PROBUS CLUB OF PELHAM BYLAWS

I. TERRITORY

1. Membership in the PROBUS CLUB OF PELHAM, hereafter referred to as “the Club”, shall be primarily but not limited to residents of Pelham and immediate surrounding communities in Ontario not represented by a PROBUS club, or as an additional club if an existing club has exceeded membership capacity.

II. MEMBERSHIP

1. An application for membership, once accepted, will require payment of a one-time non-refundable initiation fee and a non-refundable annual membership fee. The Management Team will review the fee structure periodically and may make adjustments based on the financial circumstances of the Club. Depending on the time of year a new member is accepted, the annual membership fee may be prorated at the discretion of the Management Team. Existing members who are renewing their membership must pay the full annual fee. Partial-year renewals are not permitted.
2. At the discretion of the Management Team, a former PROBUS CLUB OF PELHAM member may be reinstated without payment of the Initiation Fee. Members from other PROBUS clubs will pay the Initiation Fee upon joining the Club.
3. Membership may be held in more than one PROBUS club. When a membership waiting list exists and an opening occurs in the Club, priority shall be given to an applicant who is not already a member of a PROBUS club.
4. Any membership caps are to be determined by the Management Team.
5. Annual membership fees are payable by September 30 of each year.
6. The Management Team may terminate the membership of any member who fails to pay the annual membership renewal fee by October 31 of the year it is due.
7. **Honorary Membership** may be conferred on a person by a majority of members voting at a General Meeting of the membership provided a quorum of members, as defined in Bylaw VI.3, exists at the 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.
8. **Life Membership** may be conferred on a member by a majority of club members voting at a General Meeting of the Club membership provided a quorum of members, as defined in Bylaw VI.3, exists at the meeting. The purpose of conferring a Life Membership is to recognize a Club 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.

9. **Inactive Membership** may be granted by the Membership Chair, for a long-time member who, for reasons such as advancing age, health or mobility issues, is unable for an extended period to attend meetings of the Club or participate in outside activities. Mere absence from the Niagara Region for an extended period shall not qualify a member for Inactive Member status. An Inactive Member shall have the option to receive the Club newsletter but shall pay no annual dues. If an Inactive Member wishes to and is once again capable of participating in Club activities, they may do so, at the discretion of the Management Team, by relinquishing their Inactive Member status and paying their annual dues.
10. **Withdrawal of Membership:** If in the opinion of, and after due consideration by, the Management Team, 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 Club membership, the Management Team shall follow one of the following actions, dependent on the severity and nature of the action taken by the member.
    a. The Management Team shall endeavor to discuss and favorably resolve the issue with the member. Should such discussion be unsuccessful, the member may be asked by the President to resign. Should the member not resign, the Management Team, by majority vote, may choose to not accept the renewal of the membership of the member for the following and any subsequent year(s) and shall return any Club membership renewal fees paid by or on behalf of the member for any period for which the member's membership in the Club has not been in effect.
    b. The Management Team may ask for the member's resignation and may choose to not accept a renewal of the membership of the member for the following and any subsequent year(s) and shall return any Club membership renewal fees paid by or on behalf of the member for any period for which the member's membership in the Club has not been in effect.
11. If space permits, members of other PROBUS clubs and guests can attend General Meetings according to the Club procedures set out by Management Team.

III. MANAGEMENT TEAM

1. The Management Team shall consist of members of the Club in good standing elected by the Club membership or, in the case of an interim vacancy on the Team, appointed by the Management Team, with the exception of non-voting members of the Team as

provided in Bylaw III.8. The Management Team shall manage the day-to-day and strategic operations of the Club including, but not limited to, financial and membership activities.

