

1. Bikechain's History

Bikechain is a student-funded educational bike repair shop located at the University of Toronto's downtown St. George campus. We've been operating since 2005, when we were founded by a University of Toronto student. Over the past twelve years, Bikechain has become a democratically-governed non-profit organization that serves ~250 students, alumni, staff, and faculty each month.

Bikechain is in its third home. The organization started with funding from the now-defunct BikeShare program run by the Community Bicycle Network in Toronto. Opening in the parking garage at OISE, the operation began helping students repair their bicycles. After a short stint in the unheated and unventilated carpark, Bikechain moved to the International Student Centre (now the Centre for International Experience) in June 2006. After experiencing rapid growth, Bikechain was practically bursting at the seams in this basement workshop. In August 2013, Bikechain moved to its space on Bancroft Avenue. Now Bikechain has a bright and welcoming (and ventilated) facility that we lease (rent-free) from the Facilities & Services Department at UofT.

Bikechain offers tools and mechanical assistance for bicycles, with the understanding that users will work with our mechanics to understand how their bikes work. We also offer educational seminars and written information.

We operate a fleet of lending bicycles, which are available free of cost to University students. The size of our lending fleet has increased over the years, and Bikechain is looking to expand it even more in order to better serve the U of T community. Various ancillary services available through Bikechain are lock lending, tool lending and workshop at residences and faculties.

Bikechain is funded by student fees, bicycle and parts sales, individual donations and grants. The majority of our funding comes from bicycle parts sales and from student levies. We charge market rates for parts. As of the 2017/2018 session, the levy per semester is as follows: \$0.52 for full-time undergraduate students, \$0.53 for full-time graduate students and %0.26 for part time graduate students. We ask that any person from outside of our levy groups make a pay-what-you-can donation for using the shop. Bikechain also applies for grants from school and community organizations on a regular basis.

Last year Bikechain had over 3300 service visits, and over 200 members of our bike lending program. We also employ various part-time staff, formerly had many work-study mechanics and, like most non-profits, depend on an increasing number of volunteers.

Bikechain has built a reputation as a friendly, accessible bike shop on campus. We pride ourselves on our welcoming attitude and our commitment to cycling-related education, be it technical, legal or cultural.

2. Board Member Duties

In addition to attending board meetings with the meeting package being read in advance, board members may also be expected to attend meetings on behalf of the organisation to represent the interests of the organisation.

There are several standing committees of the organisation (finance, personnel, executive) that board members are expected to contribute to.

Certain board tasks are specific the executive; the chair, the president, the treasurer, and the corporate secretary. The following is an excerpt from the bylaws;

The **president** shall be the chief executive officer of the corporation. They shall preside at all meetings of the corporation and of the board of directors. They shall be the chief supervisor of the board of directors. Except as provided elsewhere, they shall have the general and active management of the affairs of the corporation. They shall see that all orders and resolutions of the board of directors are carried into effect.

The **treasurer** shall have the custody of the funds and securities of the corporation and shall keep or cause to be kept full and accurate accounts of all assets, liabilities, receipts and disbursements of the corporation in the books belonging to the corporation and shall deposit or cause to be deposited all monies, securities and other valuable effects in the name and to the credit of the corporation in such chartered bank of trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the board of directors from time to time. They shall prepare or caused to be prepared an annual budget. They shall disburse or cause to be disbursed the funds of the corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the president and directors at the regular meeting of the board of directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the corporation. They shall also perform such other duties as may from time to time be directed by the board of directors.

The **secretary** shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose and shall perform such other duties as may be prescribed by the board of directors or president, under whose supervision the secretary shall be. The secretary shall be the custodian of the seal of the corporation or arrange for the custody of the seal of the corporation.

The **chair** shall give or cause to be given notice of all meetings of the members and of the board of directors and ensure that Board meetings are conducted in such a way that the business for which meetings are convened is properly attended to. This includes setting the agenda in advance of board meeting and preserving order during meetings according to accepted rules of order. The chair shall refrain from voting on any matter unless the chair's abstention would result in a tied vote, in which case the chair may vote.

