

PROBUS Club of Central Edmonton

BYLAWS

Preamble

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 to make new friends. The Club's activities are directed towards acquaintance, fellowship and learning through a program of presentations, tours, social activities, 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 CANADA.

1. The Club is an autonomous branch of PROBUS CANADA. Any matter not addressed in these bylaws shall be governed by the *Standard Constitution for PROBUS Clubs*.

Bylaw No. 2 Membership

1. Membership in the Club shall be primarily, but not exclusively, from the greater Edmonton area, of the Province of Alberta.
2. Membership is open to retired and semi-retired people regardless of marital status, gender identity, sexual orientation, or any other ground prohibited under Section 1.3(1) of the Canadian Human Rights Act.
3. An application for membership shall be on an application form approved by the Executive Committee. A recommendation is needed by a sponsor or by the Membership Director
4. After approval of an application for membership by the Executive Committee and payment of the membership fees, the new member shall be encouraged to review the Standard Constitution for Clubs and the Club's Bylaws on the Club's web site. A copy of the current Members Contact List will be emailed to the new member.
5. Membership may be held in more than one PROBUS Club.
6. The Executive Committee may terminate the membership of any member who fails to pay the annual membership fees.
7. If a member brings discredit on the organization or causes discord within the membership in the opinion of the Executive Committee, the member 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.

Bylaw No. 3 Management

1. The Club shall be managed by the Executive Committee consisting of the President, the Vice-President, the Secretary, the Treasurer, a Past-President, the Membership Director,

the Programs Director, the Social Activities Director, the Communications Director, and the Technology Director. These executives may delegate some of their duties to other Club Members who may attend the Executive Committee meetings. The Executive Committee may also include members at large, as elected by the Club Membership.

2. Any Club Member may attend Executive Committee meetings.
3. The Executive Committee may establish ad hoc committees and establish the mandate, deadlines, and budget for these committees.
4. The Executive Committee members shall hold their respective positions from July of one year to June of the following year. Executives who wish to continue in their position may do so, subject to the approval of the members at the Annual General Meeting.
5. The Executive Committee shall have authority to fill vacancies that may arise between elections.
6. A quorum for in-person meetings of the Executive Committee shall be 50% of the members of the committee.
7. Meetings and voting by the Executive Committee are preferably held in person or by videoconference. Email votes can also be used for urgent matters. Votes done by email require 50% Committee members. The committee members shall always have the opportunity to comment and propose amendments to a motion before a vote is taken.

Bylaw No. 4 Responsibilities

1. The President shall preside at all meetings of the Executive Committee and Club regular meetings of the Club. S/he shall also manage the Club's relations with PROBUS CANADA and with other PROBUS clubs.
2. A Past-President shall ensure management continuity.
3. The Vice-president shall replace the president when s/he is not available. S/he is usually nominated to take over the presidency when the current president leaves this position.
4. The Secretary shall take the minutes of Executive Committee meetings and of the business portion of the Club regular meeting. S/he shall also distribute them before the next meeting and perform other tasks usual to a Secretary's position. He is also responsible to receive and manage notices of motion.
5. The Treasurer shall prepare the annual budget and the financial reports, receive, record, and deposit all funds of the Club, and disburse funds necessary to operate the Club. S/he shall also present the budget and financial reports to the Executive Committee and the Club Members.
6. The Membership Director shall receive membership applications, process membership enquiries, and manage the name tags. When a new member joins the club, the Membership Director may also issue a welcome email to that member, copied to all the other members.

The Membership Director shall maintain, and distribute to all members, at least semi annually, the Members Contact List to facilitate communications. The List contains the members' names, their phone numbers and email addresses. The List must include a

statement that it is not to be used for commercial purposes. A member may be excluded from the List by sending a written request to the Membership Director.

The Membership Director shall also maintain the Membership Roll to assist in preparing and managing presentations, tours, and social activities. The Roll includes all members, their contact information as well as other pertinent information. The Roll is for the exclusive use of the Executive Committee and should be kept current as the membership changes.

7. The Programs Director shall arrange monthly presentations on topics of interest to the Club members and organise monthly tours.
8. The Social Activities Director shall organise social activities such as the annual Christmas party. S/he shall also obtain the facilities needed for the Club meetings and social activities. When payments are required to the Club for an activity or event, the Social Activities Director shall provide the Treasurer with the names of attendees in advance so that invoices can be issued. The Treasurer shall manage the collection of the payments.
9. The Communication Director shall prepare and publish the monthly newsletter.
10. The Technology Director shall manage the Club's email account and the Club's Web site. S/he shall also manage a Club tele and/or videoconference platform and the Club's archival platform.