2. The Club shall be managed by a Management Team consisting of a President, a Vice President, a Secretary, a Treasurer, the Immediate Past President and a Membership Chair. The Management Team may also have members serving as Program Chair, Special Events Chair, Website Administrator and such other persons as the Club deems necessary.
3. The Management Team may have more or fewer positions at the discretion of the Team, but not fewer than the first six (6) positions named in Bylaw III.2. Upon the recommendation of the Management Team, deputies may be elected for any or all of the Management Team positions, except those of President, Vice-President and Past President. Deputies may attend Management Team meetings upon invitation and, in the absence of a Management Team member, the deputy may vote in their stead.
4. The Management Team shall set staggered terms for each management position such that no greater than 60% of the Management Team position terms will expire in any single year.
5. Each member on the Management Team has one vote with the exception that, when two or more individuals occupy a Management Team position (such as co-chairs for a position), only one individual, as determined by those occupying the position, shall exercise a vote on the Team and count toward a Team quorum.
6. In the event a Management Team member occupies more than one Team position, only one such position shall be counted when determining a quorum for the Team, and the member shall have one vote on the Management Team.
7. At the discretion of the Management Team in any instance, Team voting may be by open voting or by secret ballot. Votes by Management Team members may be cast by telephone or other electronic means during the meeting, and any such vote shall be reflected in the quorum present for that vote.
8. For the purpose of advising the Team, the Management Team may appoint Club members as non-voting members of the Team (or to subcommittees) for terms determined at the discretion of the Management Team. Such appointments do not require a vote by the Club membership and individuals appointed to non-voting roles shall not exercise any authority on behalf of the Management Team or the Club. Such positions do not count toward a quorum of the Management Team.
9. The President, or designate, shall preside at all meetings of the Management Team 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, including liaising with and reporting to PROBUS Canada.

10. The Vice President shall perform the duties of the President in the absence of the President.
11. The Secretary shall be responsible for recording and archiving all minutes of the Management Team meetings and Annual General Meetings and archiving all material correspondence and material records of the Club.
12. The Treasurer shall maintain and control all financial records of the Club and provide monthly financial statements to the Management Team and annual statements to the Club membership. All financial records shall be passed on to the incoming Treasurer.
13. The Membership Chair shall be responsible for the Club membership roster, which shall include Club members' names, postal and email addresses, telephone numbers and other information that the Management Team may determine is necessary. The Membership Chair, on behalf of the Management Team, shall also be responsible for managing the privacy of information requirements of members related to the membership roster.
14. The membership roster may be distributed by email to the members as determined by the Management Team but at least once a year.

IV. ELECTION OF MANAGEMENT TEAM MEMBERS

1. A Nominating Committee consisting of the President, Immediate Past President (or other Management Team member as determined by the Team) and a Club member-at-large selected by the Management Team, shall present to the General Meeting immediately prior to the Club's Annual General Meeting a slate of candidates for consideration for Management Team positions that will be vacant on the date of the Annual General Meeting. The President shall also advise the membership at that General Meeting of the process for acceptance of any further nominations. The slate of candidates and the nomination process shall also be communicated by means, to be selected by the Management Team, of an email to the membership and/or an announcement in the Club newsletter and/or an announcement on the Club website, at least 28 days before the Annual General Meeting.
2. Any further nominations (with nominee's prior consent to stand) shall be conveyed to the Nominating Committee at least twenty-one (21) days prior to the Annual General Meeting and communicated by the Nominating Committee to the Club membership by means, to be selected by the Management Team, of an email to the membership and/or an announcement in the Club newsletter and/or an announcement on the Club website, at least fourteen (14) days prior to the Annual General Meeting. No nominations shall be

considered and presented to the membership that are not received by the Nominating Committee at least twenty-one (21) days prior to the Annual General Meeting. No nominations will be accepted from the floor during the Annual General Meeting.

3. When an election to the Management Team by the membership is required at an Annual General Meeting, if there is no opposing candidate for any Management Team position the membership may vote to acclaim the slate of all such candidates. Voting for candidates where there are two or more candidates running for a Management Team position shall be by secret ballot, open voting or a means determined by the Management Team.
4. Should a Management Team position become vacant prior to the position's termination date, the Management Team may appoint a Club member to serve the remainder of that term.
5. All terms of Management Team positions shall commence on the date the candidates for such Management Team positions are elected or appointed. All terms shall terminate at the Annual General Meeting two years after the term commences. The term of any candidate elected or appointed to an interim Management Team position shall terminate at the Annual General Meeting held two years following the Annual General Meeting at which the original candidate was elected to that position.
6. Under no circumstances shall the number of appointed Management Team members exceed 50% of the Management Team positions at the time any such appointments are made.
7. No Management Team member shall serve more than ten (10) consecutive years on the Management Team.

