



## THE PROBUS CLUB OF MISSISSAUGA CENTRE BYLAWS

(The initial version approved April 28, 2000 by PROBUS Canada Inc. )

### **BYLAW # 1 – Territory:**

1. Membership in the Club shall be made available primarily, but not necessarily, to potential members from the area of Mississauga, Ontario, Canada.

### **BYLAW # 2 – Membership:**

1. An individual may be sponsored for membership in the Club and complete the prescribed application form, naming a club member as sponsor, and submitting it to the Membership Chairperson.
2. Upon acceptance by the Club, each new member shall pay a membership fee and a badge fee as shown on Schedule A attached to these By Laws. Each new member will be given access to the website where they can read the Standard Constitution for Probus Clubs and the Probus Club of Mississauga Centre Bylaws and will be presented with a PROBUS lapel pin and a personal name badge by the President or delegate.
3. For membership renewal, the full annual membership fee, as shown on Schedule A, is payable as of October 1st of each year.
4. The Management Committee may terminate the membership of any member who fails to pay the annual membership fee by December 31st of that year.
5. Although regular attendance at General Meetings is not mandatory, the Management Committee encourages members to attend, virtually or in person, the minimum of three (3) General Meetings each year. To allow for the introduction of potential members currently on our waitlist, a member who has not met this requirement, without notifying us of good reason, may be terminated. A terminated member may apply for reinstatement one year after termination.
6. Honorary Membership may be conferred on a member by a majority of members voting at a General Meeting. An Honorary Member shall not be required to pay the annual membership fee and shall enjoy all the privileges of membership except voting and election to office. No more than 2% of the membership shall be Honorary Members at any given time

### **BYLAW # 3 – Management:**

1. The Management Committee shall be comprised of the six officers: President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, Past President, Secretary and Treasurer plus any other person, as deemed necessary by the six officers, to assist with and/or chair Club programs & functions. In situations where there are co-chairs or assistants on the committee, only one position shall be entitled to vote.
2. The President (or delegate) shall preside at all meetings of the Management Committee. The quorum for these meetings shall be 50% of the committee members. For a proposal to be passed at any meeting it must be voted for by a majority of members present and entitled to vote.
3. The Secretary (or as delegated by the President) shall be responsible for taking the minutes of all Management Committee meetings and of the Annual General Meeting. The Secretary shall also be responsible for storage of the Club's archival documents and/or materials on the Club Website
4. The Membership Chair responsible for membership shall maintain and post the Club's Membership List, which shall include each member's name, postal and e-mail addresses, telephone number and any other information that the Club may deem necessary. This information should be maintained on the Club Website and updated in a timely fashion and shall include a prominent statement that it may only be used for PROBUS Club activities as outlined in the Club's Constitution under Aims & Objectives.

### **BYLAW # 4 – Election of Officers:**

1. A Nominating Committee shall be assembled each year consisting of the Immediate Past President, as Chair, the 1<sup>st</sup> Vice-President and another Club member selected by the Chair. Both genders shall be represented on this committee.
2. At the Annual General Meeting the Nominating Committee shall present a slate of candidates for election to the Management Committee.
3. A 2<sup>nd</sup> Vice-President shall be elected annually at the Annual General Meeting and in the following year automatically become the 1<sup>st</sup> Vice-President, and in the subsequent year automatically become the President. Whenever possible, the 2<sup>nd</sup> Vice-President shall alternate between male and female members.
4. In the event that it is necessary to replace a member of the Management Committee during the year, the Management Committee shall appoint a member to fill the vacant position until the next Annual General Meeting when an election shall be held to fill the position.

