

This document serves as a outline of the purpose and vision of Alberta Motorcycle Safety Society (AMSS). It details how the organization will function and endeavors to provide transparency for most decisions, and in the conduct of operations.

Alberta Motorcycle Safety Society

Bylaws

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BYLAWS

GENERAL

1. The interpretation of these bylaws is such that words in the singular include the plural and vice versa, and words representing a male include female and the Society.
2. These by-laws are intended to amplify the vision of the Constitution, and provide the process, procedures, and regulations to be observed in the conduct of business on behalf of Alberta Motorcycle Safety Society, hereinafter referred to as “the Society”.
3. The fiscal year will be from January 1 to December 31. The Provincial Annual return is required to be filed in February.
4. In accordance with the *Societies Act* of the province of Alberta, there are 2 main types of decisions. In the conduct of normal routine business, decisions will be made by “ordinary resolution”. This signifies that a simple majority of votes cast make the decision. In case of a tie, the Chair/President will cast the deciding ballot. Ordinary resolutions apply to most decisions – for example – any decisions that are made at meetings that were scheduled with appropriate notice.
5. The other type of decision in the act is called a “special resolution”. This signifies that three quarters (75%) of votes cast must be in favour of the motion to pass. Special resolutions are required in order to make changes to the Society Constitution and Bylaws. Another example is any decisions to be made at a meeting should the meeting have been called with less than minimum notice, (an extra-ordinary meeting).
6. Any member may make a recommendation for a change in the bylaws. The format and process to change bylaws is included as ANNEX A. Should there be changes in the act that require changes to these bylaws, they will be updated in accordance with the new regulations and submitted with the next annual submission. A vote to change the bylaws to be compliant with the act is not required. All other votes to change these bylaws must be a special resolution.

MEMBERSHIP

ORDINARY MEMBERS

7. Ordinary Members are defined as – an individual who has applied for membership, paid their dues, and received their membership card.
8. Membership may be suspended for the following reasons:
 - a. Failure to renew dues on time. This may be rectified by payment of dues, and
 - b. Suspension by a director or member of the executive committee based on actions or activities that may be damaging to the Society. This suspension is addressed in accordance with the article that addresses changes in membership status.

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9. Ordinary Members may be requested by the Directors to lead or participate in committees, events, or programs in their geographic region that are beneficial to the community. If this happens, the member will be assigned a Director who will mentor and assist as desired in the conduct of the task.

HONOURARY MEMBERS

10. In the course of events, there will be opportunities for celebrities, media personalities, or other trusted advisors from industry, government, or other community groups, that will be granted status as Honourary Members. These members will be kept apprised of Society events should they wish to participate or have contacts that are able to benefit the Society.

11. Honourary membership status is granted by the Board of Directors. The list of Honourary Members will be reviewed annually by the board for revisions and presented to the Ordinary Members at the AGM.

LIFETIME MEMBERS

12. Lifetime memberships were extended to the Founding directors. Future lifetime memberships may be granted by resolution of the Board of Directors. Lifetime memberships may also be revoked by resolution of the Board of Directors.

CORPORATE MEMBERS

13. Corporations, dealerships, and Motorcycle manufacturers are welcome to become Corporate Members (sponsors) of AMSS. The listing of corporate members will be maintained on the public website. Corporate members are welcome to attend all AMSS events.

BOARDS AND COMMITTEES

BOARD OF DIRECTORS

14. The Board of Directors is the main governing body of the Society. In order to be compliant with Provincial Regulations, a minimum of five (5) members must be designated and listed in the provincial registry to be responsible for the proper conduct of the Society. The Directors fill critical positions and maintain the continuity in order to function as a legal entity.

15. AMSS will endeavor to maintain a minimum of 6 directors in order to allow for a leave of absence, and to share the workload of tasks. One director will be identified as the chair, and be the senior official of the group. If desired, when membership levels permit, a maximum of 9 will be permitted.

16. Directors can serve an indefinite term of office provided they are making a positive contribution to the society. Inactive Directors who are not on an agreed upon leave of absence, will be asked to vacate their position if inactive for more than 6 months.

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17. When a Director position is deemed vacant and subject to replacement, the process to find a replacement is as follows:

- a. The remaining Directors are to each nominate a current Ordinary Member in good standing for consideration. This Member should be one who has demonstrated a positive influence on the Society, and has continued support of the goals and efforts of the group.
- b. The Directors will convene an extra-ordinary meeting to address this discussion point without distraction of other business, with the sole purpose of evaluating the nominations. Considerations may include but are not limited to - organizational understanding, public speaking, and riding conduct. The result will be a ranked order of priority.
- c. The position will be offered to the Members in order of rank until the position is accepted by the individual.

