



## **OPERATIONAL BYLAW FOR THE PROBUS CLUB OF BLUE MOUNTAIN**

### **SECTION 1 – PROBUS CLUB OF BLUE MOUNTAIN**

- 1.1 The PROBUS Club of Blue Mountain (hereinafter referred to as the Club) has been duly accredited as a Probus Club by PROBUS Canada, consistent with the policies and stipulations of PROBUS Canada.
- 1.2 The Club is based in the Town of Collingwood, Ontario and accepts members from the Town of Collingwood, the Town of the Blue Mountains, and surrounding townships and communities.
- 1.3 The purpose of the Club shall be to provide regular meetings, guest speakers, programs, events and activities for its members and guests as may be permitted by the Club from time to time.
- 1.4 The activities of the Club shall be directed solely towards the matters of acquaintance, fellowship, and learning in support of its members wishes and needs. The Club shall endeavour to provide a wide array of activities and events that cater to the varied needs and interests of its members.
- 1.5 The Club shall be non-political and non-sectarian.
- 1.6 The Club shall not be a fund raising or service club, and shall endeavour to ensure it does not appear as such to the public.

### **SECTION 2 – MEMBERSHIP**

- 2.1 Membership in the Club shall be open to retired or semi-retired men, regardless of marital status, sexual orientation, ethnic origin, or any other ground protected under Section 1.3(1) of the Canadian Human Rights Act, except that pursuant to the provisions of PROBUS Canada, membership in the Club is restricted to men only as the Club was accredited prior to July 14, 2023.
- 2.2 To apply for membership, a prospective member shall submit an application for membership to the Club's Membership Coordinator for processing, together with the sponsorship of two existing Club members and the prescribed membership fee.

An application for membership shall be subject to the approval of the Management Committee, which may approve or not approve an application for membership, but approval of an application for membership shall not be unreasonably withheld.

2.3 To maintain membership in the Club, a member shall:

- a) adhere to the *Standard Constitution of Probus Clubs*, and all Club by-laws and policies;
- b) behave ethically and with integrity in all interactions with the Club and its members, and members of the community; and
- c) pay annual dues to the Club as required.

Regular attendance at meetings or at various activities and events operated or sponsored by the Club shall not be required to maintain membership in the Club.

2.4 Members of the Club may belong to other PROBUS clubs.

2.5 The Club shall maintain a membership roster, which shall not be used for any commercial purpose. The membership roster may be distributed to members of the Club in good standing, but shall not be distributed to any non-member of the Club.

Members of the Club shall not provide the membership roster or any information on any member so contained therein to any non-member of the Club.

2.6 An Honorary Membership may be conferred on any person by the Management Committee. An Honorary member shall not be required to pay the annual membership dues and shall enjoy all privileges of membership except the right to vote and election to the Executive.

2.7 A Life Membership may be conferred on any member of the Club by the Management Committee. 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 dues and shall enjoy all privileges of membership in the Club.

2.8 The Management Committee may act to remove the membership of any member of the Club who fails to abide by provisions of this by-law (referred to as disciplinary action).

Any member who may be facing disciplinary action shall be so notified and afforded an opportunity to appear before the Management Committee in person to speak to the matter, prior to the Management Committee making a final decision. The Management Committee shall endeavour to resolve the matter at a hearing if held. Following the hearing, if the member has elected not to resign and the matter has not been resolved, the Management Committee shall consider the matter and the decision of the Management Committee with regard to disciplinary action shall be final.

Should the member resign or the Management Committee remove membership, any membership dues that have been paid by the member for the current year shall be returned to the member on a prorated basis as to time.

Any person who may have membership removed in such a circumstance shall be entitled to reapply for membership in the Club after one calendar year.

- 2.9 The Management Committee or the Membership Coordinator acting under the supervision of the Management Committee may cancel the membership of any member of the Club who fails to remit annual membership dues within a reasonable time of request.

### **SECTION 3 – CLUB’S EXECUTIVE**

- 3.1 The Club’s Executive shall consist of the following positions:

- a) President;
- b) Vice-President;
- c) Secretary;
- d) Treasurer; and
- e) Immediate Past-President.

The Club’s Executive (collectively referred to as the Executive Committee) shall:

- a) be chiefly responsible for the management and operation of the Club; and
- b) have the sole authority to sign financial instruments and material contracts and to open, close or move Club financial accounts on behalf of the Club.

- 3.2 President:

The President is an annually elected position with the following primary duties and responsibilities:

- a) be the principal Executive Officer of the Club;
- b) preside at all Executive and Management Committee meetings;
- c) call meetings of the Executive Committee if required and additional Management Committee meetings if warranted;
- d) establish agendas for Executive and Management Committee meetings;
- e) determine the makeup and constituency of the Management Committee in accordance with the provisions of this by-law;
- f) call special general meetings (SGM) of the Club if required, in addition to the AGM; and
- g) generally oversee the business and operational affairs of the Club.

