



Club Bylaws for the PROBUS CLUB OF Whitby Brooklin

**Date of Management Committee Vote on Amended Bylaws: 01/22/2020
NEXT Bylaw review scheduled 01/22/2023 (every 3 years)**

PREAMBLE

Whitby Brooklin PROBUS is a Member of PROBUS CANADA, a Local, National Association of Retired and Semi Retired People who come together in Non- Political, Non-Sectarian, Non-Profit, Autonomous Clubs which provide regular opportunities for Members to meet others in similar circumstances, with similar levels of interest, make new friends and maintain and expand their interests.

AIMS AND OBJECTIVES

Because many of its members may already be active in service to the community, the activities of the club shall be directed solely towards acquaintance, fellowship and learning.

- a. The Club shall not be competitive with any other organization***
- b. The Club shall be non-political and non-sectarian***
- c. the Club shall not be, nor appear to be, a fund raising or service Club.***

Bylaw No. 1 - Territory

Membership in the Club shall be primarily, but not necessarily, from the area of Whitby Brooklin and Durham Region of Ontario.

Bylaw No. 2 - Membership

2-1. Membership in the Club is open to retired and semi retired people of all genders.

2-2. An application for membership, once accepted, will require a one-time non-refundable initiation fee and an annual membership fee. The Club Management Committee will review the fee structure periodically and may make adjustments based on the financial circumstances of the Club. Depending on the time of year a new member is accepted, the annual membership fee may be prorated at the discretion of the Management Committee, to be determined at the time of the application. Existing members who are renewing their membership must pay the full annual fee. Partial-year renewals are not permitted.

2-3. Membership may be held in more than one PROBUS club. When a membership waiting list exists and an opening occurs in the Club, priority shall be given to an applicant who is not already a member of a PROBUS club.

2-4. Any membership caps are to be determined by the Management Committee.

2-4.1 NEW membership applicants may be approved by the Membership Chair, subject to the membership guidelines established in advance by the Management Committee.

The Committee is to be updated on member application status and membership totals at each monthly meeting.

2.4.2 Sponsorship is at the discretion of the Membership Chair, as some applicants have had no previous contacts within PROBUS and should not be precluded for that reason.

2-5. Annual membership fees are payable by August 31st. of each year

2-6. The Management Committee may terminate the membership of any member who fails to pay the annual membership by the August 31st. renewal date. That member, if wishing to renew, will be prioritised AFTER any new applicants.

NOTE: THE MEMBERSHIP WILL BE ADVISED OF THE RENEWAL DATE FOR MULTIPLE MONTHS PRIOR TO THE AUGUST 31ST. DATE, THUS LEAVING NO REASON TO REQUIRE AN EXTENSION.

2-7. Honorary Membership may be conferred on a distinguished position (e.g. Mayor) by a majority vote of the Management Committee. An Honorary Member shall not be required to pay the annual membership fee and such membership will permit them to attend general meetings and Social Events only.

The President will announce the recipient of Honorary Membership at a subsequent General Meeting with the recipient present to accept.

No more than 2% of the membership shall be Honorary Members at any given time.

NOTE: Such memberships are not to be included in the Membership count for "cap" management.

2-8. Life Membership may be conferred on a member by a majority vote of the Management Committee. The purpose of conferring a Life Membership is to recognize a Club member who has rendered outstanding service to the Club. A Life Member shall not be required to pay the annual membership fee and shall enjoy all privileges of membership.

The President will announce the recipient of a Lifetime Membership at a subsequent General Meeting with the recipient present to accept.

No more than 2% of the membership may be Life Members at any given time.

NOTE: Such memberships are not to be included in the Membership count for “cap” management.

2-9. If in the opinion of, and after due consideration by, the Club's Management Committee, a member who has conducted themselves in such a manner as to bring discredit on the Club or on PROBUS Canada or causes serious discord within the Club membership, the Management Committee shall endeavour to discuss and favourably resolve the issue with the member. Should such discussion be unsuccessful, the member may be asked by the President to resign. Should the member not resign, the Management Committee, by majority vote, may choose to not accept the renewal of the membership of the member for the following and any subsequent year(s) and shall return any Club membership renewal fees paid by or on behalf of the member for any period for which the member's membership in the Club has not been in effect.

