

PROBUS CLUB OF PRESQU'ILE

BY-LAWS

SEPTEMBER 2024

BY-LAW NO. 1 – TERRITORY

1. Membership in this Club shall primarily, but not necessarily, be from the Municipality of Brighton.

BY-LAW NO. 2 – MANAGEMENT

1. The Club shall be managed by a Management Committee comprised of the President, Past President, Vice-President, Treasurer, Secretary and Committee Chairs (or their delegates). A quorum for making decisions will be a simple majority of those in attendance. The President will vote on issues only in the case of a tie. The President, or Vice President if the President is not available, can make any minor decisions necessary between Management Committee Meetings. Maximum term limits for Management Committee membership are as detailed below.
 - The President's term in office is normally limited to one year after which time the Vice-President automatically assumes the role of President and the President assumes the role of Past President. In extenuating circumstances, the President may serve for a second consecutive year.
 - The Treasurer and Secretary will normally hold their positions for no longer than three consecutive years.
 - For all other Management Committee members, the term in any one position is limited to four consecutive years. A Management Committee member may remain on the Management Committee for up to seven consecutive years as long as various positions are held during that time period. In extenuating circumstances an extension to these terms can be authorized by vote of the Management Committee.
 - Management Committee members will normally only hold one position at any given time. In extenuating circumstances Management Committee members may hold more than one position; however the Past President and the Nominating Committee (as outlined under bylaw number 4, item 1) must make every attempt to ensure this does not happen on a regular basis and is for the shortest time period possible.
 - A member can serve on the Management Committee again after a lapse of one year since he/she last served.
 - If there are extenuating circumstances that make it impossible for the Club to hold regular membership meetings for an extended period of time, the Management Committee members may continue in their positions until such time as the Club can resume meetings and hold an Election.

2. Each Management Committee member is responsible for annually reviewing their position description and advising the Club Secretary of any required revisions no later than June of each year. All proposed revisions to position descriptions must be approved by the Management Committee prior to the Club's Annual General Meeting.
3. Committee Chairs should attend the monthly Management Meetings and may include Membership, Public Relations, Program, Social, Newsletter, Community Liaison, Hospitality, Communications, Special Interest Liaison, and House. Generally Club issues that require motions, votes or action decisions will be made at the Management Meetings. The quorum for decision making will be a simple majority of those present. The President will vote on issues only in the case of a tie. Where a Committee has a Chair and a Co-Chair, the Co-Chair will only attend the Management Meeting in the absence of the Chair and will vote on behalf of the Chair. Any member at the Management Meeting is only entitled to one vote, even if the member holds more than one position.
4. In the event that a Management Committee member cannot complete his/her term, the Management Committee will be responsible for attempting to get a replacement for the balance of the term.
5. The President or designate will preside at all General and Management Meetings. At the first Management Meeting following the Annual General Meeting the President will ensure that all Management Committee members have a copy of the most up to date Club Constitution, Club By-Laws and their respective position descriptions.
6. The Club Secretary is the custodian of the Constitution and Club By-Laws, Archival Material and Job Descriptions. The Secretary is also responsible for completing and maintaining all Club General and Management meeting minutes.
7. The Treasurer will retain and control all Club Financial Records.
8. The Membership Chair will present all new member applications to the Management Committee for approval, collect all applicable fees and be responsible for maintaining the membership roll. The membership roll will be distributed electronically at least annually to all members including a reminder that the list may not be used for commercial purposes. A hard copy can be provided on an exception basis. The list circulated to the full membership must only include members' names, addresses, email addresses and phone numbers. On an exception basis a member may request to opt out of having some of that information appear on the membership list however at minimum name and email address must appear for each member. Such requests are to be reviewed and approved by the Membership Chair.
9. A more detailed membership roll containing other information provided on the application forms will be made available to the members of the Management Committee upon request.
10. The Newsletter Chair will publish a monthly newsletter and circulate to all members.

