

Bylaws of PROBUS Pickering Lakeside

August 2021

Bylaw # 1 - Territory

1-1. Membership in PROBUS Pickering Lakeside, hereinafter referred to as the “Club”, shall be primarily, but not limited to, the City of Pickering, Ontario and the immediate surrounding communities of Pickering, Ontario in accordance with current membership guidelines established by the City of Pickering.

Bylaw # 2 - Club Management

2-1. In accordance with the Club’s Constitution, a Management Committee of members shall be established to manage the day to day and strategic operations of the Club including, but not limited to, financial and membership activities.

2.2 The Club also extensively and exclusively uses a Member Management software application to manage Membership, Events, Communications and Financial Revenues.

Bylaw # 3 - Club Membership

3-1. Membership in the Club is open to both women and men.

3-2. An application for membership will require a one-time non-refundable initiation fee as well as an annual membership fee which will be payable on registration and on the member’s anniversary date. Current fees are posted on the website and The Management Committee will periodically review the fee structure and membership caps and make adjustments as required based on current financial circumstances.

3-3. All members will be required to have their own unique email address such that membership can be managed through the Club’s Member Management software system. This system will automatically remind members of their pending renewals 21 days prior to their renewal date and will terminate the membership of any member who fails to pay the annual membership renewal fee within 14 days after their renewal date.

3-4. Honorary or Life Membership may be conferred on a person by a majority vote of the Management Committee. An Honorary or Life 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 or Life Members at any given time.

3-5. If, in the opinion of, and after due consideration, by the 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 membership, the Management Committee shall discuss and try to favourably resolve the issue with the member. Should such discussion be unsuccessful, the Management Committee, by majority vote, may choose to suspend the membership of the member and shall return any Club membership fees paid by the member for any period for which the member’s membership in the Club will no longer be in effect.

3-6. The Club is a 100% volunteer organization with no salaried members and no individual member

can profit from his or her membership or from any Club activity, other than in exceptional circumstances, at the discretion and with the specific approval of the Management Committee.

3-7. Through its Member Management software, the Club will maintain a 'membership roll' which shall include Club members' names, postal and email addresses, telephone numbers and other information that the Management Committee may determine is necessary. The Management Committee shall be responsible for managing the privacy of this information and the membership roll shall not be used for commercial purposes within or outside the club nor shared with any person or organization outside of the club.

3-8. Parts of the membership roll (name, telephone number and email address only) will be made available to the members only on the clubs website and mobile apps. Members will have the ability to hide this information in their profile.

Bylaw # 4 - Club Events

4-1. The Club, through its Social Committee and/or Interest Groups will arrange and manage "Events" (activities, monthly meetings, trips, special occasion events and excursions, etc.) for its members.

4-2. All such Events could be either in-person or on-line and will be set-up in the club's Member Management system and communicated to members through that system. They will also be viewable on the Club website and the Clubs mobile app while they are open for registration.

4-3. Any member wanting to participate in any Event will be required to register for it in the Member Management System.

4-4. Unless noted below in section 4-6, Events must be self-supporting and budgeted to break even. If any event has some costs associated with it then those costs will be borne by the participants and be included in any registration fees. Where costs are to be incurred and/or fees collected, the Event Organizer(s) must prepare a financial statement of costs and proposed fees and present this statement to the Treasurer for final approval before having the Event opened for registration.

4-5. Active participation in an Event is contingent on membership status. At the discretion of the Event Organizer, non-members may be allowed to attend and may be charged a higher fee.

4-6. From time to time, Events for the whole Club may be partially subsidized (e.g.: Lunch Reception, Christmas Lunch, Picnic or BBQ etc.).

Bylaw # 5 - General & Annual General Club Meetings

5-1. General Meetings of the Club membership shall be held on the third Wednesday of each month at 10:00 am, either on-line or in-person at the designated venue or as determined by the Management Committee. In-person attendees will be asked to sign-in and may be charged a meeting fee upon arrival at the facility.

