

The PROBUS Club of Comox-Strathcona
BYLAWS
Revised and ratified May 26, 2022

1. Territory

- 1.1 Members of the PROBUS Club of Comox-Strathcona (the Club) shall primarily, but not necessarily, reside in the area of the Comox Valley, Vancouver Island, B.C.

2. Membership

- 2.1 Membership in the Club is open to retired and semi-retired people over the age of 55. A spouse or partner (under 55) of an eligible member may also apply for membership.
- 2.2 As a condition of holding membership in the Club, all persons are required to complete and sign both a *Membership Application* and *Waiver and Release of Liability* form.
- 2.3 Each member pays an annual membership fee in an amount which is determined by the Club's Management Committee.
- 2.4 Annual membership fees are due by April 30th of each year covering the period May 1st to April 30th. The Club's fiscal year end is April 30th.
- 2.5 The Management Committee may terminate the membership of any member who fails to pay the annual fee by the deadline stated on the renewal notice.
- 2.6 The Management Committee may decide to impose an upper limit to the number of members (membership cap).
- 2.7 Membership is offered in the order that applications are received. During times when membership reaches its cap, the Management Committee may decide to put new applicants on a wait list.
- 2.8 If a member's conduct brings discredit to the Club, violates Club bylaws, or causes discord within the membership; the Management Committee may, after due consideration and/or an unsuccessful attempt at problem-solving with the member, terminate his or her membership.
- 2.9 Any member expelled from membership by resolution of the Management Committee may appeal the expulsion to the next meeting of the Management Committee.
- 2.10 The membership roll shall be made available to the members at least annually and shall include a statement that it is not to be used for commercial, political or religious purposes. Members may advise the Membership Director if they wish any of their contact information to be withheld from the published membership roll.
- 2.11 Members may bring a guest to either a General Meeting or Club activity.
- 2.12 Prior to participating in any Club activity other than a General Meeting, guests must sign the Club's authorized *Waiver and Release of Liability* form.

3. Management

- 3.1 The Club's Management Committee consists of a minimum of seven and maximum of 13 members duly elected by majority at an Annual General Meeting (AGM), including President, Vice-President, Past President, Secretary, Treasurer, Membership Coordinator and other such persons as the Club deems necessary.
- 3.2 Members of the Management Committee may fill any role determined by the Management Committee to be important for the Club to fulfil its purpose.
- 3.3 The roles and responsibilities of members of the Management Committee are outlined in written format for the benefit of successive Management Committee members, are update annually and are provided to new Management Committee members when they are elected.
- 3.4 Quorum for the Management Committee is the 50% plus one of Management Committee members.
- 3.5 Decisions of the Management Committee shall be decided by a majority vote of the Management Committee members present at the meeting.
- 3.6 A general member of the Club may request a hearing at a meeting of the Management Committee by notifying the President in writing, and by stating the reason for the hearing. The President shall refer this request to the next Management Committee meeting.
- 3.7 The Management Committee must maintain insurance policies covering both comprehensive general liability and liability insurance of a minimum of one million dollars for members of the Management Committee, either directly or via PROBUS Centre-Canada.
- 3.8 Any two members of the Management Committee may call a meeting of the Management Committee by giving the other members of the Management Committee seven days' notice of the meeting and specifying the reason for calling the meeting.
- 3.9 A general member of the Club may attend a Management Committee meeting as an observer by notifying the President in advance.

4. Election of the Management Committee

- 4.1 A Nominating Committee consisting of the President, Vice-President, and Past President or their delegates presents a slate of consenting candidates for the Management Committee to the Club membership at the AGM. The slate of consenting candidates shall be announced at the General Meeting four weeks before the AGM or by digital means if there is no General Meeting at that time.
- 4.2 Any Club member may nominate another Club member for a position on the Management Committee by:
 - submitting the nomination of the consenting Club member to the Nominating Committee at least four weeks prior to the AGM; or
 - nomination from the floor at the AGM.
- 4.3 Voting shall be by a show of hands. However, in the event of more than one candidate for a position, a secret ballot will be used.

