Brock-Georgina PROBUS Club - Bylaws

Bylaw No. 1 – Territory

1-1. The Brock-Georgina PROBUS Club is referred to as the "Club". Membership shall be primarily but not limited to residents of the Township of Brock and the Town of Georgina and surrounding communities in Ontario.

Bylaw No. 2 – Membership & Fees

2-1. Membership in the Club is open to both women and men.

2-2. An application for membership, once accepted, will require a one-time non-refundable initiation fee of $25 and an annual membership fee. Depending on the time of year when a new member is accepted, the annual membership fee may be prorated at the discretion of the Management Team. Existing members renewing their membership must pay the full annual fee. Partial-year renewals are not permitted.

2-3. The Club Management Team will review the fee structure periodically and may make adjustments based on the financial circumstances of the Club.

2-4. 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.

2-5. Any membership caps are to be determined by the Management Team.

2-6. Annual membership fees are payable by September 30th of each year.

2-7. The Management Team may terminate the membership of any member who fails to pay the annual membership renewal fee by September 30th of any year.

2-8. An Honorary Membership may be conferred on a person by a majority of Club members voting at a General Meeting provided a quorum of Club members, as defined in 6-3, 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.

2-9. Life Membership may be conferred on a Club member by a majority of Club members voting at a General Meeting provided a quorum of Club members, as defined in 6-3, exists at the meeting. 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.

2-10. If in the opinion of, and after due consideration by, the Club's Management Team, a member who has conducted himself/herself 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 Team, by majority vote, may choose not to accept the renewal of the member's membership for the following and subsequent years. Any Club member's renewal fees paid by or on behalf of the member for any period the membership was not active will not be returned.

Bylaw No. 3 - Management Team

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

3-2. The Club shall be managed by a Management Team consisting of, at a minimum, the following six positions: President, Vice President, Secretary, Treasurer, Immediate Past President, Membership Chair who shall meet monthly (or as the need arises).

3-3. The Management Team may have additional elected positions at the discretion of the Team including some or all of the following: Second Vice President, Speaker Chair, Social Committee Chair, Interest Groups Chair, Newsletter Chair, Webmaster, House Chair. The Management Team shall set staggered terms for each management position such that no greater than 60% of the Management Team positions will expire in any single year.

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

3-5. In the event a Management Team member occupies more than one Team position, only one such position shall be counted when determining a quorum for the Team, and the member shall have one vote on the Management Team.

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

3-7. At the discretion of the Management Team, voting may be by open voting or by secret ballot. Votes by the Management Team may be cast by telephone during the meeting or by written proxy. These votes shall be reflected in the quorum present. Meetings of the Management Team may be held remotely through an application like Zoom. Voting would then occur through the Zoom poll system.

3-8. For the purpose of advising the Team, the Management Team may appoint Club members as non-voting members of the Team (or to subcommittees) for terms determined at the discretion of the Management Team. They shall be named “Members at Large” and do not require a vote by the Club membership and will not exercise any authority on behalf of the Management Team or Club. Such positions do not count toward a quorum of the Management Team.

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

3-10. The Vice President 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 Team meetings, the Annual General Meeting and all pertinent records of the Club.

3-12. The Treasurer shall maintain and control all Club financial records. Monthly financial updates will be provided to the Management Team and an Annual statement to the Club membership. All financial records shall be passed on to the successor Treasurer.

3-13. The Membership Chair shall be responsible for the Club membership roster which shall include Club members' names, postal and email addresses, telephone numbers and any other information the Management Team may determine is necessary. The Membership Chair shall also be responsible for managing the privacy of information related to the membership roster.

3-14. All or part of the membership roster may be distributed to the Team members as determined by the Management Team. The membership roster shall not be used for commercial purposes.

Bylaw No. 4 – Election of Management Team Members

4-1. Appointments to vacant positions on the Management Team shall be made by means of a majority vote by a quorum of Club members attending the Annual General Meeting. (Bylaw 6-3. defines a quorum.)

4-2. A Nominating Committee consists of the President, Past President (or other Management Team member as determined by the Management Team) and a Club member not on the Management Team. The nomination process and candidates shall be communicated at the August General Meeting by the President. At least 28 days before the Annual General Meeting, an email to the Club membership, a notice in the newsletter, and/or on the website shall announce the process for accepting any further nominations.

4-3. Any further nominations (with the nominee's prior consent to stand) shall be conveyed to the Nominating Committee at least twenty-one days prior to the Annual General Meeting. At least fourteen days prior to the Annual General Meeting, Club members will be notified of the final slate of nominees. This shall be conveyed by an email, the Club newsletter and/or on the Club website.

