

Club Constitution

Revision 1.0, May 7, 2005
Effective Date: June 1, 2005

Table of Contents

| | | |
|-----|---|----|
| 1. | GENERAL INFORMATION..... | 3 |
| 1.1 | Organization Name and Constitutional Scope..... | 3 |
| 1.2 | Club Objectives..... | 3 |
| 1.3 | Club Values..... | 3 |
| 1.4 | Club Merchandise, Club Logos and Registered Trademarks..... | 3 |
| 2. | SAFETY..... | 3 |
| 2.1 | Scope of Club Responsibility..... | 3 |
| 2.2 | Responsibilities of Individuals..... | 4 |
| 2.3 | Observation of the Highway Traffic Act..... | 4 |
| 2.4 | Driving Laws & Club Events..... | 4 |
| 2.5 | Drinking and Riding..... | 4 |
| 3. | Club Elections, Roles and Responsibilities..... | 5 |
| 3.1 | Organization Chart..... | 5 |
| 3.2 | Election Process..... | 5 |
| 3.3 | Acting Officers..... | 6 |
| 3.4 | Term of Service for Elected Officers..... | 6 |
| 3.5 | Roles and Responsibilities of Elected Officers..... | 6 |
| | President..... | 6 |
| | Vice President..... | 6 |
| | Director of Safety Programs..... | 6 |
| | Director of Media Relations..... | 6 |
| | Director of Memberships..... | 6 |
| | Director of Events..... | 6 |
| 3.6 | Resignation of Elected Officers..... | 7 |
| 3.7 | Appointed Board Members & Board of Directors..... | 7 |
| 4. | Membership Types and Privileges..... | 8 |
| 4.1 | Forum Members (non-voting)..... | 8 |
| 4.2 | Club Members (Free, Non-Voting)..... | 8 |
| 4.3 | Club Members (Voting)..... | 8 |
| 4.4 | Membership Fees (Voting Members)..... | 8 |
| 5. | General Membership Guidelines & Code of Conduct..... | 9 |
| 5.1 | Membership Application..... | 9 |
| 5.2 | Conflict of Interest..... | 9 |
| 5.3 | Grievances..... | 9 |
| 5.4 | MEETINGS..... | 9 |
| | Monthly Meetings..... | 9 |
| | Meeting of the Board of Directors..... | 10 |
| 6. | EVENTS..... | 10 |
| 6.1 | Official SMB Events and Functions..... | 10 |
| 7. | Finances..... | 10 |
| 7.1 | Accounts & Expenditure Authorization..... | 10 |
| 7.2 | Budget..... | 10 |
| 8. | Amendments to the Constitution..... | 10 |
| 9. | Dissolution..... | 10 |

1. GENERAL INFORMATION

1.1 Organization Name and Constitutional Scope

SCOOTERING MANITOBA - SCOOTER AND MOPED CLUB®, from here on known as SMB or “the Club”, in Winnipeg, MB is the Headquarters of SCOOTERING MANITOBA® and all Chapters and Membership will take direction from said Headquarters and will comply with the constitution of this organization. Any information about Scootering Manitoba® and the operation of its Constitution should be directed to the Club President at this address: info@scooteringmanitoba.com.

1.2 Club Objectives

The objectives of the Club are defined as follows:

- Promote safety to scooter and moped riders in Manitoba.
- Organize events and develop a community for scooter and moped enthusiasts in Manitoba.
- Provide resources for members of the Club to facilitate their own rides and events.
- Provide members with access to valuable information resources and help with scooter maintenance, repair, and tuning.
- Lobby and represent the interests of Club members to government and/or private organizations in order to maintain scootering as a safe, affordable, and accessible transportation choice.

1.3 Club Values

The values of Scootering Manitoba are as follows:

- respect for its members and the community in which the Club operates;
- respect for all genders, cultures, and lifestyles;
- and conduct with the utmost integrity and credibility.

1.4 Club Merchandise, Club Logos and Registered Trademarks

Club Logos and merchandise of the Club and the name "SCOOTERING MANITOBA - SCOOTER AND MOPED CLUB" are the property of SMB and is Registered with the Province of Manitoba Companies Office. Merchandise bearing the logos (see Appendix A) or name of the Club are not to be reproduced for sale by ANY member or outside entity profit or non profit for any reason without the written permission of SMB.