The term of office for the President typically shall be one or two years, subject to re-election or acclamation. Any term in excess of the foregoing should only be considered in emergency circumstances, subject to the concurrence of the membership.

- 3.3 Vice-President:

The Vice-President is an annually elected position with the following primary duties and responsibilities:

- a) become familiar with the operation and management of the Club through observation; and
- b) perform the duties of the President in the absence of the President.

It is the intent, although not requisite, that the Vice-President will run for and if elected or acclaimed, assume the role of President for an upcoming term. The term of office for the Vice-President shall be typically one or two years, subject to re-election or acclamation. Any term in excess of the

foregoing should only be considered in emergency circumstances, subject to the concurrence of the membership.

**3.4 Secretary:**

The Secretary is an annually elected position with the following primary duties and responsibilities:

- a) record the minutes of meetings of the Executive and Management Committees;
- b) retain all correspondence sent or received on behalf of the Club;
- c) maintain an archive of important documents pertaining to the Club; and
- d) prepare the agenda for and give notice of the AGM or a SGM in accordance with the provisions of this by-law.

There is no limit as to the length of the term for the Secretary, subject to annual re-election or acclamation.

**3.5 Treasurer:**

The Treasurer is an annually elected position with the following primary duties and responsibilities:

- a) maintain and control all financial records of the Club;
- b) receive and dispense funds in support of the activities of the Club;
- c) provide monthly financial statements to the Management Committee;
- d) complete required submissions to PROBUS Canada as stipulated; and
- e) prepare and recommend an annual operating budget to the Management Committee.

There is no limit as to the length of the term for the Treasurer, subject to annual election or acclamation.

**3.6 Immediate Past-President:**

The Immediate Past President is a non-elected position with the following primary duties and responsibilities:

- a) provide support to the Executive and Management Committees, specifically the President, in the management and operation of the Club;
- b) undertake special projects on behalf of the Club;
- c) conduct and supervise elections if held; and
- d) perform the duties of the President when the President and Vice-President are absent.

The term of this position continues until such time as the current President no longer serves as President of the Club.

## **SECTION 4 – MANAGEMENT COMMITTEE**

**4.1** To aid the Club's Executive Committee in operation of the Club, a Management Committee shall be established to manage the Club on a day-to-day basis.

**4.2** The Management Committee shall consist of the following members:

- a) all members of the Club's Executive Committee;

- b) a Membership Coordinator;
- c) an Activities and Events Coordinator;
- d) chairs of sub-committees; and
- e) any other member or position so designated by the President.

4.3 The size of the Management Committee with voting privileges shall not exceed thirteen members. Members appointed to the Management Committee in excess of thirteen shall be added in an advisory capacity.

The structure and makeup of the Management Committee including the term of each appointed position on the Committee, shall be determined by the President.

4.4 The Management Committee shall abide by the following principles:

- a) members appointed to the Management Committee shall be members of the Club in good standing;
- b) each member of the Management Committee shall have one vote of equal weight unless sitting only in an advisory capacity;
- c) the Management Committee shall meet monthly except during the month of December, but the President may call additional meetings as required;
- d) quorum of the Management Committee shall be 50% of the voting members of the Committee; and
- e) Robert's Rules of Order shall apply to the functioning of the Committee.

4.5 The Management Committee shall be responsible for the following:

- a) monitoring the operation of the Club on a day-to-day basis in context with sound financial and operational principles;
- b) appointing a Membership Coordinator and an Activities and Events Coordinator;
- c) filling vacancies that may occur throughout the year in the Executive and on the Management Committee;
- d) approving membership applications;
- e) assigning members to sub-committees or establishing sub-committees as required;
- f) adopting an annual operating budget;
- g) appointing an individual to conduct an annual financial review;
- h) deciding on honorary and life memberships;
- i) deleting members who fail to pay annual dues, and administering disciplinary procedures as may be warranted; and
- j) preparing and adopting pertinent policies to guide operation of the Club.

4.6 The President shall typically obtain decisions of the Management Committees at duly scheduled meetings, but in instances requiring haste or immediate consideration, President may solicit decisions from the Committee through electronic mechanisms, such as but not limited to email.

The Membership Coordinator may use similar mechanisms to obtain speedy decisions from the Management Committee approving new memberships.

## **SECTION 5 – ELECTIONS**

- 5.1 The following positions shall be filled through election by the membership at the AGM:
- a) President;
  - b) Vice-President;
  - c) Secretary; and
  - d) Treasurer.
- 5.2 Any candidate for a position on the Executive shall be a member in good standing.
- 5.3 Should there only be one candidate for any position on the Executive, the member so standing for the position shall be acclaimed to the position.
- 5.4 Should more than one member stand for any position, an election shall be conducted, under the supervision of the Immediate Past-President.

Where an election is to be undertaken, the Immediate Past-President shall circulate one ballot to each member of the Club at the AGM, upon which the member shall write their preferred candidate, and which ballot shall be folded so as to provide confidentiality. The Immediate Past-President shall collect all ballots, undertake a count with assistance of one other member of the Club selected by the Immediate Past-President, and shall announce the winner. The Immediate Past-President shall destroy all ballots following the election.

