

PROBUS CANADA
BY-LAWS (2017)

I. SEAL

The seal, an impression of which is stamped hereto, shall be the seal of PROBUS CANADA (hereinafter referred to as the Society). Said seal shall be, in its proportions, colors and general configuration, the basis and basic component of all PROBUS emblems distributed under the authority of the Society. The Secretary shall be responsible for the safe keeping of the seal located normally at the administrative office of the Society with the Managing Director.

II. HEAD OFFICE

The head office shall be situated in the same community as the Administrative Office until such time, in accordance with these Bylaws, it is moved to a new location within Canada.

III. OPERATIONAL / FISCAL YEAR

The operational year of the organization will be from the Annual General Meeting in April until the Annual General Meeting in April of the year following. Under extenuating circumstances the AGM may be held in May. The fiscal year shall be from the first day of January each calendar year through the last day of December each calendar year.

IV. BORROWING POWERS

Borrowing on behalf of the Society, for whatever purpose, shall be subject to prior approval and authorization by vote of two-thirds of the members of the Society's Board of Directors, hereinafter referred to as "the Board".

V. MEMBERSHIP OF THE BOARD

Members of PROBUS CANADA Board of Directors shall be those **thirteen (13)** Directors duly elected to the Board as follows:

1. The Board shall consist of **13** Past Presidents of PROBUS Clubs to be elected by a staggered system whereby four are elected annually for a term of three years.
2. Board membership shall be distributed among the several districts as stipulated in Bylaw VI. As each Director is required to stand for election, nominations will be solicited from the assigned district and, if required, elections will be held within the district to select the future Director for that district.
3. It shall be a condition of nomination that a candidate for Board membership must be prepared to serve on the Executive Committee or fill such other office as requested by the Board.
4. A Board member shall be eligible for election to a second term on the Board.
5. A Board member may withdraw by lodging a written resignation with the Secretary of the Society.
6. A Board member may be removed from office for conduct that is considered to be contrary to the interest of the Society on a motion supported by three-fourths of the Board membership at an annual or special meeting of the Board.
7. When a vacancy occurs on the Board, the district that has the vacancy shall elect one of its Past Presidents to fill the vacancy for the balance of the term. If the District does not fill the vacancy expeditiously, the members of the Board shall do so.

VI. DISTRIBUTION OF BOARD MEMBERSHIP

1. Board membership shall be distributed as follows: : Atlantic Provinces and State of Maine –1; North-Western Ontario, Manitoba, Saskatchewan -1, Alberta –1. The remaining Ontario Region shall consist of six (6) Districts with one (1) Director assigned to each District. British Columbia shall consist of three (3) Districts with one (1) Director assigned to each District. In Ontario the District Boundaries will be as follows: District #1 – The Counties and Regional Municipalities of Stormont, Dundas and Glengarry; Prescott & Russell, Ottawa, Leeds & Grenville, Lanark, Renfrew, Frontenac, Lennox and Addington, Prince Edward, Hastings, Northumberland; District #2 – The Counties and Regional Municipalities of Durham (east of Durham Regional Road 23), Peterborough, Haliburton, Victoria and York (north of the Cities of Markham, Richmond Hill and Vaughn); District #3 – The Regional Municipality of Durham (west of Durham Regional Road 23), the Cities of Markham, Richmond Hill, Vaughn, Toronto, Mississauga and Burlington and the Town of Oakville; District 4 – The Counties and Regional Municipalities of Peel north of the City of Mississauga; Dufferin, Halton (north of the City of Burlington and the Town of Oakville), Wellington and Waterloo; District #5 – The Counties of Elgin, Chatham-Kent, Essex, Oxford, Middlesex, Lambton, Perth, Grey (except the Blue Mountains), Huron and Bruce; District #6 – The Counties of Niagara, Brant, Haldimand and Norfolk, and the City of Hamilton; District #7 – The Counties and Districts of Simcoe (west of Simcoe County Road 29 and north of Simcoe County Road 90); Nipissing, Parry Sound, Sudbury, Manitoulin Island and Algoma; and The Blue Mountains. British Columbia – District # 1 – Vancouver Island and Islands in proximity; District # 2– Vancouver and Lower Mainland including the Fraser Valley; District # 3–communities in the Interior of British Columbia.

