



# Escarpment PROBUS Club of Milton

## Bylaws 2023

### **Article 1 - Name and Territory**

- a. The name of the Club shall be the **Escarpment PROBUS Club of Milton**.
- b. Membership of this Club shall primarily but not necessarily be from the town of Milton, Ontario, Canada and its environs.

### **Article 2 - Membership**

- a. The Club shall be for retired and semi-retired men and women with professional or business backgrounds, and others who have had some measure of responsibility or achievement in any field of worthy endeavour.
- b. An annual fee as established by the Management Committee is due on October 1st for the ensuing 12 months.
- c. The application for membership shall be reviewed by the Membership Chair and presented to the Management Committee for approval during the monthly Management meeting. Applicants without a current member sponsor shall be contacted by the Membership Chair to review the application prior to presenting it to the Management Committee.
  - c1. Membership may be held in more than one PROBUS club. When a membership waiting list exists and an opening occurs in the Club, preference shall be given to an applicant who is not already a member of a PROBUS club. **Preference will also be given to an applicant who is a resident of the Halton region.**
  - c2. Once approved, the application form shall be accompanied by an initiation fee and the annual fee, each as set by the Management Committee.

- c3. For new members joining throughout the year the fee will be prorated and reduced in accordance with the scale approved by the Management Committee.
- c4. The initiation fee will be charged for all new applicants including applicants moving from other PROBUS Clubs.
- c5. With respect to applicants who were previous members of our Club, the initiation fee will be waived if the member is returning within two years. Article 2 c2 shall not apply to such members and they shall be required to pay the full annual fee irrespective of month of return. After two years, the returning member must also pay the initiation fee.
- c6. Membership fees and initiation fees are non-refundable.
- c7. In the event of a member passing away, a donation of \$50 in memory of that member will be given to a registered charitable organization as approved by the Management Committee.
- d. Regular attendance is not mandatory, however, it is expected members would attend a majority of meetings in support of the Club's aims and objectives.
- e. Life membership may be conferred upon an existing member, by the management committee, who has rendered outstanding service to the Club. Life members are not required to pay membership fees and may enjoy all privileges of membership. Life members can represent no more than 3% of the total membership of the Club at the time of appointment.
- f. The Membership Chair shall maintain records of member's, home address, telephone number and email address.
- g. An up-to-date Member's List shall be available to the Management Committee members.
- h. A Member's List shall be issued to members at least once a year, and shall include a statement that it is not to be used for commercial purposes. Members may have the option to exclude their personal information from the General Circulation List by advising the Membership Chair in writing.
- i. Any unauthorized use of the Member's List for purposes not directly associated with the Club may be grounds for termination of an individual's membership within the Club.

- j. No member or group of members shall be excluded from any activity of the club save and except by limitations on numbers.
- k. The Management Team shall determine if and when a limit should be imposed on membership numbers and, if so determined, the size of such limit.
- l. Escarpment Probus Club is organized into smaller groups or “clubs” under the supervision of the Social Chair and club convenors. Only members of Escarpment Probus will be permitted to be members of such clubs.
- m. Activities organized by the Activities Chair may be open to guests of members except that in the case of Activities where numbers are restricted then priority shall be given to members.

### **Article 3 - Management**

- a. The Escarpment PROBUS Club shall be managed by a Management Committee comprising a President, a Vice-President (President Elect), Secretary, a Treasurer, a Program Chair, a Newsletter Chair, a Membership chair, a Social Chair, an Activities Chair and the immediate Past President.
- b. The Management Committee may add other Chair positions as deemed appropriate.
- c. Any vacancies may be filled by the Management Committee.
- d. The Escarpment PROBUS Club President shall normally serve only one term but under special circumstances no more than one additional term may be served.
- e. No member may hold the same office for more than 2 years except in circumstances where the office requires a special skill or talent.
- f. A committee member may be removed from office by a 60% vote of the Management Committee.
- g. In the event a Management Committee member occupies more than one Committee position, only one such position shall be counted when determining a quorum for the Committee, and the member shall not exercise more than one vote on the Management Committee.