2-10. A person must be a PROBUS member to participate in any of the Club's interest groups.

Bylaw No. 3 - Management Committee

3-1. The Management Committee shall consist of members of the Club in good standing elected by the Club membership or, in the case of an interim vacancy on the Committee, appointed by the Management Committee with the exception of non-voting members of the Committee as provided in Bylaw 3-8. The Management Committee shall manage the day to day and strategic operations of the Club including, but not limited to, financial and membership activities.

3.1.1 Management Committee meetings are to be held on the second Thursday following each General Meeting unless otherwise scheduled in special circumstances by the Management Committee.

3-2. The Management Committee shall consist, at a minimum, of the following six positions:

- President
- Vice President
- Secretary
- Treasurer
- Past President
- Membership Chairperson

3-3. The Management Committee may have more positions, at the discretion of the Committee, but not fewer than the six positions outlined in Bylaw 3-2. The Management Committee shall set staggered terms for each management position such that no greater than 60% of the Management Committee position terms will expire in any single year.

3.3.1 Term limits shall be applied such that all officers of the Management Committee shall be appointed for a term not exceeding three years.

3.3.2 Term extensions beyond the Maximum shall be only given where the nominations process has failed to produce a candidate for a given position and the existing incumbent is willing to continue. When that occurs,

the extension will be for a period of one year and the position reoffered to the Membership the following year.

3-4. Each member on the Management Committee, including the President, has one vote on the Committee with the exception that when two or more individuals occupy a Management Committee position (such as co-chairs for a position), only one such individual, as determined by those individuals occupying the position, shall exercise a vote on the Committee and count toward a Committee quorum.

3.4.1 In the event of a tied vote the motion will be considered to have “failed”.

3-5. In the event a Management Committee member occupies more than one Committee position, only one such position shall be counted when determining a quorum for the Committee, and the member shall not exercise more than one vote on the Management Committee.

3-6. The voting quorum at a Management Committee meeting shall be 50% plus one of the Committee

3-7. At the discretion of the Management Committee in any instance, Committee voting may be by open voting or by secret ballot, and votes by Management Committee members may be cast by telephone during the meeting and any such vote shall be reflected in the quorum present for that vote.

3-8. For the purpose of advising the Committee, the Management Committee may appoint Club members as non-voting members of the Committee (or to subcommittees of the Committee) and for terms determined at the discretion of the Management Committee. Such appointments do not require a vote by the Club membership and individuals appointed to such non-voting roles do not exercise any authority on behalf of the Management Committee or Club. Such positions do not count toward a quorum of the Management Committee.

3-9. The President, or designate, shall preside at all meetings of the Management Committee and all General Meetings of the Club and shall be the principal executive officer of the Club charged with generally overseeing the business and affairs of the Club.

3-10. The Vice President or designate, shall perform the duties of the President in the absence of the President.

3-11. The Secretary shall be responsible for recording and archiving all minutes of the Management Committee meetings and General Meetings and archiving all material correspondence and material records of the Club.

3-12. The Treasurer shall maintain and manage all financial records of the Club and provide monthly financial statements to the Management Committee and annually to the Club membership, and all material financial records shall be passed on to the successor Treasurer.

3-13. The Membership Chairperson shall be responsible for the Club membership roll which shall include Club members' names, postal and email addresses, telephone numbers and other information that the Management Committee may determine is necessary. The Membership Chairperson, on behalf of the

Management Committee, shall also be responsible for managing the privacy of information requirements related to the membership roll.

3.13.1 Club members must share sufficient information with Event and Activity Leadership such that they can communicate easily on scheduling and organising Club activities.

3.13.2 Members must be made aware that they may exclude themselves from receiving internal communications such as Newsletters or “blasts” should they wish for their contact information to be withheld.

3-14. The membership roll shall be distributed to the members at a frequency determined by the Management Committee, but at a minimum once annually.

The membership roll shall not be used for commercial purposes.

