

## **BYLAWS**

### **PROBUS CLUB OF DURHAM WEST**

#### **I. TERRITORY**

1. Membership of this Club shall primarily be from, but not exclusive to, the area of Durham West.

#### **II. MEMBERSHIP**

1. Application or reapplication for membership will require a non-refundable initiation fee plus the current annual membership fee (or 50% of the current annual fee after July 1<sup>st</sup>). The annual fee for the next year will be established prior to January 1<sup>st</sup>.
2. Annual membership fees are payable on January 1st for the ensuing 12 months. Membership may lapse for any member who fails to pay the annual renewal fee by January 31<sup>st</sup>.
3. Upon acceptance by the Club, a new member will be presented with a name badge, along with a copy of the constitution and current bylaws by the President or designate.
4. A membership list will not be posted on the Club's public website. All information on the membership list must not be used for commercial purposes.
5. If in the opinion of, and after due consideration by the Club's Management Committee, a member who has conducted himself/herself in such a manner as to bring discredit on the organization or cause discord within the 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.

#### **III. MANAGEMENT COMMITTEE**

1. The club will be managed by a Management Committee comprising of a President, Vice-President (also President Elect), Secretary, Treasurer, Speakers Chair, Social Chair, Membership Chair, Newsletter Chair, House Chair, Group Activities Coordinator, Webmaster and Immediate Past President.

2. The Management Committee shall aim to 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. For the purpose of advising the Committee, the Management Committee may appoint Club members as non-voting members of the Committee (or to subcommittees) for terms determined at the discretion of the Management Committee. These members could be called "Members at Large".
4. Each member on the Management Committee has one vote with the exception that when two or more individuals occupy a Management Committee position, they shall have a single vote. If a member occupies more than one position, only one such position shall be counted when determining a quorum.
5. A casual vacancy shall be filled by the Management Committee, to be effective until the next election. The Management Committee may add and fill a new Chair, to meet an unanticipated requirement, until the next election.
6. Management Committee voting may be cast by mechanisms established by the committee. Any such vote shall be reflected in the quorum present for that vote.
7. The President (or designate) shall preside over all monthly meetings of the Management Committee and the General Membership Club.
8. The Vice President shall perform the duties of the President in the absence of the President
9. The Secretary shall be responsible for recording and archiving all minutes of Management Committee and General meetings, and archiving of all material/correspondence of the club for a duration of seven years.
10. The Treasurer shall receive, record and deposit all funds of the Club in a financial institution approved by the Management Committee, maintain and control all financial records of the Club and provide financial statements to the Management Committee and annual statements to the Club membership at the Annual General Meeting.
11. The Membership Chair shall be responsible for the Club membership roster, which shall include Club members' names, postal and email addresses, telephone numbers and other information that the Management Committee may determine is necessary. Membership records will be held while managing the privacy of information.
12. The Management Committee may approve co-sponsoring with the Town of Ajax and open Club's activity to non-members.

#### **IV. ELECTION OF MANAGEMENT COMMITTEE MEMBERS**

1. A nominating committee, comprising the President-Elect and two Past Presidents, or members in good standing, shall present to the General Meeting, prior to the Annual General Meeting, a slate of candidates for election to the Management Committee.
2. Any further nominations (with prior consent to stand) shall be conveyed to the Nominating Committee at least 14 days prior to the Annual General Meeting.
3. A returning officer and a scrutinizer, neither of whom are candidates for election, shall be appointed by the presiding officer before the election begins.
4. Required voting will be by a show of hands if only one person standing for election and a ballot will be required if more than one person standing for an elected position.
5. The Vice President and President shall serve one year in each position. The Past President may serve up to one year at their discretion. All other members of the Management Committee shall serve a minimum of one year but are eligible for re-election to the position they hold for a maximum of three years.
6. All members are eligible for election to a different position following of their term, with the proviso that they are not on the Management Committee for more than six consecutive years. Extensions beyond six years of someone standing for election to the Management Committee can be given by the Management Committee by a majority vote.
7. Having left the Management Committee after serving for three years or more, Club members shall not be re-elected to a position on the Management Committee unless one year has elapsed from the time, they last served on the Management Committee.

#### **V. MEETINGS**

1. The Annual General Meeting of the Club shall be held on the meeting day of January each year, for election of the Management Committee and the appointing of an auditor.
2. Except as circumstances may dictate, the General meeting of the club shall be held on the second Thursday of each month beginning by 10:00 A.M., with the program of business, a lengthy friendship period and a speaker, to close at approximately noon at the designated venue.
3. A quorum at all General Meetings for voting is 25% of the membership and may be reached by alternative methods.

4. Meetings of the Management Committee will be monthly. A quorum for voting is 50% of the Management Committee and may be reached by alternative methods.

## **VI. FINANCIAL**

1. The financial year of the club shall begin on January 1<sup>st</sup>.
2. Club Group Liability Insurance shall be paid annually to PROBUS CANADA with a contribution for PROBUS CANADA costs of service to existing Clubs, to be paid upon billing by PROBUS CANADA.
3. The Treasurer shall receive, record and deposit all funds of the club in a financial institution approved by the Management Committee. Signing officers shall be any two of the President, Vice President, Past President, Treasurer, and Secretary.
4. An annual financial review shall be conducted and a report presented to the Annual General Meeting of the Club by someone who is *qualified and* not a member of the Management Committee.
5. Two bank accounts will be maintained by the Treasurer, one for the direct purpose of Club business and one for the advancement of funds when prepayment of events or activities is required prior to collection of funds from members.

## **VII. PROFITABILITY**

1. Club activities are to be budgeted to break even.
2. An individual member of the Club must not gain from a discount, commission, gratuity or other benefit arising from a Club activity.
3. No member shall solicit or advertise non-PROBUS items at Club meetings, social events, in the newsletter or by PROBUS email. Only if an item is presented to the Management Committee in writing and approved by the Management Committee can it be presented to the membership.
4. Assets of the Club shall be used solely for the direct purposes of Club business and activities.

## **VIII. AMENDMENTS TO BYLAWS**

1. When Standard Constitution for PROBUS Clubs updates are published by PROBUS CANADA, the Club shall adopt them as being the current constitution

version to be followed. The President shall review the Standard Constitution for PROBUS Clubs 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. The Club's bylaws must be consistent with the Standard Constitution for PROBUS Clubs.

2. The Club's bylaws will be reviewed by the Management Committee at least once in two years and amended, if deemed necessary. The bylaw will be reviewed also if requested by a general member and a motion to this effect is approved at a General Meeting.
3. Any bylaw may be amended by a motion receiving approval by two-thirds (2/3) majority of the members present and voting at a General Meeting, provided that such meeting has a quorum and provided that Notice of the Motion has been given.
4. Once endorsed by the Management Committee, any amendment(s) will be made as follows:
  - a) Notice of Motion regarding amendment of the bylaw(s) must be presented in writing to the general membership without discussion. This can be read, written or electronically sent to the membership.
  - b) At the following General Meeting, the actual Motions are to be presented, seconded, discussed and voted by hand and/or by proxy for members not in attendance at this General Meeting.

***Bylaws Approved by Membership: September 8, 2022***