

**BYLAWS**  
**THE PROBUS CLUB OF OTTAWA-RIDEAU VALLEY (THE CLUB)**  
*( 4 September 2024)*

**PREAMBLE**

The date of establishment of the PROBUS Club of Ottawa-Rideau Valley (ORV) is based on the inaugural meeting held on 4 January 1995 at the Manotick Public Library, which marked the club's first public open-door meeting with the 31 charter members in attendance.

**BYLAW NO. 1 – TERRITORY**

1. Membership in the Club shall primarily, but not necessarily, be from the area of the Rideau River Valley.

**BYLAW NO. 2 – MEMBERSHIP**

1. An application for membership shall be accompanied by an annual membership fee which shall be established from time to time by the Management Committee.

Upon acceptance by the Club, a new member may request a name badge for which a fee shall be established from time to time by the Management Committee. Replacement badges shall attract the same fee.

As a purely social club, PROBUS ORV encourages visitors and member's guests to attend the monthly meetings with the hope that they will join the Club as full members. Guests and visitors may also attend other events subject to available space and paying any attendance fees that may be necessary.

2. Membership may be held in more than one PROBUS club.
3. The Club financial year shall run from September 1<sup>st</sup> to August 31<sup>st</sup>, with annual fees due on September 1<sup>st</sup> for the following year.
  - a. New members who pay their first membership fee after May 31<sup>st</sup> shall have their membership extended to August 31<sup>st</sup> of the following year;
  - b. Current members who have not paid their annual membership fee by November 30<sup>th</sup> shall be deemed in arrears and required to pay their outstanding membership fee before pre-paying the following year;
  - c. At the discretion of the Management Committee of the Club, and at the request of the member, membership fees in arrears may be waived due to extenuating circumstances.
4. The Membership Director shall send reminder notices to delinquent members following non-payment of the annual fee by the due date. Continued non-payment may result in the member being removed from the mailing list. The Management Committee may terminate the membership of any member who despite repeated reminders, fails to pay the annual membership fee.
5. If, in the opinion of, and after due consideration by, the Management Committee of the Club, a member conducts himself/herself in such a manner as to bring discredit on the Club or he/she causes

discord within the membership of the Club, he/she may be asked to resign. The resignation request should be made only if the conflict has not been resolved through discussion between the member and the Management Committee.

### **BYLAW NO. 3 – MANAGEMENT**

1. The Constitution and Bylaws of the Club shall be posted on the Club website for access by members.

The President, or designate, shall preside at all meetings of the Management Committee and of the Club. The President shall review the Constitution and the Bylaws of the Club prior to the first Management Committee meeting following the establishment of a new Management Committee and ensure that the business of the Club is conducted in accordance with them. The President shall ensure that all members of the Management Committee are performing their duties in a proper manner.

The office of President shall be held by a member in good standing who has previously served at least one term as President or Vice-President.

2. The Past President shall chair the Nominating Committee, responsible for selecting new Officers and Directors for the Management Committee, assist the President as required, and be available to assume leadership of the Club in the absence of the President and Vice-President.

The office of Past-President shall be held by a member in good standing who has previously served at least one term as President.

3. The Vice-President shall be available to assume leadership of the Club in the absence of the President. The Vice-President shall maintain a roster of persons responsible for the running and management of the audiovisual (AV) equipment for each monthly meeting of the Club.
4. The Secretary shall be responsible for the minutes of the Management Committee and the Annual General Meeting (AGM). The Secretary shall be responsible for all correspondence of the Club as directed by the Management Committee. The Secretary or designate shall advise the Club of members who are deceased or bereaved, or those who are ill or in hospital and shall send appropriate cards to members or their families. The Secretary or designate shall be responsible for the coffee roster for each monthly meeting.
5. The Treasurer shall maintain and control, in a satisfactory manner, all financial records of the Club. The Treasurer shall prepare a budget for the coming year in consultation with other members of the Management Committee. The Treasurer shall provide monthly financial statements to the Management Committee, and to the Club membership at the AGM.
6. The Membership Director shall be responsible for the membership roll which shall include members' names, postal and email addresses, telephone numbers, and any other information which the Club may determine. The membership roll shall be considered confidential and shall not be distributed to the general membership nor used for commercial purposes. The membership roll may be distributed to members of the Management Committee.
7. The Speakers Committee Director shall arrange for guest speakers for meetings of the Club. The Director shall determine the AV requirements of the speaker and provide this information to the AV

Coordinator. The Director shall provide a token gift for the speaker and arrange for persons to introduce and thank the guest speaker. The Director may be assisted by a committee of his/her choosing.

