

THE PROBUS CLUB OF CAMBRIDGE

Bylaw No. 1

Adopted by the Club Membership: May 31, 2023

I. Territory

1. Membership in the PROBUS Club of Cambridge, hereinafter referred to as the “Club”, shall be primarily for but not limited to, residents of the City of Cambridge and North Dumfries and immediate surrounding communities not represented by a PROBUS Club.

II. Membership

1. Membership in the Club is open to men only.
2. An application for membership, once accepted, will require payment of a one-time non-refundable initiation fee and an annual membership fee. The Club Management Committee 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 Committee, to be determined at the time of the application. Existing members who are renewing their membership must pay the full annual fee. Partial-year renewals are not permitted.
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 Committee.
5. Annual membership fees are payable by September 30 of each year.
6. The Management Committee may terminate the membership of any member who fails to pay the annual membership renewal fee by December 31 of any year.
7. Life membership shall be conferred on all members who have attained 90 years of age. A Life member shall be exempt from payment of the annual membership fee and shall enjoy all privileges of membership.
8. If in the opinion of, and after due consideration by, the Club's Management Committee, a member who has conducted himself 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 Committee shall endeavour to discuss and favourably 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 Committee, 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.

III. Management Committee

1. The Management Committee 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 Committee, appointed by the Management Committee. The Management Committee shall manage the day to day and strategic operations of the Club including, but not limited to, financial and membership activities.
2. a) The Management Committee shall consist, at a minimum, of the following six positions:
 - President
 - 1st Vice President
 - 2nd Vice President
 - Secretary
 - Treasurer
 - Past Presidentb) The Chairs of any sub-committees (appointed by the Management Committee pursuant to article III.7 of the Constitution of the club) shall be elected as voting members of Management Committee and shall be included as part of the meeting quorum. A subcommittee Chair not in attendance at a Management Committee meeting may appoint a designate in his place as a voting member at such meeting. Members of sub-committees may attend Management Committee meetings. Sub-committee members shall not be voting members of Management Committee and shall not be included as part of the meeting quorum.
c) The Management Committee may have more positions at the discretion of the Committee, but not fewer than the six positions outlined in 2(a) above.
3. Each member on the Management Committee has one vote on the Committee with the exception that when two or more individuals occupy a Management Committee position (such as Committee co-chairs for a position), only one such individual, as determined by those individuals occupying the position, shall exercise a vote on the Committee and count toward a Committee quorum.
4. 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.
5. The voting quorum at a Management Committee meeting shall be 50% plus one of the Committee. In order to establish a quorum in unusual circumstances, members may be reached by alternative methods such as telephone, email, surveys and polls, as determined by the Management Committee.
6. Members who attend a Management Committee meeting virtually shall be considered present.
7. At the discretion of the Management Committee in any instance, Committee voting may be by open voting or by secret ballot. Votes by Management Committee 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. 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. The President shall normally serve for a year, and in no event shall he serve for more than 2 consecutive years.
9. The 1st Vice President shall perform the duties of the President in the absence of the President.
10. The Secretary shall be responsible for recording and archiving all minutes of the Management Committee meetings and General Meetings and archiving all material correspondence and material records of the Club.
11. The Treasurer shall maintain and control all financial records of the Club and provide monthly financial statements to the Management Committee and annually to the Club membership, and all material financial records shall be passed on to the successor Treasurer.
12. The **Membership Committee** shall be responsible for the Club 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 Membership Chairperson, on behalf of the Management Committee, shall also be responsible for managing the privacy of information requirements related to the membership roll.
13. The membership roll may be distributed to the members as determined by the Management Committee. The membership roll shall not be used for commercial purposes.

IV. Election of Management Committee Members

1. There shall be a Nominating Committee which will be chaired by the Past President. The remaining members of this committee, as selected by the Management Committee, shall be:
 - a. At least one of the President, first Vice President or Second Vice President
 - b. A representative of the Membership Committee
 - c. A representative of the Technical Committee; and
 - d. A club member at large not currently on the Management Committee
2. Using the Member Information Database, the Nominating Committee will prepare the following for consideration by the Management Committee:
 - a. Identify and rank a list of potential candidates for Second Vice President
 - b. Identify and rank a list of potential candidates for any open Chair position
 - c. Identify and rank a list of potential candidates for any open committee positions, in collaboration with the chair of that committee.
3. The Management Committee shall make a final decision on the ranking of candidates for each position, and the Nominating Committee shall contact the candidates in order to assess his interest and ability to fill each role.

4. Based on the responses, the Nominating Committee will present to the Management Committee a slate of candidates for consideration for Management Committee positions.
5. Based on Management Committee approval, the Nominating Committee will present to the monthly General Meeting that occurs immediately prior to the Annual General Meeting of the Club, a slate of candidates for consideration for Management Committee positions.
6. 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 Committee, 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.
7. 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 Committee, 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.
8. When an election by the membership is required at a General Meeting, voting for candidates, where there is no opposing candidate for any Management Committee position for which a respective candidate is being considered, may be voted on by the membership by acclamation for the slate of all such candidates. Voting for candidates where there are two or more candidates running for a Management Committee position shall be by secret ballot. Management Committee members shall be elected for a term of 1 year.
9. All terms of Management Committee positions shall commence on the date of the Annual General Meeting in which the candidates for such Management Committee positions are elected to the position by the Club membership and shall terminate on the date of the Annual General Meeting at the end of the term of such positions. The term of any candidate elected or appointed to a Management Committee position intra-term shall terminate on the same date as the original term being filled.
10. No Management Committee member shall serve more than ten (10) consecutive years on the Management Committee, unless specifically approved annually by the Management Committee.
11. Should a Management Committee position become vacant prior to the termination date of the position term, the Management Committee may appoint a Club member to serve out the remainder of the term of that position.
12. Under no circumstances shall the number of Management Committee members appointed by the Management Committee to fill interim vacant Committee positions exceed one-half (1/2) of the occupied Management Committee positions and one-half (1/2) of the Club officers at the time any such appointments are made.

V. Club Officers

1. Any two of the President, 1st Vice President, 2nd Vice President, Treasurer, Assistant Treasurer or Secretary 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.
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
 - 1st Vice President
 - 2nd Vice President
 - Secretary
 - Treasurer
 - Past President
3. At no time may the Club have fewer than three officers in place, none of whom shall be the same person.

VI. General Meetings

1. The Annual General Meeting of the Club membership shall be held on the regular September meeting date.
2. General Meetings of the Club membership shall be held on the last Wednesday of each month with the exception of August and December, at 9:30 am in the designated venue or as determined by the Management Committee.
3. The *quorum* for voting at any General Meeting 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, as determined by the Management Committee.
4. Members who attend a General Meeting virtually shall be considered present.
5. Any notice of motion for which the Club membership shall be requested to 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 Committee, 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 Committee.

2. 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.
3. The 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. A "qualified" individual is considered someone with substantial experience in maintaining and reviewing financial accounting records and transactions.

V111. Profitability

1. Club activities are to be budgeted to break even.
2. The Club may advance funds, with approval of the Management Committee, when prepayment of event tickets are required prior to collection of funds from Club 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 Committee.
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 Committee member whose term has expired shall be immediately conveyed to the successor for the position that person held on the Committee 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 the bylaws, and provided that notice of the motion has been given as required by under the Club's bylaws.
2. The Club's by-laws must be consistent with the "Standard Constitution for Local PROBUS Clubs (Canada)".
3. 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).

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.

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

XI. Revocation

The adoption of the within bylaw shall revoke and replace existing Bylaw No 1 that was adopted on March 27, 2019