



## **PCBPA Constitution Windsor, Ontario 1998**

### **1. NAME**

This Association shall be known as. "The Polish and Canadian Business and Professional Association of Windsor".

### **2. OBJECTIVES**

To support and promote Polish-Canadian Business development within the community.

To create and maintain a strong Polish-Canadian business lobby

To support educational, charitable and cultural activities of the Polish –Canadian community

### **3. CHIEF OFFICE**

The chief office of the Association shall be in the City of Windsor, in the County of Essex and Province of Ontario.

### **4. MEMBERSHIP**

The membership of the Association shall consist of:

Members

Candidates for membership must be sponsored by one member in good standing, and the candidature of the new member must be approved by the Executive.

### **5. PENALTIES**

(a) Members who have not paid their annual subscription for the current fiscal year by October 31 shall not be members in good standing That is, they will not receive notices of meetings nor will they be allowed the floor at a business meeting;

(b) Members shall have their names removed from the membership roll if their annual subscriptions are not paid by December 31.

## **6. REMOVAL AND RESIGNATION OF MEMBERS**

(a) The Board of Directors by a vote of four (4) of its membership at any of its meetings and only after the member is given a hearing by the Board of Directors, may remove from the membership roll the name of any member whose conduct or attendance has been considered to be unsatisfactory.

(b) Any member may withdraw from the Association by notifying the Secretary provided his subscriptions are paid up and he or she is not otherwise in debt to the Association.

## **7. SUBSCRIPTIONS**

The annual subscription shall be established by a majority vote of the General Assembly. This shall be payable by the fall general meeting for the fiscal year then commencing.

## **8. FISCAL YEAR**

The termination of the fiscal year of the Association shall be Mar 31st in each year.

## **9. MANAGEMENT OF THE ASSOCIATION**

(a) The affairs of the business of the Association shall be managed and controlled by an elected board to be called the Board of Directors subject to the provisions of the bylaws;

(b) The Directors shall be elected for a two year term by the majority of the members present at the Annual General Meeting, or by such methods as may be approved by the General Assembly.

(c) The Board of Directors at any one time to have the power of spending up the amount approved at the annual meeting.

(d) A vacancy occurring on the Board of Directors shall be filled by a majority vote of the Board at any regular meeting from a list of nominees submitted by the Nominating Committee. The director so elected shall complete the term of office of the former occupant of the vacancy.

(e) The Board of Directors may appoint an Executive Director, as required to carry on the affairs of the Association and shall fix his duties, privileges and compensation. The Executive Director shall be a non-voting member of the Board of Directors.

## **10. OFFICERS**

(a) The officers of the Association shall consist of:

- President
- Vice-President
- Secretary
- Treasurer

(b) Any two of these shall sign all written contracts and obligations of the Association or give power of attorney as the Board of Directors may direct for the signing of such documents;

(c) Give due notice of all meetings of the Board of Directors, and of the Association, and to attend the same;

(d) Keep adequate minutes of the proceedings of the general and special meetings and also those of the Board of Directors;

(e) Give immediate notice to officers and committees of all votes, orders, resolutions and proceedings affecting them or pertaining to their respective duties;

(f) Keep the membership roll of the Association;

(g) Have charge of the Seal of the Association, records and general archives except so far as they may be placed in charge of others by the Board of Directors;

(h) The Board of Directors may relieve the Secretary of his or her assistants of any of their duties and may direct the performance of such duties by any person appointed by the Board.

## **11. TREASURER**

The Treasurer shall:

(a) Have charge of all deeds, contracts, bonds, certificates, securities and documents of title belonging to the Association;

(b) Collect all dues or subscriptions to the Association and keep the funds of the Association safely deposited in a credit union or chartered bank approved by the Board of Directors. Funds so deposited may be drawn out on the authorization of the Board of Directors by cheque of the Treasurer or by such other officers as may be designated by the Board of Directors and authorized to sign cheques in case of the absence or incapacity of the Treasurer;

(c) Report periodically, to the Board of Directors or as it shall require on the collection and disbursements of the Association and he or she shall have the books and accounts of the Association prepared for the first day of July in each year and at such other times as the Board of Directors may desire;

(d) Shall prepare and distribute a financial statement for his or her completed term at the July meeting of the next fiscal year to all members present

## **12. BOARD OF DIRECTORS**

(a) The Board of Directors shall consist of the President, Vice-President, Secretary, Treasurer and two (2) other members elected at the Annual General Meeting, along with the Immediate Past President. Three or more shall constitute a quorum;

(b) The Board of Directors shall have the control and management of the affairs, property and funds of the Association. It shall exercise all the powers authorized by the Constitution and By-laws.

## **13. STANDING COMMITTEES**

As soon as practical after the Annual Meeting, the Board of Directors shall appoint:

(a) Membership Committee;

(b) Nominating Committee.

## **14. MEETINGS**

(a) The Annual General Meeting shall be held in Windsor, Ontario, in the spring of each year. One-third (1/3) of the membership shall constitute a legal quorum;

(b) Special meetings may be ordered by the Board of Directors and called by the President and one-quarter (1/4) of the membership shall constitute a legal quorum;

(c) Regular meetings of the Board of Directors are to be held as needed and called by the president.

## **15. NOTICE OF MEETING**

The Secretary shall send notice of all meetings of members or of the Board of Directors to each member at least four (4) days before the date of the meeting. No public notice shall be required. Notices of Special General Meetings shall specify the matters proposed to be dealt with at such meetings.

## **16. BOOKS**

The Association shall cause a book or books to be kept by the Secretary wherein shall be recorded:

- (a) The names alphabetically arranged of all the members of the Association with their addresses and the dates at which they became or ceased to be members;
- (b) Minutes of all proceedings at meetings of the members and of the directors and of any standing or special committees.

## **17. RULES OF ORDER**

The fundamental principles of British parliamentary rules of procedure shall govern the proceedings of the Association, its Board of Directors and Committees as far as they may be applicable without coming in conflict with the Constitution and By-laws. Guests may have the floor only at the discretion of the Chairman.

## **18. AMENDMENTS**

In order to amend the Constitution and By-laws at any General Meeting the presence of two-thirds (2/3) of the membership shall be required for a quorum. Two-thirds (2/3) of the members present must vote in favour of said amendment for it to carry. The proposed amendments must be reported by the Board of Directors and notice must be given to all members not less than fifteen (15) days before the meeting.