

Proposed Amendments to the Bike to the Future By-laws – October 23, 11 – Loren Braul

Bylaw #	Original Wording	Amended Wording	Notes
Definitions	N/A	Act – Manitoba Corporations Act Board – Bike to the Future Inc. Board of Directors	
General Language	Director, Board	Ensure all references are lower-case Replace all references to “Board of Directors” with “Board”	These are descriptors, not proper nouns. Therefore they should all be lowercase. Specific
1.01	The name of the organization is Bike to the Future, Inc.	The name of the organization is Bike to the Future, Inc. (herein after referred to as “the organization” or “Bike to the Future”).	Organization and Bike to the Future are both used regularly throughout the document.
1.03	The registered office of the Organization shall be in Winnipeg and at such place as the Board of Directors shall designate.	The registered office of the Organization shall be in Winnipeg, Manitoba and at such place as the Board of Directors shall designate.	Language clarification
2.01	Any person who is interested in and supports the objectives of Bike to the Future. A member is in good standing if membership fees are paid to date.	Any person who is interested in and supports the objectives of Bike to the Future is welcome to apply for membership. A member is in good standing if membership fees are paid to date.	The first sentence was a fragment.
2.02	The affairs of the Organization shall be managed by a Board of Directors, each of whom shall have one vote on which a 50% majority shall constitute a quorum. A maximum of 12 members shall constitute a full	The affairs of the Organization shall be managed by a Board of Directors, each of whom shall have one vote on which a 50% majority shall constitute a quorum. A maximum of 12 members shall constitute a full slate of directors.	The second part of the sentence was confusing. Voting power and quorum requirements are more clearly defined in 4.06 and do not need to be present here.

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	slate of directors.		
2.03	The board of directors shall consist of the following positions: two co-chairs, treasurer, secretary, plus directors representing each of the standing committees. Additional "Members at Large" may be elected to bring additional skills and diversity to the board.	The board of directors shall consist of the following positions: two co-chairs, treasurer, secretary, plus directors representing each of the standing committees. Additional "Members at Large" may be elected to bring additional skills and diversity to the board. additional directors to bring skills and diversity to the board.	No standing committees are defined elsewhere in the bylaws. 5.02(e) and section 7 outline general power of Bike to the Future to create standing and ad hoc committees. Committees of the Board are chaired by an "additional director".
2.04	Two co-chairs shall share the duties of chief executive officer, and subject to the authority of the Board, shall have general supervision of the business of the Organization, and shall have such other powers and duties as the Board may specify. At all meetings of the Board of Directors, one of the co-chairs shall preside as the "meeting chair".	Two co-chairs shall share the duties of chief executive officer, and subject to the authority of the Board, shall have general supervision of the business of the Organization, and shall have such other powers and duties as the Board may specify. One of the co-chairs shall preside as "meeting chair" at all meetings of the organization unless those present at a meeting agree that another director or member shall preside as "meeting chair" for that meeting. At all meetings of the Board of Directors, one of the co-chairs shall preside as the "meeting chair".	Conforming the bylaws to current practice.
2.11	Candidates for Co-chairs shall put their names forward together and shall be considered for election as a team.	Candidates for Co-chairs shall put their names forward together and shall be considered for election as a team at the Annual Meeting of the Organization as outlined in 3.03 herein.	Clarifying that the membership votes in the chairs, as opposed to the directors at the first board meeting.
2.13 b)	The procedure to fill a vacancy arising from reason of	The procedure to fill a vacancy arising from reason of resignation, disqualification	Disqualification language is not used elsewhere, while