Bylaw No. 4 - Election of Management Committee Members

4-1. Appointments to vacant positions on the Management Committee shall be made by means of a majority vote of the attending Club membership at a General Meeting, provided such attending membership constitutes at least 25% of the TOTAL membership. This is a quorum as defined in the Club bylaws and except as provided in Bylaw 4-7.

The exception to this rule is that the VP is selected by the Management Committee and expected to assume the Presidents position, having gained the necessary experience of club operations.

4-2. A Nominating Committee consisting of the President, Past President (or other Management Committee member as determined by the Committee) and a Club member in “good standing” and not on the Management Committee, selected by the Management Committee, shall present to the monthly General Meeting, that occurs immediately prior to the Annual General Meeting of the Club, a slate of candidates for consideration for Management Committee positions that shall be vacant on the date of the Annual General Meeting. The President shall also advise the membership at that General Meeting of the process for acceptance of any further nominations. The slate of candidates and the nomination process shall also be communicated by means, to be selected by the Management Committee, of an email to the membership and/or an announcement in the Club newsletter and/or an announcement on the Club website, at least 28 days before the Annual General Meeting.

4-3. Any further nominations (with nominee’s prior consent to stand) shall be conveyed to the Nominating Committee at least twenty-one (21) days prior to the Annual General Meeting and communicated by the Nominating Committee to the Club membership by means, to be selected by the Management Committee, of an email to the membership and/or an announcement in the Club newsletter and/or an announcement on the Club website, at least fourteen (14) days prior to the Annual General Meeting. No nominations shall be considered and presented to the membership that are not received by the Nominating Committee at least twenty-one (21) days prior to the Annual General Meeting.

4-4. When an election by the membership is required at a General Meeting, voting for candidates, where there is no opposing candidate for any Management Committee position for which a respective candidate is being considered, may be voted on by the membership by acclamation for the slate of all such candidates. Voting for candidates where there are two or more candidates running for a Management Committee position

shall be by “secret” ballot” of members in attendance, with a majority of votes cast signifying a Yes vote for the candidate to whom those votes apply.

4-5. All terms of Management Committee positions shall commence at the start of the fiscal year, September 1st and will conclude on August 31st of the year in which their term expires. The term of any candidate elected or appointed to a Management Committee position intra-term shall terminate on the same date as the original term being filled.

4-6. No Management Committee member shall serve more than 12 consecutive years on the Management Committee. (where the maximum term of 3 years has been met for each position. i.e. Chair/VP/President/Past President)

4-7. Should a Management Committee position become vacant prior to the termination date of the position term, the Management Committee may appoint a Club member to serve out the remainder of the term of that position.

4-8. Under no circumstances shall the number of Management Committee members appointed by the Management Committee to fill interim vacant Committee positions exceed one-half (1/2) of the occupied Management Committee positions and one-half (1/2) of the Club officers at the time any such appointments are made.

Bylaw No. 5 - Club Officers

5-1. Designated and appropriate officers of the Club shall have the sole authority on behalf of the Club to sign financial instruments (cash disbursements, cheques, credit/loan provisions, etc.) and material contracts and to open, close or move Club financial accounts.

5-2. The officers of the Club must be members of the Management Committee and occupy one or more of the following positions on the Committee:

- President
- Vice President
- Treasurer
- Secretary
- Past President
- Any other position considered essential to the effective operation of the Club and as recommended by the Management Committee and approved by the membership.

5-3. The exercise of officers’ authority in any instance shall be evidenced at the time by the signature of two of the current officers of the Club who are not the same individual and must have the approval of the Management Committee where such approval has not been previously delegated to the officers.

5-4. At no time may the Club have fewer than three officers in place, none of whom shall be the same person.

5.4.1 It is permissible and recommended that as many Management Committee positions as possible have Co-Chairs which provides continuity and back up throughout the year.

NOTE: only one vote per “position” is permitted for any motion.

Bylaw No. 6 - General Meetings

6-1. The Annual General Meeting of the Club membership shall be held on the regular scheduled meeting date as determined by the Clubs fiscal year end.

6-2. General Meetings of the Club membership shall be held on the Fourth Wednesday of each month at 10:00 am (*or club chosen time*) at the designated venue or as determined by the Management Committee.

