



## **BYLAWS FOR PROBUS CLUB OF PERTH, ONTARIO**

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#### **Bylaw No. 1 - Territory**

1. Membership in the PROBUS Club of Perth, hereafter referred to as the “Club”, shall be primarily, but not limited to, residents of the Town of Perth and Lanark County and immediate surrounding communities in Ontario.

#### **Bylaw No. 2 - Membership**

1. Membership in the Club is open to both men and women.
2. Paid membership will be limited to 205 members but may be adjusted by the Management Committee on compassionate grounds or to reflect a change in circumstance such as a change in hall capacity and configuration.
3. The Management Committee Membership Coordinator shall maintain a list of prospective members if membership is at its limit (Article 2.2) and shall invite new members in accordance with dates of application. Members in good standing from the previous year will have until the November meeting of the current year to renew their membership after which new members will be accepted as per By-Law 2.2.
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.
5. When individuals join the Club, they shall pay an initiation fee and an annual membership fee.
6. The annual membership fee and initiation fee will be set by the Management Committee annually, with any changes to the fees taking effect as of the following September 1. Any change in the membership fee must be approved by the membership, normally at an Annual General Meeting.
7. The Management Committee shall terminate the membership of any member whose annual membership fee is not paid when it is due.
8. Members who reach the age of 90 by September 1 will be made Life Members. These members will be exempt from paying membership fees and will be recognized at a General Meeting. All Members

described in this section will be included in the annual membership report to and charge by PROBUS Canada.

9. Conduct of members - If, in the opinion of, and after due consideration by the Club's Management Committee, a member conducts himself / herself in such a manner as to bring discredit on the organization, or they cause discord within the membership, they may be asked to resign. In the event that the member does not resign, then the President shall inform the member in writing that their membership has been revoked.

### **Bylaw No. 3 – Management Committee**

1. The Management Committee shall consist of members of the Club in good standing elected by the Club membership or, in the case of an interim vacancy on the Committee, appointed by the Management Committee, with the exception of non-voting members of the Committee as provided in Bylaw III.6. The Management Committee shall manage the day to day and strategic operation of the Club including, but not limited to, financial and membership activities.

2. The Management Committee normally shall consist of the following positions:

President  
Vice President  
Secretary  
Treasurer  
Assistant Treasurer  
Immediate Past President  
Membership Coordinator  
Special Events Coordinator  
Speakers Committee Chair  
Probian Editor  
Webmaster

3. The Management Committee may have more or fewer positions at the discretion of the Committee.

4. Each member of the Management Committee has one vote on the Committee, with the exception that when more than one individual occupies a Management Committee position (such as alternates, assistants or 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. For the purpose of advising the Committee, the Management Committee may appoint Club members as non-voting members of the Committee (or to subcommittees). Such appointments do not require a vote of 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.

7. 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.

8. The Vice President shall normally perform the duties of the President in the absence of the President.
9. The Secretary shall be responsible for all minutes of the Club and the Club's archival material.
10. The Treasurer shall maintain and control all financial records of the Club, provide periodic financial updates as requested by the Management Committee, and provide annual statements to the Club membership.
11. The Membership Coordinator shall be responsible for the Club membership roster, which shall include members' names, postal and email addresses, telephone numbers and other information that the Management Committee may determine is necessary. The membership roster shall be distributed to the members at least annually, and shall include a statement that it is not to be used for commercial purposes. The Membership Coordinator, on behalf of the Management Committee, shall also be responsible for managing the privacy of information requirements related to the membership roster.
12. The President shall review the Standard Constitution for Clubs and the Club's Bylaws with the Management Committee at the first Management Committee meeting following the Annual General Meeting, and individually with any person appointed to an interim position on the Management Committee.

#### **Bylaw No. 4 - Election of Management Committee Members**

1. A Nominating Committee consisting of the Immediate Past President (and/or other Management Committee member as determined by the Committee) and a Club member-at-large selected by the Committee shall develop a slate of candidates for Management Committee positions to be voted upon at the Annual General Meeting. At the General Meeting immediately prior to the Annual General Meeting, the Nominating Committee will present a list of Management Committee positions that will become vacant, nominations to-date, and the process for acceptance of additional nominations. The slate of candidates and the nomination process will also be communicated to the general membership at least 28 days before the Annual General Meeting.
2. Any further nominations (with nominee's consent to stand) MUST be conveyed to the Nominating Committee at least 21 days prior to the Annual General Meeting, and communicated by the Nominating Committee to the general membership at least 14 days prior to the Annual General Meeting.
3. When an election to the Management Committee by the membership is required at an Annual General Meeting, if there is no opposing candidate for any Management Committee position, 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 Management Committee position shall be by secret ballot, open voting, or other means determined by the Management Committee.
4. All terms of Management Committee positions shall commence on the date the candidates for such Management Committee positions are elected or appointed. Each term shall terminate at the subsequent Annual General Meeting.

#### **Bylaw No. 5 - General Meetings**

1. The Annual General Meeting shall be held on the regular meeting day in September. At this meeting a review of the financial statement to July 31, Treasurer's Report, and the Financial Reviewer's Report shall be presented, members of the Management Committee shall be elected, and a Financial Reviewer shall be appointed.

2. General meetings of the Club shall normally be held on the first Wednesday of each month.
3. The quorum at all General meetings shall be 25% of the membership.
4. Any notice of motion shall be submitted in writing to the Secretary and read to the General meeting one month prior to the meeting at which it is to be considered.

#### **Bylaw No. 6 - Financial**

1. The Financial Year shall be August 1 to July 31.
2. The Treasurer or Assistant Treasurer shall deposit all funds of the Club in a financial institution approved by the Management Committee. The signing officers shall be any two of the Treasurer, Assistant Treasurer, President, Vice President and Secretary.
4. Any non-budgeted expenditure in excess of \$500, excluding club activities covered by Bylaw 7.1, shall be approved at a General meeting.
5. The annual financial review shall be conducted by a qualified person including a member of the Club who is not a member of the Management Committee, or by a qualified member of the public. A “qualified” individual is considered someone with experience in maintaining and reviewing financial accounting records and transactions.

#### **Bylaw No. 7 - Non-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.

#### **Bylaw No. 8 – Extraordinary Circumstances**

1. If extraordinary circumstances arise that prevent in-person meetings on an ongoing basis and make some of the Club’s normal rules and processes not practicable, the President will consult PROBUS Canada for guidance. The President, with the concurrence of the Management Committee, may adopt other means of meeting, communicating and voting in order to continue the activity of the Club, provided that the adjustments are consistent with any guidance received and with the spirit of the Club.

#### **Bylaw No. 9 - Amendment**

1. Any bylaw may be amended by a two-thirds majority of members present and voting at a General meeting, provided that notice of motion has been given as required by Bylaw No. 5, paragraph 4.
2. Any such amendments shall be consistent with the Standard Constitution for local PROBUS Clubs (Canada).
3. The Club's Bylaws shall be reviewed for possible amendments every three years, or as deemed necessary.

**Notes:**

Original Bylaws approved December 6, 2000, amended February 6, 2002, April, 2007, September 2, 2009, October 3, 2012, April 2, 2014, November 4, 2015, April 5, 2017, October 2, 2019, and September 7, 2022.