsible for all design and maintenance of the GORBA website

#### *Discretionary Positions*

The executive board shall also contain the following positions which may remain vacant indefinitely at the discretion of the executive board:

#### Women's Events Coordinator

- Acts as an advocate for female members
- Responsible for special events for female members such as women only rides

#### Youth Events Coordinator

- Acts as an advocate for youth members
- Responsible for special events for youth members

#### Special Events Coordinator

- Responsible for special events for all members, examples of which include camping trips, rides away from local trails, social events, etc.

#### Other Positions

The executive board shall have the power to create any other discretionary executive board positions as deemed necessary in the sole discretion of the executive board. The creation of such positions shall not require by-law amendments.

#### Accountability

All positions on the executive board, whether mandatory or discretionary, are accountable and subject to the review of the executive board as a whole.

#### Vacancy

The president shall have the power to appoint any eligible member to fill any vacancy. Additionally, the president shall have the power to appoint an eligible member to any newly created executive board position. The member appointed to such vacancy or newly created position shall serve until the next regularly scheduled election of executive board members.

#### Remuneration

Executive board members serve without remuneration but will be reimbursed for approved expenses

#### Executive Board Meetings

The executive board shall meet not less than six (6) times per year. Meetings shall be held at a regular time and place as determined by the executive board from time to time. Notice need only be circulated in the event of changes to the time or place.

The agenda for executive board meetings shall be in the following format:

1. Call to order
2. Review and approval of previous minutes
3. Business arising from past meetings
4. New business
5. Adjournment

Decisions made at executive board meetings shall be by vote as determined by a show of hands.

#### Quorum

Quorum for executive board meetings shall be not less than two fifths (2/5) of the number of executive board members holding “mandatory” board positions.

#### Protection of Executive Board

No executive board member of GORBA, nor his or her heirs or legal representatives shall be liable for, without limitation, any act, failure to act, receipts, neglect, or default of any other member of GORBA for any loss, damage, or expense happening to GORBA through the insufficiency or deficiency of title to any property acquired by the order of the Executive Board or on behalf of GORBA, or for the insufficiency or deficiency of any security in or upon which any of the monies of GORBA shall be invested, or for the loss of damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation with whom any of the monies, securities or effects of GORBA shall be lodged or deposited, or for the loss occasioned by an error of judgment or oversight on their part, or for any loss, conversion, misapplication or misappropriation of any damage resulting from any dealing with any monies, securities or other assets belonging to GORBA, or for any loss, damage or misfortune whatsoever which may happen in the execution of the duties of their respective office or trust, or in relation thereto, unless the same shall happen by or through their own dishonesty or willful neglect or default.

#### Communications

The communications officer shall circulate notice of meetings, announcements, notice of club rides or other information by electronic mail or by any other medium of communication deemed appropriate by the executive board.

An official newsletter shall be published at least four (4) times per year through the GORBA website or other medium deemed appropriate by the executive board.