6-3. The *quorum* for voting at any General Meeting shall be 25% of the TOTAL club membership.

6-4. Any notice of motion, originating from the Management Committee, for which the Club membership shall be requested to vote, will be communicated by the President to the total membership at least one month prior to the General Meeting, at which the motion is to be considered and voted upon. Such notice shall also be communicated by means, to be selected by the Management Committee, of an email to the membership and/or an announcement in the Club newsletter and/or an announcement on the Club website, at least fourteen (14) days prior to the General Meeting in which the motion is to be considered by the membership.

Bylaw No. 7 - Financial

7-1. The Treasurer shall receive, record, and deposit all funds of the Club in a financial institution approved by the Management Committee.

7-2. An annual financial review of the Club's financial accounts, transactions and material financial commitments shall be conducted after the year end August 31st close of business. This is to assure the membership of the integrity of the club finances. The review is to be first submitted to the Management Committee for the preparation of their response, and as soon as possible presented to the membership.

7-3. The annual financial review shall be conducted by either a qualified member of the Club who is not a member of the Management Committee; a qualified member of another PROBUS club; or a qualified member of the public. A "qualified" individual is considered someone with substantial experience in maintaining and reviewing financial accounting records and transactions.

7-4. The Treasurer shall present financial highlights to the membership twice a year at the General Membership meeting.

Bylaw No. 8 - Profitability

8-1. Club activities are to be budgeted to break even. Exceptions to this can only be where organisers have anticipated a deficit (i.e. common for the Christmas Party) and obtained Management Committee approval in advance.

Where an unplanned deficit occurs, the Treasurer must bring this to the Management Committee as soon as possible in order for them to address appropriately.

8-2. The Club may advance funds, with approval of the Management Committee, when prepayment of expenses is required, prior to collection of funds from Club members. Such advances shall be repaid to the Club.

8-3. An individual member of the Club must not gain from a discount, commission, gratuity or other benefit arising from a Club activity other than in exceptional circumstances at the discretion and with the specific approval of the Management Committee.

8.3.1 Discounts must be passed on to the Membership in some visible form.

8.3.2 Sponsorship will not be sought or accepted if offered

8.3.3 Acceptable external financial support would be where Government or Companies offer the use of their facilities through Grants, Meeting Rooms or Equipment etc. that have NO bearing on the Products or Services provided to the Public by those entities.

Bylaw No. 9 - Assets

9-1. Assets of the Club (e.g. funds, supplies, equipment, purchased services, brand, website, email accounts, newsletter) shall be used solely for the direct purposes of Club business and activities. Any Club assets in the possession of a Management Committee member whose term has expired shall be immediately conveyed to the successor for the position that person held on the Committee or to the President.

9.2 – The treasurer must retain a record of the location and value of club assets, (i.e. Projector, Screens) as these are part of the financial reports for depreciation.

Bylaw No. 10 - Amendment

10-1. Any bylaw may be amended by a successful motion, voted on by the Management Committee.

10-1- 1 The Club Bylaws, following each three- year overall review, are to be updated on the web site and members given 30 days to propose revisions/express concerns, in writing/email, to the President. The Management Committee shall consider such proposals and provide a response to submitting members.

10-2. The Club's by-laws must be consistent with the "Standard Constitution for Local PROBUS Clubs (Canada)".

10-3. The Club's bylaws shall be reviewed for possible amendments every three years or sooner if deemed necessary by the Management Committee.

10-4. When "Standard Constitution for Local PROBUS Clubs (Canada)" updates are published by PROBUS Canada, the PROBUS Club of Whitby Brooklin shall adopt them as being the current constitution version followed.

10-5. The President shall review the “Standard Constitution for Local PROBUS Clubs (Canada)” with the Management Committee within 90 days of formal issuance of revisions to that document to determine any impact such revisions may have on the operations and/or bylaws of the Club.

10-6. The Club President will send a complete copy of the Club’s bylaws to PROBUS Canada following each scheduled overall review, if such bylaws are amended.

The next Bylaw review is scheduled for approximately January 2023