
Erie Ramblers Motorcycle Club, Inc. By-Laws

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Section 1 - General

1.01 Definitions

In this by-law of the Corporation, unless the context otherwise requires:

- a. "Act" means the *Not-for-Profit Corporations Act, 2010* (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- b. "Board" means the board of Directors of the Corporation;
- c. "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- d. "Chair" means the person who presides over regular club meetings; the President or an alternative as outlined in this By-law shall serve as Chair of a Club meeting.
- e. "Club Grounds" means the Club's facility located at 2205 Deer Run Road, Wheatley, ON (the "Property") and any facility rented by the Club from time to time for its activities. Club grounds do not include the laneway as indicated by the red poles along the laneway leading to the back of the Property.
- f. "Corporation" means the Erie Ramblers Motorcycle Club (the "Club"), that has passed these by-laws under the *Act* or that is deemed to have passed these by-laws under the *Act*. The Corporation may from time to time be referred to herein as the "Club";
- g. "Director" means an individual occupying the position of director of the Corporation;
- h. "Officers" means an individual occupying a position in the Executive.
- i. "Executive" means those elected Officers referenced in Section 2.01 who oversee the operations of the Club;
- j. "Member" means a member of the Corporation
- k. "Members" means the collective membership of the Corporation;
- l. "Officer" means an officer of the Corporation and each Officer shall be a member of the Executive;
- m. "Probationary Member" has the meaning set out at Section 9.03;
- n. "Sponsor" has the meaning set out at Section 9.02;

1.02 Interpretation

Other than as specified in Section 1.01, all terms contained in this By-law that are defined in the *Act* shall have the meanings given to such terms in the *Act*. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.03 Severability and Precedence

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the articles or the *Act*, the provisions contained in the articles or the *Act*, as the case may be, shall prevail.

1.04 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

Section 2 - Directors

2.01 Election and Term

The Directors shall be elected by the Members at the meeting of the Members held the first Thursday in November of each year. Prospective candidates to serve as Directors must:

- (i) be a Full Member of the Corporation;
- (ii) have been a Member (whether Probationary or Full) for at least five (5) years; and
- (iii) shall be nominated by a Member with such nomination seconded by a separate Member.

The Board of Directors shall oversee the Executive in the conduct of their duties. The Board of Directors in the case of disputes or concerns with the behavior of any Officer shall investigate and review the situation and intervene as they deem necessary, which may include recommending to the Members the removal of an Officer. In addition to the duties as ascribed to the Directors under the Act, the Directors, will also act as advisors to the Executive as necessary to address issues of a more serious or unusual nature. The Board of Directors shall consist of three (3) Full Members.

The term of office of the Directors, subject to the provisions, if any, of the articles shall be for a duration of three (3) years. Notwithstanding such term, one (1) Director shall resign (or if necessary be removed) from office each year with two (2) Directors to remain, in order to prevent an entirely new Board at each election and to provide continuity from year to year in the Board of Directors.

At the beginning of each term, any change in the Directors shall be updated in the official record with the Province of Ontario:

2.02 Director Vacancies

The office of a Director shall be vacated immediately:

1. if the Director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
2. if the Director dies;
3. if the Director is found to be incapable by a court or incapable of managing property under Ontario law; or
4. if, at a meeting of the Members, the Members entitled to vote at such meeting by ordinary resolution remove the Director before the expiration of such Director's term of office.

2.03 Filling Vacancies

A vacancy on the Board of Directors shall be filled as set out below, and the Director appointed or elected to fill the vacancy shall hold office for the remainder of the unexpired term of his or her predecessor:

1. if the vacancy occurs as a result of the Members removing a Director, the Members entitled to vote may fill the vacancy by an ordinary resolution;

2. if there is not a quorum of Directors or there has been a failure to elect the number or minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member; and
3. a quorum of Directors may fill a vacancy among the Directors.

