

PROBUS CLUB OF BRADFORD

BY-LAWS

As amended January 2, 2024



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Bylaw No. 1 - Territory

1-1. Membership in the PROBUS Club of Bradford shall be primarily but not limited to the Town of Bradford West Gwillimbury.

Bylaw No. 2 – Membership

2-1. Membership in the Club is open to both women and men.

2-2. An accepted application for membership will require a onetime non-refundable fee and an annual non-refundable membership fee. The Club Management Committee will review the fee structure periodically and may make adjustments based on the financial circumstances of the Club. Existing members who are renewing their membership must pay the full annual fee. Partial year renewals are not permitted.

New members will be invited to join in September, the beginning of the PROBUS year (September 1st to August 31st). Partners and spouses of members are grandfathered to join the club at any time. Their membership fee will be pro-rated.

2-3. Membership may be held in more than one PROBUS Club. When a membership waiting list exists and an opening occurs in the Club, priority sequence shall be followed based on the date of the request.

2-4. Any membership caps are to be determined by the Management Committee.

2-5. Annual membership fees are payable by September 1st of each year.

2-6. The Management Committee may terminate the membership of any member who fails to pay the annual membership fee by October 1st.

2-7. Honorary Membership may be conferred on a person by a majority vote of the Management Committee voting in favour, provided there is a quorum, as defined by the bylaws. 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.

2-8. If in the opinion of, and after due consideration by the Club's Management Committee, 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 Management Committee shall endeavor 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 Management Committee, by majority vote, may choose to not accept the renewal of the membership of the member for the following and

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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.

2-9. When participating in the PROBUS Club of Bradford activities or events we expect all our members and guests to follow the local Public Health Guidelines.

2-10. Member's personal contact information is only to be used for the PROBUS CLUB of BRADFORD business and may only be shared with our club members. New members will be asked for their permission when completing the New Membership Application form. Also, annually all members will be asked to confirm their consent when completing their membership renewal form. If a member does not wish to have their personal information shared, the club will respect their wishes.

Bylaw No. 3 – Management Committee and Support Team

3-1. The Management Committee shall consist of members of the Club in good standing. The Management Committee shall manage the day-to-day and strategic operations of the Club including, but not limited to, financial and membership activities.

3-2. The Management Committee shall consist, at a minimum, of the following core positions:

- President
- Vice President
- Secretary
- Treasurer
- Social Chairperson
- Communications Chairperson
- Presentation Chairperson
- Speakers Chairperson
- Membership Chairperson
- Major Event Planners
- Members at Large
- Past President

The Support Team shall consist of the following roles which are non-voting. These roles may change as required to best support of the Management Committee:

- Set-up Team
- Webmaster
- Newsletter Author
- Auditor
- Coffee/Tea Team

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- Support Our Club Team
- Care Bear

3-3. The Management Committee and Support Team may have a different number of positions at the discretion of the Committee.

3-4. Each member of the Core Management Committee has one vote on the Committee with the exception that when two or more individuals occupy a Management Committee position, only one of those individuals, as determined by who is presently fulfilling that position, shall exercise a vote on the Committee and count toward a Committee quorum.

3-5. 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 not exercise more than one vote on the committee.

3-6. The voting quorum at a Management Committee meeting shall be 50% plus one of the Committee.

3-7. At the discretion of the Management Committee in any instance, Committee voting may be open voting or by secret ballot.

3-8. For the purpose of advising or assisting the Committee, the Management Committee may appoint Club Members to attend Management Committee meeting, discussions or sub committees for a specific term or subject. However, they are not part of the Management Team and therefore, do not participate in decisions or voting. Such appointments do not exercise any authority on behalf of the Management committee and do not count towards the quorum.

3-9. 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.

3-10. The Vice- President shall perform the duties of the President in the absence of the President.

3-11. Each Management Committee Chairperson shall be responsible for archiving all material correspondence and material records related to their position. Financials keep 7 years; Minutes, General Meeting Summary, Meeting Slides and Speakers information keep 3 years. This information shall be passed on to their successor.

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3-12. The Treasurer shall maintain and control all financial records of the Club and provide monthly statements to the Management Committee and annually to the Club membership. All material financial records shall be passed on to the successor Treasurer.

3-13. The Membership Chairperson shall be responsible for the Club membership roll which shall include the Club members' names, postal and email addresses, telephone numbers and other information that the Management Committee may deem necessary. The Membership Chairperson, on behalf of the Management Committee, shall also be responsible for managing the privacy of information requirements related to the membership roll. He/she shall be responsible for the updating and security of the waiting list.

3-14. The membership roll may be distributed to the members by the Management Committee. The membership roll is only to be used for PROBUS Club of Bradford business and may only be shared with club members.

Bylaw No. 4 – Election of Management Committee Members

4-1. Appointments to vacant positions on the Management Committee shall be made by means of a majority vote of the Management Committee provided there constitutes a quorum as defined in the Club Bylaws 6-3.

4-2. At the Spring Management Meeting it will be determined whether there are any vacancies for the next year's Management positions. At the Spring General Meetings vacancies will be announced and nominees will be encouraged to apply. At the August General Meeting voting for any contested positions will occur by secret ballot. The next year's Management Committee will be announced at the September General Meeting.

4-3 The terms for Management Committee positions shall commence on the date of the Annual General Meeting.

4-4

(a) The terms of office for Club President and Club Treasurer shall be two (2) years and are subject to extension by a two-thirds majority vote of the Management Committee.