V. SIGNING AUTHORITY

1. The following members of the Management Team 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:

    - President
    - Vice President
    - Treasurer
    - Secretary
    - Deputy Treasurer

2. The exercise of this authority in any instance shall be evidenced at the time by the signature of two authorized members and must have the approval of the Management Team when such approval has not been previously delegated to them.
3. At no time may the Club have fewer than three authorized members in place, none of whom shall be the same person.

VI. GENERAL MEETINGS

1. General Meetings of the Club membership will occur as determined by the Management Team. General meetings shall be held on the fourth Thursday of each meeting month at 10:00 a.m. at the designated venue or as determined by the Management Team.
2. The Club's Annual General Meeting shall be held on the regular scheduled meeting date, closely following the Club's fiscal year end.
3. The quorum at all General Meetings shall be 25% of the membership. In order to establish a quorum in unusual circumstances, members may be reached by alternative methods such as telephone, email, surveys, and polls.
4. Voting at a General Meeting shall be by show of hands or, if requested, by ballot. A simple majority of the members voting shall be required to pass a motion. In case of a tie, the motion is defeated.
5. Members who attend a General Meeting virtually shall be considered present.
6. Any notice of motion for which the Club membership will vote shall be submitted in writing to the Secretary and read to the General Meeting that occurs one month prior to the General Meeting at which the motion is to be considered and voted upon. Such notice shall also be communicated by means, to be selected by the Management Team, of an email to the membership and/or an announcement in the Club newsletter and/or an announcement on the Club website, at least fourteen (14) days prior to the General Meeting in which the motion is to be considered by the membership.

VII. FINANCIAL

1. The Treasurer shall receive, record, and deposit all funds of the Club in a financial institution approved by the Management Team.
2. The Treasurer shall maintain and control all financial records of the Club and provide monthly statements of income and expenditures to the Management Team and regular statements to the Club's membership.
3. An annual financial review of the Club's income and expenditures, financial accounts, transactions and material financial commitments shall be conducted, and the respective reports emailed to the Membership prior the Annual General Meeting and presented for approval at the Club's Annual General Meeting.

4. The annual financial review shall be conducted by either: a qualified member of the Club who is not a member of the Management Team; a qualified member of another PROBUS club; or a qualified member of the public. A "qualified" individual is considered someone with substantial experience in maintaining and reviewing financial accounting records and transactions.
5. The Treasurer shall present an annual operating budget based on the expected membership to the Management Team for approval. This Management Team-approved annual budget shall be emailed to the Membership prior to the Annual General Meeting and presented for approval at the Club's Annual General Meeting.
6. All financial records shall be passed on to the incoming Treasurer.

VIII. PROFITABILITY

1. Club activities are to be budgeted to break even. Special events and outside activities that are not part of a General Meeting of the Club shall be self-supporting.
2. The Club may advance funds, with approval of the Management Team, when prepayment for events or activities is required prior to collection of funds from members. Such advances shall be repaid to the Club.
3. An individual member of the Club must not gain from a discount, commission, gratuity or other benefit arising from a Club activity other than in exceptional circumstances at the discretion and with the specific approval of the Management Team.
4. In keeping with the Club's constitution, nothing shall prevent the payment of approved remuneration for services actually rendered to the Club.

IX. ASSETS

1. Assets of the Club (e.g. funds, supplies, equipment, purchased services, brand, website, email accounts, newsletter) shall be used solely for the direct purposes of Club business and activities. Any Club assets, in the possession of a Management Team member whose term has expired, shall be immediately conveyed to the member's successor or to the President.

X. AMENDMENT

1. Any bylaw may be amended by a motion receiving approval by two-thirds (2/3) majority of the members present and voting at a General Meeting, provided that such meeting has a quorum as defined in Bylaw VI.3, and provided that notice of the motion has been given as required in Bylaw VI.6.
2. The Club's bylaws must be consistent with the *Standard Constitution for PROBUS Clubs*.

3. The Club's bylaws shall be reviewed for possible amendments every three years (or sooner if deemed necessary by the Management Team or the Club membership).
4. When *Standard Constitution for PROBUS Clubs* updates are published by PROBUS Canada, the Club shall adopt them as being the current constitution version to be followed.
5. The President shall review the *Standard Constitution for PROBUS Clubs* with the Management Team 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.

Bylaw Approved by Membership: March 26, 2026