



## Northwest Bay PROBUS Club - Bylaws

Revised – Dec. 6<sup>th</sup> 2024

### ARTICLE 1 – TERRITORY

1. The membership of this Club shall be primarily, but not necessarily, from the Parksville and Nanoose Bay area of British Columbia.

### ARTICLE 2 – MEMBERSHIP

1. A new applicant shall require one member as a sponsor. An application for membership shall be accompanied by the Membership Fee and the Initiation Fee, to cover the cost for a name badge.
2. When developing the Annual Budget, the Management Committee shall establish the annual membership fee, which shall apply for the calendar year (Jan. 1<sup>st</sup> – Dec. 31<sup>st</sup>). Prorating of fees shall only apply to new members joining on or after July 1<sup>st</sup> in any given year when the annual membership fee will be reduced by 50%.
3. Upon acceptance and payment of applicable fees, the new member shall be given a name badge and access to an electronic copy of the Northwest Bay PROBUS Club Constitution and the Northwest Bay PROBUS Club Bylaws.
4. A Life Membership may be conferred by the Management Committee upon an existing member who has rendered outstanding service to the Club. Life Members shall not be required to pay the annual membership fee and may enjoy all other privileges of membership. No more than six (6) persons from the membership may be Life Members at any one time. This does not mean that a complement of six (6) Life Members must always be filled. (Definition of a Life Member: a member of good standing who has been awarded the honour of being a Life Member by the Management Committee.)
5. Anyone wishing to join Northwest Bay PROBUS Club must complete the current membership application process even if they are past members of this or any other PROBUS Club.
6. An individual guest of a member shall not attend more than three member meetings in any year. The guest is expected to pay the meeting fee.
7. The Management Committee may set a cap on the total number of members.

8. Members of any other PROBUS Club are welcome to attend club meetings upon payment of the meeting fee.
9. The Management Committee may terminate the membership of any member who fails to pay the annual membership fee by March 31<sup>st</sup>.
10. 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 to the Club or to PROBUS Canada or causes serious discord within the Club membership, the Management Committee shall endeavour to discuss and favourably resolve the issue with the member. Should 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 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.

### **ARTICLE 3 – MANAGEMENT**

1. The Management Committee shall be comprised of: President, Past President, Vice President, Secretary, Treasurer, Membership Chair, Social Chair, Speaker Chair, Hospitality Chair, Communications Chair and Newsletter Editor, Technology Chair and Members-at-Large.
2. The President or designate shall preside at all Club meetings and the Management Committee meetings.
3. The Secretary shall be responsible for recording and distributing the minutes of all Management Committee Meetings and the AGM and the management of the Club's archives.
4. The Treasurer shall maintain all financial records of the Club, as outlined in detail in Article 6.
5. The Membership Chair shall maintain a register of members in which their name, postal address, telephone number and e-mail address shall be recorded. In accordance with the Privacy Act of Canada, membership lists shall be available upon request to members for INTERNAL USE ONLY AND ARE NOT TO BE USED FOR ANY OTHER PURPOSE whatsoever.
6. If a Management Committee member is unable to complete his/her term, the Management Committee can appoint a replacement to serve the balance of the term.

## **ARTICLE 4 – ELECTION OF OFFICERS**

1. All members of the Management Committee shall be elected for a one-year term , except for those positions specified in the Club's *Description of Management Committee Positions* and may be eligible for re-election.
2. In the normal course, the President shall serve for a single 2-year term. The individual would be elected Vice President for the two years which precedes his/her term as President and remain on Management Committee as Past President for two years following his/her term as President.
3. A Nominating Committee of four, who shall not be candidates, shall be struck annually. The Committee shall consist of the President, the Past President or Vice President and two former Presidents, if available (otherwise two former members of the Management Committee). They shall seek out candidates and present to the Management Committee for endorsement, a slate of nominees who have agreed to stand for Management Committee vacancies. The Nominating Committee shall then present that slate of nominees to the membership at the member meeting prior to the Annual General Meeting.
4. Election of the Management Committee shall be conducted by the President and take place at the Annual General Meeting, at which time proposed and seconded nominations from the floor will be accepted.
5. In the normal course, voting shall be by show of hands. If requested by at least 10% of members present, voting shall be by written ballot. If written balloting is required, two scrutineers, neither of whom is a candidate, shall be appointed by the President. The candidate with the greatest number of votes shall be declared elected.
6. The newly elected Management Committee shall take office on the date of the Annual General meeting.

