



## **PROBUS CLUB OF AJAX BYLAWS**

### **I. TERRITORY**

1. Membership in this Club shall be primarily from, but not exclusive to, the Town of Ajax and surrounding area.

### **II. MEMBERSHIP**

1. Application for membership requires payment of a one-time initiation fee plus the annual membership fee, as set by the Management Committee and changed from time to time. Depending on the time of year a new member is accepted, the annual membership fee may be prorated at the discretion of the Management Committee. Existing members who are renewing their membership must pay the full annual fee; partial-year renewals are not permitted.
2. Upon acceptance by the Club, the President or his/her delegate will present a new member with a name badge and a copy of the PROBUS Canada Constitution and PROBUS Club of Ajax Bylaws.
3. Membership may be held in more than one PROBUS Club. When a waiting list exists and an opening occurs, priority will be given to an applicant who is not already a member at another PROBUS club.
4. Any membership caps are to be determined by the Management Committee.
5. Annual membership fees are payable by August 1<sup>st</sup>. The Management Committee may terminate membership of anyone who has not paid their dues by the Annual General Meeting in September. Should fees be paid after the grace period, a reinstatement fee will be payable in addition to the annual fee.
6. Honorary Membership may be conferred on a person by a majority of members voting at a General Meeting provided a quorum of members 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 may 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 provided a quorum of members 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. The Club's Management Committee may terminate the membership of an individual who conducts himself/herself in such a manner as to bring discredit to the Club or who causes discord within the membership. The resignation request should be made if, after

discussion between the member and the Management Committee, the conflict cannot be resolved.

### III. 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. The Management Committee 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 Management Committee consisting of, at minimum, a President, Vice-President, Immediate Past President, Secretary, Treasurer, and Membership Coordinator. The Management Committee may also include other positions as deemed necessary by the Club. Composition of the Management Committee may change from time to time according to current needs of the Club.
3. The Management Committee may have more or fewer positions at the discretion of the Committee, but no fewer than the 6 positions named in Bylaw III (2). No more than 60% of the Management Committee should be replaced in any single year.
4. Meetings of the Management Committee will be held monthly. A quorum for voting is 50% and the vote will be considered passed by 50% +1 of those in attendance.
5. Each member on the Management Committee has one vote on the Committee with the exception that when two or more individuals occupy a Management Committee position (such as 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.
6. 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.
7. A Management Committee member who misses three consecutive committee meetings without notice or a total of five meetings over the year, will be considered to have resigned their position on the Committee.
8. The roles and responsibilities of the Management Committee members are laid out in Appendix I.
9. The membership roster may be distributed to individuals as determined by the Management Committee.

### IV. ELECTION OF MANAGEMENT COMMITTEE MEMBERS

1. A Nominating Committee comprised of the current Past President, one other member of the Management Committee and a Club member at large shall present a slate of candidates for consideration for election to the Management Committee, at the Club meeting prior to the Annual General Meeting (i.e. August). The President will advise the membership at the same meeting of the process for acceptance of any further

nominations. The slate of candidates and nomination process shall also be communicated to the membership by newsletter and/or email and/or an announcement on the website, at least twenty eight (28) days before the Annual General Meeting.

2. Any further nominations, with prior consent of the nominee, shall be given in writing to the Nominating Committee at least twenty-one (21) days prior to the Annual General Meeting, and communicated by the Nominating Committee to the membership by newsletter and/or email and/or an announcement on the website at least fourteen (14) days prior to the Annual General Meeting.
3. If there is no opposing candidate for any Management Committee position, the membership may vote to acclaim the slate of all such candidates. Where there are two or more candidates running for a position, voting shall be by secret ballot, open voting or a means determined by the Management Committee.
4. Should a Management Committee position become vacant prior to the position's termination date, the Management Committee may appoint a Club member to serve the remainder of that term.
5. All terms of Management Committee positions shall commence on the date the candidates are elected or appointed and terminate at the following Annual General Meeting. The term of any candidate elected or appointed to an interim position shall terminate on the same date as the original term.
6. The number of appointed Management Committee members should not exceed 50% of the Management Committee positions and 50% of the Club's Executive at the time any such appointment is made.
7. No Management Committee member shall serve more than ten (10) consecutive years on the Management Committee.

