

## PROBUS CLUB OF CENTRAL EDMONTON

### BYLAWS

The name of the club is the Probus Club of Central Edmonton (the Club). The purpose of the Club is to provide regular opportunities to meet other members with similar interests, to expand those interests and make new friends. The Club's activities are directed towards acquaintance, fellowship and learning through a program of speakers, tours, social gatherings and other such events. The Club is not a fund-raising or service organization and shall not be competitive with any other organization. The Club is non-political, non-sectarian and non-profit.

#### **Bylaw No. 1 Affiliation with Probus-Centre Canada, Inc.**

1. The Club is an autonomous branch of Probus Centre-Canada, Inc. Any matter not addressed in these bylaws shall be governed by the Bylaws of the Probus Centre-Canada, Inc.

#### **Bylaw No. 2 Membership**

1. Membership in the Club shall primarily, but not exclusively, be from the greater Edmonton area, of the Province of Alberta.
2. Membership is open to retired and semi-retired men from business and professional occupations and other occupations. Spouses of members, and invited guests may attend tours, social gatherings and other events specified by the Executive Committee.
3. An application for membership shall be on an application form approved by the Executive Committee, accompanied by the application fee for a membership, and a biography of the applicant.
4. Annual membership fees are payable by December 31<sup>st</sup> of each year, for the next calendar year starting January 1<sup>st</sup> and ending December 31<sup>st</sup>, being the fiscal and membership year.
5. Upon approval of an application for membership, the new member shall be presented with a copy of the Constitution of Probus Centre – Canada, Inc., and the Club's Bylaws along with a Probus lapel pin and a name badge.
6. Membership may be held in more than one Probus Club.
7. The Executive Committee may terminate the membership of any member who fails to pay the annual membership fees.
8. If, in the opinion of, and after due consideration by, the Executive Committee, a member has conducted himself in such a manner as to bring discredit on the organization, or cause discord within the membership, he may be asked to resign. The resignation request should be made only if after a discussion between the member and the Executive Committee, the matter is not resolved.

9. The Executive Committee may establish a policy to waive membership fees in situations it considers appropriate.
10. The Executive Committee may expend funds to purchase token gifts for speakers, tour presenters, and members who have provided extraordinary services to the Club.

### **Bylaw No. 3 Management**

1. The President or designate shall preside at all meetings of the Executive Committee and regular meetings of the Club.
2. The Club is to be managed by the Executive Committee consisting of the President, Vice-President, Secretary, Treasurer, a Past-President, and the Chairs of committees for Programs, Social Activities, Communications, Membership, and Facilities. The lead member of the above-mentioned committees shall be known as the Chair of their respective committees, and as such, are members of the Executive Committee. Nothing herein shall bar the Executive Committee from establishing other committees or sub-committees. The Committee may also include members at large as elected by the Club Membership. Any Club Member may attend all Executive Committee meetings.
3. The Executive Committee shall set the membership fees on a yearly basis. The fee for new members who join later during a membership year may be reduced on a basis set by the Executive Committee.
4. A quorum for meetings of the Executive Committee shall be 50% of the members of the Committee.
5. The Secretary is responsible for minutes of Executive Committee meetings and of the business portion of the Regular Meeting. The Secretary is responsible for preparing and distributing these minutes prior to the next meeting, retaining archival material and other duties usual to a Secretary's position.
6. The Treasurer shall provide financial information including revenue, expenses, projected year-end results and the cause of any unexpected variances at each meeting of the Executive Committee, and an annual report to the club membership at the Annual General Meeting (AGM).
7. The Membership Chair, or designate, is responsible for receiving new membership applications, for processing membership enquiries, lapel pin distribution and the maintenance and updating of the Membership Roll. The Membership Roll includes all members' names, addresses, postal codes, spouses' names, telephone numbers and email addresses, and such other information as the Executive Committee may determine to better assist it in developing speakers, tours and social events. A shortened version of the Membership Roll, called Members Contact List, containing members' names, phone numbers and email addresses, shall be distributed to all members at least annually and shall include a statement that it is not to be used for commercial purposes. The purpose of the Members Contact List is to enable

members to better communicate with each other. A member may opt-out of having basic contact information released to the membership by sending a written request to the Membership Chair.

8. The Club's Bylaws shall be reviewed for possible amendments every three years or as deemed necessary by the Executive Committee.
9. Meetings and voting by the Executive Committee may be held in person, by telephone or by email.