2.04 Committees

Committees may be established by the Board as follows:

1. The Board may appoint from among their members a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors except those powers set out in the *Act* that are not permitted to be delegated; and
2. Subject to the limitations on delegation set out in the *Act*, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

2.05 Remuneration of Officers or Directors

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; subject to the following:

1. Officers or Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
2. Officers or Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Officers or Directors, provided that the amount of any such remuneration or reimbursement is:
 - i. considered reasonable by the Board;
 - ii. approved by the Board for payment by resolution passed before such payment is made; and
 - iii. in compliance with the conflict of interest provisions of the *Act*.

Section 3 – Board Meetings

3.01 Calling of Meetings

Meetings of the Directors may be called by the Chair, the President (if he or she is for some reason not the Chair) or any two Directors at any time and any place on notice as required by this By-law.

3.02 Regular Meetings

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

3.03 Notice

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this By-law to every Director of the Corporation not less than seven (7) days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

3.04 Chair

The Chair shall preside at Board meetings. In the absence of the Chair (or if such office shall not be filled), the President shall preside at Board meetings. In the absence of the Chair and President, if applicable, the Directors present shall choose one of their number to act as the Chair of any applicable meeting.

3.05 Voting

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall not have a casting vote.

3.06 Participation by Telephonic or Electronic Means

If all of the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

Section 4 – Members' Meetings

4.01 Regular Meetings

Regular meetings of the Members shall occur on the first and third Thursday of each month, with the exception of the first week of January and third week of December during which no meeting will be held by reason of holidays. Regular meetings of the Members may correspond with meetings of the Board or committees of the Board.

4.02 Special Meetings

The Directors may call a special meeting of the Members. The Board must call a special meeting on written requisition of the Full Members and Life Members who together hold at least ten (10%) per cent of votes that may be cast at the meeting sought to be held within twenty one (21) days after receiving the requisition unless the *Act* provides otherwise.

4.03 Notice

Subject to the *Act*, not less than ten (10) and not more than fifty (50) days written notice of any annual or special Members' meeting shall be given in the manner specified in the *Act* to each Member, each Director and to the auditor or person appointed to conduct a review engagement of the Corporation. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken, and state the text of any special resolution to be submitted to the meeting.

4.04 Quorum

A quorum for the transaction of business at a Members' meeting is a majority of the Members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting. If a meeting

of Members has been adjourned due to lack of quorum on two (2) prior occasions, the meeting of the Members may proceed as if quorum was then present at such third (3rd) rescheduled meeting, subject to the Act.

4.05 Chair

The Chair shall preside at meetings of the Members. The President shall act as a Chair and preside at the applicable meeting. In the absence of the President to act as Chair, the Vice President will act in the capacity of Chair and preside at the applicable meeting. In the absence of both President and Vice President, the Treasurer or Secretary or a Member selected by the Members present at the meeting shall preside at the applicable meeting.

4.06 Member Voting Rights

- (a) Each Full Member (including Full Members who are Life Members) shall have one (1) vote. In the case of a Family Membership, voting shall be limited to one (1) member of the family.
- (b) Each Probationary Member shall have one (1) vote, when voting privileges are permitted. In the case of a Family Membership, voting shall be limited to one (1) member of the family. Probationary Members shall not be permitted to vote on:
 - (i) financial matters related to the Club (including approval of financial statements and capital expenditures);
 - (ii) admission of new Members; and
 - (iii) appointment of Officers or Directors.
- (c) Children of a Full Member or Life Member under age eighteen (18) who enjoy certain privileges of membership by reason of payment of Family Membership dues by the applicable Full Member or Life Member shall not be permitted to vote.
- (d) In the case of equality of votes cast by Members or any class of Members entitled by the Act to vote separately as a class, the Chair (as appointed under Section 4.05) shall have a second or casting vote to break such a tie.
- (e) Voting by proxy or nominee shall not be permitted.

4.07 Voting Process

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-laws provide otherwise and provided that:

- a. Each Member entitled to vote shall only be allowed to vote if attending the meeting in person, as proxy voting is not permitted;
- b. Each Members' voting rights shall be as set out in Section 4.06 above;
- c. Except as set out herein, votes shall be taken by a show of hands among all Members present and the Chair of the meeting, if a Member, shall have a vote as such;
- d. before or after a show of hands has been taken on any question, the Chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the Chair of the meeting shall direct;
- e. Membership voting for the election of Directors, admission of Probationary Members, promotion to Full Member status, termination of a Member's membership for any reason amendment of a By-law or creation of a new By-law shall be done by written ballot and not by show of hands;
- f. if there is a tie vote, the Chair of the meeting shall have a casting vote;
- g. whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the Chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

4.08 Adjournments

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Membership, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

4.09 Persons Entitled to be Present

Any person is entitled to attend a regular or annual meetings of the Members of the Club. Non-members must be invited by a Member and will be documented as a guest in the meeting minutes.

