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## PROBUS CLUB OF ORANGEVILLE BYLAWS

*Approved by ORANGEVILLE PROBUS Canada Board of Directors, June 4<sup>th</sup>, 2024*

### I. TERRITORY

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

### II. MEMBERSHIP

1. An application for membership, once accepted, will require an annual membership fee. The club’s Management Team, hereafter referred to as the “TEAM”, 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 TEAM, to be determined at the time of the application. Existing members who are renewing their membership must pay the full annual fee. Partial-year renewals are not permitted.
2. 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.
3. Any membership caps will be determined by the TEAM.
4. Annual membership fees are payable by October 31<sup>st</sup> of each year.
5. The TEAM may terminate any member and reassign that membership to a wait-listed candidate if the member fails to pay the annual membership renewal fee by October 31<sup>st</sup>. If no payment has been received by that date, it is understood by the club that the member has chosen to relinquish club membership.
6. Honorary Membership may be conferred on a person by a majority of members voting at a General Meeting of the membership provided a quorum, 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.
7. 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.

8. If, in the opinion of, and after due consideration by, the club's 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 TEAM 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 TEAM, 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 TEAM**

1. The TEAM 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 TEAM, appointed as a voting member. Non-voting members are excluded as provided in Bylaw III.7. The TEAM shall manage the day to day and strategic operations of the club including, but not limited to, financial and membership activities.
2. The club shall be managed by a TEAM consisting of, at a minimum,
  - President
  - Vice President(s)
  - Immediate Past President
  - Secretary
  - Treasurer
  - Membership Coordinator
3. Additional members may include:
  - Program Committee Chair
  - Communications Chair
  - Events Coordinator
  - Let's Eat Coordinator
  - Interest Group Coordinator
  - Member(s)-at-Large
  - Future successors, such as understudies and assistants-in-training for TEAM positions
  - And, such other persons as the TEAM deems necessary
4. The TEAM may have more or fewer positions at the discretion of the TEAM, but not fewer than the 6 positions named in Bylaw III.2. Ideally, the TEAM shall set staggered terms for each management position in such a way that no greater than 60% of the TEAM position's terms will expire in any single year.

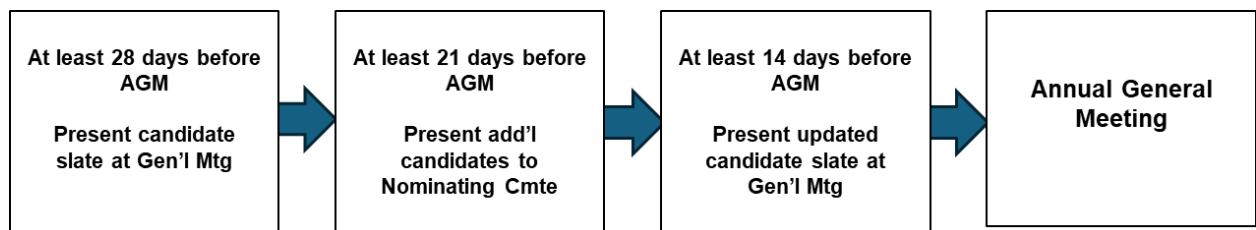
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5. Each member on the TEAM has one vote on the TEAM with the exception that when two or more individuals occupy a TEAM position (such as co-chairs for a position), only one individual, as determined by those occupying the position, shall exercise a vote on the TEAM and count toward a TEAM quorum.
  6. In the event a TEAM member occupies more than one TEAM position (for example, Vice-President and Program Committee Chair), only one such position shall be counted when determining a quorum for the Committee, and the member shall have one vote on the TEAM.
  7. At the discretion of the TEAM in any instance, TEAM voting may be conducted by open voting or by secret ballot. Votes by TEAM members may be cast in person, by text or by other electronic means during the meeting, and if necessary, any such vote shall be reflected in the quorum present for that vote.
  8. For the purpose of advising the TEAM, the TEAM may appoint club members as Members-at-Large who may participate in TEAM discussions and deliberations. Members-at-Large are non-voting members of the TEAM for terms determined at the discretion of the TEAM. 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 TEAM or club. Such positions do not count toward a quorum of the TEAM.
  9. The President, or designate, shall preside at all meetings of the TEAM 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.
  10. The Vice President shall perform the duties of the President in the absence of the President.
  11. The Secretary shall be responsible for recording and archiving the action minutes of the TEAM meetings.
  12. The Treasurer, or designate, shall maintain and control all financial records of the club and provide monthly financial statements to the TEAM and annual statements to the club membership. He/she shall report on the financial state of the club and present the proposed budget to the membership at the Annual General Meeting. All financial records shall be passed on to the incoming Treasurer.
  13. The Membership Coordinator shall be responsible for the club membership roster, which shall include club members' names, postal and email addresses, telephone numbers and other information that the TEAM may determine is necessary. The Membership Coordinator, on behalf of the TEAM, shall also be responsible for managing the privacy of information requirements related to the membership roster.
  14. Due to the club being a social club, the membership roster may be distributed to the members at intervals as determined by the TEAM.

