



EDMONTON MOTORCYCLE ROAD RACING ASSOCIATION

BYLAWS

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SECTION 1

1.1 Name

The name of the Society shall be Edmonton Motorcycle Road Racing Association (**the “EMRA”**) and is incorporated pursuant to the laws of the Province of Alberta.

1.1 Dissolution

Upon the dissolution of the EMRA, after payment of all its debts and liabilities, any remaining funds and assets shall be donated to another non-profit organization with objectives similar to those of the EMRA. Members are to select the organization to receive the funds and assets by Special Resolution. In no event do any members receive any assets of the Society.

1.2 Funds

The EMRA is a non-profit organization, it shall not make any distributions of its assets or payments of profits to its Members, and all benefits and revenues will be used by the EMRA to promote its objectives.

1.3 Objectives

The objectives of the Society are:

- (a) to organize motorcycle road racing events in or nearby Edmonton, Alberta, and Western Canada;
- (b) to promote amateur motorcycle road racing in or nearby Edmonton, Alberta, and Western Canada;
- (c) to provide recreation and opportunity for social activities of the Members;
- (d) to provide all necessary equipment for carrying on its various objectives;
- (e) to engage in fundraising activities.

SECTION 2

2.1 Definitions

Definitions in this Bylaw and all other Bylaws of the EMRA, unless otherwise defined:

- (a) **“Act”** the *Societies Act*, R.S.A. 2000, including future revisions and amendments, and every statute that may be substituted for such Act and, in case of such substitution, any references in the Bylaws of the EMRA to provisions of the Act shall be read as references to the substituted provisions in the new statute or statutes.
- (b) **“Anniversary Month”** the month in which the certificate of incorporation of the Society was issued.
- (c) **“Board”** the board of directors of the EMRA.
- (d) **“Bylaws”** collectively, this Bylaw and all other Bylaws of the Society, as amended from time to time, in force and effect.
- (e) **“Director”** each of the members elected to form the Board and provide governance for the EMRA. Directors include named positions and general directors.
- (f) **“In Writing”** and **“Written”** includes any mode of representing words in visible form including transmission in electronic format.
- (g) **“Member”** any individual who has paid the annual Membership dues to be a part of the EMRA.
- (h) **“Member in good standing”** – means any Member who is not on probation or been suspended by decision of the Board.
- (i) **“Special Resolution”** means:
 - (i) a resolution passed:
 - (A) at a general meeting or special meeting where at least 21 days notice was given identifying the resolution; and
 - (B) by the vote of not less than 75% of those Members who, if entitled to do so, vote in person;
 - (ii) a resolution proposed and passed as a special resolution at a general meeting or special meeting where less than 21 days notice was given, if all the Members entitled to attend and vote at the general meeting or special meeting so agree; or
 - (iii) a resolution consented to in writing by all the Members who would have been entitled at a general meeting or special meeting to vote on the resolution in person or, where proxies are permitted, by proxy.

For greater certainty, all terms contained in the Bylaws which are not defined in the Bylaws and which are defined in the Act shall have the meaning given to such terms in the Act, and words importing the singular number only shall include the plural and vice versa. Words importing "persons" shall include individuals, bodies corporate, societies, companies, partnerships, syndicates, trusts and any number of persons. These Bylaws are to be interpreted broadly and generously.

2.2 Conflict with Bylaws

If there is any conflict between the provisions of the Bylaws or any other governing documents of the EMRA and the provisions of the Act, the provisions of the Act shall govern. Should there exist any conflict among other EMRA governing documents, they shall govern in the order of precedence as follows: Bylaws, then Rule Book.

2.3 Invalid Provisions

The invalidity or unenforceability of any provision of the Bylaws shall not affect the validity or enforceability of the remaining provisions of the Bylaws.

SECTION 3

3.1 Registered Office

The registered office of the EMRA shall be in Alberta. The Board may change the address of the registered office within Alberta at their discretion.

3.2 Execution of Agreements

- (a) Agreements requiring execution by the EMRA may be signed by any two appointed directors, who are not subject to a conflict of interest, and all such agreements so signed shall be binding upon the EMRA.
- (b) The Board may appoint any director or any individual on behalf of the EMRA to sign agreements.

3.3 Banking Arrangements

Banking and financial transactions shall be conducted as necessary by the Board.

3.4 Cheques

All cheques, and any form of payment other than the EMRA credit card, shall be signed by two individuals that are:

- (a) Designated by the Board; and
- (b) Free of any conflict of interest related to the payment.

3.5 Fiscal Year

The fiscal year for the EMRA terminates on November 30th of each year. The board may specify a different date by Special Resolution.