2. SAFETY

2.1 Scope of Club Responsibility

SCOOTERING MANITOBA considers safety to be the most important feature of any event or ride and will make reasonable attempts to ensure its events are as safe as possible. Given the nature of the Club's free structure and that membership in SMB is voluntary; at no time does SMB accept responsibility for any rider's actions or lack of action before, during or after a ride or event.

2.2 Responsibilities of Individuals

Each individual rider is 100% responsible for:

- a) safely operating their vehicle in accordance with all applicable Federal and local laws;
- b) ensuring that they and their vehicle are un-impaired, and are functioning safely at all times;
- c) ensuring that sure that they can perform and maneuver safely in the riding environment that they are in, riding only within their abilities;
- d) and ensuring that their environment is safe for themselves as well as for other riders.

2.3 Observation of the Highway Traffic Act

2.4 Driving Laws & Club Events

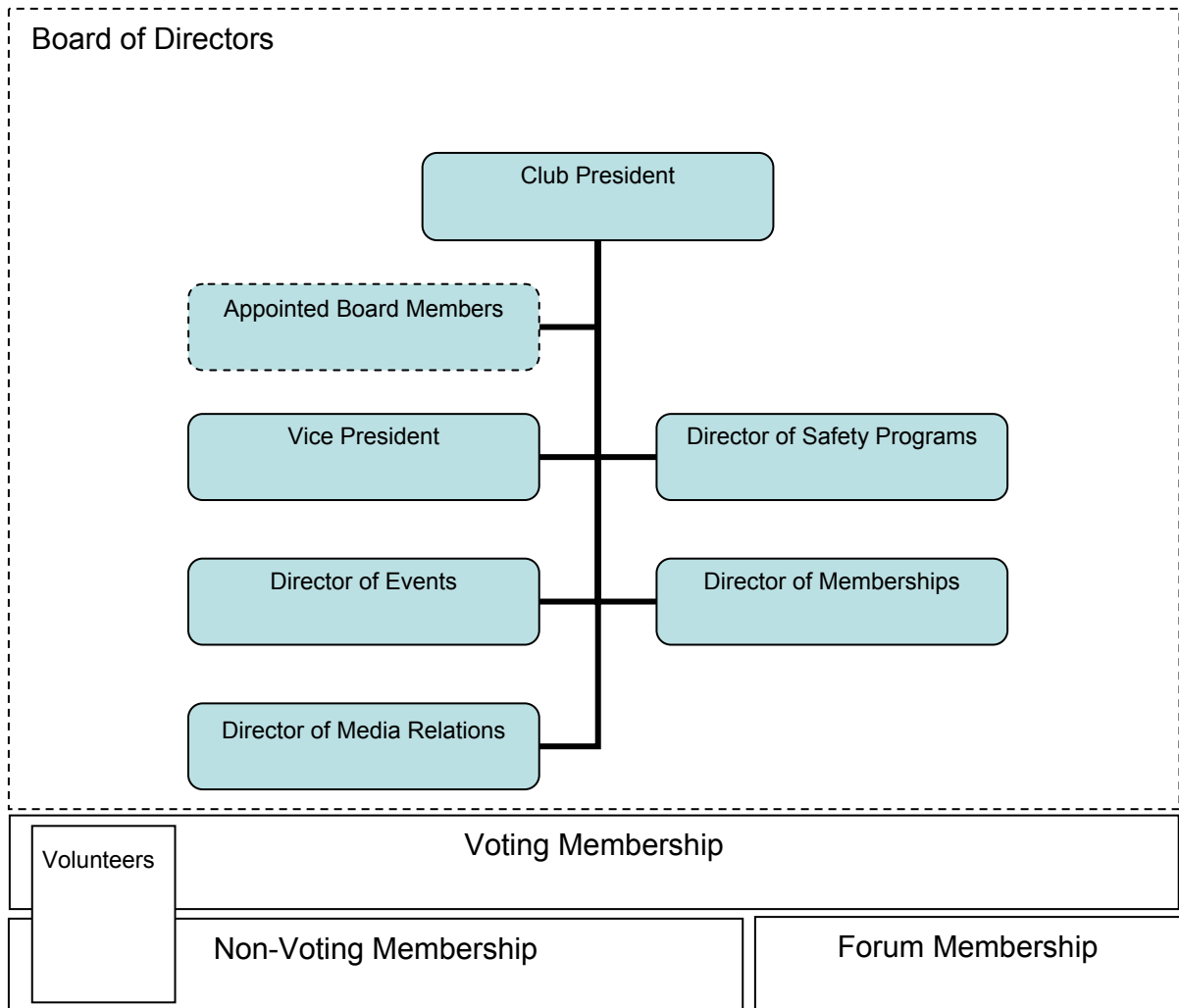
- All formal Club events will be designed with full compliance to the Highway Traffic in mind.
- Individuals attending an event must ensure that they comply with the Highway Traffic act at all times. Scootering Manitoba will not conduct checks or validate an individual's compliance with the Highway Traffic Act.
- Individuals attending the event which are found in violation of the Highway Traffic Act will not hold Scootering Manitoba culpable for any costs, fines, or encumbrances.