## **BYLAW # 5 – General Meetings and Voting:**

1. The President or delegate shall preside at the monthly General Meetings of the Club.
2. General Meetings of the Club shall be held on the 2<sup>nd</sup> Thursday of each month at The Mississauga Golf and Country Club, commencing at 9.30 am, unless the membership is given prior notification of an alternate location. Any change to an alternate location may only be temporary and the membership must be advised of the likely duration of such change.
3. The Annual General Meeting shall be held on the regular meeting day in October each year. At this meeting the Management Committee members for the coming year shall be elected and formally commence their terms of service. However, some newly elected Management Committee members' responsibilities may require a brief transition period which may not exceed 14 days. In addition, during the Annual General Meeting, an auditor shall be appointed to audit the Club's finances for the previous year and to report back to the membership at the next General Meeting.
4. Any notice of a motion shall be submitted in writing to the Secretary one month prior to the meeting at which it is to be considered and read at the General Meeting. Should the urgency of the situation not allow sufficient time to permit the required advance reading, the motion shall be attached to the President's Letter and distributed to all members immediately prior to the General Meeting at which it is to be considered.
5. For a motion to be voted on at any General Meeting, there must be a quorum of at least 25% of the membership in good standing and eligible to vote. Members present at the meeting and members represented by proxy\*\* shall be included in the quorum.
6. Each member in good standing shall have one vote per motion. Voting at General Meetings may be done in person at the meeting or by written or email, dated and signed proxy\*\* which must state whether the member is voting for or against the motions being considered. These proxies are to be delivered to a member of the Management Committee who will be attending the meeting.
7. The required votes to pass a motion, cast either in person or by proxy, are as follows:
  - (a) For amendments to these Bylaws – (2/3) of the members voting on the motion.
  - (b) For all other motions – 51% of the members voting on the motion.

**\*\* Proxy Template on Club website:**

***Club Archives> Member Archive> AGMs/ AGM Templates***

## **BYLAW # 6 – Financial:**

1. The Club shall maintain a bank account in a financial institution approved by the Management Committee. The signing officers may be any two of the following: Treasurer, President, 1<sup>st</sup> Vice-President or Membership Chair. The role of the Membership Chair will be limited to processing deposits for annual dues only and shall provide particulars of all such deposits to the Treasurer.
2. The Treasurer shall deposit all other Club receipts in the bank account.
3. All Club disbursements are to be made by cheque drawn on the approved bank account. For convenience, the Treasurer may maintain a supply of cheques that have been pre-signed by one of the other signing officers, but no cheque may be signed by the second signing officer until it has been completely prepared.
4. The purchase of any property for the Club or the incurring of other special expenses exceeding \$2,000 must first be approved by the Management Committee and then presented to the membership as a motion and voted on in accordance with Bylaw # 5, prior to the purchase being made.
5. The payment of a regular club expense which exceeds \$2,000 must first be approved by the Management Committee. The exception to this rule is for payments of “Special Events” or “Dinner Group” expenses where the costs to the Club will be recovered from the members participating in the event. These expenses must be approved by the members coordinating the event.
6. The Treasurer shall maintain a record of all receipts & disbursements and report thereon to the Management Committee at least quarterly.
7. The Treasurer shall prepare a budget of receipts & disbursements for each 12-month period ending September 30. This budget is to be approved by the Management Committee at their first meeting following the AGM.
8. The Treasurer shall report to the membership, at least twice in the year, as to the financial status of the Club. This report will be posted to the Club Website/Bulletin Board.

## **BYLAW # 7 – Amendments:**

1. Any planned amendments to these bylaws must be presented to the membership as a motion as required by Bylaw # 5.
2. Any planned amendment must be consistent with the most recent version of the Club's Constitution which was approved by PROBUS Centre – Canada Inc. on April 28, 2000.

## **SCHEDULE A MEMBERSHIP & OTHER FEES**

### Membership Fees – Effective October 1, 2025

\$ 85.00 per year covering the period October 1 to September 30.

Depending on when a new member is accepted, the annual membership fee of \$ 85.00 may be prorated as follows -

- (a) Between January 1 and March 31 - \$ 75.00
- (b) Between April 1 and June 30 - \$ 65.00
- (c) Between July 1 and Sept 30 - \$ 55.00

### Badge Fees – Effective July 1, 2025

New members will be charged \$ 20.00 to cover the cost of the personal name badge.

Members who lose their name badge may be charged \$ 20.00 to cover the replacement cost.

## **Changes to Club Bylaws as of October 2025**

The wording of the Bylaws has been updated to accommodate the Club Website and the use of the Internet to disseminate and store information as follows:

### **Membership:**

**#2.1 New Members given access to the Club Website**

### **Management**

**#3.3 – The Secretary will store the Club's archival documents and/or materials in the Archives on the club website.**

**#3.4 – The Membership Chair shall post the Membership list on the website and store copies in the Archives.**

### **General Meetings and Voting**

**#5.5 – Motions may be distributed as attachment to the President's letter**

**#5.6 – Proxies may be sent by email**

### **Finance**

**#6.1 – Signing Officers include the Membership Chair to allow the deposit annual dues**

**#6.8 – Financial Statement posted to the Bulletin Board twice a year.**