The only persons entitled to attend a special Members' meeting are the Members, the Directors, the Executive, and an auditor or the person who has been appointed to conduct a review of engagement of the Corporation, if any and any others who

are required to be present under the Act. Any non-members shall be admitted to a special meeting of the Members only if invited by the Directors.

Section 5 – Financial

5.01 Banking

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

5.02 Financial Year

The financial year of the Corporation ends on December 31 in each year or on such other date as the Board may from time to time by resolution determine.

Section 6 – Officers

6.01 Officers

The Officers forming the Executive shall be elected by the Members at the meeting of the Members held the first Thursday in November of each year. The Officers so elected shall be approved by the Directors. Officers of the Corporation are President, Vice President, Treasurer and Secretary. Prospective candidates for each position must be Full Members and nominated by a Member and such nomination seconded by another Member. Probationary Members and Full Members are entitled to nominate and second nominations of prospective Officers.

At the beginning of each term, any change in the Officers shall be updated in the official record with the Province of Ontario.

6.02 Office Held at Board's Discretion

Any Officer shall cease to hold office upon resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of:

- a. the Officer's successor being appointed at a special meeting of the Members called for such purpose,
- b. the Officer's resignation,
- c. such Officer's death,
- d. such Officer's term shall have expired; or

e. such Officer shall have been removed by a resolution of the Board.

Vacancies in any other position shall be filled in accordance with Section 2.03 with such changes as context requires.

6.03 Duties

Officers shall be responsible for the duties assigned to them by the Board and subject to the Act or restrictions imposed by the Board, they may delegate to others the performance of any or all of such duties.

6.04 Duties of the Chair

The Chair shall perform the duties described in sections 3.04 and 4.05 and such other duties as may be required by law or as the Board may determine from time to time.

6.05 Duties of the President

The President shall perform the duties described in Schedule A and such other duties as may be required by law or as the Board may determine from time to time.

6.06 Duties of the Vice-President

The Vice-President shall perform the duties described in Schedule B and such other duties as may be required by law or as the Board may determine from time to time.

6.07 Duties of the Treasurer

The Treasurer shall perform the duties described in Schedule C and such other duties as may be required by law or as the Board may determine from time to time.

6.08 Duties of the Secretary

The Secretary shall perform the duties described in Schedule D and such other duties as may be required by law or as the Board may determine from time to time.

6.09 Other Offices or Positions

In addition to the offices described above, the Board shall have the authority to create additional offices to assign the duties and responsibilities attached to such offices as the Board shall reasonably determine. The Board shall also have the

option (but not the obligation) to appoint individual Members to serve the Corporation in the capacity as described at Schedule E. Any person so appointed services entirely at the discretion of the Board.

Section 7 - Protection of Directors and Others

7.01 Protection of Directors and Officers

No Director, Officer or committee member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

1. complied with the *Act* and the Corporation's articles and By-laws; and
2. exercised their powers and discharged their duties in accordance with the *Act*

Section 8 - Conflict of Interest

8.01 Conflict of Interest

A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

Section 9 – Members

9.01 Members

Membership in the Corporation shall consist of persons interested in furthering the Corporation's purposes and who have been accepted into membership by a vote passed by a majority of the Full Members and Life Members. The number of Members is restricted to such number of Members as may be determined by a vote of the Members from time to time.

9.02 New Members

Where a person is interested in joining the Club, such a person must be recommended for membership by a Full Member (a "**Sponsor**"), must attend three (3) consecutive Club meetings and fill out the application form to become eligible for membership. The Member shall diligently assess an interested person before deciding to be a Sponsor to the interested person.