5-2. The Annual General Meeting of the Club membership shall be held on the regular scheduled meeting date in January of each year.

5-3. Guests are encouraged and most welcome to attend the General Meetings to learn and experience the benefits of membership. Guests will be required to register and pay the meeting fee upon arrival.

5-4. All Meetings will generally include a speaker whose fee will first be approved by the Management Committee.

5-5. If a speaker wishes to sell his/her books or services with the prior approval of the Management Committee, a table shall be set up for this accordingly.

Bylaw # 6 - Member Communications

6-1. The club communicates to members through emails, Social Media applications, the Club website and periodic newsletters and/or communiques.

6-2. From time to time, the Club and the Event Organizer(s) may take photographs to use as promotional material in it's communications. No member will be identified by name in these photos.

Bylaw # 7 - Member Payments

7-1. Where a member has to pay for a new membership, a renewal or an Event, such payment will be made on-line at the time of application, renewal or registration through the club's Member Management systems.

7-2. From time to time, at the discretion of the Management Committee and by prior arrangement with the Treasurer, a member may pay by cheque or e-transfer. The Treasurer will determine and agree with the member how such payment will be made.

Bylaw # 8 - Assumption of Risk and Liability Waiver

8.1 To properly protect the Club and all its members, members, upon joining, and annually upon renewing their membership will be instructed to read the Assumption of Risk and Liability Waiver and will be advised that membership will be conditional on acceptance of the clauses therein.

The Assumption of Risk and Liability Waiver reads as follows:

I acknowledge that any activity sanctioned by PROBUS Pickering Lakeside Club, in which I am participating, may involve risks which are beyond the control of the Club. Notwithstanding the acknowledgement of such risks, I hereby release PROBUS Pickering Lakeside, its officers, directors, volunteers and members from all claims for damage or injury arising as a result of my participation in activities organized by the Club. I agree to pay the cost of any emergency evacuation of my person

and belongings that may be necessary.

I affirm that, for any specific activity organized by the club, I will make myself fully aware of its length, duration and degree of difficulty and that I will be properly equipped and physically able to participate.

This agreement shall be interpreted in accordance with the laws of the Province of Ontario. This liability waiver applies to me, my personal representatives, successors, heirs or assigns.

Bylaw # 9 - Member Voting

9-1. Any time the Club membership shall be required to vote (i.e to fill a Management Committee position, or approve a Bylaw change etc) then such requirements will be communicated to the membership at least 21 days in advance through email and included in the club Newsletter and Website as appropriate. When a club vote is required it could be an in-person vote or run electronically through the clubs electronic polling system.

Bylaw # 10 - Management Committee Positions

10-1. The Management Committee shall consist of between 8 and 12 Club members in good standing and must include a President, Vice President, Treasurer, Secretary and Past President.

10-2. Other Committee positions will be set by the Management Committee as required and will be detailed in the Club's Position Descriptions. These descriptions are available on the club website.

10-3. Each Committee position will be for a minimum of two years and the Management Committee shall set end dates and staggered terms for each management position such that no greater than 60% of the Management Committee position terms will expire in any single year. No member shall serve more than ten consecutive years on the Management Committee.

10-4. Each member on the Management Committee has one Management Committee vote and the voting majority at a Management Committee meeting shall be 50% plus one of the Committee.

10-5. From time to time a person may fill more than one position on the Management Committee. Such assignments will be limited to two positions maximum per member and the Management Committee will strive to ensure there is always a minimum of eight different members on the Committee. In the event a Management Committee member occupies more than one Committee position, only one of the positions shall be counted when determining a quorum for the Committee, and the member shall not exercise more than one vote on any matter.

10-6. Committee Members will not hold Management positions in other PROBUS clubs.

10-7. 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.

10-8. In the absence of the President, the Vice President shall perform the duties of the President.

