

## **BYLAWS: COMOX STRATHCONA PROBUS CLUB #190**

### **Bylaws # 1 - Territory**

1.1. Members in the Club shall primarily, but not necessarily, be from the area of The Comox Valley, Vancouver Island, B.C.

### **Bylaws # 2 - Membership**

2.1. Membership of the Club shall be focused toward retired and semi-retired persons, professional and businesspersons, and others with like backgrounds, who appreciate and value increased opportunities for social contacts, presentations by resource persons and participation in group activities.

2.2. As a condition of holding membership in the Club, all persons are required to sign the authorized waiver and release of liability form.

2.3. Members may on occasion bring a guest to either a General Meeting or Club activity/event.

2.4. Prior to participating in any Club activity/event, (other than a General Meeting), guests must sign the Club's authorized waiver and release of liability form.

2.5. An application for membership shall be accompanied by an annual membership fee in an amount which shall be determined by the Comox Strathcona PROBUS (CSP) Management Committee. Depending on when a new member is accepted, the membership fee may be prorated by dividing the number of months remaining in the Club year by twelve and multiplying this factor times the annual membership fee. Upon acceptance by the Club a new member shall be advised that the CSP Bylaws and Constitution are available on the website. The new member will be introduced to the membership by the President at the next general meeting of the Club.

2.6. Annual membership fees are due by April 30<sup>th</sup> of each year covering the period May 1<sup>st</sup> to April 30<sup>th</sup>. The Club's fiscal year end is April 30<sup>th</sup>.

2.7. The membership of any member who fails to pay the annual membership fee by April 30<sup>th</sup> of the same year may be terminated by the Management Committee at its sole discretion.

2.8. Membership is offered in the order that applications are received. Membership may be held in more than one Probus Club. However, when a waiting list exists, and an opening occurs, priority is given to the applicant who is a PROBUS member providing such membership is held in a Club situated outside the area of the Comox Valley.

2.9. Membership caps are to be determined by the Management Committee.

2.10. Honorary membership may be conferred on a person by a majority of members voting at a General 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.

2.11. Life membership may be conferred, by a majority of members voting at a General Meeting, upon a 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.

2.12. If a member conducts himself/herself in such a manner as to bring discredit to the Club, or cause discord within the membership, the Management Committee shall, after due consideration and/or after an unsuccessful attempt at problem-solving with the member, terminate his or her membership.

2.13. Any member expelled from membership by resolution of the Management Committee may appeal the expulsion to the next meeting of the Management Committee.

### **Bylaws # 3 - Management**

3.1. Members of the Management Committee (Officers, Directors, and Directors-at-Large) shall be those members duly elected by majority at an Annual General Meeting (AGM).

3.2. The President, Vice-President or designate, shall preside at all meetings of the Management Committee and the Club.

3.3. The Vice-President has the powers and duties of the President while the President is absent or is unwilling or unable to act, or for the remainder of the President's term if the President ceases to hold office.

3.4. The Secretary shall be responsible for recording and storage of all minutes of the Club and the Club's archival material. These will be duly passed on to an incoming secretary.

3.5. The Membership Director shall be responsible for the membership roll which shall include members' names, postal and email addresses, telephone numbers and other information which the Club may determine. Members may advise the Membership Director if they wish any of their contact information to be withheld. 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.

3.6. The Treasurer shall maintain and control all financial records of the Club and provide monthly financial statements to the Management Committee as well as annual financial statements to the Club membership. The CSP PayPal account will be managed by the Treasurer plus one other additional member of the Management Committee.

3.7. The Technical Director shall be responsible for managing the CSP website and the CSP email account. The Technical Director will also organize technical training as required to maintain the website.

3.8. The Management Committee must have at least seven members and not more than 13. A quorum of the Management Committee is the lesser of five (5) or 50% of Management Committee members.

3.9. Decisions of the Management Committee shall be decided by a majority vote of the Management Committee members present at the meeting.

3.10. The Management Committee may delegate (and revoke) some of its authority to one or more members of the Management Committee, or to a general member(s), for a time-limited, specific purpose.

3.11. 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.

3.12. If a member of the Management Committee resigns or is unable to act, the remaining members of the Management Committee may appoint for the remainder of the term a replacement for that office from the general membership or from the Management Committee.

3.13. A general member of the Club may attend a Management Committee meeting as an "observer" by notifying the President in advance.

3.14. An "observer" at a meeting of the Management Committee may be excused from the meeting for any agenda items that the Management Committee deems necessary to be discussed in camera.

3.15. 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.

3.16. The Management Committee may appoint Activity Coordinators who report to the Management Committee and who are responsible for the administration of a Club activity or event.

3.17. The Management Committee must maintain in force both a Comprehensive General Liability Insurance policy as well as a Directors and Officers Liability Insurance policy - either directly or via PROBUS Centre Canada. The policy must have a minimum of one million dollars for "Director and Officer" liability coverage.

3.18. The Management Committee shall review the Standard Constitution for PROBUS Clubs and propose amendments to the CSP Bylaws. Amendments to the Club's Bylaws are to be approved at the Annual General Meeting (AGM) in May of each year or at any Special General Meeting (SGM).

#### **Bylaws # 4 - Election of the Management Committee**

4.1. A Nominating Committee consisting of the President, Vice-President, Past President or their delegate, shall present a slate of candidates for the positions of Officers, Directors and Directors-at-Large to the AGM.

4.2. The Officers of the Club shall be the immediate Past President, President, Vice-President, Secretary and Treasurer.

4.3. The Directors of the Club shall be those members of the Management Committee who are either responsible for the functions of Social Activities, Newsletter, Membership, and Technical or who are Directors-at-Large.