#### V. CLUB EXECUTIVE

1. The Club's Executive shall have the sole authority on behalf of the Club to sign financial instruments (cash disbursements, cheques, etc.) and material contracts and to open, close or move Club financial accounts. Under specific circumstances, authority may be delegated to a non-executive member of the Management Committee (e.g. booking a venue for social events).
2. The Club's Executive must be members of the Management Committee and occupy one of the following positions on the Committee:
  - President
  - Vice President
  - Immediate Past President
  - Treasurer
  - Membership coordinator
  - Secretary

3. At no time may the Club have fewer than three (3) executive members in place.

## VI. GENERAL MEETINGS

1. General meetings of the Club are usually held on the first Wednesday of the month at 10:00. A small meeting fee may apply.
2. The Annual General Meeting of the Club shall be held on the regular meeting day in September. At this meeting, members of the Management Committee shall be elected and a financial review presented.
3. A quorum at General meetings shall be 25% of the membership and a vote will be considered passed by 50% +1 of those in attendance. 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 at the General Meeting one month prior to the General Meeting at which the motion is to be considered and voted on. Such notice shall also be communicated by email and/or announcement in the newsletter and/or announcement on the Club website at least fourteen (14) days prior to the General Meeting at which the vote is to take place.

## VII. FINANCIAL

1. The financial year of the Club shall begin on August 1<sup>st</sup>.
2. An annual fee shall be paid to PROBUS Canada by December 31<sup>st</sup> each year. This fee covers liability insurance for this Club and membership and administrative costs for PROBUS Canada.
3. Up to four members of the Executive Committee shall have their signatures on file at the bank as signing authorities. Cheques and financial documents will require two signatures.
4. An annual financial review shall be conducted and a report presented at the Annual General Meeting of the Club. The annual financial review may be conducted by a qualified member of the Club who is not a member of the Management Committee, 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. The reviewer must be appointed as soon as possible after the fiscal year end.

## VIII. PROFITABILITY

1. Club activities must be budgeted to break even.
2. The Club may advance funds, with approval of the Management Committee, 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 Management Committee.
4. In keeping with the Club's constitution, nothing shall prevent the payment of approved remuneration for services actually rendered to 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 Management Committee member whose term has expired shall be immediately conveyed to the member's successor or to the President. Club assets in possession of any other Club member shall be returned to the President on request.

#### X. AMENDMENT

1. A bylaw may be amended by a two-thirds majority of the members present and voting at a General meeting, subject to quorum and Notice of Motion requirements.
2. A Notice of Motion regarding amendment of these bylaws must be submitted in writing to the Secretary and read at the meeting prior to the meeting at which it is to be voted on. For the information of members not in attendance at this General Meeting, one prior notice by email and/or newsletter and/or website shall be sufficient.
3. The Club's bylaws must be consistent with the current version of the [Standard Constitution for PROBUS Clubs](#) found on the PROBUS Canada website.
4. The Club's bylaws shall be reviewed every three years, or sooner if deemed necessary by the Management Committee or the Club membership.

- Moved, Seconded and Approved August 7, 2002
- Amendments adopted by members at the General meeting on February 1, 2006
- Amendments adopted by members at the Annual General meeting on September 5, 2012
- Amendments adopted by members at the Annual General meeting on September 3, 2014
- Amendments adopted by members at the General meeting on February 7, 2018
- Amendments adopted by members at the General meeting on January 6, 2021
- Minor amendment made by the Management Committee (bylaw 3a) on May 28, 2021
- Amendments adopted by members at the General meeting on June 5, 2024

#### Appendix I – Management Committee Job Descriptions