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	resignation, disqualification, or death is outlined in paragraph 2.15.	expulsion , or death is outlined in paragraph 2.15.	expulsion is used in 2.14.
2.14 a)	The Board of Directors may, by special resolution passed by a majority of at least two-thirds of its Directors remove a Director for a breach of the by-laws of the Organization or non-attendance at three consecutive meetings.	The Board of Directors may, by special resolution passed by a majority of at least two-thirds of its Directors , remove a Director for a breach of the by-laws of the Organization or non-attendance at three consecutive meetings. The special resolution shall be moved and seconded at a Board Meeting but tabled until such time as 2.14 b) has been complied with.	Language was unclear whether 50% of 2/3rds was required (only 1/3 rd) or if 2/3rds must vote in favour. This is now clarified in c).
2.14 b)	Such Director as outlined in paragraph 2.14 a) herein, has a right to seven days notice of the meeting at which such special resolution to expel will be examined. The Director has the right to appear in person or with counsel at such meeting to give full answer in opposition to such special resolution;	A director identified by special resolution as per 2.14 a) Such Director as outlined in paragraph 2.14 a) herein , has a right to seven days notice of the meeting at which such special resolution to expel will be examined. The Director has the right to appear in person or with counsel at such meeting to give full answer in opposition to such special resolution;	Clarifying that identification in the resolution comes first and then notice to the affected director.
2.14 c)	If such special resolution is approved by the requisite vote as outlined in paragraph 2.14 a), the expelled Director shall be notified within seven days.	If the special resolution is approved by two-thirds of the directors (present?) , the expelled Director shall be notified within seven days.	Clarifies that 2/3rds of the directors must vote. Should this be only directors present or all directors?
3.03 a)	The annual meeting of the Organization shall be open to the public and shall be set by the Board of Directors within two	The Annual General Meeting (herein after "the AGM") annual meeting of the Organization shall be open to the public and shall be set by the Board of Directors within	The section title is Annual General Meeting. The same language should be used in the by-law itself.

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	hundred and forty (240) days following the fiscal year end	two hundred and forty (240) days following the fiscal year end	
3.03 b)	The place of such meeting shall similarly be set by the Board of Directors;	The place of the AGM such meeting shall similarly be set by the Board of Directors;	
3.03 c)	The Secretary of the Board of Directors shall cause to be sent to each member of the Organization a Notice of Meeting twenty-one (21) days prior to such meeting;	The Secretary of the Board of Directors shall cause to be sent to each member of the Organization a Notice of Meeting thirty (30) twenty-one (21) days prior to the AGM such meeting ;	Number of days for notice should be consistent with notice for bylaw amendments.
3.03 d)	The Secretary of the Board of Directors shall cause to be available the Minutes of the annual meeting to members and other interested party within sixty (60) days following the annual meeting;	The Secretary of the Board of Directors shall cause to be available the Minutes of the AGM the annual meeting to members and other interested party within sixty (60) days following the AGM the annual meeting ;	
3.04 a)	At the request of one of the Co-chairs of the Board of Directors, additional meetings of the membership can be called to discuss policy issues;	At the request of one of the Co-chairs of the Board of Directors, Special General Meetings (herein after referred to as “an SGM”) additional meetings of the membership can be called to discuss policy issues;	The section title is Special General Meetings. The same language should be used in the bylaw itself.
3.04 b)	The place of such meeting shall be set by the Board of Directors;	The place of an SGM such meeting shall be set by the Board of Directors;	

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3.04 c)	The Board of Directors shall cause to be sent to each member of the Organization a Notice of Meeting ten (10) days prior to such meeting.	The Board of Directors shall cause to be sent to each member of the Organization a Notice of Meeting ten (10) days prior to an SGM such meeting .	
3.04 d)	An application for a general meeting signed by 6 members in good standing can be made to a Co-chair of the Board of Directors. One of the Co-chairs must call a general meeting within 20 days of receipt of the application;	An application for an SGM a general meeting signed by 6 members in good standing can be made to a Co-chair of the Board of Directors. One of the Co-chairs must call an SGM a general meeting within 20 days of receipt of the application;	
4.02	The Secretary of the Board shall convene all meetings requested as outlined in 4.01 and shall be responsible for notifying all Directors. Five (5) days notice of such meeting shall be given to all Directors and such notice shall contain the date, place, time, and agenda of all meetings	The Secretary of the Board shall convene all board meetings meetings requested as outlined in 4.01 and shall be responsible for notifying all Directors. Five (5) days notice of such meeting shall be given to all Directors and such notice shall contain the date, place, time, and agenda of the upcoming meeting all meetings .	Clarification of language.
4.03	Representation and participation at meetings shall be by the following means:	Representation and participation at board meetings shall be by the following means:	Clarification that this section pertains to board meetings, not all meetings.