- 5.5 The Management Committee and its members individually may function as a nomination committee and solicit members to stand for any of the positions subject to election. Such an initiative shall be undertaken on the understanding that the decision to stand for a position is subject to election by the membership at the AGM.
- 5.6 Notwithstanding the requirement for election for the positions of President, Vice-President, Secretary and Treasurer, should any of these positions not be filled at the AGM or should a position become vacant during the current term, the Management Committee may appoint another member to such a position for the remainder of the term, and no election by the membership for such appointment shall be required.

## **SECTION 6 – FINANCIAL AND OTHER ASSETS**

- 6.1 All financial affairs of the Club shall be overseen by the Treasurer.

Minor financial transactions pertaining to any of the events and activities of the Club, such as but not limited to small admittance fees and honorariums, may be administered solely by the member who is sponsoring or organizing the event or activity.

- 6.2 An annual review of the Club's financial accounts, transactions, and material financial commitments shall be conducted at the end of the fiscal year, typically late summer, and a report shall be presented at the AGM with respect to such review.

The annual review shall be conducted by:

- a) a qualified member of the Club who is not a member of the Management Committee;
- b) a qualified member of another PROBUS club; or
- c) a qualified member of the public.

A qualified individual shall be considered someone with experience in maintaining and reviewing financial records and transactions in the opinion of the Management Committee.

- 6.3 The Club shall ensure that it retains sufficient funds (reserves) at all times to cover any liabilities of the Club at any point in time, generally being the equivalent of one year's annual budget.

The Club's annual budget shall be prepared on a break-even basis. Any surplus funds remaining at year end not required to maintain adequate reserves shall be applied to reduce costs to members in the subsequent year.

- 6.4 No member of the Club including members of the Management Committee shall profit or obtain any remuneration or commission or gratuity or discount for services rendered while performing activities associated with the management or operation of the Club.

- 6.5 All assets of the Club such as funds, supplies, equipment, email accounts, website information, and similar, shall be the property of the Club, and should any member in possession of any asset of the Club relinquish his duties in support of the Club, all assets in his possession shall be transferred to his successor or the Treasurer or to the Management Committee.

## **SECTION 7 – GENERAL MEETINGS**

- 7.1 The Club shall conduct an Annual General Meeting (AGM) in September of each year, but the President may postpone the AGM for up to one month if, in his opinion, circumstances exist that would preclude the execution of a successful AGM.

- 7.2 The President may call a Special General Meeting (SGM) in addition to the AGM at any time, solely at his discretion, to address any important or pressing matter for which he believes consideration of the entire membership is required and which cannot be postponed until the next AGM.

- 7.3 Notice of the AGM or a SGM shall be provided to the membership through:

- a) the Club's website; or
- b) email to all members

at minimum 3 weeks in advance of the meeting.

- 7.4 The AGM agenda shall include the following:

- a) election of the President, Vice-President, Secretary, and Treasurer;
- b) acceptance of the annual financial review;
- c) consideration of any new by-laws or amendments to existing by-laws; and
- d) consideration of new motions or motions pursuant to notices of motion previously provided to the Management Committee.

- 7.5 Quorum at an AGM or SGM shall be 25% of the entire membership as per the membership roster at the time of the meeting.

The President may provide for a quorum through the use of:

- a) electronic systems, such as on-line access to meetings; or
- b) proxies from members who wish to vote on a matter but otherwise are unavailable to attend the meeting.

- 7.6 Any member may submit to the Management Committee a notice of motion at any meeting of the Management Committee, which notice shall be placed on the agenda for the next AGM.

## **SECTION 8 – REGULAR MEETINGS**

- 8.1 Regular meetings of the Club shall occur monthly, excluding the month of December, on the third Thursday of the month, typically between the hours and 10:00 am and 12:00 pm, or at such other times as may be specified by the Management Committee.
- 8.2 Matters of quorum shall not apply to regular meetings.

## **SECTION 9 – POLICIES**

- 9.1 The Management Committee may adopt formal policies to assist in the management and operation of the Club, in order to assist members in performing their assigned tasks in the best interests of the Club's membership.

## **SECTION 10 – AMENDMENT**

- 10.1 Any by-law may be amended by a motion approved by 2/3 majority of the members present and voting at an AGM or a SGM provided there is a quorum at the meeting.
- 10.2 The Management Committee shall review this by-law and all other by-laws and policies every three years in context with the *Standard Constitution for Probus Clubs* (hereinafter called the SCPC) published by PROBUS Canada, to ensure full compliance with the SCPC. The Management Committee shall amend any policies and put forward any amendments needed to this or other by-laws at the next AGM or a SGM to ensure compliance with the SCPC.

**By-law Approved by the PROBUS Club of Blue Mountain at the Annual General Meeting held on the 16<sup>th</sup> day of October, 2025**