Bylaw No. 5 Meetings and Tours

1. Club Regular meetings shall normally be held on the 3rd Tuesday of each month at 10:00 A.M. at a location determined by the Executive Committee.
2. Executive Committee meetings shall be held each month before Club regular meetings. Additional meetings may also be held at the discretion of the president.
3. Monthly tours shall occur on the 4th Tuesday of each month or at a date more convenient to the hosts of the tours.
4. There are no Club regular meetings or tours in July and August.
5. A quorum at all Club regular meetings shall be 25% of the total membership.
6. The Executive Committee may provide rules related to attendance of events by guests. The club will welcome guest in accordance to said rules.
7. Notices of motion to the Club membership shall be submitted in writing to the Secretary and read at the Club regular meeting one month prior to the meeting at which it is to be considered. This motion shall be sent by email soon thereafter to all members and it shall also be published in the Club's monthly newsletter. However, the need for a notice of motion may be waived by a vote of 2/3 of the members present at a Club regular meeting.
8. In exceptional circumstances, when Club members cannot meet for an extended period, an email vote on a notice of motion by the Club membership is acceptable. The motion shall be first sent out, inviting all members to send comments and/or proposed amendments to all other members. The vote on this motion and the proposed amendments shall not take place sooner than four weeks after the initial email. On

email votes, at least 50% of the total membership must reply and a majority of those replying must be in favour of the motion for it to pass.

Bylaw No. 6 Election of Officers

1. The Annual General Meeting (AGM) shall be held on the Club regular meeting day in June of each year. At this meeting, members of the Executive Committee shall be elected for the next 12 months.
2. A Nominating Committee shall present a slate of candidates for this election. This committee shall be composed of the President, the Vice-President and a Past-President of the Club. The last shall be the Chairperson of this committee.
3. The Chair of the Nominating Committee shall present the slate of candidates to the Executive Committee meeting and to the Club members at the Club regular May meeting. A notice of motion for the election of Officers shall be presented during the Club regular May meeting.
4. Any further nominations (with prior consent from the nominee) should be conveyed to the Nominating Committee at least 14 days prior to the AGM and the committee shall inform the members by email about such nominations soon after receiving them.
5. When an election is required, voting shall be by secret ballot.

Bylaw No. 7 Financial Matters

1. Annual membership fees shall be payable by December 31st of each year for the next calendar year starting January 1st and ending December 31st. Thus, the fiscal year coincides with the calendar year.
2. The Treasurer shall present a budget with recommendations for a membership fee structure to the Executive Committee at its October meeting, and this Committee shall set the fee structure for the following fiscal year.
3. The fee for new members who join during a fiscal year may be reduced on a basis set by the Executive Committee.
4. The Executive Committee may waive membership fees in situations it considers appropriate.
5. The Treasurer or President shall present the approved budget to the Club Members no later than the November Club regular meeting.
6. The Treasurer shall receive, record, and deposit all funds of the Club in a financial institution approved by the Executive Committee.
7. The Treasurer shall disburse funds to operate the Club, including payment of the annual accreditation fees. S/he shall ensure that insurance coverage is provided for the Club officers and directors.
8. The Treasurer shall present interim financial reports including revenue, expenses, projected year-end results and the cause of any variances at each meeting of the Executive Committee and a summary thereof at the following Club regular meeting.

9. The Treasurer shall prepare the annual financial report for the previous fiscal year, provide it by email or otherwise to all Club Members soon after the end of the fiscal year, and present it for approval at the January or February Club regular meeting.
10. The signing officers shall be the President, the Treasurer, and two other members of the Executive Committee designated by the Executive Committee. They shall have the sole authority, on behalf of the Club, to sign financial instruments (cash disbursements, cheques, credit/loan provisions, etc.) and material contracts and to open, close or move Club financial accounts. Disbursements require two signatures, one of which must be either that of the President or of the Treasurer.
11. The Executive Committee may authorize spending funds to purchase small gifts for speakers, tour presenters, and members who have provided extraordinary services to the Club.
12. The Executive Committee may establish a reserve fund 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 fund each year. Reserves can only be expended with the approval of the Executive Committee.
13. 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. 8 Non-Profitability

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. Nothing herein shall prevent the payment of approved remuneration for services rendered to the Club.
2. Club activities shall be budgeted to break even, after including an estimate of the annual allocation to any reserve fund established by the Executive Committee.
3. Funds may be advanced with the approval of the Executive Committee, when required. All such advanced funds shall be accounted for.

Bylaw No. 9 Amendment to the Bylaws

1. The Club's Bylaws shall be reviewed for possible amendments every three years or as deemed necessary by the Executive Committee.
2. Proposed amendments to the Bylaws must be presented to members through a Notice of Motion made at the May general meeting. Approval of the amendment requires a vote by a 2/3 majority of the members present at the following Annual General Meeting.
3. In exceptional circumstances, when Club members cannot meet for an extended period, an email vote to approve Bylaw amendments is acceptable if it follows the rules given in Bylaw 5, Clause 8 with the following exceptions: replies are received from at least 50%

of the members and a 2/3 majority of those replying must be in favour of the motion for it to pass.

4. Any amendment to the Club's Bylaws shall be consistent with the Standard Constitution for PROBUS clubs.

Bylaw No. 10 Registered Address

The Club is registered with PROBUS CANADA, and the Club's 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. All members of the Club and PROBUS CANADA must be notified of such changes.

Bylaw No. 11 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 approved at the June 20, 2023 Annual General Meeting