Such interested person is encouraged, but not required, to attend meetings of the Members of the Club as a guest, to be present at Club work days and competitions as a guest, and to assist in Club activities as a guest where possible. The said person and Sponsor must be present in person at the meeting of the Members during which the vote on his or her admission to membership is to occur. If there are more interested persons than membership openings at a given time, the interested persons to be voted upon for membership shall be prioritized based on length of time the interested person has been eligible for membership, at the discretion of the Executive. The first new membership vote will not occur until after the first Club work day or event, to give Members a chance to meet the interested person before voting.

The voting order for becoming a Probationary Member is chronological based on the date the membership application is submitted to an Officer. The membership application must be filled out in full prior to being submitted, including a valid Sponsor before the interested person is to be considered for Membership.

If the Officers or Directors are made aware of a serious and compelling reason for an interested person to not become a Probationary Member, the Officers shall vote among themselves about whether to proceed with the vote for the interested person to become a Probationary Member. In the event the vote is declined by majority vote, the Officers shall discuss their concerns with the Sponsor of the interested person before the meeting of the vote, in an attempt to resolve the concerns. In the event a satisfactory resolution is reached, the vote will proceed. In the event a satisfactory resolution is not reached, the vote will be declined and the interested person will be considered again at a future vote.

During the meeting of the vote for an interested person to become a Probationary Member, the interested person shall leave the meeting room and the Chair shall provide, prior to the vote, a summary of the involvement of the interested person including attendance at Club meetings and attendance at Club work days and Club events. In addition, the Chair shall provide, prior to the vote, details on any relevant

incidents or circumstances of a concerning nature to the Membership. The Sponsor of the interested person shall also provide, prior to the vote, a summary of what makes the interested person a good candidate for Membership. The interested person shall return to the meeting room after the vote is complete.

9.03 Probationary Members

To be considered as a potential Probationary Member, the person must be eighteen (18) years of age. An individual who is approved for membership will become a Probationary Member and shall remain as such for a minimum period of twelve (12) months before being eligible to be a Full Member. Restrictions on membership privileges applicable to Probationary Members are:

- (a) Probationary Members do not receive a key to the Clubgrounds but are welcome to use Club facility when accompanied by a Full Member; and
- (b) Have limited voting privileges, as outlined in Section 4.06(b).

After the twelve (12) month probationary period, a Probationary Member can be voted in as a Full Member by a vote passed by a majority of the Full Members at a meeting of the Members. In the case of there being more Probationary Members than open positions for new Full Members, the Probationary Member(s) to be considered for Full Membership shall be determined at the discretion of the Board, based on the participation and positive conduct at the Clubgrounds. Participation would include, but not limited to, attendance at meetings, assisting at Club events and work days, and assisting with maintenance and upkeep of the Clubgrounds and Club's equipment. The Board's decision to proceed with a Probationary Member being voted upon to become a Full Member must be a major vote.

Upon being approved for admission as a Full Member, the Member is required to recite the Club oath (which is set out at Schedule F) to the Members present at the meeting in which admission to Full Member is approved. The oath must be memorized by the Member prior to such meeting.

If the Sponsor of a Probationary Member can no longer sponsor the Probationary Member, because the Sponsor leaves the Club or any other reason, the Probationary Member has one year to find a replacement Sponsor to maintain the probationary status.

If the Sponsor of a Probationary Member no longer wants to sponsor the Probationary Member, the Sponsor can retract the Sponsorship and the applicable Probationary Member must find a new Sponsor.

During the period of time that the Probationary Member has no Sponsor, the Probationary Member shall maintain Membership to the Club but riding privileges at the Clubgrounds are suspended. The Officers or the Directors of the Club can call a Special Meeting to discuss the circumstances and reasons that a Sponsor has retracted the Sponsorship of the Probationary Member, and discuss any required actions, including removal of the Probationary Member from the Club.

9.04 Full Members

A Full Member is a Member of the club with no restrictions on membership privileges. A Full Member must be at least eighteen (18) years of age or older. A Full Member can only sponsor one Probationary Member at a time.