BOARD OF ADVISORS

18. AMSS will maintain an advisory board that consists of Ordinary and Honourary Members. This board will meet twice annually to give feedback to the Board of Directors on the results of programs and campaigns. This board can also provide ideas and guidance that will help shape future events, programs, and goals.

19. This Advisory board will have only one director present, who will report the results to the Board of Directors, and provide written feedback to the advisors after the directors have responded.

20. The guidance and terms of reference for the Advisory board will be detailed in ANNEX B of these bylaws.

EXECUTIVE COMMITTEE

21. The Executive Committee is led by the Chair of the Board of Directors. The Executive committee is responsible for the routine administration and conduct of Society business in accordance with provincial guidelines. Only Ordinary Members in good standing are permitted to be members of the Executive Committee. The Executive Committee consist of:

- a. A President, who is also the Chair of the Board of Directors;
- b. A Vice President, who will support the President in the conduct of duties;
- c. A Treasurer will be needed to track the finances. Although this position is heavily involved with bookkeeping duties, it is not necessary for the member to have formal training;
- d. A Secretary is responsible for the tracking of Society business correspondence and minutes of meetings. The Secretary is also responsible for coordination of meetings by tracking availability of Board/Executive Members when a meeting is called;

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- e. A Webmaster will be responsible for website maintenance, monitoring, and process management for items such as the online store. The Webmaster is also responsible for the members whom are actively managing social media accounts;
 - f. Once the number of Members has increased to a point where a Member is needed to track the membership lists and keep it up to date, a Membership Secretary will be elected to the Executive Committee; and
 - g. An Events Co-ordinator will be the primary point of contact for AMSS participation in sponsor or invited events, and facilitate the organization of AMSS specific events.
22. Executive Committee members will fill an indefinite term. As long as they are able to maintain their duties, they will not be asked to leave. They may choose to step down at any time.
23. Should an Executive Committee member position be vacant, the Directors may nominate a replacement member from the Ordinary membership in the same fashion as replacing a Director in article 27.
24. At the next AGM, if the person nominated wishes to remain in the position, they may stand for election. Ordinary Members in good standing may also nominate Members in good standing for election to the position. Election process details are outlined in ANNEX C of these bylaws.

AD HOC COMMITTEES/TEAMS

25. In the course of operations, temporary committees and teams may be formed to achieve specific tasks or events. These groups may be temporary for a single event, or longer term for annual events. Examples include a Historical or Education committee, which would track items such as a library of educational materials that are used in Society awareness campaigns.
26. Any Ordinary Member can lead a committee or team, and will be provided with a designated Director or Executive Committee member who is available to oversee and provide guidance to the leader or committee to ensure the interests of AMSS are protected.

CHANGE OF MEMBERSHIP STATUS

27. Any member may withdraw from the Society at any time. If the member is involved in any events on behalf of AMSS, it is requested that the member send an email to the Secretary or Membership Secretary and schedule a meeting with a Director or Member of the Executive in order to discuss any tasks/duties that are in progress that may need to be re-assigned. If possible, the reason for withdrawal could be discussed in order to provide feedback to make the Society better, if the reason is related to actions of the Society.
28. Upon receipt of a notice of membership suspension IAW article 8, a report of an event incident IAW article 32, or a notice of grievance investigation IAW article 42, the receiving Director/Executive shall discuss with either the President or another director (if the President received the report) to assess the urgency of the situation.

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- a. Should the incident be considered highly egregious, an extra-ordinary meeting of the Board of Directors shall be called. This will allow this subject to be the only agenda item of this meeting to ensure full attention of the board.
- b. Should there be a normally scheduled meeting of the board of directors within thirty (30) days, and the matter is not considered highly egregious, the matter may be delayed until the scheduled meeting. In the event that the next scheduled meeting is more than thirty(30) days, an extra-ordinary meeting of the board shall be called..

29. When the membership of any member is to be discussed IAW article 28 above, all written documentation (investigative reports, witness statements etc) shall be immediately forwarded to all Directors, and the member in question at least three (3) days prior to the meeting.

- a. All reports shall protect the identity of the complainant and witnesses to prevent reprisal. It is the duty of the Board and any executive members to ensure that this process is not used for personal grudges or other forms of aggression against other members using the guise of anonymity
- b. If the next scheduled meeting of the directors is within thirty (30) days, and the incident not considered highly egregious(article 28b), the member will have their membership suspended until the meeting results are communicated
- c. The member will have an opportunity to respond in writing, highlighting any misunderstandings, or mitigating factors to be presented to the board at the meeting
- d. Should the decision of the Board be to remove the member, a minimum of three (3) votes to remove is required.

30. Should the Society wish to relieve a Member of the Executive Committee of their duties, a representative of the Executive shall approach a Director to discuss the matter. The Director will investigate any circumstances and report to the Board by either extra-ordinary meeting, or next quarterly Board meeting. Upon review and discussion, a plan of action will be developed - if the executive member is to be removed, the majority of board members must agree. A separate vote may or may not be held to determine if the member is to be removed from the Society IAW article 28.