2.5 Drinking and Riding

- Scootering Manitoba does not condone drinking and riding. Anyone participating in ride or event who consumes alcoholic beverages or any other substance that may impair their ability to operate a motorcycle or any other motor vehicle does so without the consent of Scootering Manitoba.
- Everyone that participates in a ride or event must follow the laws regarding driving under the influence set forth by the locale(s) within which that ride or event will take place.
- Any officer recognized by this constitution for Scootering Manitoba may dismiss anyone participating in a ride or event if they are impaired or are endangering the safety of ride participants.
- Ultimately it is the individual's responsibility to maintain themselves in a safe and lawful manner.

3. Club Elections, Roles and Responsibilities

3.1 Organization Chart



3.2 Election Process

- Elections are held on an as-required basis to fill vacant positions of officers.
- To ensure continuity of Club activities elections will not be held during the riding season.
- An election date will be set as required by the Club President. Notice of the election date will be posted on the Club website.
- Voting will take place on-line in an area of the website restricted to voting members only. Polls will close 7 days after (inclusive) of the designated election date.
- Candidates wishing to run for a position must be voting members of the Club and must submit their intention to be included in the election no less than two weeks prior to the election date.

3.3 Acting Officers

- Acting officers may be appointed in the interim to fulfill the obligations of a vacant officer position. Acting officers may not hold an appointed officer position for more than one year.
- Acting officers must be voting members of SMB and have paid membership dues as required.

3.4 Term of Service for Elected Officers

- The term of service of the elected Officers is three years.
- If one of the Positions becomes available during the riding season, an acting Officer may be appointed by the Board of Directors.

3.5 Roles and Responsibilities of Elected Officers

President

The President will oversee all activities within SMB and all activities involving the Trademarks of the Club. The President will also maintain the Web Site and will oversee all Officers and Members within SMB. The President has sole signing authority on Club expenses.

Vice President

The Vice President will assist the President in overseeing all activities with in Scootering Manitoba. Responsibilities for aspects of Club operations may be split between the President and Vice President. The Vice President will perform duties relating to the monitoring and reporting of Club Finances.

Director of Safety Programs

The Director of Safety Programs establishes safety training initiatives and publications, collaborating with Manitoba Public Insurance and the Manitoba Safety Council as required.

Director of Media Relations

The Director of Media Relations responds to requests for information from media and other organizations as required and makes themselves available for phone calls from such organizations. The Media Relations Director may be required to grant interviews or issue press releases on behalf of the Club.

Director of Membership Recruitment

The Membership Director will oversee recruitment activities of the Club. He/she will be responsible for collecting membership dues, assembling and distributing renewal and new member packages and for actively recruiting new members.

Director of Events

The Events Director shall oversee all formal rides or events throughout SMB. The Events Director will coordinate with the members or officers setting up the event to assure that the event have met the guidelines set forth for any SMB event. The Events Director may enlist volunteers as required to help run an event.