9.05 Life Members

A Life Member is a Full Member that is exempt from paying annual dues. The number of Life Members shall not be considered in any determination of the number of available membership positions. All Club membership privileges extends to the immediate family of a Life Member.

Life Members may be nominated for consideration as such by any other Member of the Club by the delivery of written submission to a Director of the Club. The Directors will form a Membership Committee to consider all nominations. The Membership Committee shall consist of two current Officers of the Corporation and three (3) to five (5) additional other Full Members who need not be Officers or Directors. The guidelines for Life Membership are at least twenty (20) years of active service in the Club and at least one (1) year serving as President of the Club, or otherwise are at the discretion of the Committee.

9.06 Guests

Guests are allowed at the Clubgrounds for spectating and socializing. A guest must be invited by a Club Member. Members that have invited guests to the Clubgrounds are responsible for all the actions of the guests, and may face disciplinary actions for any infractions committed by their guests.

Subject to the balance of this paragraph, guests are not allowed to ride at the Clubgrounds. However, guests from outside the local area are allowed to ride at the Clubgrounds when invited by a Member. The Member must be present with their guest, and permission must be granted by a member of the Executive. The number of occurrences a guest can ride is limited and determined by the Executive in their sole discretion. The local area is deemed to be the Windsor-Essex Region and the Chatham-Kent Region.

9.07 Membership Transfer and Transition

A membership in the Corporation is not transferable and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with the *Act* or the By-laws. A minor child who participates in Club activities under a Family Membership shall transition to the same Membership status (Full Membership or Probationary Membership) as the Family Membership and may qualify to pay Student Membership dues if applicable, upon reaching age eighteen (18). A person qualifies to participate in Club activities by reason of payment of Family Membership dues if the person is under the age of eighteen (18), or the person is living with the parent/guardian member and attending school on a full-time basis. Membership dues must be accompanied by a signed waiver of liability.

9.08 Membership Dues

There are three categories of membership dues: Family Dues, Single Dues and Student Dues. A Member can change their membership dues category when his or her membership is renewed as the Member's status changes. At the time of approval of this By-Law, the annual membership dues are as shown below. The dues can be changed by a vote of the Members at a regular, special or annual meeting of the Members.

- Family Membership: \$500
- Single Membership: \$400
- Student Membership: \$200
- Late Fee: \$75

Memberships are valid for each calendar year and, as such, expire at the end of each calendar year. Any updates to a member's status due to changes in personal life midway through the year will be reflected at the time of membership renewal when dues are paid. By way of example only, if a Member completes school

mid-year, resulting in a change from Student to Single, or a member gets married or has children, resulting in a change from Single to Family.

The deadline for the membership dues to be paid is April 1st of each year. If dues are not paid in full by the deadline, the Member must immediately declare his or her intentions regarding maintaining the Membership to an Officer. If the Member intends to remain a Member, the dues and an additional late fee must be paid within thirty (30) days. If the dues and late fee are not paid within thirty (30) days, the Member is removed from the Membership. A Member cannot ride at the Clubgrounds until the membership dues for the year, including any late fees, are paid in full.

9.09a Family Membership

The immediate family of a Member shall be permitted to participate in Club activities if the Member elects to pay dues at Family Membership rates. A Family Membership applies to those persons sharing the same primary residence or direct offspring of an adult Member.

Children of a Member may participate in Club activities until the child turns eighteen (18) years of age, or is over 18 years of age but attending Secondary School or Post-Secondary School on a full-time status. Any child no longer meeting such criteria shall be eligible to become a Member at the same membership level as the Member to whom he or she is related (immediate family).

9.09b Single Membership

Members who elect to pay single membership dues will not see privileges of membership extended to his or her family members.

9.09c Student Membership

Student Membership dues apply only to qualified student Members (Full Members or Probationary Members) and not to their family. To be considered a student and to pay Student Membership dues, the Member must be attending Secondary School or Post-Secondary School on a full-time basis. An apprenticeship does not qualify.

9.10 Committees

The Executive or the Directors shall have the authority, subject to the Act, to create committees from among the Members for such purposes as may be beneficial to the operation of the Club or the conduct of the Club activities.