11. The Program Chair is responsible for arranging and co-ordinating general meeting speakers/presentations.
12. The Social Committee Chair is responsible for overseeing the planning/organizing for all social activities and events for the Club.
13. The Public Relations Chair is responsible for maintaining the Club profile within the Community.
14. The Community Liaison Chair is responsible for informing the Club of events of interest happening in the community.
15. The Communications Chair is responsible for communication with members including the sending of greeting cards on behalf of the Club.
16. The House Chair is responsible for the set-up of the physical space and required audio equipment at the facility used for Club General Meetings.
17. The Hospitality Chair is responsible for co-ordinating, ordering and serving refreshments for the Club General Meetings as well as co-ordinating and organizing the lunches for the Club Annual General Meeting and December Holiday meeting.
18. The Special Interest Group Liaison is the Management Committee's prime contact for existing/proposed Special Interest Group Co-ordinators.

NOTE: For more details for all positions please refer to the respective Position Descriptions

BY-LAW NO. 3 – MEMBERSHIP

1. An Application for membership will be sponsored by a member in good standing and accompanied by an initiation fee and an annual membership fee. Depending upon when a new member is accepted, the membership fee will be pro-rated. A deduction of 1/12th of the annual membership will be deducted for each month lapsed between August 1st and the 1st day of the month of membership. Members of the Management Committee will set the annual fees at a level necessary to meet the obligations and activities of the Club, and to provide for contingencies. Members of the Management Committee will review and if necessary adjust the fee structure annually. Fee increases will be implemented at membership renewal time and will not normally be implemented at other times of the year.
2. The President (or delegate) will induct new members and each new member will receive electronic copies of the Constitution for PROBUS Clubs (Canada), the PROBUS Club of Presqu'île By-Laws, a current membership list (as outlined under Bylaw #2, Item 8) and a name badge.

3. Membership may be held in more than one PROBUS Club. When a wait list exists and an opening occurs priority will be given to an applicant who is not already a PROBUS member of another local Club.
4. Membership caps are to be determined by a vote of the membership. The current cap for the PROBUS Club of Presqu'île is 200.
5. The membership year shall run from August 1st to July 31st. Annual membership fees are due by July 31st each year.
6. The membership of any member who fails to pay the annual membership fee by September 30th may be terminated subsequent to approval of the Management Committee at the October Management Meeting.
7. Members in good standing with another PROBUS Club will be exempt from paying the initiation fee however will pay the cost of a name badge and the annual membership fee (pro-rated if required).
8. Honorary membership may be conferred upon an individual by a majority vote at a General Meeting provided such designation has prior approval of the Management Committee. Any Honorary Member will not be required to pay the annual membership fee and will enjoy all privileges of full membership with the exception of voting privileges. In addition, Honorary Members cannot be elected to office. No more than 5% of the membership will be Honorary Members at any given time.
9. Life membership may be conferred upon a member who has rendered outstanding service to the Club provided such appointment has prior approval of the Management Committee. A life Member will not be required to pay the annual membership fee and will enjoy all privileges of membership in the Club. No more than 5% of the membership will be Life Members at any given time.
10. Once the membership year begins membership fees will not be refunded. The Management Committee reserves the right to review exceptional situations.
11. Guests and potential members may attend a maximum of five General Meetings and/or Club activities accompanied by their sponsoring member.
12. Members are expected to conduct themselves in a congenial, respectful manner in accordance with the Club's By-Laws and Constitution. The process for addressing member conduct that is not in keeping with such Club By-Laws and Constitution is as follows:
 - a. If after due consideration and due process by the Management Committee it is deemed a member has conducted himself or herself in such a manner as to bring discredit to the Club, or if they have utilized the membership list for commercial purposes, or they have caused significant discord within the membership, their membership status will be reviewed. The Management Committee will verbally communicate the concern(s) to the member as well as the expected resolution and the time frame to resolve the issue. This will be followed with a Registered Letter, a record of which will be held by the Club President.