8. The Events Committee Director shall coordinate events of interest to Club members. The Director may be assisted by a committee of his/her choosing.
9. The Communications Director shall be responsible for the production and distribution, to the membership, of the monthly Newsletter to include material relevant to the Club. The Website Director shall assist the Communications Director as required. The Communications Director shall also be responsible for the distribution of relevant Club information via email.
10. The Website Director shall maintain the website of the Club. He or she shall work with the Speakers, Events and Communications Directors in posting the monthly Speaker, Event and newsletter and other relevant information to the website.
11. The Archives Director shall be responsible for collecting and storing the archival material of the Club, including, inter alia, records of Monthly Meetings, Social Events, Committee Meetings and Membership.
12. The Outreach Director shall be responsible for the writing of short quarterly articles recapping the Club's speakers and activities. The articles are to be posted in newsletters within the Rideau River Valley and greater Manotick area. All promotional ideas and or initiatives are to be approved by the Management Committee.

#### **BYLAW NO. 4 – ELECTION OF MANAGEMENT COMMITTEE**

1. A Nominating Committee consisting of the Past President as Chair, and the President and the Vice President as members, shall present to the members of the Club at the AGM, a slate of candidates for appointment to the Management Committee.
2. At the AGM, the Chair of the Nominating Committee, or their designate, shall call for nominations from the floor. If an election is required voting shall be by ballot.
3. The term of each Officer and Director shall be one year. Persons may be reappointed to positions on the Management Committee.

#### **BYLAW NO. 5 – MEETINGS OF THE CLUB**

1. Meetings of the Club shall be held on the first Wednesday of each month at a venue determined by the Management Committee.
2. The AGM of the Club shall be held typically at the time of the September meeting of the Club. At this meeting, the members of the Management Committee shall be appointed or elected as required.
3. The quorum at the AGM shall be 25% of the membership.
4. Any notice of motion shall be submitted in writing to the Secretary at least one month prior to the AGM at which it is to be considered. For information of members not in attendance at the AGM one prior notice in the Club Newsletter shall be sufficient.

## **BYLAW NO. 6 – FINANCIAL**

1. The Treasurer shall receive, record, and deposit all funds of the Club in a financial institution approved by the Management Committee. The signing officers shall be any one of the Treasurer, President, Vice-President, or Secretary; and one other Management Team member as appropriate, including the Treasurer, President, Vice-President, or Secretary. In addition, the Treasurer may pay by e-transfer, on his or her own authority, any expense up to and including the sum of \$500.00 in Canadian funds. Monthly bank statements shall be tabled at each Management Committee Meeting.
2. An Annual Financial Review shall be conducted, and a report presented at the AGM of the Club.
3. The Annual Financial Review shall be conducted by a qualified person who is not a member of the Management Committee.

## **BYLAW NO. 7 – NON-PROFITABILITY**

1. The Club activities shall be budgeted to break even. However, the Club may accumulate sufficient surplus money to cover one year of normal operations.
2. The Club may advance funds, with the approval of the Management Committee, when prepayment of event tickets is required prior to collection of funds from members. Such advances shall be repaid to the Club.
3. An individual member of the Club shall not gain from a discount, commission, gratuity or other benefit arising from Club activity.

## **BYLAW NO. 8 – AMENDMENT**

1. Any bylaw may be amended by a two-thirds majority of the members present and voting at an AGM, provided that notice of motion has been given as required by Bylaw No. 5 paragraph 4.
2. Any such amendment to the Club's Bylaws must be consistent with the Club Constitution.
3. The Club's Bylaws shall be reviewed for possible amendments every three years or as deemed necessary.