Volunteers

Volunteers may be appointed by the Board Of Directors or one of its officers for the coordination and execution of any Club initiative. Volunteers ideally should be voting members of the Club but may also be non-voting members.

3.6 Resignation of Elected Officers

Officers who resign from their positions for other than hardship reasons will have a 3 month waiting period before they can be considered for another Officer position in SMB. Hardship reasons consist of personal illness or that of a direct family member, death of a direct family member, relocation, temporary financial hardship or extreme time constraints placed on a member by employment, education, or family.

Officers that resign due to conflict of interests; or who have been negatively reviewed by the Board of Directors previously; or Officers that have been removed from their position for failing to follow the Club By-Laws or Officer Code of Conduct will not be allowed to hold an Officers position in Scotering Manitoba again.

3.7 Appointed Board Members & Board of Directors

- The Board of Directors includes five (5) Appointed Board Members from within the Voting Membership of the Club and the Elected Officers of the Club.
- The appointed board members are appointed by the President and Vice President and will serve on a year-to-year basis not to exceed more than Three Years.
- The Board of Directors will meet monthly to deliberate and decide on issues and events affecting SMB and its members.

4. Board of Directors Operating Processes

4.1 Minutes of Meetings

Minutes of each Board Meeting will be taken and provided for review by the voting members of the Club.

4.2 Introduction of Motions

Each motion must be formally introduced by a member of the board and seconded by another member of the board.

4.3 Quorum

In order to vote on a matter, a minimum of five Board Members with no less than 3 elected officers must be present.

4.4 Voting

- Voting of the Board of Directors shall only be conducted in person
- Motions which do not commit significant resources (less than 5% of total assets) of the Club may be introduced and voted upon at the same meeting.
- Motions may be debated prior to a vote with participation of Board Members and Voting Members.
- Motions which commit significant financial or other resources of the Club or define the Club's position on insurance or legislative matters may be introduced at a meeting but not voted upon until the next scheduled Board Meeting. This will allow sufficient notice to be given to Board Members and Voting Members on items which may be of concern to them.

4.5 Referendum

- The Board, may, by majority vote elect to defer a matter to a referendum of the Voting Members.
- The specific text, date, and time frame of the referendum must be specified and agreed to by majority vote of the Board of Directors.
- Referendums will be conducted using the on-line voting capabilities of the Club web site.

5. Membership Types and Privileges

5.1 Forum Members (Non-voting)

- The Club provides free access to its on-line forums to anyone who has an interest in scooters and mopeds.
- Forum members may not vote and may not be eligible to access certain features of the web site and Club services.
- Forum members do not receive notifications of events or other Club initiatives that are unrelated to the web site.
- Forum members may be required to pay fees when attending certain Club events.

5.2 Club Members (Free, Non-Voting)

- The Club provides a free membership in SMB is open to anyone with an interest in scooters or mopeds residing in the province of Manitoba.
- Donations from free non-voting members are encouraged but not required.
- Non-Voting members cannot vote in Club elections and cannot become an elected Officer or Bard Member via appointment or election.
- Club Members will receive notification of Club events and initiatives.
- Non-Voting Members may be required to pay fees when attending certain Club events.
- Non-Voting members may communicate suggestions, ideas, or complaints to the Board of Directors but are not permitted to make formal grievances to the Board of Directors.
- Non-Voting members may not have access to certain content of the web site or promotional/discount programs extended to voting members.

5.3 Club Members (Voting)

- Individuals may become voting members of Scotering Manitoba by paying annual dues according to the membership fee schedule. Voting Members will be called upon to vote for the election of Club Officers or on other Club business as required. Voting members may be granted access to exclusive events, activities, web site content, Club services, and Club promotion/discounts.
- Certain fees for events may be waived for voting members.
- Voting members will be issued a card with the effective from and thru date of their membership.
- Voting members who fail to pay their annual dues will lose any privileges defined for voting members and their membership will default to a Non-Voting Member.

