



REVISED BY-LAWS OF THE PROBUS CLUB OF LANTZVILLE
February, 2014

PREAMBLE

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

Accreditation of a Probud Club shall be effective upon acceptance by Probud Centre - Canada, Inc. of an application with the prescribed fee from a sponsoring Rotary Club or a recognized Probud Club. Rights to the use of the name and emblems, except on saleable articles, shall be given automatically to each Probud Club upon its accreditation.

The Probud Club of Lantzville is hereinafter referred to as "the Club" unless otherwise stated.

All references to gender shall include both male and female.

I. AIMS & OBJECTIVES

1. The aims and objectives 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 by members to places and organizations of interest for members.
 - (c) to arrange social activities of interest to members.
2. Because many of the members may already be active in service to the community, 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 fund raising or service club.
6. No promotion, advertisements or solicitation for non-Probud related causes is permitted at the general meetings or activities.
7. The Club shall encourage volunteer participation.

II. MEMBERSHIP

1. The Club shall be for both men and women with professional or business backgrounds, and others who have had some measure of responsibility or achievement in any field of worthy endeavour.
2. Applications for membership shall be sponsored by at least one member in good standing and approved by the Management Committee.
3. Regular attendance at Club meetings is not mandatory.
4. Membership may be held in more than one Probud Club.
5. 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.
6. When a waiting list exists and an opening occurs, priority shall be given to an applicant who is not a member of any Probud Club.
7. Membership caps shall to be determined by a vote of the Management Committee.
8. Honorary membership may be conferred on a person 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 privileges of membership except voting and election of office. No more than 2% of the membership may be Honorary members at any given time.
9. Life membership may be conferred, by a majority of members voting at a General meeting, upon a member who has rendered outstanding service to the Club. A Life member shall not be required to pay

the annual membership fee, and shall enjoy all privileges of membership. No more than 2% of the membership may be Life members at any given time.

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, the Membership Chairperson, the Social Chairperson, the Sunshine Chairperson and the Newsletter Editor
2. The Management Committee shall meet monthly or as the need arises.
3. The *quorum* at a Management Committee meeting shall be 50% plus one of the Committee.
4. All members of the Management Committee shall have equal voting privileges.
5. In the event of a tie vote, the President shall poll the votes of any missing, reasonably-available Management Committee members.
6. The Club President shall normally serve for 1 (one) year, but may not serve for more than 2 (two) years.
7. The Management Committee shall have authority to fill vacancies, other than that of President, that may arise between elections
8. The Management Committee shall have authority to appoint sub-committees.
9. The Membership Chairperson shall be responsible for the list of members' names, addresses, phone numbers, and such other information required by Club bylaw. This list must not be used for commercial purposes.
10. If an executive member/officer, other than the President, is unable to fulfill their duties, the Management Committee shall appoint an acting replacement for the remainder of the term of said executive member/officer.
11. If the President is unable to fulfill his/her duties, the Vice-President shall assume the duties of the President and a bi-election shall be held by the general membership for a new Vice-President. The new President and Vice-President shall continue their term into the following fiscal year.
12. The Club shall co-operate with Rotary and other Probus Clubs in the formation of new Probus Clubs.
13. The Past President shall review the Standard Constitution for Clubs, and the Lantzville Probus Club By-Laws with all members of the Management Committee prior to, or at, the first Management Committee meeting following the establishment of a new Management Committee.
14. All new Management Committee members shall review the "Management Committee Duties" part of the Procedures/Policy Manual prior to the first Management Committee meeting.

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 September. In advance of the meeting, members shall be provided with a financial statement for the twelve months prior to the Annual General Meeting.
3. At each Annual General Meeting, the presiding officer shall present nominations from the Nominating Committee for positions on the Management Committee. Elections, when necessary, shall be by ballot.
4. The *quorum* at all General meetings shall be 25% of the total membership.
5. Meetings shall be conducted according to commonly accepted rules of parliamentary procedure in keeping with Roberts Rules of Order. A motion that receives an equal number of affirmative and negative votes shall be considered lost.
6. Any notice of motions shall be submitted in writing to the Secretary, the Newsletter Editor and the Webmaster for posting on-line one month prior to the meeting at which it is to be considered. For the information of members not in attendance at the General Meeting, one prior notice in the Club Newsletter shall be sufficient.

V. ANNUAL RETURNS

1. The financial year of the Club shall be October 1st to September 30th, which will appropriately coincide with the Annual General Meeting.
2. The Secretary shall advise Probus Centre-Canada Inc. by December 31st each year, of the Club's regular meeting place, day and time, the number of its members as of the previous September 30th and the names, addresses and telephone numbers of its President and Secretary.
3. The Treasurer shall remit to Probus Centre-Canada Inc. the annual assessment levied by Probus Centre-Canada Inc.

VI MEMBERSHIP FEES

1. Each member of the Club shall pay the annual membership fee in an amount determined by the Club Management Committee.
2. The annual membership fee shall be paid to the Membership Chairperson by September 30th of each year and no later than the General Meeting in October. Failure to do so will leave a member “not in good standing”.

VII 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 advancement of funds approved for remuneration for goods and/or services actually rendered to the Club.
2. The financial resources of the Club shall be utilized solely for the benefit of the Club unless prior approval has been granted by a simple majority at a General meeting.
3. Club Activities shall to be budgeted to break even.

VIII DISSOLUTION

In recognition of Rotary clubs' service contribution towards the expansion of Probus, any funds remaining on the 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.

IX ACTIVITIES

1. Activities of the Club shall be primarily for the benefit of Lantzville Probus Club members in good standing, or as otherwise directed by the Management Committee.
2. An individual member of the Club shall not gain from a discount, commission, gratuity or other benefit arising from any Club activity.

X BY-LAWS

1. These By-laws and their amendments shall be consistent with the Probus Canada Standard Constitution.
2. Amendments to these By-laws shall be considered at a General Meeting of the Club, shall require at least 30 days prior notice to be transmitted to all Club members, and shall require a two-thirds majority of the members present and voting. The amendments shall be effective when it has been communicated to and approved by Probus Centre - Canada, Inc.
3. The name or gender composition of the Club may be changed at any General Meeting of the Club, the *quorum* required by Club bylaw being present, by a two-thirds majority of the members present and voting. The amendment shall be effective when it has been communicated to Probus Centre - Canada, Inc.

Revised: 2013-11-04

Ratified: 2014-02-27