- b. Should the member choose to disregard the identified concern(s) within the timeframe outlined and the misconduct continues the member will be offered an opportunity to address the Management Committee. The specifics of this meeting, the concerning conduct and the expected resolution will be recorded and filed for record purposes and a second Registered Letter will be mailed to the member.
- c. The Management Committee retains the right to make a final decision regarding the member's ongoing membership in the Club if either Point A or B does not resolve the issue. If such membership is terminated, the Management Committee will communicate that information to the member via a Registered Letter that will be retained on file. The Management Committee will inform the Membership Chair of the final decision. The Management Committee reserves the right to decide what if any information needs to be shared with the entire Membership.
- d. In the event of a highly sensitive situation involving a Club member or members the President may at his/her discretion decide to limit handling the matter to a subset of the Management Committee and may include the President, Past President and Vice-President and/or others deemed essential to resolving the issue.

BY-LAW NO. 4 – ELECTION OF OFFICERS

1. Each September the immediate Past President shall form and Chair a recruitment committee that will include the current President and Vice-President. The purpose of this committee is to establish a slate of potential candidates for the next election. This committee will also be responsible for identifying candidates for management team vacancies throughout the year. Should the Past President not be available the Management Committee will select an alternative Chair.
2. The Nominating Committee Chair will present a slate of candidates for election to the Management Committee a minimum of 30 days prior to the scheduled date of the Annual General Meeting. The Chair will also ask the general membership for further nominations to be received up to 14 days prior to the Annual General Meeting.
3. The final slate of candidates will be presented to the membership at the Annual General Meeting and the election will take place at that time. In the event that there is more than one candidate for an office a vote will take place as follows:
 - a. The scrutineer of the vote will be the Chair of the Nominating Committee or designate.
 - b. Voting will be by ballot and be restricted to those in attendance (quorum of 25% of the total membership is required). The Nominating Chair will only vote in the event of a tie.
 - c. The candidate receiving the most ballots will be elected. In the event of a tie the Chair of the Nominating Committee will cast the deciding vote.
4. The new Management Committee will assume office at the conclusion of the election.

BY-LAW NO. 5 – MEETINGS

1. General Meetings of the Club will be held at least once a month at such time, day and place as decided by the Management Committee unless there are legal (municipal, provincial or health) regulations that prevent the Club from doing so. Due to capacity restrictions at a venue, Management may have to restrict attendance to a monthly meeting. In this case Management will ensure that the restrictions are done, so that all members are treated equally and have an equal opportunity to attend. Other than invited or special guests, no guests will be permitted, if a member cannot attend due to capacity restrictions".
2. The Annual General Meeting will be held in September to receive year-end financial statements and other reports, elect the Management Committee and announce the appointment of a qualified person to review the financial statements for the coming year. In the event we need to postpone due to extenuating circumstances, the meeting will be rescheduled as soon as practically possible.
3. A general meeting attendance fee – the amount to be determined by the Management Committee, will be collected from all current members to help defray meeting expenses. Visiting members of other PROBUS Clubs are expected to pay the Club's attendance fee. Special invited guests and speakers will not be required to pay the attendance fee.
4. A quorum at all general meeting will be 25% of the total membership. In order to establish a quorum during unusual circumstances, at the discretion of the management team, votes may be accepted from members via alternate means such as email, proxy or other paper based methods.
5. Management Committee Meetings will be held monthly and/or at the call of the President or designate.
6. Any member of the club may attend a Management Committee Meeting however a request to attend must be made in advance and authorized by the club President or his/her delegate. This is to ensure the meeting room can accommodate the additional participant(s).
7. Any notice of motion from the general membership will be submitted in writing to the Secretary who will present the motion at a Management Committee meeting. If the notice of motion is to be presented to the general membership it must be publicized in the newsletter prior to the general meeting at which it is to be considered. The motion will be read to the membership and the appropriate motion process will be followed including a mover, seconder, discussion and vote.