4-4. With more than one candidate for a Management Team position, voting shall be by secret ballot. A majority of votes cast signify a Yes vote. With no opposing candidates, a Team member will be accepted by acclamation.

4-5. In the case of an Annual General Meeting being held remotely via a process such as Zoom, voting will be carried out through the polling mechanism of the app.

4-6. All terms of Management Team positions shall commence on the date of the Annual General Meeting when candidates are elected or appointed. They shall terminate at the Annual General Meeting at the end of the position terms. The term of any candidate elected or appointed to a Management Team position intra- term shall terminate on the same date as the original term being filled.

4-7. The Club term for the Officers and other elected Members of the Management Team is a staggered system of between one and three-year terms as determined by the Management Team, with eligibility for election to a second term.

4-8. No Management Team member shall serve more than ten consecutive years on the Team.

4-9. Should a Management Team position become vacant prior to the termination date of the position, the Team may appoint a Club member to serve out the remainder of the term.

4-10. The number of Team members appointed by the Management Team to fill interim vacant positions shall never exceed one-half of the Team positions or one-half of the Club Officers.

Bylaw No. 5 - Club Officers

5-1. Club Officers are members of the Management Team. Officers shall have the sole authority to sign Club financial material (cash disbursements, cheques, credit/loan provisions, etc.) and material contracts. They may open, close, or move Club financial accounts.

5-2. The Club Officers occupy one or more of the following positions on the Management Team:

- President
- Vice President
- Treasurer
- Secretary
- Immediate Past President
- Membership Chair.

5-3. The exercise of Officers' authority in any instance shall be evidenced at the time by the signature of two of the current Club Officers. They may not be the same individual and must be approved by the Management Team.

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

Bylaw No. 6 - General & Annual Meetings

6-1. General Club Meetings shall be held at 10:00 am on the 3rd Wednesday of each month. The designated venue is determined by the Management Team. Meetings may also be held remotely on Zoom.

6-2. The Club Annual General Meeting in September will be held at 10:00 am on the third Wednesday. The AGM may be postponed up to three months if it is not feasible to hold the AGM on the prescribed date due to a weather or other emergency; the unforeseen unavailability of a meeting facility; as a result of public health guidance or regulations; or if the Club Management Team deems it inadvisable to hold the AGM due to overriding health or safety concerns.

6-3. The quorum for voting at any General or Annual Meeting shall be 25% of the Club membership. Such voting may be by show of hands, general ballot and/or secret ballot (as required in By-Law 4-4). If additional measures are necessary to achieve a quorum, voting may be conducted by post, telephone, virtually on-line or electronically providing such mechanisms are in place to ensure a fair vote.

6-4. Any motion for which the Club membership shall be requested to vote shall be first submitted in writing to the Secretary. The motion will be read at the General Meeting one month prior to the General Meeting when Club members will vote. This notice shall also be communicated by an email, an announcement in the Club newsletter and/or on the Club website, at least fourteen days prior to the General Meeting when the motion is to be presented.

Bylaw No. 7 – Financial

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

7-2. An annual financial review by the Treasurer of all the Club's financial activities shall be conducted. A report will be presented at the Club Annual General Meeting.

7-3. The annual review of the Club's financial records may be conducted by a qualified Club member not on the Management Team. They may also be a qualified member of the public or another PROBUS Club. A qualified individual is one who has substantial experience in maintaining and reviewing financial accounting records and transactions.

Bylaw No. 8 – Profitability

8-1. Club activities are to be budgeted to break even.

8-2. With approval of the Management Team, the Club may advance funds when prepayment of tickets is required prior to an event. Such advances shall be repaid to the Club.

8-3. A Club member must not gain from a discount, commission, gratuity, or other benefit arising from a Club activity other than in exceptional circumstances with the specific approval of the Management Team.

8-4. In keeping with the Club's constitution, nothing shall prevent the payment of approved remuneration for services actually rendered to the Club.

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 purpose of Club business and activities. Any Club assets in the possession of a Management Team member whose term has expired shall be immediately conveyed to the successor for their position or to the President.

Bylaw 10 – Amendment

10-1. The Club's bylaws shall be reviewed for possible amendments every three years (or sooner if deemed necessary by the Management Team or Club membership).

10-2. Any bylaw may be amended by a motion receiving approval by two-thirds majority of the quorum of voting Club members at a General Meeting. A notice of the motion must have been presented as required under the Club's bylaw 6-4.

10-3. The Club's bylaws must be consistent with the "Standard Constitution for Local PROBUS Clubs (Canada)".

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

10-5. The President and Management Team shall review the "Standard Constitution for Local PROBUS Clubs (Canada)" within 90 days of formal issuance of revisions to that document. This is 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 when amended.