4.4. Any Club member(s) may nominate another Club member(s) for the position(s) of Officers, Directors, and Directors-at-Large by a) submitting this nomination(s) of the consenting Club member(s) to the Nominating

Committee at least four weeks prior to the AGM, or b) by way of nomination(s) from the floor at the AGM.

4.5. 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.

4.6. The term of Officers, Directors and Directors-at-Large shall be one year and terminate at the end of each AGM.

4.7. Officers, Directors and Directors-at-Large may be re-elected to any office, but in no case shall serve on the Management Committee in the same position, for a period of more than three consecutive years - except as provided in section 4.8.

4.8. 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.

4.9. A member of the Management Committee may hold more than one Management Committee position at a time – except for a combination of President and Vice-President. However, within any two combined positions, only one of them can be a signing officer.

4.10. Replacement of Officers, Directors or Directors-at-Large who are unable to complete their terms shall be as specified in Bylaws 3.12.

## **Bylaws # 5 General Meetings**

5.1. General Meetings of the Club shall be held monthly from September to June inclusive with the exception of December.

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 President (or the Vice-President if the President is unable or unwilling to act) must chair an AGM or SGM.

5.5. Only members and interested parties approved in advance by the Management Committee may attend.

5.6. The quorum at all General Meetings shall be 25% of the membership.

5.7. 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 in the Club newsletter shall be sufficient.

5.8. Only members may vote.

5.9. At an AGM or SGM, voting shall be done by way of a show of hands. Contested elections shall be by secret ballot.

5.10. Decisions shall be by a majority of those present, except for the addition, amendment, or deletion of Bylaws which shall be by a two-thirds majority.

5.11. At an AGM, the agenda shall include the following:

- Adoption of the agenda
- Approval of the minutes of the last AGM
- Receipt of reports of activities and major decisions of the Management Committee since the previous AGM
- Reports on insurance coverage for members, officers and directors.
- Bylaws amendments
- Confirmation that the Club's monthly and annual financial statements have been examined by a person qualified to do so.
- Review of the financial report
- Receipt of the draft budget.
- New business
- Election of a Management Committee for the current year.

## **Bylaws # 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. An Annual Financial Review shall be conducted, and a report presented to the AGM.

6.4. The Annual Financial Review shall be conducted by a qualified member of the Club who is not a member of the Management Committee.

6.5. 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.

6.6. The Management Committee shall prepare an annual budget.

6.7. All Club activities, administrative expenditures, and projected income are to be budgeted on an annualized, break-even basis.

6.8. Notwithstanding Bylaw 6.7, the Club may authorize a contingency fund not to exceed \$1500 for unanticipated expenditures which may occur during the fiscal year.

6.9. The Management Committee may, when it is deemed to be in the best interest of the Club, approve a subsidy for a particular activity, event or project.

6.10. 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.

6.11. 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.

## **Bylaws # 7 Non-Profitability**

7.1. The income and property of the Club shall be applied solely towards the objectives of PROBUS, and no portion thereof transferred directly or indirectly to the members.

7.2. An individual member of the Club must not gain from a discount, commission, gratuity, or other benefit arising from a Club activity.

7.3. Nothing herein shall prevent the Management Committee from authorizing remuneration to a Club member who is providing a pre-approved service which benefits the Club and/or is open to all Club members.

Note: See also Bylaws # 8.1

### **Bylaws # 8 - Conflict of Interest**

8.1. An Officer, Director or Director-at-Large who has a direct or perceived conflict of interest in a proposed contract or transaction shall:

- disclose this direct or apparent conflict at the first meeting of the Management Committee during which the contract or transaction is to be discussed,
- present his or her position on the contract or transaction, then excuse himself/herself from all subsequent discussions on the contract or transaction, unless requested by the Management Committee to provide additional information, and
- excuse himself/herself from voting on the contract or transaction. 8

8.2. The proceedings of 8.1 shall be duly recorded in the minutes of the Management Committee, the newsletter, and read at the next General Meeting.

Note: The provisions of Bylaws 7.2 and 7.3 apply here as well.

### **Bylaws # 9 Amendments**

9.1. Any Bylaws may be amended, added, or deleted by a two-thirds majority of the members present and voting at an AGM or SGM, provided that notice of motion has been given as required by Bylaws 5.7.

9.2. Any such amendment to the Club's Bylaws must be consistent with the Standard Constitution of the Club.

9.3. Notification regarding any approved Bylaws amendment(s) shall be deemed to have been communicated to the general membership via the Minutes of the AGM or SGM.

9.4. The Bylaws of the Club shall be reviewed annually by the Management Committee, and any proposed amendments brought before the general membership at the AGM or any SGM.



## **Bylaws # 10: Enforcement**

10.1. All Bylaws of the Club shall be complied with at all times, and any violation(s) of the Bylaws may, at the discretion of the Management Committee, result in penalties.

10.2. A member who is believed to have violated a Bylaws shall receive a letter from the Management Committee advising of the alleged Bylaws violation and requesting adherence to the Bylaws.

10.3. A member who is believed to have violated a Bylaws may, prior to any decision by the Management Committee, appear before the Management Committee.

10.4. The penalties for Bylaws infractions shall be a letter of reprimand advising that a continued Bylaws violation shall result in any of the following;

- Suspension from participation in one or more activities of the Club
- Termination of Club membership for a period of one year.

## **Bylaws # 11 Severability**

11.1. Should any portion of the Bylaws be deemed to be unenforceable, then for the purpose of interpretation and enforcement of the Bylaws, each Bylaws and each subparagraph shall be deemed to be separate provisions and severable, and the balance of the provisions contained therein shall remain in full force and effect.

**Approved at Special General Meeting on February 28<sup>th</sup>, 2020**