9.11 Disciplinary Action or Termination of Membership for Cause

Subject to the Act, membership of any level can be terminated if a Member shall be in breach of the rules and regulations of the Club as determined by the Board, acting reasonably. Upon first occurrence of a breach, a member of the Executive will discuss the incident with the Member and issue a warning if necessary. Upon second occurrence of a breach, the Executive will issue a written warning. Upon third occurrence of a breach, the Member will be issued a notice of immediate termination of membership.

Subject to the Act, circumstances which may result in termination of membership include:

1. Failure to pay dues and submit signed waiver by the April 1st deadline (or such other deadline as is set out in these by-laws for a late payment) of each year;
2. Failure to contribute to a minimum of four (4) Club functions or events per year. A Club function or event would include attendance at a regular Club meetings, or participating at a work day or with execution of a Club event.
3. Violence or unsportsmen-like behavior;
4. Riding a dirt bike on the neighboring property surrounding the Clubgrounds without permission of property owner;
5. Riding a dirt bike after 11:00PM;
6. Use of illicit drugs. Use of marijuana in close proximity to minors on Clubgrounds. Use of marijuana or alcohol before operation of motorcycles or motorized equipment on Clubgrounds.
7. Willfully damaging property of the Club without repairing the damage or paying for the repair of the damage within thirty (30) days of the damage having occurred.
8. Failure to wear proper riding gear at all times when riding. Failure to wear a helmet at all times when riding.
9. Riding in the pit area or the laneway in excess of idle speed.
10. Wheelies in the pit area or the laneway.
11. Riding on any track or course at the Clubgrounds during the time when a Club race is occurring on another track or course.
12. Failure to ensure a permitted guest obeys Club rules, regulations and procedures.

Any illegal, fraudulent or unethical actions by a Member, Officer or Director including misappropriation or misuse/abuse of Club resources and finances will result in immediate termination of membership in the sole discretion of the Officers or Directors.

All Probationary Members and Full Members shall assist with Club Race Event Duties at a least one Club race events per race season. Race Event Duties are track marshal ("flagger"), operator of starting gate, lap scorer or attendant in the cook shack. In the event the Member is unable to attend a Club race event, or is unable to perform Race Event Duties due to the Member participating in the race or the Member's child or other family member participating in the race, the Member shall arrange a designate to perform the Race Event Duties in the Member's place. Sign-up sheets will be provided for Members to select a race event to perform the Race Event Duties. Failure by the Member or the Member's designate to perform the Race Event Duties will result in the Member being suspended from riding at the Clubgrounds until the Member or the Member's designate performs Race Event Duties at another Club Race Event. At the end of the race season, if the Member or the Member's designate have not performed the Race Event Duties, the duties shall be performed the following race season in addition to the requirements of the following season. Failure of the Member or the Member's designate to perform Club Race Events Duties for two (2) consecutive race seasons could result in the Member's Membership being terminated, at the discretion of the Officers.

The Clubgrounds is not to be treated as a seasonal campground or storage facility for camper trailers. Camping is allowed at the Clubgrounds on a short-term basis. Camper trailers can not be left at the Clubgrounds for longer than one (1) week unless previously approved by the Officers or Directors. Any camper trailers left at the Clubgrounds for an extended period of time will be towed at the owner's expense.

Section 10 – Notices

10.01 Service

Any notice required to be sent to any Member or to the auditor or person who has been appointed to conduct a review engagement of the Corporation shall be delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member at the Member's latest address as shown in the records of the Corporation; and to such Director at his or her latest address as shown in the records of the Corporation or in the most recent notice or return filed under

the *Corporations Information Act*, whichever is the more current; and to the auditor or the person who has been appointed to conduct a review engagement at its business address; provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

10.02 Error or Omission in Giving Notice

The accidental omission to give any notice to any Member, Director, Officer, member of a committee or auditor or person conducting a review engagement, if any, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

Section 11 - Adoption and Amendment of By-laws

11.01 Amendments to By-laws

The Board may from time to time in accordance with the *Act* call a special meeting to discuss the by-laws with intent to amend or repeal and replace this By-law. Any changes to this By-law will only be implemented after being put to a secret-ballot vote and agreed to by a minimum of 50% of votes. By-law meetings can be held through video conferencing (such as Zoom or Teams) and voting can be done through email ballots, if participation of in-person meetings is below 50% of membership. If three (3) By-Law meetings are held and the minimum 50% Membership attendance is not met, the By-Law vote can proceed with those in attendance at the third meeting.