3.6 Powers of the EMRA

The EMRA

- (a) May acquire real estate and other property;
- (b) May receive and hold money, in various forms;
- (c) Shall use the property and money for legitimate purposes as per the objectives of the EMRA and in accordance with the Act and these Bylaws.

3.7 Membership

There is one class of membership in the EMRA. A register of current Members shall be maintained in accordance with the Act.

3.8 Membership Fees

Membership fees payable by Member shall be fixed by the Board at the first meeting of the Board following the Annual General Meeting (AGM). Membership fees are due and payable prior to the first event that any Member requests to be registered for or participate in.

Membership fees can not be transferred.

3.9 Admission of Members

To become a Member, an individual shall:

- (a) Provide their full name and street address or mailing address;
- (b) Pay the annual membership fee;
- (c) Abide by the Code of Conduct in these Bylaws.

The Board may, at its discretion, refuse membership to any applicant. In such a case, any fee tendered by the applicant shall be refunded.

3.10 Termination and Expiration of Membership

- (a) A Member's rights, privileges, and interests in the EMRA cease upon termination of their membership. Termination of membership does not relieve the withdrawing Member from the payment of any fees due;
- (b) On termination of membership a Member is not entitled to a refund of any membership fees paid;
- (c) Membership in the EMRA is terminated:
 - (i) When the Member resigns;
 - (ii) When the Member is required to resign;
 - (iii) When the membership expires on December 31st of each year.
- (d) Any Member may resign from the EMRA at any time by submitting a resignation in writing to any member of the Board.

(e) Membership of any Member may be terminated by a vote of majority of the Board on the grounds that the Member:

- (i) Having been held by a court of competent jurisdiction to have violated some law and has thereby subjected the EMRA or another Member to criticism or adverse publicity;
- (ii) For failure to comply with the Bylaws;
- (iii) Provided that notice of termination, and the reasons why, are given to the Member at least 10 days in advance and the Member is given the opportunity to be heard at the meeting at which the action is to be taken.

SECTION 4

4.1 Annual General Meeting

The EMRA shall hold an Annual General Meeting (AGM) on or before December 30th in each year. At the AGM directors shall be elected which will form the Board. Only Members in good standing are eligible for any office on the Board. The Board shall serve until their successors are elected. Any vacancy occurring during the year shall be filled by majority vote of the remaining Board members at the next meeting of the Board.

4.2 Special Meeting

A Special Meeting may be called by any member of the Board. The purpose of the meeting must be stated in sufficient detail to permit Members to form a reasonable judgement on the issue to be considered. Notice shall be delivered to the Members by electronic mail at least ten (10) days in advance.

4.3 Attendance at Meetings

Only Members of the EMRA are permitted to attend any meeting.

4.4 Quorum

Fifteen Members in good standing must be present to establish quorum for any AGM or Special Meeting. If quorum is not present at the call to order, or quorum is lost at any time, discussion may occur, but voting must be suspended until quorum is established.

4.5 Voting

- (a) Every Member in good standing has the right to vote at the AGM or a Special Meeting. Voting is done in person unless virtual voting is deemed acceptable by Resolution in Writing by the Board.
- (b) Subject to the Act and these Bylaws, unless a ballot is required, voting at the AGM or a Special Meeting shall be by way of a show of hands. The Chairperson or any Member entitled to vote may demand a ballot for any question.
- (c) Each Member present shall have one vote. A majority of hands in favor will decide each question.
- (d) A secret ballot shall be used for the election of Directors.

4.6 Resolution in lieu of Meeting

- (a) A resolution in writing may be used to satisfy the Act requirements for an AGM or Special Meeting if it is signed by a quorum of the Board and a quorum of the Members entitled to vote at such a meeting.
- (b) A resolution in writing is effective at the time stated by the resolution; regardless of when the resolution is signed.
- (c) A copy of every such resolution in writing shall be kept in the records of the EMRA.

4.7 Financial Statements

The EMRA shall present financial statements at the AGM.

SECTION 5

5.1 Number of Board Members

The Board shall consist of any number between three (3) and thirteen (13) directors. The number of directors may be determined by the Board within this range.

5.2 Election

At the AGM any qualified Member wishing to be considered for a position on the Board must present themselves in person or by written nomination to the Members for consideration. A Member may also be considered for a Director position by accepting a nomination from another Member. Positions on the Board are filled by nominees who receive the most votes for each position. Voting for positions on the Board shall take place in the same order in which they appear in section 6.7 to 6.13

5.3 Qualification

Directors must be Members in good standing, at least 18 years of age, and shall have the power under law to contract.

