

# HANOVER AREA PROBUS CLUB

## (Combined) BYLAWS

As recommended by PROBUS Centre-Canada Inc. – August 2021

Initially adopted by the Hanover Area PROBUS Club (Combined) – June 3, 2014

Most recently amended and adopted by the Hanover Area PROBUS Club (Combined)– June 11, 2025

### **BYLAW No. 1 – Membership**

1. Membership in the Club shall be from Hanover and the neighbouring municipalities.
2. An application for new membership shall be accompanied by a first year initiation fee of \$25 and the 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. Upon acceptance by the Club, a new member will be directed to the updated version of the Standard Constitution for Probus Clubs, the Club Bylaws and a Club roster shall be provided along with a name badge by the President or delegate.
3. Annual membership dues, for returning members, are due the 1<sup>st</sup> meeting of September for the ensuing 12 months. Existing members who are renewing their membership must pay the full annual fee as stated on the renewal form. Partial year renewals are not permitted.
4. Probus annual memberships run from September 1<sup>st</sup> to August 31<sup>st</sup>. Returning members will have until the first General Meeting in September to renew. After that date, membership will be on a first come/first served basis, beginning with any individuals currently on a wait list. New members, starting after January 1st may have the cost of their annual membership prorated.
5. To celebrate the five year anniversary of the Hanover Area PROBUS Club, we will heretofore grant a LIFETIME MEMBERSHIP to those who meet the following criteria:
  - be in good standing
  - been an active member for 5 years
  - will have reached the age of 85 by December 31st of this current yearA Lifetime Member shall not be required to pay the annual membership fee and shall enjoy all privileges of membership. No more than 5% of the membership may be Lifetime Members at any given time. Members must apply yearly. If there are more than 5%, a wait list will be established.
6. Conduct of Members. If, in the opinion of, and after due consideration by the Club's Management Committee, a member conducts himself or herself in such a manner as to bring discredit on the organization or he/she causes discord within the membership, he/she may be asked to resign. The resignation request should be made, if after discussion between the member and two members of the Management Committee, the conflict is not resolved.
7. The membership of the Hanover Area PROBUS Club will be capped at 330 members on or before September 30. Once we have reached 330 members, a wait list will be created.
8. Once our membership reaches our capacity of 330 members, and a waiting list has been established, guests would no longer be permitted to attend the monthly general meetings.

## **BYLAW No. 2 Management**

1. The Club shall be managed by a Management Committee including an Executive of a President, Vice President (President Elect), Secretary and Treasurer. In addition the Management Committee shall include the immediate Past President, a Membership Chair and such other positions as the Club deems necessary.
2. The President (or designate) shall preside at all meetings of the Management Committee and Club.
3. The Secretary shall be responsible for minutes, document templates and archival material for the club.
4. The Membership Chair shall be responsible for the Membership Roll that shall include member's names, postal and email addresses, and telephone numbers. The membership list shall be distributed to members annually, with regular addenda thereafter, and shall include a statement that it is **not** to be used for any other purposes.
5. The Treasurer shall maintain and control all financial aspects of the Club and provide financial statements at meetings of the Management Committee and at the fiscal year-end. The Treasurer shall prepare the annual budget for presentation to the management Committee for approval prior to being voted on at the Annual General Meeting.
6. The President shall review the Constitution and Bylaws prior to or at the first Management Committee meeting of a new executive.

## **BYLAW No. 3 Election of Officers**

1. A Nominating Committee, consisting of the immediate Past President or designate, Vice President and two club members in good standing, shall present to the membership, one month prior to the Annual General Meeting (AGM), a slate of candidates for election to the Management Committee. The immediate Past President or designate will chair the Nominating Committee.
2. Any further nominations (with prior consent to stand) will be conveyed to the Nominating Committee at least 14 days prior to the Annual General Meeting.
3. When an election is needed, voting shall be by ballot.
4. The Club President will normally serve for 1 year but not more than 2 years.
5. All other Management Committee member positions are one-year term positions. All current members, not exceeding term limits, may apply for a consecutive year of service.
6. The Nominating Committee will also approach members to be committee chairpersons and the new President will announce their appointments at the Annual General Meeting.
7. The confirmation of the Executive for the next Club Year shall take place during the AGM, with elections taking place as required. For positions that are vacant at the time of the AGM, the new Executive member shall take the role from the time of the AGM. For positions that are not vacant, the candidate shall take the role at the first Management Committee meeting after the AGM. Non-executive members of the Management Committee may take up their roles between their confirmation at the AGM and the first Management Committee meeting after the AGM.

#### **BYLAW No. 4 General Meetings**

1. The Annual General Meeting shall be held on the regular meeting day of June. This meeting may be held virtually at the discretion of the Management Committee. At this meeting, members of the Management Committee shall be elected and the budget approved.
2. General meetings of the Club shall normally be held on the 2<sup>nd</sup> Wednesday of each month from September to June, typically beginning at 10:00 a.m. The meeting will adjourn about noon. Typically these meetings are to be held in person, however, when required General meetings can be held virtually.
3. The quorum at all General Meetings shall be 25% of the paid-up membership.
4. Any notice of motion significantly affecting the club shall be submitted in writing to the Secretary and read to the General Meeting one month prior to the meeting at which it is to be considered.
5. Meetings of the Management Committee will be held monthly or as required. When required these meetings can be held virtually.

#### **BYLAW No. 5 Financial**

1. The financial (fiscal) year for the club shall be from May 1 to April 30.
2. The Treasurer shall deposit all funds of the Club in a financial institution approved by the Management Committee. Signing officers shall be two of the Executive and Immediate Past President or designate.
3. An annual financial review shall be conducted prior to the AGM. The annual financial review may be conducted by a qualified member of the Club who is not a member of the Management Committee.
4. Any expenses exceeding \$1000.00 above the approved budget will require membership approval.

#### **BYLAW No. 6 Non-Profitability**

1. Financial reserves are to be limited to an amount that is approximately equal to two year's operating expense which shall be defined as the sum of the budgeted amounts of the following:
  - i) annual costs for the use of the meeting facilities.
  - ii) honorarium for guest speakers
  - iii) administration costs and office expenses
  - iv) PROBUS Canada fees, General Liability fees, Director and Officer Liability premium.
2. An individual member of the Club must not gain from a discount, commission, gratuity or other benefit arising from a Club activity.

#### **BYLAW No. 7 Amendment**

1. Any bylaw may be amended by a two-thirds majority of the members present and voting at a General meeting, that notice of motion has been given as required by Bylaw No. 4 paragraph 4 and a quorum has been achieved as required by Bylaw No. 4 paragraph 3.
2. Any such amendment must be consistent with the Standard Constitution.

**BYLAW No. 8 Rules of Order**

1. All called Management Committee meetings, General Meetings and the Annual General Meetings shall be conducted according to commonly accepted rules of parliamentary procedure in keeping with Roberts Rules of Order.