

# THE PROBUS CLUB OF NANAIMO NORTH

## CLUB BY-LAWS as revised November 16, 2023

### PREAMBLE

The Probus name, trademarks, rights, and emblem(s) are registered with Industry Canada as the property of Probus Centre-Canada Inc. These shall not be used for commercial purposes without the written approval of Probus Centre-Canada Inc. Rights to the use of the name and emblems, except on saleable articles, shall be given automatically to each Probus Club upon its accreditation.

### I. AIMS & OBJECTS

1. The aims and objects of the Club shall be:
  - (a) to provide regular meetings for retired and semi-retired professional and business persons, and others with like backgrounds, who appreciate and value increased opportunities for social contacts, addresses on and discussion of topical subjects.
  - (b) to arrange visits to places and organizations of interest for members.
  - (c) to arrange social activities of interest to members.
2. The activities of the Club shall be directed solely towards acquaintance and fellowship.
3. The Club shall not be competitive with any other organization.
4. The Club shall be non-political and non-sectarian.
5. The Club shall not be, nor appear to be, a fundraising or service club.

### II. MEMBERSHIP

1. The Club shall not be gender restrictive.
2. Applications for membership will be in writing to the Registrar and could be subject to the review and approval by the Management Committee.
3. Regular attendance at Club meetings is encouraged but not mandatory.
4. Where it is deemed necessary for the good and welfare of the Club, the Management Committee shall have authority to revoke, for cause, any existing membership.

### III. MANAGEMENT

1. The Club shall be managed by a Management Committee consisting of a President, a Vice President, a Secretary, a Treasurer, the immediate Past President, a Registrar, and such other persons as the Club deems necessary to cover other portfolios and functions.
2. The Club President shall normally serve for a term of 1 (one) year but may not serve for more than 2 (two) years.
3. The Management Committee shall meet monthly or as the need arises.
4. The *quorum* at a Management Committee meeting shall be 50% of the Committee.
5. A motion that receives an equal number of affirmative and negative votes shall be considered lost.
6. The Management Committee shall have authority to fill vacancies that may arise between elections.
7. The Management Committee shall have authority to appoint sub-committees.

## 8. Duties of Management Committee

### **The President shall:**

- (a) be the Chief Executive Officer and shall represent the Club at public and other functions.
- (b) oversee the operations of the Club.
- (c) report to the Annual Meeting of the membership on the conduct of the affairs of the Club.
- (d) preside over all meetings of the Management Committee and the Club membership and have the right to vote on all issues.
- (e) be responsible for effecting all orders and resolutions of the Management Committee.
- (f) perform such other responsibilities and duties as may be assigned by Bylaw or the Management Committee.

### **The Vice President shall:**

- (a) perform the functions of the President when the President is unable to perform them by:
  - i chairing management meetings
  - ii attending arranged special meetings
- (b) perform such other tasks and duties as may from time to time be assigned By the By-law or the Management Committee.
- (c) Act as chairperson for the Guest Speaker Committee

### **The Secretary shall:**

- (a) be responsible for ensuring the preservation of archival material, the maintenance of current files in proper order.
- (b) ensure the recording of the proceedings of the Management Committee and Membership meetings.
- (c) ensure distribution of the Minutes of the Management Committee meetings to each member of the Management Committee.
- (d) ensure availability of the Minutes of the General Membership meetings to each member of the Club.
- (e) ensure the issuing of notice of meetings of the Management Committee to each member of the Committee and notice of General Membership meetings to Club members.
- (f) perform such other tasks and duties as may from time to time be assigned by By-law or the Management Committee.

### **The Treasurer shall:**

- (a) ensure that all funds of the Club are deposited in a financial institution approved by the Management Committee.
  - i. signatories of the account shall be decided by the Management Committee.
  - ii. signatures for all required contracts, documents or other written instruments of commitment shall be under seal, by any two members of the Management Committee authorized by minute or resolution of the Management Committee.
- (b) maintain and control all financial records of the Club.
- (c) present periodic Financial Statements to the Management Committee.
- (d) present an annual Budget and annual Financial Statement to the February General Meeting of the club.
- (e) perform such other tasks and duties as may from time to time be assigned by By-law or the Management Committee.