5.4 Term

The term of office for a director shall be from the date of the meeting where they are elected until:

- (a) The next AGM; or
- (b) They submit a written, signed resignation; or
- (c) The death of the director; or
- (d) The director is removed from the Board.

There is no limit to the number of terms that a director may serve.

5.5 Removal of a Board Member

A director who fails to attend three (3) consecutive regular Board meetings without cause, may be removed from the Board at the discretion of the Board.

Any director may be removed by a majority vote at a meeting of the Board. Notice and reasons for considering removal must be given to the director at least one meeting in advance of the meeting where removal is to be voted upon. The director being considered for removal shall be given an opportunity to respond to the reasons prior to the vote.

5.6 Conflicts of Interest

If a director has a real, foreseeable, potential, perceived, or apparent conflict of interest, the director shall declare it to the Board when the conflict of interest is identified. The Board shall restrict the involvement of the director on the conflicting topic. The director may be asked to remain in the room to answer questions about the nature of the conflict and share relevant information, but may be asked to leave the room for the vote or the director maybe restricted from both the discussion and the vote.

The measures taken to manage the conflict of interest will be at the discretion of the remainder of the Board.

Disclosure of any director who has any type of conflict of interest with the EMRA as described above shall be noted in the Meeting Minutes.

No director shall execute any agreements for the EMRA where they have a conflict of interest. Examples include, but are not limited to, rental contracts, financial agreements, or negotiating terms for agreements. Further, no director shall purchase equipment, prices, or other items of value without the prior approval of the Board where a conflict of interest exists.

5.7 Vacancies

If there is a vacancy on the Board, and the remaining directors deem it necessary to fill the vacancy, the Member who received the next largest amount of votes at the AGM shall be presented the opportunity to fill the vacancy.

5.8 Remuneration

Directors shall not receive any profit from their position on the Board of the EMRA, either directly or indirectly. Directors shall be reimbursed for reasonable out-of-pocket expenses incurred in the course of carrying out their duties as directors.

5.9 Named Positions

- (a) Named director positions elected by the Members shall include: President, Vice-President, Secretary, Treasurer, Registrar, Volunteer Coordinator, and Airfence Director.
- (b) Remaining director positions shall be General Directors, with duties assigned or appointed at a Meeting of the Board, at the Annual General Meeting, or Special Meeting.
- (c) The Board may specify the duties of any directors.

5.10 Action by the Board

The Board shall manage the affairs of the EMRA.

5.11 Interpretation of the Bylaws

Interpretation of the Bylaws shall be done by the Board.

5.12 Insurance

The Board should make arrangements with an insurance company for indemnifying directors and/or volunteers against any issues that may arise during each term of service.

5.13 Indemnity of Directors

- (a) The EMRA shall indemnify each director against all costs or charges that may arise from actions taken in the director's role for the EMRA; unless the action was taken in bad faith, dishonesty, or fraud.
- (b) A Director shall not be liable for the acts of any other director or volunteer. No director shall be responsible for any loss of any person or company dealing with the EMRA. No director shall be liable for any loss due to oversight or error, unless the loss arises out of bad faith, dishonest, or fraudulent action.
- (c) Directors may rely on the accuracy of information provided by the EMRA auditor or accountant. Directors shall not be liable for any loss from relying on such information.

5.14 Borrowing Powers

- (a) The Board may borrow money or promise payments for the purposes of carrying out the objectives of the EMRA. Borrowing money may be done in a variety of ways, so long as it is legal, reasonable, and responsible.
- (b) Notwithstanding subsection (a) in no case shall debentures (e.g. shares) of the EMRA be issued without approval by means of a Special Resolution.

SECTION 6

6.1 Place of Meeting

Meetings of the Board may be held at any place within Alberta.

6.2 Convening Meetings

Meetings may be convened by the President of the EMRA, or in the President's absence, by any two directors, at any time.

6.3 Member Attendance

Meetings of the Board are open to Members of the EMRA with prior permission of the Board. Members may only participate in discussion when permitted by the Board, or when they have requested to report on a matter of concern.

Attendance of a Member to a meeting of the Board may be in person or virtually.

A majority of Directors present may ask any other Member, or other persons present, to leave the meeting.

Only Directors are entitled to vote at Meetings of the Board.

6.4 Virtual Meetings

Directors may participate in Meetings of the Board by virtual means.

6.5 First Meeting of the Board

The first meeting of the Board shall be held within 45 days following the election of Directors at an Annual General Meeting or Special Meeting.

6.6 Quorum for Meetings of the Board

Quorum for any meeting of the Board shall consist of seven (7) Directors. The Board may determine a different number for quorum by majority vote.