31. Should the Society be required to remove a Director, an extra-ordinary Board of Directors meeting must be called, with 100% attendance, the only exception to the attendance is if the Director to be removed refuses to attend. After discussion, a vote among the remainder of the Directors will be taken. The vote to remove a Director must be unanimous among the remaining Directors.

32. All members of the Society are responsible for their own conduct and action, however, extra diligence is required in the conduct of Society events, or on behalf of the Society. Should a member be found to conduct themselves at a Society event in a manner that is considered egregious, actions may be taken to protect the image of the Society. If the manner of behaviour causes the Board Members to believe that the individual should not be a part of the remainder of the event, the individual will be requested to leave. The Director will email a report to the Chair of the Board, and the Chair will decide if a discussion about continued membership is required.

33. Should any member use the name of the Society, or represent the Society without the permission of the Board, or for personal financial gain, the individual will be subject to immediate

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suspension of all duties. Actions as detailed in para 28 will take place to address the continued membership of the individual.

34. An individual's membership is suspended immediately if dues are in arrears, and membership will be terminated 2 months later if not addressed.

CONDUCT OF BUSINESS

MEETINGS

35. Normally, meetings will be done by teleconference, online platform or if feasible, in person and will be called with a minimum of three (3) weeks advance notice. Agendas will be electronically circulated (by email) to attendees a minimum of seven (7) days in advance of all meetings. If a meeting is called with less than seven days notice, it is considered an extra-ordinary meeting, and the agenda will be distributed with the notice of the meeting being called. Whenever possible, meetings that include decisions will try to be held at an event where maximum participation is already expected of the membership.

36. Meetings will likely be held as follows:

- a. First quarter will have an Advisory Board, and Executive/Board of Directors,
- b. Second quarter will have Annual General Meeting, and Executive/Board of Directors,
- c. Third quarter will have an Executive/Board of Directors, and Advisory board, and
- d. Fourth quarter will have an Executive/Board of Directors meeting.

37. Any recordings, notes, minutes or results will be posted, circulated or emailed within 14 days of official meetings to the participants. With the exception of the Annual General Meeting, all meeting minutes, notes or results are expected to be considered private and not circulated or discussed outside of the participants.

38. A quorum is declared for Annual General Meeting of 10% attendance. Other meetings such a Board, Executive, or other committees, shall be greater than 50%.

39. Ad hoc Committee/team meetings will be held as needed and determined by the Chair of the committee itself. Specific duties and responsibilities of the committee will be detailed in writing as the committee forms.

DECISION MAKING PROCESS

40. Each Ordinary Member is entitled to one vote. Normally, the Board of Directors or Executive Committee will not vote during votes by members, with the sole exception to be in the case of a tie. In which case, the relevant Committee/Board must decide on the sole vote to cast as a team.

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41. Although the intention is to have decisions and votes at events where physical attendance is possible, online voting is permitted. Voting by people who are attending through online means, will vote through chat function, text, or other means, as outlined in the details provided when the meeting is called.

GRIEVANCES

42. Should a Member have concerns or complaints about the conduct of other Society Members, an email or note about the particulars of any incident that is cause for concern is to be sent to any Director. The details should highlight how the behaviour/conduct is detrimental to the organization, and how it may damage the “family values” image of AMSS. The Director will inform the Chair of the issue to develop a plan of action towards investigation or resolution. Should the incident be deemed significant enough to warrant punitive measures towards a member (revocation of membership etc) then actions as per para 28 will be taken.

SUGGESTIONS

43. All ideas, from all membership levels are considered valuable. Should a Member have an idea for an event, the Member should discuss with any Board or Executive Member to ensure that the idea is plausible, and that discussions can be held to consider options, and “what if” questions. Should the idea have merit, the originator may be invited to the subsequent Board meeting to present the idea to the Board for consideration, and possible inclusion in future plans.

FINANCIAL

44. The Society will not borrow money. No financial instruments of debts will be permitted in the Society’s name. This includes, but is not limited to, loans, lines of credit or credit cards. Any member of the society that accepts debt on behalf of the Society will become personally liable for that debt.

45. If the Society has an approved event budget, a member assigned duties that require commitment of funds, are permitted to spend within the limits of the approved budget, and will be reimbursed upon the presentation of a detailed expense claim (included as ANNEX D to these bylaws) with receipts attached. Budget overage approvals are as follows:

- a. The individual leader of the event is authorized to exceed the budget forecast on single specific items by up to ten (10%) percent;
- b. In consultation with, the Treasurer (to ensure funds are available), and email approval from the Chair, the individual event leader will be authorized to exceed the budgeted amount by twenty (20%) percent, or one hundred fifty (\$150) dollars, whichever is less; and
- c. Should the overall event budget shortfall exceed two hundred fifty (\$250) dollars, the Treasurer will advise the Board and the event must be re-evaluated.