**Article 4 - Election of Officers**

- a. A Nominating Committee chaired by the Past President and any four members, who will not be candidates selected by the Chair and approved by the Management Committee, shall present a list of nominees for approval by the Management Committee and upon such approval to the General Meeting immediately prior to the Annual General Meeting.
- b. Any further nominations (with prior consent to stand) shall be conveyed, in writing or by email, to the Chair of the Nominating Committee and copied to the President at least 14 days prior to the Annual Meeting.
- c. Voting will be necessary if there is more than one candidate for a position. A returning officer and a scrutineer, neither of whom is a candidate for election, shall be appointed by the Management Committee prior to the Annual General Meeting.
- d. When an election is required, voting shall be by ballot.
- e. The Management Committee has the power to appoint sub-committees.

**Article 5 - Meetings**

- a. The President shall preside over the monthly General Membership and Management Committee meetings. The Vice-President will act for the President in his or her absence. The Secretary shall maintain minutes of Management and AGM meetings and look after all correspondence.
- b. General meetings of the Club shall usually be held on the third Wednesday of each month at a time and venue determined by the Management Committee, with a program of business, fellowship and a speaker. The meeting shall end at approximately 12:00 noon.
- c. Meetings of the Management Committee shall be held monthly.
- d. Any notice of motion regarding By-Laws shall be submitted in writing to the Secretary and shall be read at the regular meeting of the Management Committee prior to the meeting at which it is to be

presented to the members. The presentation may be at a regular General Meeting, via Email, Zoom, or any other method the Management Committee deems appropriate. It will be voted on by the members at a subsequent General Meeting. At such meeting a quorum for voting shall be 25% of the membership.

- e. The Annual General Meeting of the Club shall be held in September. Reports of the various management committee members for the past year will be presented at this meeting and an election held for the management committee members for the upcoming year. An auditor will be elected and shall serve a maximum of two years. A quorum for voting shall be 25% of the membership.

### ***Article 6 - Financial***

- a. The financial year of the Club shall begin on September 1st. By December 31, on receipt of an invoice from PROBUS Canada, payments shall be made for group liability insurance and other PROBUS Canada costs.
- b. The Treasurer shall deposit all funds of the Club in a chartered bank approved by the Management Committee. Cheques shall be signed by any two of the President, the Past President, the Vice-President or Treasurer. Cheques may not be signed by two members of the same family or of the same household.
- c. An audited income and expenditure statement and balance sheet if applicable, for the twelve months ending August 31 shall be presented at the Annual General Meeting.
- d. The Club may advance funds with the approval of the Management Committee, for the prepayment of events in which members will attend, when it is known that the funds will be recovered from the members.

### ***Article 7 - Non Profitability***

- a. Club activities are to be budgeted to break even, save and except for the Anniversary Dinner, the Annual Picnic and the Christmas lunch and any other significant event determined by the Management Committee which may be subsidized to the extent determined by the Management Committee. Guests attending such events will not benefit from the subsidy.

- b. The club may advance funds, with approval of the Management Committee, when prepayments of event tickets are required prior to collection of funds from Members. Such advances shall be repaid to the Club.
- c. An individual member of the club must not gain from a discount, commission, gratuity or other benefit arising from a Club activity.

### ***Article 8 - Termination***

- a. The Management Committee will have the right to terminate the membership of any member who has failed to pay the annual dues by October 31st.
- b. The Management Committee shall be entitled to terminate the membership of any member who is not acting in accordance with the aims and objectives of the Club as outlined in the Standard Constitution and these Bylaws. A member so terminated shall not be entitled to rejoin the Club.

### ***Article 9 - Amendments***

- a. Any clause in these Bylaws may be amended by a two-thirds vote of the members present and voting, subject to the quorum and notice of motion requirements given above.
- b. The Club's bylaws shall be reviewed for possible amendments every three years, or sooner if deemed necessary by the Management Committee or the Club membership.
- c. When "Standard Constitution for local PROBUS Clubs (Canada)" updates are published by PROBUS Canada, the Club shall adopt them as being the current constitution version followed.
- d. 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.
- e. The Club President will send a complete copy of the Club's bylaws to PROBUS Canada whenever such bylaws are amended.