Quorum must be present throughout the meeting. Where quorum is lost during a meeting, discussions may continue; however, no further voting may occur until quorum is re-established.

6.7 President

The President shall, when present, preside at all meetings of the Society and of the Board as Chairperson. The President shall be an *ex officio* member of all sub-committees.

6.8 Vice-President

The Vice-President will become familiar with all responsibilities of the office of President so that they may stand in for the President if necessary.

6.9 Secretary

It is the duty of the Secretary to attend all meetings of the EMRA and to keep accurate minutes of these meetings.

6.10 Treasurer

The Treasurer shall receive all monies paid to the Society and shall be responsible for the deposit of same in whatever financial institution the Board may order. The treasurer shall properly account for the funds of the Society and keep books as record. The Treasurer shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare a statement for submission to the Annual General Meeting.

6.11 Registrar

The Registrar shall keep a record of all the Members of the EMRA and their addresses, and the date each Member joined. The Registrar may send notices of the various communications of the Board as required.

6.12 Volunteer Coordinator

The Volunteer Coordinator shall be responsible for recruiting volunteers to help run EMRA events and shall be responsible for organizing those volunteers and providing the necessary safety briefing.

The Volunteer Coordinator is also responsible for any remuneration of volunteers as agreed upon by the Board.

6.13 Airfence Director

The Airfence Director is responsible for coordinating the setup, storage, and transportation of airfence safety barriers that are setup at EMRA events; including recruitment and organization of volunteers.

The Airfence Director is also responsible for arranging transfer of airfence to renters.

6.14 Chairperson of the Meeting

The President, Vice-President, Secretary, Treasurer, or Registrar shall chair any meeting of the Board in which the preceding Board Member(s) are absent.

6.15 Voting

Decisions of the Board shall be determined by a majority of votes of the Directors present. In the case of a tie, the motion at hand is defeated.

6.16 Resolution in Lieu of Meeting

A resolution in writing is valid if it is signed by a quorum of the Board entitled to vote at such a meeting.

A resolution in writing is effective at the time stated by the resolution; regardless of when the resolution is signed.

A copy of every such resolution in writing shall be kept in the records of the EMRA.

SECTION 7

7.1 Auditing

The books of the Treasurer shall be audited at least once each year by two Members of the EMRA elected for that purpose at the Annual General Meeting; or by a qualified accountant hired by the Board. The audit of the financial statements shall take place within 3 months of the Annual General Meeting.

The fiscal year of the EMRA shall end on November 30th of each year. The fiscal year may be amended from time to time upon recommendation of the Board, if ratified by the Members at an Annual General Meeting or a Special Meeting.

The books and records of the EMRA may be inspected by any Member in Good Standing by giving reasonable notice and arranging a time satisfactory to the Treasurer. Each Director shall have access to such books and records.

SECTION 8

8.1 Manner of Notice

Required notice is sufficiently given if it is:

- (a) Delivered in person; or
- (b) Mailed to the last known address and given 7 days for delivery; or
- (c) Emailed to the last known email address.

8.2 Notices and Calculation of Time

When calculating the time of notice given, for a calculation of hours: the hour of giving notice and the hour of the meeting started shall both be excluded; for a calculation of days: the date of giving notice shall be excluded and the date of the meeting or event shall be included.

8.3 Returned Notices

When notices sent to Members have been returned to the EMRA or is undeliverable the EMRA is not required to give those Members any further notices until those Members provide a valid address or email.

8.4 Signature

Directors may sign any notice by writing, stamping, or typewriting.

8.5 Omissions and Errors

Accidental omission to give notice to any Member or auditor shall not invalidate any action taken at any meeting pursuant to such notice.

SECTION 9

9.1 Annual Report

The EMRA shall make a return to the Corporate Registrar before the last day of the month following the anniversary month containing:

- (a) The address of the registered office of the EMRA;
- (b) The full name, address and occupation of each director of the EMRA;
- (c) Any information about the Members of the EMRA that may be required by any act or regulation.
- (d) The financial statements of the EMRA presented at the last Annual General Meeting.

9.2 Amendments

These Bylaws shall only amended by Special Resolution as defined in the *Societies Act*, RSA 2000, c S-14.

9.3 Notice of Changes

Notwithstanding anything in the previous sections, where there is a change:

- (a) In the membership of the Directors of the EMRA; or
- (b) In the name, address or occupation of a Director of the EMRA,

the EMRA shall, within 30 days from the day that the change occurs, give notice to the Corporate Registrar in a form acceptable to the Registrar setting out the changes.