Schedule A

Position Description of the President

Role Statement

The President shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The President shall be a Director and Member. The President shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation.

Responsibilities

- Acts as Chair at Club meetings and ensures meetings are effective and efficient.
- Collaborates with Executive to review list of individuals interested in becoming Probationary Members and evaluate suitability to be voted upon for Probationary Membership.
- Collaborates with Executive to review list of Probationary Members and evaluate suitability to be voted upon for Full Membership.
- Collaborates with Executive to review any disciplinary action required in respect of Members including and up to termination of membership.
- Collaborates with Executive (or Directors if deemed necessary) to resolve any unforeseen issue or situations that are considered unusual in nature and outside normal Club operations.

Schedule B

Position Description of the Vice-President

Role Statement

If appointed, the Vice-President shall work collaboratively with the other members of the Executive, and the Directors to implement the strategic plans and policies of the Corporation.

Responsibilities

- In the absence of the President, acts as Chair of Club meetings and ensures meetings are effective and efficient.
- Collaborates with Executive to review list of individuals interested in becoming Probationary Members and evaluate suitability to be voted upon for Probationary Membership.
- Collaborates with Executive to review list of Probationary Members and evaluate suitability to be voted upon for Full Membership.
- Collaborates with Executive to review any disciplinary action required in respect of Members including and up to termination of Membership against inappropriate behavior of Club members.
- Collaborates with Executive (or Directors if deemed necessary) to resolve any unforeseen issue or situations that are considered unusual in nature and outside normal Club operations.

Schedule C

Position Description of the Treasurer

Role Statement

If appointed, the Treasurer works collaboratively as part of the Executive to assist the Board to fulfill its fiduciary responsibilities. The same person may hold the offices of Secretary and Treasurer, if desired by the Board.

Responsibilities

Custody of Funds

The Treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Directors and Executive whenever required, an accounting of all the transactions and a statement of the financial position, of the Corporation. The Treasurer shall also perform such other duties from time to time be determined by the Board.

Financial Statement

Present to the Members at the bi-monthly club meetings a verbal summary of income and expenses incurred since the last meeting. Present to the Members at an annual meeting as part of the annual report, the financial statements of the Corporation approved by the Board together with the report of the auditor or the person who conducted the review engagement, as the case may be.

Schedule D

Position Description of the Secretary

Role Statement

If appointed, the Secretary works collaboratively as part of the Executive to support the Board in fulfilling its fiduciary responsibilities. The same person may hold the offices of Secretary and Treasurer, if desired by the Board.

Responsibilities

Document Management

Keep a roll of the names and addresses of the Members. Ensure the proper recording and maintenance of minutes of all meetings of the Corporation. Have custody of all minute books, documents, registers and the seal of the Corporation (if applicable) and ensure that they are maintained as required by law.

Meetings

Give such notice as required by the By-Laws of all meetings of the Corporation, the Board and Board committees. Attend all meetings of the Corporation, the Board and Board committees.

Schedule E

Road Captain:

If appointed, the Road Captain plans and controls all Club road runs, including lay out of course and formations, lead the group and set the pace.

Referee:

If appointed, the Referee collaborates with the event organizer to plan and control all Club competitions.

Assistant Referee:

If appointed, the Assistant Referee assists the Referee in any way possible and acts as the primary Referee for any Club competitions in the absence of the Referee.

Equipment Manager:

If appointed, the Equipment Manager oversees the maintenance and upkeep of the Club's equipment such as tractors, bulldozer, etc., and makes any repairs himself or delegates the repairs.

Schedule F

Club Oath

I, <name of member>, promise to maintain the regulations and constitution enforced by the Erie Ramblers Motorcycle Club. Furthermore, I will endeavor to promote and encourage the sport of motorcycling with due respect of life, limb and property of my fellow man. All this I will pursue to the best of my avail.