## **ARTICLE 5 – MEETINGS**

1. Member meetings of the Club shall be held monthly with a program generally consisting of business, guest speaker and social time. For voting purposes, a quorum shall be 25% of the membership. In the event of a tied vote on an agenda item or on a motion, the item shall be declared "lost".
2. Management Committee meetings shall be held monthly. A quorum shall be 50% of the Management Committee. The President shall not cast a vote except in the event of a tied vote on an agenda item or on a motion when the President or Acting President shall cast the deciding vote. A member who has agreed to substitute for a Management Committee member shall be eligible to vote on Management Committee matters.

3. The Annual General Meeting shall be held on the regular member meeting in February each year. A quorum shall be 25% of registered members. If there is no quorum, the Annual General Meeting is to be adjourned until the next regular member meeting when the members present shall constitute a quorum. At the Annual General Meeting the members shall be asked to elect members to the Management Committee, to accept the reviewed financial statements for the previous fiscal year, to receive a financial update for the current fiscal year including a projection of the year-end financial position and the budget for the current fiscal year and to appoint a reviewer for the current fiscal year. In the event of a tied vote on an agenda item or on a motion, the item shall be declared “lost”.
4. Any notice of motion shall be submitted in writing to the Secretary and shall be read to the member meeting prior to the member meeting at which it is to be considered.
5. Proxy Voting will be allowed for motions presented at the Annual General Meeting. All proxy forms must be submitted to the President, in writing, prior to the Annual general Meeting.
6. In the event of an uncontrollable situation, such as a pandemic, a fire in the hall where we hold our meetings, etc., which limits or restricts our ability to hold regular monthly meetings or an Annual General Meeting, the in-person meetings may be cancelled. Meetings would be conducted electronically instead (e.g. Zoom Meeting). There will be no refund of membership fees for the changes in meeting format.

## **ARTICLE 6 – FINANCIAL**

1. The Treasurer shall receive, record and deposit all funds of the Club in a financial institution approved by the Management Committee.
2. The signing officers shall be any two of the following: Treasurer, President, Vice President or immediate Past President. Two Club members, who have personal banking accounts at Coastal Community Credit Union (CCCU), must also be included as signing officers, which is a requirement of CCCU. They are referred to as “Sponsors” by CCCU.
3. The Treasurer shall provide monthly financial statements to the Management Committee. A copy of these statements shall be made available to any Club member upon request. Financial Statements for the previous fiscal year and approved by the Club’s reviewer shall be presented at the Annual General Meeting.
4. The Treasurer shall prepare and present an annual operating budget to the Management Committee for approval, at the start of the fiscal year. The approved budget will be presented to the members at the Annual general Meeting, for their approval.

5. The annual financial review may be completed by a qualified member of the Club who is not a member of the Management Committee.
6. The annual financial review shall be completed and presented for acceptance to the Management Committee at least two weeks prior to the AGM. The reviewed financial statements shall be presented to the membership for final acceptance at the Annual General Meeting in February.
7. Regular Club social activities shall be budgeted to break even. The Management Committee has confirmed that a subsidy will be included in the budget for the summer picnic and Christmas lunch events each year, as outlined in the annual budget. Upon approval of the Management Committee, all reasonable expenses over budget shall be covered by the Club. Event Co-ordinators shall not be out of pocket for any event expenses.
8. Payment for all Club events must be submitted by members to the Treasurer, for deposit in the Club's Social Account, prior to the scheduled event. Social event expenditures will be paid or reimbursed by the Treasurer, as required.
9. An individual member of the Club must not gain from a discount, commission, gratuity or other benefit arising from a Club activity.
10. All financial records shall be passed to the incoming Treasurer.

## **Article 7 – Amendments**

1. Any clause in these Bylaws may be amended by a two-thirds majority of the members present and voting subject to the above quorum and notice of motion as outlined in Article 5, Item 4.
2. The Club's Constitution and Bylaws shall be reviewed for possible amendments every three years, or sooner, if deemed necessary by the Management Committee or the Club membership.
3. The President shall review the *Standard Constitution and Bylaws for PROBUS Clubs* with the Management Committee within 90 days of normal issuance of revisions to those documents to determine what impact such revisions may have on the operations or Bylaws of the Club.