5.4 Membership Fees (Voting Members)

- The membership year will be from May 15 to May 14 the following year (e.g., May 15, 2005 – May 14, 2006).
- Membership fees will be set by the Board of Directors and may be revised at any time
- Membership fees will be due on May 15 each year.
- Unpaid Membership fees will result in the individual's membership being defaulted to a non-voting member on June 15.

- Membership fees will not be pro-rated for those members paying their dues after the due date or those members joining mid-year.

6. General Membership Guidelines & Code of Conduct

Scotering Manitoba is an open Club but retains the right to refuse or terminate the membership of any person that is found to be in a conflict of interest with the Club objectives or in violation of any part of this constitution or other Club rules. Voting Members whose membership is terminated will not be entitled to the full or partial refund of their dues.

6.1 Membership Application

An application form that has been reproduced on paper and returned to the Club or by applying on-line at <http://www.scoteringmanitoba.com>.

The Board of Directors may revoke the membership from any individual that does not comply with the Constitution of SMB or acts in a manner that does not reflect SMB in a good light. Any Member so expelled may appeal to the Board if such an appeal is sponsored by not less than fifteen members.

6.2 Conflict of Interest

Conflict of Interest shall be defined as follows:

- Members who use their participation in the Club to sell or promote products or services to Club Members without formal permission shall be considered in Conflict of Interest.
- Members who actively pursue objectives which are not in keeping with the core objectives and values of the Club as defined in this Constitution will be considered in Conflict of Interest.

6.3 Grievances

- Any Voting Member has the right to address the Board for any grievance. Grievances may be made in person or in writing at a regularly monthly meeting of SMB.
- Formal grievances from non-voting members will not necessarily be auctioned by the Board of Directors.
- Grievances should include all pertinent information relating to the request.
- **Confidentiality**
 - Any complaint may be marked confidential by the complainant.
 - Confidential complaints should be made in writing to a member of the Board of Directors. These complaints will not be released to the Public or the general Membership of SMB. This gives Members the opportunity to file a complaint without being subjected to public controversy. The content and context of confidential complaints may only be shared with the individuals filing the complaint, the Board of Directors, and those who the complaint is issued against.

6.4 MEETINGS

Monthly Meetings

- Regular Monthly meetings will be scheduled during the main riding season. Monthly meetings may be cancelled if no significant agenda items or Club business requires attention. Monthly meetings are open to all types of memberships.

Meeting of the Board of Directors

- Closed Board Meetings will be held on an as-needed basis. These meetings will be closed to designated Board Members only but may include other Club Members or third parties as required for the matter at hand.

7. EVENTS

7.1 Official SMB Events and Functions

If SMB is to sponsor or its name is to be used in the billing of such event, approval of event must be provided by the Board of Directors. The Board of Directors makes all decisions as to whether or not the event can be an official/formal SMB function.

8. Finances

8.1 Accounts & Expenditure Authorization

- SMB shall operate a bank account and a PayPal account under the name “Scootering Manitoba”. The Club President is the only person authorized to disburse funds to cover Club costs.
- The bank statements and accounting records of the Club are to be presented during a monthly meeting at the start and end of each riding season.
- At any point in time any Voting Member of SMB may request access to review the accounting records of the Club.
- Members of the Board of Directors may be granted on-line access, upon request, to review and monitor transactions occurring within SMB’s PayPal account.

8.2 Budget

- A seasonal budget shall be prepared and presented at the start and end of each riding season. This budget must then be approved by a majority vote of the Board of Directors.

9. Amendments to the Constitution

- This constitution may be amended by a 75% majority vote of the Board of Directors.

10. Dissolution

- Dissolution of Scootering Manitoba requires a unanimous vote of the Board of Directors.
- In the case of dissolution, any net assets belonging to the Club will be donated to non-profit organizations as decided by majority vote of the Board of Directors.
- At time of dissolution, should the organization have any unresolved liabilities, assets belonging to the Club may be sold to members of the public to settle the liabilities. The Board of Directors must approve the sale of Club assets in this case.

Appendix A: Club Logos

10.1 Primary Logo

- May appear with or without subordinate text.



10.2 Other Logos

- Bison rider Logo. May appear with or without Club name and drop shadow.