(b) All other Management Committee positions shall be filled on a year to year basis.

4-5 Should a Management Committee position become vacant prior to the termination date of that position, the Management Committee may appoint a Club member to serve out the remainder of the term.

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Bylaw No. 5 – Club Officers

5-1. Designated Officers of the Club (President and Treasurer) shall have 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. It is required by the bank that two designated officers sign any financial instruments.

Bylaw No. 6 – General Meetings

6-1. The Annual General Meeting of the Club membership shall be held in September on the regular scheduled meeting date as determined by the Clubs fiscal year end.

6-2. General Meetings of the Club membership shall be held on the second Tuesday of each month at 10:00 am at the designated venue or as determined by the Management Committee.

6-3. The quorum for voting at any General Meeting shall be 50% of the membership.

6-4. A guest is allowed to attend two General Meetings per year. Guests are encouraged to register by email before attending a meeting. Guests will be asked not to attend meetings when special events are taking place and the attendance is high.

6-5. Members are prohibited from soliciting individual wares for personal gain during General Meetings.

6-6. The club is not liable for any issues caused by the downloading or operation of its virtual meeting platform. This includes but is not limited to any online forms, virtual meetings, events and emails.

Bylaw No. 7 – Financial

7-1. The Treasurer shall receive, record and deposit all funds of the Club in a financial institution approved by the Management Committee.

7-2. Any financial review of the Club's financial accounts, transactions and material financial commitments shall be conducted and a report made available in the Fall.

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7-3. The annual financial review shall be conducted by either 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.

Bylaw No. 8 – Profitability

8-1. Club activities are to be budgeted to break even except for special Club events that may be subsidized.

8-2. The Club may advance funds, with the approval of the Management Committee for specific events.

8-3. An individual member of the Club must not gain from a discount, commission, gratuity or other benefit arising from a Club activity other than for exceptional circumstances at the discretion and with the specific approval of the Management Committee.

8-4. Arranging group events requires a commitment and confirmation of a certain number of members participating, resulting in a total amount the club is responsible to pay. Our goal is for each event's cost to break even. Therefore, refunds can only be given if it does not result in the club being short the funds to pay for the event. It is strongly suggested that the member who cancels arranges to sell their tickets and the event organizer may assist them as needed. If the ticket cannot be sold, resulting in the club being out funds then no refund will be given.

However, if the club or vendor cancels the event and the club is able to obtain a refund or the vendor has agreed not to be paid, then the members will be reimbursed.

Social Chairperson & Treasurer will approve all refunds with the President as the arbitrator.

8-5. Payment for functions (i.e., events, activities, trips, etc.) is expected by the published due date from all members and their guests who sign-up for the event. This includes members who are organizing the function.

8-6. Out of pocket expenses and purchases pertaining to club business, assets and functions (i.e., events, activities, trips, etc.) should be pre-approved by:

- Management Committee Chairperson - up to and including \$50.00 for their portfolio.
- The President or Vice President - over \$50.00 and up to and including \$500.00.
- The Management Committee - over \$500.00.

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- Projected expenses and purchases over the amounts listed above will be approved or denied by the Management Committee.
- An annual budget is established for Speaker's Fees as part of the Club's Budget process. The Speaker's Chairperson has the authority to spend these allocated funds. Any additional funds required for Speaker's Fees above the annual budget should be reviewed by the Management Committee.
- Approved expenses and purchases will be reimbursed from the club's funds to the individual who paid for them.

8-7 Requests for reimbursement of mileage expenses shall be submitted in writing to the president or designate in advance of the travel. The president or designate may approve the expense up to the limit of their spending authority as outlined in Bylaw 8-6. The president or designate will inform the applicant and the treasurer, in writing, of the decision. Compensation will be paid at the current Canada Revenue Agency mileage rate.

8-8. Event or Activity Approval Process is for members organizing potential functions (i.e., events or activities) to present them to the Management Committee for approval. The organizer will estimate and track the income and expenses for event or activity. Therefore, determining if the function will break even, make a profit or loss. The goal is to break even.

The organizer will follow this process:

1. Estimating the income (members & other funds), expenses and profit or loss. This includes estimating the price members will be charged for the event.
2. Once the estimate is completed, review the details with the Management Committee for their approval.
3. If approved, begin the process of purchasing items and making deposits for venues, collecting members payments, etc.
4. During the process keep the Management Committee updated on the financial status.
5. Review the final actual income, expenses and profit or loss with the Management Committee.

Bylaw No. 9 – Assets

9-1. 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 successor for the position that person held on the Committee or to the President.

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9-2. A current inventory list of assets will reside with the President.

Bylaw No. 10 – Amendment

10-1. Any bylaw may be amended by a motion receiving approval by two-thirds majority of the Management Committee.

10-2. The Club's bylaws must be consistent with the "Standard Constitution for Local PROBUS Clubs (Canada)".

10-3. The Club's bylaws shall be reviewed for possible amendments every three years, or sooner if deemed necessary by the Management Committee or the Club membership.

10-4. When "Standard Constitution for Local PROBUS Clubs (Canada)" updates are published by PROBUS Canada, the PROBUS Club of Bradford shall adopt them as being the current constitution version followed.

10-5. The President shall review the "Standard Constitution for Local PROBUS Clubs (Canada)" the Management Committee 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.

These bylaws were approved by motion by the Management Committee of the PROBUS Club of Bradford on January 2, 2024.



Bunny Kaufman
President, The PROBUS Club of Bradford