3. Code of Conduct for Directors

One of the key responsibilities of the Bikechain Board is to lead the Bikechain community. Members expect the Board to provide and guide Bikechain towards a vision. Members also expect the Board to get all the different aspects of Bikechain working together as a community.

The Board sets the tone for Bikechain through the way it handles the business of Bikechain. The Board is expected to communicate with members, protect the confidentiality of Bikechain, deal with conflict situations, make decisions in the best interests of Bikechain, and solve problems, all within a respectful and communicative framework. Building trust and confidence within the organization is often based on the way the Board makes decisions rather than the actual decisions themselves.

Bikechain's By-Laws prescribe the limits of what the Board can do; they do not go into detail about how the Board should conduct its business. The best thing that a Board can do for the members of Bikechain is to lead by example.

Each year, every Director must read and sign a copy of this code, indicating an understanding and agreement to the statements made. Copies will be provided for signing during the Annual General Meeting and whenever a new Director begins serving on the Board.

3.1 General Board Code of Conduct

1. All Directors and Officers of Bikechain have a fiduciary duty to act on behalf of Bikechain to the best of their ability. This means, among other things, that Directors and Officers are expected to undertake any training provided by Bikechain, to attend and actively participate in all Board meetings, and to always act in the best interests of Bikechain.
2. The Directors, as a Board, are the trustees of Bikechain's assets. Directors must always act to protect the future of Bikechain.
3. Directors must avoid conflicts of interest. They must always put the interests of Bikechain before their own personal interests. They must declare any conflict of interest as soon as it occurs.
4. All Directors will work together for the good of Bikechain. Directors will not let personal likes, dislikes, or grudges affect their decision-making.
5. Directors have authority only as a Board; Directors have no individual authority. Between meetings, Directors have no authority unless the Board has given them authority to do something. For example, the Board may ask a Director to head a committee, meet a member, write a letter, sign a document, etc.
6. The Board may delegate authority to any individual Director, committee, employee, or member. However, the final authority and responsibility always stays with the Board.

7. Regardless of a Director's opinion on an item and the outcome of the Board's decision, all Directors must publicly stand by all decisions of the Board, once they have been made.
8. All Directors will remain open to other options and points of view. Directors will not act defensively when members question or disagree with Board decisions.
9. Each Director must keep confidentiality, and follow the Board's policy on confidentiality.
10. The Board will not tolerate slurs from any Director. It will not allow any statements which put down or show lack of respect for any member or staff person, especially negative comments concerning:
 - a. Gender;
 - b. Origin;
 - c. Income;
 - d. Physical, mental, or developmental disability, or
 - e. Sexual orientation.
11. A Director must not make statements that are slanderous.
12. Each Director will obey the By-Laws and policies of Bikechain.

3.2 Board Meeting Code of Conduct

1. All Directors are expected to be prompt for meetings and to help the Chair keep to the times indicated on Board Meeting agendas. The Chair is expected to start and end meetings on time, as people other than Board members rely on posted Board times. Minding the time is also respectful of other people.
2. All Directors will state their position clearly at Board meetings, particularly when the Board is making an important decision. A Director who disagrees with any proposal the Board is considering must say so, immediately and clearly.
3. As Board membership changes, each Board Member should make every possible effort to finish off the term to which they were elected. Turnover within a term is very disruptive to the operations of the Board.
4. A Director should avoid making statements that are off the point, repetitious, or out of order.
5. A Director who feels that other Directors are making statements that are slanderous, off the point, or out of order should ask the Chair to make a ruling. The Chair will rule whether the Directors who made those statements should withdraw them. Directors who are making repetitious statements should have their actions brought to their attention by the Chair.
6. No consumption of alcohol or drugs at meetings will be allowed. People visibly under the influence of alcohol or any other drugs must leave the meeting.

7. Notice of a canceled or rescheduled meeting should be sent out to all relevant parties at a minimum of one week before the scheduled meeting date. The meeting chair should attempt to disperse agenda and other relevant meeting package material at a minimum of one week before a scheduled meeting.