#### IV. ELECTION OF MANAGEMENT TEAM MEMBERS

1. A Nominating Committee consisting of the President, Immediate Past President (or other TEAM member as determined by the Committee) and a club Member-at-Large as selected by the TEAM, shall present to the General Meeting immediately prior to the club’s Annual General Meeting, a slate of candidates for consideration for TEAM positions that will be vacant on the date of the Annual General Meeting.

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 means, to be selected by the TEAM, of 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 means, to be selected by the TEAM, 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 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 a position on the TEAM is vacant and there is only one candidate without opposition, the TEAM shall acclaim that candidate.

Where there are two or more candidates running for a TEAM position, the membership shall vote at a General Meeting by the show of hands, or by secret ballot as determined by the TEAM.

4. Should a TEAM position become vacant prior to the position’s termination date, the TEAM may appoint a club member to serve the remainder of that term.
5. All TEAM positions’ terms shall commence on the date the candidates for such TEAM positions are elected or appointed. The terms of the President, Vice President and Immediate Past President shall terminate at the subsequent Annual General Meeting. Ideally, all other terms shall terminate at the Annual General Meeting five (5) years after the term commences. The term of any candidate elected or appointed to an interim TEAM position shall terminate on the same date as the original term. No TEAM member shall serve more than five (5) consecutive years in any position on the TEAM but may serve in

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another position, or may be re-elected to their original position if agreed by the TEAM member and the TEAM.

## **V. CLUB EXECUTIVE**

1. Designated members of 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 signing members of the club's executive must be members of the TEAM and occupy one (or more) of the following positions on the TEAM:
  - President
  - Treasurer
  - Membership Coordinator
3. The exercise of the executive's authority in any instance shall be evidenced at the time by the signature of two of the designated signing officers and must have the approval of the TEAM when such approval has not been previously delegated to them.
4. At no time may the club operate without a President, Vice-President, Immediate Past President, Secretary, Treasurer and Membership Coordinator, none of whom shall be the same person.

## **VI. GENERAL MEETINGS**

1. General Meetings of the club membership will occur as determined by the TEAM. General meetings shall be held on the 2<sup>nd</sup> Thursday of each meeting month (with the exception of the club's July and August recess) at 10:00 AM at the designated venue or as determined by the TEAM.
2. The club's Annual General Meeting shall be held in October on the regular scheduled meeting date, following the club's fiscal year end is September 1<sup>st</sup> of any year.
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. 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 TEAM, 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.

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## VII. FINANCIAL

1. The Treasurer shall receive, record, and deposit all funds of the club in a financial institution approved by the TEAM.
2. An annual financial review of the club's financial accounts, transactions and material financial commitments shall be conducted and a report presented to the Annual General Meeting of the club.
3. The annual financial review shall be conducted by either: a qualified member of the club who is not a member of the TEAM; a qualified member of another PROBUS club; or a qualified member of the public. A "qualified" individual is considered someone with substantial experience in maintaining and reviewing financial accounting records and transactions.

## VIII. PROFITABILITY

1. Club activities are to be budgeted to break even. A Reserve Fund of one (1) year's Operating Expense will be maintained.
2. The club may advance funds, with approval of the TEAM, 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 TEAM.
4. In keeping with the club's constitution, nothing shall prevent the payment of approved remuneration for services actually rendered to the club including reimbursement of expenses incurred on behalf of the club. This includes refreshment supplies, office supplies, accountant expenses (if needed) and gasoline expenses incurred in order to set up an event or attend a District meeting on behalf of 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 TEAM member whose term has expired shall be immediately conveyed to the member's successor or to the President.

## X. AMENDMENT

1. Any bylaw may be amended with TEAM approval by a motion receiving approval by the majority of voting members present at a TEAM meeting.
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 TEAM or the club membership).
4. When *Standard Constitution for Probus Clubs* updates are published by PROBUS Canada, the Probus Club of Orangeville 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 TEAM 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.

Bylaws Approved by Orangeville Probus Management TEAM: *June4, 2024*