### **The Past President shall:**

- (a) provide from time to time, counsel and advice to members of the Management Committee.
- (b) perform such other tasks and duties as may from time to time be assigned by the By-law

or the Management Committee.

**The Registrar shall:**

ensure that an up-to-date membership list is maintained and is not used for any purpose other than Club information.

**The Club shall:**

co-operate with other Probus Clubs in the formation of new Probus Clubs.

**IV. GENERAL MEETINGS**

1. General Meetings of the Club shall be held monthly or as determined by the Club.
2. The Annual General Meeting shall be held in the month of April.
3. A motion that receives an equal number of affirmative and negative votes shall be considered lost.
4. The fiscal year shall coincide with the calendar year, January 1 to December 31. The operational year shall remain unchanged for the purposes of elections and membership.
5. Officers shall use Roberts Rules of Order when presiding over meetings.
6. Notice of motion (see the Amendments Article)

**V. ELECTION PROCESS**

1. The Nominating Committee with the Past President as Chair shall consist of:
  - (a) Chair
  - (b) Two other members appointed by the Chair, who have signified they do not intend to stand for office.
2. One month prior to the election meeting, the Nominating Committee shall present a list of suitable candidates for office. This shall not prevent any nomination of similar candidates from the floor at that meeting or the election meeting.
3. Nominees who are unable to be present at the election meeting, must have signified in writing their willingness to stand for the office for which they have been, or are being nominated.
4. The Officers and other Management Members as listed hereunder shall be elected each year at the General Meeting in the month of April, in the following consecutive order:
  - (a) President
  - (b) Vice President
  - (c) Secretary
  - (d) Treasurer
  - (e) Others

**VI. ANNUAL RETURNS**

1. The financial year of the Club shall be established at a date which will appropriately coincide with the calendar year. The budget will be approved in February.
2. The Secretary shall advise Probus Centre-Canada Inc. following the Club's accreditation, and by September 30 each year, of the Club's regular meeting place, day and time, the number of its members as of the previous July 31, and the names, addresses and telephone numbers of its President and Secretary.
3. The fiscal year shall coincide with the calendar year. The budget will be approved in February.

4. The Treasurer shall remit to Probus Centre-Canada Inc. the annual assessment levied by Probus Centre-Canada Inc.

## **VII. MEMBERSHIP FEES**

1. Each member of the Club shall pay the annual membership fee in an amount determined by the Club's Management Committee.
2. The annual membership fee shall be paid to the Registrar by May 31 of each year and failure to do so shall leave a member "not in good standing". Those members joining in January, February or March shall be pro-rated at 50 percent of the full amount. Those new members joining in April, or May will pay the full annual fee, which will be good until the end of the membership period, (May 31) of the following year. The operational year being June 1 to May 31.

## **VIII. 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 goods and/or services actually rendered to the Club.

## **IX. ACTIVITIES**

1. Activities of the Club shall be for the sole benefit of Club members in good standing or as otherwise directed by the Management Committee.

## **X. WEBMASTER**

1. The Webmaster(s) shall report to the Management Committee in a supportive roll.
2. The Webmaster(s) will responsible for keeping the website up to date and active.
3. The Webmaster(s) shall report on any and all extraordinary events that might affect the efficient, orderly operation of the Probus Nanaimo North Website.

## **XI. DISSOLUTION**

1. In recognition of Rotary service 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 a majority of the Club Members at a General Meeting.

## **XII. AMENDMENTS**

1. Amendments shall be in keeping with the Probus Canada Constitution.
2. Amendments must be voted on at a Probus Nanaimo North Membership Meeting with 2/3 majority vote, following proper notice of motion.
3. Any notice of motion by members shall be submitted in writing to the Secretary, or designate, two weeks prior to the General Meeting, or AGM and to be read at the General Meeting, or AGM at which it is going to be considered. For the information of members **not** in attendance at the General Meeting, or Annual General Meeting, prior notice posted on the website, should be sufficient.