PROBUS CLUB OF PRESQU'ILE

BYLAWS - 2026

BY-LAW NO. 1 – TERRITORY

1. Members 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). 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.

   a) 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.

   b) The Treasurer and Secretary will normally hold their positions for no longer than three consecutive years.

   c) The Management Committee will stagger the position terms for the Treasurer and Secretary to ensure only one of these positions will terminate in any given year.

   d) 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 eight 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.

   e) 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 Nominations Committee (as outlined under bylaw number 2, item 4) must make every attempt to ensure this does not happen on a regular basis and is for the shortest time period possible.

   f) A member can serve on the Management Committee again after a lapse of one year since he/she last served.

   g) 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 will attend the monthly Management Meetings and may include Membership Chair, Webmaster Chair, Program Chair, Social Chair, Newsletter Chair, Hospitality Chair, Club Ambassador Chair, Special Interest Chair and House Chair. 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) Each September the immediate Past President shall form a committee that will include the current President and Vice-President. This committee shall be called the "Nominations Committee" and will be responsible for identifying candidates for the next election. Should any management team position become vacant for any reason, this committee will also be responsible for attempting to get a replacement for the balance of the position 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 PROBUS Canada Standard Constitution for PROBUS Clubs; the PROBUS Club of Presqu'ile By-Laws; the PROBUS Club of Presqu'ile Code of Conduct 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. In addition, for all management positions the Secretary will maintain a record of the start date and end date for each incumbent along with the total number of consecutive years an incumbent has been a member of the management team.

7) The Treasurer will retain and control all Club Financial Records and will provide monthly financial reporting to the Management Committee and annual financial statements to the club membership 30 days prior to the Annual General Meeting. Prior to the club's fiscal year end, the Treasurer, with input from the management team, will prepare a budget for the upcoming year and present it at the July management meeting for management approval.

8) The Membership Chair will present a list of all new membership applicants to the Management Committee for approval. Approved members will be directed to pay the applicable membership fees via the Club's website.

9) The Webmaster Chair is responsible for maintaining the club membership roster housed on our website. The webmaster is also responsible for managing the privacy of information requirements related to all content on the club website. On an exception basis, and with the approval of the President (or delegate), members of the management team may request access to the membership roster. The Webmaster is also responsible for managing all web related technical aspects of the club's activities including the club web page, email system and any social media if required.

10) The Newsletter Chair will publish a monthly newsletter to be circulated to all members by the club Webmaster.

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 for the Club.

13) The Club Ambassador Chair is responsible for communication with members including the sending of greeting cards on behalf of the Club. The Club Ambassador is also responsible for maintaining the club profile within the community as required.

14) The House Chair is responsible for communicating the club's requirements for the set-up of the physical space and required audio equipment at the facility used for Club General Meetings. The House Chair will work with other members of the management committee with respect to ensuring room set up requirements for special events such as the December Holiday meeting are communicated to the appropriate facility employees.

15) The Hospitality Chair is responsible for planning, ordering and serving refreshments for the Club General Meetings as well as arranging special refreshments for the Club Annual General Meeting. The Hospitality Chair will recruit and oversee a volunteer committee of club members responsible for the planning, preparation and execution of the December Holiday meeting.

16) The Special Interest Group Chair 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 completed and submitted via the club website. Once an application is approved, the new member is to submit the applicable fees via the club website. 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.

2) 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.

3) The Membership Chair, in conjunction with the Webmaster, will ensure new members receive electronic copies of the PROBUS Canada Standard Constitution for PROBUS Clubs; the PROBUS Club of Presqu'ile By-Laws and the PROBUS Club of Presqu'ile Code of Conduct. The President (or delegate) will welcome and introduce new members at a General Meeting and provide them with their name tag.

4) 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.

5) Membership caps are to be determined by a vote of the membership. The current cap for the PROBUS Club of Presqu'ile is 200 paid members (excluding Honorary and Life Members).

6) The membership year shall run from August 1st to July 31st. Annual membership fees are due by July 31st each year. The membership of any member who has not paid their membership fee by the due date will be terminated subsequent to the approval of the Management Committee at the August 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.

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.

10) The combined total number of Honorary and Life Members is not to exceed 5% of the total membership in effect at any given time.

11) Once the membership year begins membership fees will not be refunded. The Management Committee reserves the right to review exceptional situations.

12) Guests and potential members may attend a maximum of four General Meetings and/or Club activities accompanied by their sponsoring member.

13) 1embers 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) The Nominations Committee Chair, (refer to bylaw 2, item 4), 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. Once approved, the slate of candidates will be included in the

next club newsletter. The newsletter will also advise that further nominations can be submitted up to 14 days prior to the AGM. Nominations received after that time will not be considered. The final slate of candidates will be included in the Annual General Meeting document package sent to members prior to that meeting.

2) The slate of candidates will be presented for approval of members 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 Nominations 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.

3) 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 approve 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. A document package will be sent to members 10 days prior to the Annual General Meeting including the club's Financial Statements, Annual Report, final Slate of Candidates and the minutes of the previous year's Annual General Meeting. In the event we need to postpone the meeting due to extenuating circumstances, one will be rescheduled as soon as practically possible.

3. A general meeting attendance fee – 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 meetings 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 member wanting to put forward a recommendation regarding club operations must submit the recommendation in the form of a written notice of motion 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. Members can sign up on-line at the club website. Sign-up sheets will also 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. 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.

2) Wherever practical all accounts will be paid by cheque.

3) 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.

4) The Treasurer will provide monthly financial reporting to the management team.

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) 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) Prior to the club's fiscal year end, the Treasurer, with input from the management team, will prepare a budget for the upcoming year and present it at the July management meeting for management approval.

9) 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.

10) The club will maintain a reserve on deposit for an amount equal to one year's annual operating budget.

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 PROBUS Canada Standard Constitution for PROBUS Clubs.

3) The Club's By-Laws shall be reviewed for possible updating and amendment at minimum every three years or as deemed necessary.

ORIGINAL BY-LAWS ADOPTED: SEPTEMBER 17, 2014

AMENDED AND ADOPTED:

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PRESIDENT, HELEN GULKA SECRETARY, JO-ANNE SMITH