- 4.4 The term of members of the Management Committee is one year and terminates at the end of each AGM.
- 4.5 Members of Management Committee may be re-elected, and may serve on the Management Committee in the same position for a maximum of three consecutive years, except as provided in Bylaw 4.6.
- 4.6 Should the Management Committee determine that a need for continuity of the Committee exists, it may decide that a member of the Management Committee may serve a fourth consecutive year in the same position.

5. General Meetings

- 5.1 General Meetings of the Club shall be held monthly, except in December, July, and August. This meeting date may be changed at the discretion of the Management Committee.
- 5.2 A Special General Meeting (SGM) may be held with not less than 14 days' notice, with notice given by electronic or other means.
- 5.3 The Annual General Meeting (AGM) shall be held on the regular General Meeting day of May.
- 5.4 The quorum at all General Meetings shall be 25% of the membership.
- 5.5 Any notice of motion for an AGM or an SGM shall be submitted in writing to the Secretary and read at the General Meeting one month prior to the AGM. For the information of members not in attendance at this General Meeting, one prior notice by newsletter or email shall be sufficient.
- 5.6 Only members may vote.
- 5.7 At an AGM or SGM, voting shall be done by way of a show of hands. Contested elections shall be by secret ballot.
- 5.8 Decisions shall be by a majority of those present except for the addition, amendment, or deletion of bylaws, which requires two-thirds majority.
- 5.9 The AGM agenda will ensure that the Club acts in accordance with finance and election guidelines set by the PROBUS Canada Constitution, and will demonstrate that club actions follow the goals established by PROBUS Canada.

6. Financial

- 6.1 The Treasurer shall receive, record, and deposit all funds of the Club in a financial institution approved by the Management Committee.
- 6.2 The signing officers shall be any two of the Treasurer, President, Vice-President or Secretary.
- 6.3 All Club activities, administrative expenditures, and projected income are to be budgeted on an annualized, break-even basis.
- 6.4 The signing officers of the Club shall not expend funds in excess of \$500 for a single non-budgeted activity, event, or project without the authorization of the Management Committee.

- 6.5 The Club may advance funds, with the approval of the Management Committee, when pre-payment of an activity is required prior to collection of funds from members. Such an advance shall be repaid to the Club.
- 6.6 Notwithstanding Bylaw 6.3, the Club may authorize a contingency fund not to exceed \$1500 for unanticipated expenditures.
- 6.7 The Management Committee may delegate spending authority to any member(s) of the Club for an activity, event or project of the Club, provided that the Management Committee has:
- approved the delegation by way of a motion;
 - determined a maximum expenditure; and
 - stipulated a time limit for this authorization.
- 6.8 The Annual Financial Review shall be conducted by a qualified member of the Club who is not a member of the Management Committee, and a report presented to the AGM.

7. Non-Profitability

- 7.1 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.
- 7.2 Any member of Management Committee who has a direct or perceived conflict of interest in a proposed contract or transaction must disclose this direct or apparent conflict at the earliest opportunity and withdraw from all subsequent discussions or voting on the topic, unless requested by the Management Committee to provide additional information.

8. Amendments

- 8.1 The bylaws of the Club may be reviewed by the Management Committee, and any proposed amendments brought before the general membership at the AGM or any SGM.
- 8.2 Club bylaws and their amendments must be consistent with the intent of the Standard Constitution for Local PROBUS Clubs (Canada) and with the constitution of the Club.
- 8.3 Any bylaws may be amended, added, or deleted by a two-thirds majority of the members present and voting at an AGM or SGM.
- 8.4 Notification regarding approved bylaws amendments will be deemed to have been communicated to the general membership via the minutes of the AGM or SGM.

Bylaws approved by The PROBUS Club of Comox-Strathcona membership: May 26, 2022