10-9. The Secretary shall be responsible for recording and archiving all minutes of the

Management Committee meetings and archiving all material correspondence and material records of the Club.

Bylaw #11 - Election of Management Committee Members

11-1. As required to fill Management Committee vacancies, or three months prior to the next Annual General meeting, a Nominating Committee consisting of the President and at least 3 other Committee or Club members as appointed by the Management Committee shall be formed. The details of this Nominating Committee will be communicated to the club at that time.

11-2. The Nominating Committee shall be charged with determining what positions need to be filled, their terms, seeking and/or recommending candidates for those positions and determining whether such positions should be approved by a Management Committee or by a General membership vote. Elections will be held in conjunction with the Annual General Meeting.

11-3. Any nominations made by members outside of the Nominating Committee (with nominee's prior consent to stand) shall be conveyed to the Nominating Committee at least twenty-one (21) days prior to any voting and included in the Nomination and election process.

11-4. Appointments to vacant positions on the Management Committee shall be made by means of a majority vote (50% + 1) of the Management Committee or of more than 50% the Club membership who voted, as appropriate.

11-5. When an election by the membership is required, voting for candidates where there is no opposing candidate, will be accepted by acclamation.

11-6. In the event the Management Committee feels any Committee member needs to be removed either for cause or because their membership has expired, the following process will apply. A motion will be raised and seconded and a secret ballot will be conducted among Management Committee members. Removal will be dependent on a majority of 66% of Committee members voting in favour.

Bylaw # 12 - Club Officers

12-1. There will be at least four different Club Officers in place at all times and such Officers shall have the authority to sign financial instruments (cash disbursements, cheques, credit/loan provisions, etc.) and material contracts on behalf of the Club and to open, close or move Club financial accounts.

12-2. The Officers of the Club must be members of the Management Committee and occupy one or more of the following positions on the Committee:

- President
- Vice President
- Treasurer
- Secretary
- Any other position considered essential to the effective operation of the Club and as recommended by the Management Committee.

12-3. The exercise of officers' authority in any instance shall be evidenced at the time by the signature of two of the current officers of the Club who are not the same individual and must have the approval of the Management Committee where such approval has not been previously delegated to the Officers. No Officer will be allowed to sign cheques made out to themselves or their partner.

12-4. The Treasurer will not hold any pre-signed cheques; shall maintain and control all financial records of the Club; deposit all funds of the Club in a financial institution approved by the Management Committee; and provide monthly financial statements to the Management Committee and annually to the Club membership. At the end of their term, the Treasurer will pass all material financial records to the successor Treasurer.

Bylaw #13 - Annual Financial Audits

13-1. An annual financial review of the Club's financial accounts, transactions and material financial commitments shall be conducted and a report presented to the Annual General Meeting of the Club. This 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. Any "qualified" individual is considered someone with substantial experience in maintaining and reviewing financial accounting records and transactions.

Bylaw # 14 - Club Assets

14-1. Assets of the Club (e.g. funds, supplies, equipment, purchased services, brand, website, email accounts) 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 that position or to the President.

Bylaw #. 15 - Amendments

15-1. Any bylaw may be amended by a motion receiving approval by two-thirds (2/3) majority of the Management Committee provided that such meeting has a quorum as defined in the bylaws, and provided that notice of the motion has been given as required by under the Club's bylaws.

15-2. The Club's by-laws must be consistent with the "Standard Constitution for Local PROBUS Clubs (Canada) and shall be reviewed for possible amendments every three years (or sooner if deemed necessary by the Management Committee or the Club membership).

15-3. When "Standard Constitution for Local PROBUS Clubs (Canada)" updates are published by PROBUS Canada, the PROBUS Club of Pickering Lakeside shall adopt them as being the current constitution version to be followed.

15-4. The President shall review the "Standard Constitution for Local PROBUS Clubs (Canada)" with 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.

15-5. The Club President will send a complete copy of the Club's bylaws to PROBUS Canada whenever such bylaws are amended.