#### **Bylaw No. 4 Election of Officers**

1. A Nominating Committee must present a slate of candidates for election. This committee shall be composed of the President, Vice-President and a Past-President of the Club, who shall be the Chairman of this committee. The slate of candidates shall be presented to the Executive Committee meeting in May and published in the May monthly newsletter. A notice of motion for the election of Officers shall be presented by the Chair of the Nominating Committee at the regular meeting in the month prior to the AGM.
2. Any further nominations (with prior consent from the nominee) should be conveyed to the nominating committee at least 14 days prior to the AGM.
3. When an election is required voting shall be by secret ballot.
4. The AGM shall be held on the regular meeting day in June in each year. At this meeting, members of the Executive Committee shall be elected for the forthcoming year.

#### **Bylaw No. 5 Regular Meetings**

1. Regular meetings shall be held on the 3<sup>rd</sup> Tuesday of each month at 10:00 A.M. at the Royal Mayfair Golf Club or at a time and place as otherwise directed by the Executive Committee. There are no regular meetings or tours in July and August.
2. A quorum at all regular meetings shall be 25% of the total membership.
3. Any notice of motion shall be submitted in writing to the Secretary and read to the regular meeting one month prior to the meeting at which it is to be considered. For the information of members not in attendance at such prior meeting, the notice of motion shall be published in the Club's monthly newsletter. The need for a notice of motion may be waived by a vote of 2/3 of the members present at a regular meeting.

#### **Bylaw No. 6 Financial Matters**

1. The Treasurer shall receive, record, and deposit all funds of the Club in a financial institution approved by the Executive Committee. The signing officers shall be any two of the President, the Vice-President, a Past President and the Treasurer.
2. The Treasurer shall disburse funds to operate the Club, including payment of the annual accreditation fees, and for the insurance coverage provided by Probus Centre-Canada, Inc., and shall also pay and maintain directors' and officers' insurance.

3. The Treasurer shall present a budget with recommendation for membership fees to the Executive Committee before the October regular meeting. The Treasurer or President shall report the approved budget to the members at the next regular meeting.
4. The Treasurer shall present financial information including revenue, expenses, projected year-end results and the cause of any variances at each meeting of the Executive Committee and a summary thereof to the regular meeting.
5. The Treasurer shall present the annual financial report for the previous fiscal year at the AGM. The Treasurer may provide an interim financial report for the current year at the AGM or a regular meeting.
6. An interim financial report and the year-end financial statement shall be circulated to all members. This may be done by email or by a printed copy.
7. Any member may request an audit by presenting a notice of motion at a regular meeting. The notice of motion shall be voted on at the following regular meeting. If an audit of the year-end financial statements is required, it may be conducted by a qualified member of the Club who is not a member of the Executive Committee.
8. Any member may inspect the financial records of the club at a time and place agreed to by the Treasurer. The Treasurer shall not unreasonably withhold agreement to the inspection of any records.

#### **Bylaw No. 7 Non-Profitability**

1. The Executive Committee may establish a reserve for addressing future and unexpected financial events. More than one reserve fund may be established. The Executive Committee may transfer all or part of any annual surplus to a reserve each year. Reserves can only be expended with the approval of the Executive Committee.
2. The amount of the reserve shall be held in the form of cash or investments. Interest on any reserve shall form part of the general revenue.
3. Club activities are to be budgeted to break even, after including an estimate of the annual allocation to any reserve established by the Executive Committee.
4. Funds may be advanced with the approval of the Executive Committee, when required. All such advanced funds shall be accounted for.
5. No member shall gain from a discount, commission, gratuity or other benefit arising from any club activity.

#### **Bylaw No. 8 Amendment to the Bylaws**

1. Bylaws may be amended by a 2/3 majority of the members present and voting at a regular meeting, if notice of motion has been given as required by Bylaw No. 5.
2. Any amendment to the Club's Bylaws shall be consistent with the Constitution and Bylaws of Probus Centre-Canada, Inc.

**Bylaw No. 9 Registered Address**

The Club's registered address (with Probus Centre-Canada, Inc.) and its mailing address is:

c/o the Royal Mayfair Golf Club

P.O. Box 52094

Edmonton, Alberta

T6G 2T5

This address may be changed by the Executive Committee, in which case all members and Probus Centre-Canada, Inc. shall be given notice by the Secretary, Treasurer or Membership Chair. All communications with members may be made at a regular meeting, in the newsletter or by email.

**Bylaw No. 10 Dissolution**

In recognition of Rotary International's services and contribution towards the expansion of Probus, any funds remaining on dissolution of the Club shall be donated to the Rotary Foundation (Canada) or to another registered charitable organization as approved by the majority of the members at a regular meeting.

Bylaws passed: February 14, 2017

---