46. In the spirit of transparency, annual financial reports will be made available to all members after the Annual General Meeting. The Society’s Members may request to review the financial status with the Treasurer at any time that can be conveniently arranged between them, however; Members will not

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be permitted to keep copies of financial data that has not been reviewed in preparation for the annual report.

47. The books, accounts and records of the Treasurer shall be audited at least once a year by a duly qualified accountant or by two members of the society elected for that purpose at the Annual General meeting.

48. The calculation of Membership dues will occur annually, at the last meeting of the fiscal year. This will allow the Treasurer the opportunity to assess the financial impact of changing the amount that is charged for dues, in the preparation of the budget forecast for the following year.

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ANNEX

ANNEX A - BYLAW AMENDMENT

1. The process to amend an article in these bylaws is simple. Send an email to the AMSS Secretary (secretary@ab-amss.org) with the following details:
 - a. Name of member making proposed amendment.
 - b. Article number to be discussed.
 - c. Insert the section, phrase, sentence or wordology as written in current bylaws.
 - d. Then display the suggested new version, or recommended addition.
 - e. In a short paragraph, give the justification/reason for the proposed change.
2. The Secretary will then send the proposal to the Board of Directors and Executive Committee for review and contemplation. The item will be placed on the agenda for their next meeting.
3. If the proposal is meant to address a change to be compliant with any provincial regulations, it will be approved at the Board/Executive level, and included in the next annual filings to the province.
4. If the proposal would breach a provincial regulation, it will be disapproved and the member will be advised the reasons why the proposal was unable to move forward.
5. Should the proposal be not regulatory in nature, and does not cause the Society to breach regulations, it will be tabled on the agenda for the next AGM. The full proposal will be sent to all members in advance of the AGM for their contemplation.
6. At the AGM, the item will be on the agenda for discussion and vote as new business. The proposing member is expected to address the proposal, and make a motion to accept the new version into bylaws. A second Ordinary Member in good standing is required to second the motion. That person's name will be entered into the minutes.
7. In the future, the bylaws can only be changed by a Special Resolution of the members. A vote will be held of all those in attendance, which is then added to the results of advance online voting. As it is a bylaw amendment, it is considered a Special Resolution, and will require seventy five percent (75%) votes for the motion to pass.

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ANNEX B - BOARD OF ADVISORS

1. The Board of Advisors is meant for a group to provide guidance to AMSS based on their occupational nature. The board will be designed to give insights on industry and Society thoughts, trends, and marketing options, which may not have been considered.
2. Normally, Advisors will be requested to sit for a 2 year term, in the first iteration of the board, 50% of the members will be given an option to participate for a 1 or 3 year term. This will allow for an annual turnover rate of 50%.
3. The members of the Advisory Board will consist of members from (the listed numbers are maximum or ideal):
 - a. An AMSS Director (not President),
 - b. Media members (2),
 - c. Industry members (2),
 - d. Law Enforcement (3),
 - e. Government (2),
 - f. Education (riding schools) (2),and
 - g. AMSS Ordinary Membership (2).
4. The Advisory Board will provide suggestions, ideas, and insights into the Alberta community. The Director will provide written feedback to AMSS from this Board, to help guide actions in the following year. This could consist of new ideas in messaging, event attendance, perception etc. This is also an opportunity to receive feedback on the perception of the previous year's actions.
5. Any recommendations to the Society will be responded in writing to all members of the Advisory Board. These responses will help provide insight to the advisors of challenges faced by the Society. For example, the Society may not have the funds or capacity to action all recommendations. This insight will better allow the members to support the Society towards its goals.

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ANNEX C - ELECTION OF EXECUTIVES

1. Elections to replace executive members to fill a vacant position will be held annually at the AGM.
2. When a position is vacant and available to be filled, a notice will be emailed to all members with the notification of the AGM
3. People who wish to be considered for the position will email the secretary, or designated executive member, as detailed in the notice of their intent to represent for the position. This proclamation must be made more than 7 days in advance of the meeting.
4. At the AGM, all members who have expressed an interest in advance will be slated into the agenda to address the membership. These members will also be permitted to email an address to our administrator, who will post on the AMSS Facebook page.
5. If only one person has expressed a desire to fill the position, they shall be acclaimed to the position.
6. Once all prospective Executive Members have had a chance to speak, voting shall be held, and the winner proclaimed by obtaining the most votes.

VOTING PROCESS

7. Advance voting will be permitted using Google surveys, and election votes will be included in surveys that are emailed to members in advance of meetings.
8. Online voting closes at midnight, the day before the meeting. This will allow for a winner to be proclaimed.
9. After the meeting, online votes will be cross-referenced with attendees to ensure validity of results.