BY-LAW NO. 6 – SOCIAL EVENTS AND ONGOING INTEREST GROUPS

Social Events

1. All social events are open to all members on a first come first served basis. Sign-up sheets will be available at each general meeting and will include any attendance number restrictions if applicable.
2. Where a social event has a restriction regarding attendance numbers, space will be allocated firstly to members before accommodating guests.

3. Where event fees are collected, the co-ordinator of the event will give the sign-up sheet to the Treasurer for record keeping after the event has occurred

Ongoing Special Interest Groups

1. All New Special Interest Group events must be sanctioned by the PROBUS Presqu'ile Management Committee. The details of the event must be presented at a Management Committee meeting for authorization prior to the event occurring or being advertised.
2. All Ongoing Special Interest Groups will identify a co-ordinator and contact number in the newsletter and that co-ordinator will be responsible for any descriptive information included in the newsletter.
3. If sponsored by a member, and if space is available, guests of members may attend a Special Interest Group on an occasional basis. Preference will be given to members of the PROBUS Club of Presqu'ile.
4. If space is available, current members of another PROBUS Club may join our Special Interest Groups on an ongoing and regular basis. Preference will be given to members of the PROBUS Club of Presqu'ile.

BY-LAW NO. 7 – FINANCE

1. The fiscal year will be from August 1st to July 31st.
2. The Treasurer or designate will receive, record and deposit in a timely fashion all funds of the Club into an account in the Club's name at a financial institution approved at a Management Meeting.
3. Wherever practical all accounts will be paid by cheque.
4. Cheques will routinely be signed by the President and any one of the Vice-President, Treasurer or Secretary. Should the President not be available, cheques may be signed by any two of the aforementioned signing officers. Cheques should be fully complete prior to affixing signatures. Signing Officers of the club will not sign their own cheques or cheques for family members who are also members of the club unless the matter is deemed urgent and no other option is available.
5. An annual financial review will be conducted by a qualified member of the Club who is not a member of the Management Team. A member may only hold the position of Reviewer for a maximum of 3 consecutive years.
6. The Treasurer will present an annual fiscal year financial statement and the results of the annual review to the Management Team for approval prior to the Annual General Meeting.

7. One month prior to the Annual General Meeting the Treasurer will circulate the annual financial statement to the membership for potential discussion at the Annual General Meeting.
8. The financial position of the Club will be reviewed throughout the year by the President of the Club and a report given to the Management Committee at minimum every three months.

BY-LAW NO. 8 – NON-PROFITABILITY

1. Club events are expected to be budgeted ahead in order to break even. Upon approval at a Management Meeting all reasonable, unanticipated expenses over budget shall be covered by the Club. Event co-ordinators are not expected to fund expenses out-of-pocket.
2. The Club may advance funds to the Social Committee or for a Special Event, following approval at a Management Committee meeting via the Treasurer, on such occasions where pre-payment of tickets is required prior to the collection of funds.
3. An individual member of the Club must not gain from a discount, a commission, a gratuity, advertising or any other benefit arising from their Club membership or an activity. This does not preclude payment of approved remuneration for services actually rendered to the Club by a member.

BY-LAW NO. 9 – AMENDMENT

1. These By-laws may be amended by a vote of 2/3 majority of the members present at a general meeting (a quorum of 25% of the total membership being required). Notice of motion must be given in writing and published in the newsletter at least one month prior to the general meeting at which the motion is to be considered.
2. Any amendment must be consistent with the Constitution of the Club.
3. The Club's By-Laws shall be reviewed for possible updating and amendment every three years or as deemed necessary.

ORIGINAL BY-LAWS ADOPTED: **SEPTEMBER 17, 2014**

AMENDED AND ADOPTED: **SEPTEMBER 17, 2024**

PRESIDENT:

Peter Ramsden

SECRETARY:

Jo-Anne Smith