

(DRAFT) BYLAWS – THE PROBUS CLUB of COLLINGWOOD

July 2023

I. TERRITORY

1. Membership in the Probus Club of Collingwood, hereafter referred to as the “Club”, shall be primarily but not limited to residents of the Georgian Triangle and immediate surrounding communities if not represented by a PROBUS Club, or an additional Club if an existing Club has exceeded membership capacity.

II. MEMBERSHIP

1. Membership in the Club is open to men only.
2. An application for membership, once accepted, will require a one-time non-refundable initiation fee of \$15.00 and members will pay an annual membership fee of \$60.00. 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. Existing members who are renewing their membership must pay the full annual fee. Partial-year renewals are not permitted.
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.
4. Any membership caps are to be determined by the Management Committee.
5. Annual membership fees are payable by June 30 of each year.
6. The Management Committee may terminate the membership of any member who fails to pay the annual membership renewal fee.
7. Honorary Membership may be conferred on a person by a majority of members voting at a General Meeting of the membership provided a quorum of members, as defined in Bylaw VI.3, exists at the meeting. An Honorary Member shall not be required to pay the annual membership fee and shall enjoy all privileges of membership except voting and election to office. No more than 2% of the membership shall be Honorary Members at any given time.
8. Life Membership may be conferred on a member by a majority of Club members voting at a General Meeting of the Club membership provided a quorum of members, as defined in Bylaw VI.3, exists at the meeting. 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. No more than 2% of the membership may be Life Members at any given time.

9. The Club membership roster may be distributed to the members as determined by the Management Committee. The membership roster shall not be used for commercial purposes.
10. If in the opinion of, and after due consideration by, the Club's Management Committee, a member who has conducted himself 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 or a designated member of the Management Committee, 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 Management Committee shall consist of members of the Club in good standing and include the Club Executive (see Bylaw V.2.) and one or more chairmen of operation committees appointed by the Executive, including a Membership Chairman. Management Committee membership may also include, in the case of an interim vacancy on the Management Committee, members appointed by the Executive, with the exception of non-voting members as provided in Bylaw III.7.
2. 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. The Management Committee may have more or fewer positions at the discretion of the Executive, but not fewer than the 6 positions named in Bylaw III.1. 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.
4. Each member on the Management Committee 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 individual, as determined by those occupying the position, shall exercise a vote on the Committee and count toward a Committee quorum.
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 have one vote on the Management Committee.
6. At the discretion of the Management Committee in any instance, Committee voting may be by open voting or by secret ballot. Votes by Management Committee members may be cast by telephone or other electronic means during the meeting, and any such vote shall be reflected in the quorum present for that vote.

7. 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. Such appointments do not require a vote by the Club membership and individuals appointed to non-voting roles shall not exercise any authority on behalf of the Management Committee or Club. Such positions do not count toward a quorum of the Management Committee.
8. 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.
9. The Vice President shall perform the duties of the President in the absence of the President.
10. 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.
11. The Treasurer shall maintain and control all financial records of the Club and provide monthly financial statements to the Management Committee and annual statements to the Club membership. All financial records shall be passed on to the incoming Treasurer.

IV. ELECTION OF THE CLUB EXECUTIVE

1. A Nominating Committee consisting of the President, two Past Presidents (and others as determined necessary by the Committee) shall present to the General Meeting immediately prior to the Club's Annual General Meeting, a slate of candidates for consideration for Club Executive positions. 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 the Management Committee, by 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.
2. 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 the Management Committee, by 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.
3. When an election to the Executive by the membership is required at an Annual General Meeting, if there is no opposing candidate for any of the Executive

positions, the membership may vote to acclaim the slate of all such candidates. Voting for candidates where there are two or more candidates running for a Executive position shall be by secret ballot, open voting or a means determined by the Management Committee.

4. Should a Management Committee position become vacant prior to the position's termination date, the Executive may appoint a Club member to serve the remainder of that term.
5. All terms of Executive positions shall commence on the date the candidates for such Executive positions are elected. The terms of the President, Vice President and Past President, shall terminate at the subsequent Annual General Meeting. The term of any candidate elected or appointed to an interim Executive position shall terminate on the same date as the original term.
6. The number of appointed Executive members shall not exceed 50% of the Executive positions.
7. No Management Committee member shall serve more than ten (10) consecutive years on the Management Committee.

V. CLUB EXECUTIVE

1. The Club's Executive 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.
2. The Club's Executive must be members of the Management Committee and occupy one or more of the following positions on the Committee:
 - President
 - Vice President(s)
 - Treasurer
 - Secretary
 - Immediate Past President (Ex Officio)
3. The exercise of the Executive's authority in any instance shall be evidenced at the time by the signature of two current executive members and must have the approval of the Management Committee when such approval has not been previously delegated to them.
4. At no time may the Club have fewer than three Executive members in place, none of whom shall be the same person.

VI. GENERAL MEETINGS

1. General meetings of the Club membership will occur as determined by the Management Committee. Monthly meetings shall routinely be held on the first Thursday of each month at designated time and venue as determined by the Management Committee.

2. The Club's Annual General Meeting shall be held following the Club's fiscal year end, during the regularly scheduled meeting in September.
3. The quorum at all General Meetings shall be 25% of the membership. In order to establish a quorum in unusual circumstances, members may be reached by alternative methods such as telephone, email, surveys, and polls.
4. Members who attend a General Meeting virtually shall be considered present.
5. Any notice of motion for which the Club membership will vote shall be submitted in writing to the Secretary and read to the General Meeting that occurs 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.

VII. FINANCIAL

1. The fiscal year of the Club shall be July 1 – June 30.
2. The Treasurer shall receive, record, and deposit all funds of the Club in a financial institution approved by the Management Committee. Signatories on the Club account shall include the President, Vice President, Secretary and the Treasurer. Financial documents will require signatures of two of the signatories.
3. At each regularly scheduled Management Committee meeting the Treasurer shall present a year-to-date financial statement showing for each major expense category the annual budget amount, the amount disbursed year-to-date, the balance of the budget remaining, the current bank account balance and a list of significant outstanding items yet to be paid.
4. A statement of income and expenditures for the fiscal year preceding the end of June each year, together with a proposed budget for the ensuing fiscal year, shall be submitted to members with the Notice of Annual General meeting. The statement of income and expenditures shall be audited and signed, before submission, by one or more members appointed by the membership at the previous Annual General Meeting. Auditors may not be members of the Management Committee for the year in which they serve and should be someone with substantial experience in maintaining and reviewing financial accounting records and transactions.

VIII. PROFITABILITY

1. Club activities, in general, are to be budgeted to break even.
2. The Club may advance funds, with approval of Management Committee, when prepayment for events or activities is required prior to collection of funds from members. Such advances shall be repaid to the Club.

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.
4. In keeping with the Club's constitution, nothing shall prevent the payment of approved remuneration for services actually rendered to the Club.

IX. ASSETS

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 member's successor or to the President.
2. The lending of the Club's equipment to non-profit organizations must be authorized by the Club President or his designate.
3. The Secretary shall maintain a record of Club assets.

X. AMENDMENT

1. 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 as defined in Bylaw VI.3, and provided that notice of the motion has been given as required in Bylaw VI.5.
2. The Club's bylaws must be consistent with the *Standard Constitution for PROBUS Clubs*.
3. The Club's bylaws shall be reviewed for possible amendments every three years (or sooner if deemed necessary by the Management Committee or the Club membership).
4. 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.
5. 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.