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4.04 a)	A quorum consists of the number of directors participating and represented at a meeting as outlined in paragraph 4.03 who constitute 50% of the Board of Directors	Quorum for Board Meetings exists when 50% of the directors are present.	Clarification of language.
4.06 b)	Bike to the Future will employ consensus while making decisions at the Board level.	Bike to the Future will employ consensus while making decisions at the Board level board meetings.	Clarification of language
4.06 c)	In the event that consensus cannot be reached, the Directors may exercise the option to move to a voting procedure whereby each member is allowed one vote. With the approval of 75% of the Directors present, the motion can be put to a vote. Decisions are binding if 75% of the Directors present vote in favor of a particular motion.	In the event that consensus cannot be reached, the Directors may exercise the option to move to a voting procedure whereby each director member director is allowed one vote. With the approval of 75% of the Directors present, the motion can be put to a vote. Decisions are binding if 75% of the Directors present vote in favor of a particular motion.	Clarification of language. This section relates to the role of Directors at board meetings. While board meetings are open to members, the bylaws are silent on how members should act at these meetings.
5.01 a)	exercise all such powers of the Organization as are not, by the Manitoba Corporations Act and the bylaws, contrary to the Organization;	exercise all such powers of the Organization as are not, by the Manitoba Corporations Act and the bylaws, contrary to the Organization;	The MCA is included in the definitions and is also used in section 2.06 a), 2.08,

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6.01	<p>A conflict of interest shall be deemed to exist where a member of the Board of Directors, a Director or an employee of Bike to the Future, Inc., or the "close family" of any of the above receives any benefit, financial or otherwise, from a decision or decisions undertaken by the Board of Directors of the Organization. "Close family" includes but is not restricted to, a spouse, father, mother, father by remarriage, mother by remarriage, guardian, brother, sister, half-brother, half-sister, common- law spouse, child, including child by remarriage, father-in-law, mother-in-law.</p>	<p>A conflict of interest shall be deemed to exist where a member of the Board of Directors, a Director or an employee of the Organization Bike to the Future, Inc., or the "close family" of any of the above receives any benefit, financial or otherwise, from a decision or decisions undertaken by the Board of Directors of the Organization. "Close family" includes but is not restricted to, a spouse, father, mother, father by remarriage, mother by remarriage, guardian, brother, sister, half-brother, half-sister, common- law spouse, child, including child by remarriage, father-in-law, mother-in-law.</p>	<p>References to Bike to the Future are defined in 1.01 so the full legal name is not necessary in this case. The reference should be either "the Organization" or "Bike to the Future."</p>
6.02	<p>Any Director or employee of Bike to the Future, Inc. who believes a benefit, financial or otherwise, may accrue, as a result of a decision or decisions undertaken by the Board of Directors of the Organization shall declare himself or herself to be in conflict of interest and thereafter abstain from any decision or discussion relative to the matter.</p>	<p>Any Director or employee of the Organization Bike to the Future, Inc. who believes a benefit, financial or otherwise, may accrue, as a result of a decision or decisions undertaken by the Board of Directors of the Organization shall declare himself or herself to be in conflict of interest and thereafter abstain from any decision or discussion relative to the matter.</p>	

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6.03	No member of the Board of Directors or employee of Bike to the Future, Inc. shall occupy a position with an organization other than Bike to the Future that may place that Director, or employee in a position incompatible with the full and complete execution of his or her duties to the Organization.	No member of the Board of Directors or employee of the organization Bike to the Future, Inc. shall occupy a position with an organization other than Bike to the Future that may place that Director, or employee in a position incompatible with the full and complete execution of his or her duties to the Organization.	
8.01	This Bylaw may be amended at a membership meeting of the Organization as outlined in Section 3, as long as notice in 8.02 has been served. The amendment must be passed by a majority of no less than 75% of the votes cast by such members entitled to vote as are present in person at the meeting.	These Bylaws This Bylaw may be amended at an AGM a membership meeting of the Organization as outlined in Section 3, as long as notice in 8.02 has been served. The amendment must be passed by a majority of no less than 75% of the votes cast by such members entitled to vote as are present in person at the meeting.	This section allows for the amendment of any bylaw, not just 8.01
8.02 (Heading)	Notice for By law Amendments	Notice for Bylaw Amendments	Consistency in language

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8.02	Notice of the time and place of the meeting of the members shall be posted on our website and e-mail distribution list not less than thirty days before the time when the meeting is to be held. This notice must include a description and wording of the proposed bylaw amendment.	Notice of Bylaw amendments must include a description and wording of the proposed amendment and the time and place of the AGM. The notice shall be posted on the Bike to the Future website and otherwise made in accordance with 3.03(e) not less that thirty (30) days before the date of the AGM as identified in the notice.	Clarification of process; it is possible to give notice of the meeting and separately give notice of bylaw amendments, so long as the bylaw amendment notice is given 30 days in advance.