2. The Managing Director (see Bylaw 7.6) shall be responsible for reviewing the distribution of membership, and for proposing any changes to that distribution, at least once every three years.
3. In an attempt to ensure proper representation of PROBUS Clubs across Canada, there shall be no more than one member from any local PROBUS Club serving on the Board at the same time.

VII. OFFICERS

1. At the annual meeting the Board shall elect from their own membership the following officers who shall constitute the Executive for the following year: a. President; b. Vice President; c. Past President; d. Secretary; e. Treasurer. f. Any other officer who is considered essential to the effective operation of the Society for the ensuing year.
2. The Board shall review and, if appropriate, approve appointments, proposed by the Executive, of non-Executive officers who are deemed to be essential to the effective operation of the Society.
3. The term of office for the President and Vice President shall be one year. The President and Vice-President may be re-elected a maximum of one time. No member of the Executive may hold the office of Secretary or Treasurer for more than three consecutive years.
4. The Executive shall have the power to administer the affairs of the Society between meetings of the Board but shall provide to each member of the Board at every annual or other meeting of the Board a detailed written report of the activities of the Executive since the previous Board meeting.
5. The Executive shall have the power to form sub-committees to deal with specific matters, but shall retain responsibility and authority. Chairpersons of such sub-committees may be invited to attend meetings of the Executive whenever the work of the sub-committees is to be discussed.
6. The Executive Committee shall recommend to the Board the appointment of a Managing Director; a Financial Manager and a Webmaster with duties as prescribed in Bylaw VIII and with compensation as agreed to by the Board.
7. Vacancy:
 - a. A member of the Executive shall be deemed to have vacated his or her office:
 - i. upon the member's inability to perform the prescribed duties.
 - ii. upon the member's written resignation delivered to the Secretary.
 - b.
 - i. upon passage, at a regular Board meeting, of a resolution by three-fourths of the Board membership that the member be removed from office.
 - ii. upon being declared by a court of law to be of unsound mind.
 - c. If an Executive position other than the Presidency becomes vacant during the term of the incumbent:
 - i. the Board shall fill the position by election from Board Membership, the person elected to complete the unexpired portion of the term.
 - ii. in the case of an urgent requirement between Board meetings, the Executive shall make an interim appointment effective until the Board next convenes.
 - d. An in-term vacancy of the Office of President shall be filled by the Vice-President. Should the Vice-President be unavailable, the Board shall elect a President to complete the in-term vacancy. The Vice-President's position shall be subject to item "c" above.
8. Regular guidelines regarding appointments and elected positions shall not be influenced by in-term appointments.

VIII. DUTIES OF THE EXECUTIVE OFFICERS & DIRECTORS

1. The President shall:
 - a. Be the chief executive officer and shall represent the Society at public and other functions.
 - b. Oversee the operations of the Society.
 - c. Report to the Annual Meeting of the Board on the affairs conducted by the Executive on behalf of the Society.
 - d. Preside over all meetings of the Executive and the Board, and have the right to vote on all issues
 - e. Be responsible for effecting all orders and resolutions of the Executive
 - f. Perform such other responsibilities and duties as may be assigned by Bylaw, the Executive or the Board.
2. The Vice President shall:
 - a. Perform the functions of the President when the President is unable to perform them.
 - b. Perform such other tasks and duties as may from time to time be assigned by Bylaw, the Executive, or the Board.
3. The Secretary shall:
 - a. Be responsible for ensuring the preservation of archival material, the maintenance of current files in proper order, and the safeguarding of the PROBUS seal which shall be used only under direction of the Executive.
 - b. Ensure the recording of the proceedings of the Executive and the Board.

- c. Ensure distribution of the minutes of Executive meetings to each member of the Executive and of the Board.
- d. Ensure the distribution of the minutes of Board meetings to all members of the Board.
- e. Ensure the issuing of written notice of every Board and Executive meeting to each Board member, the timing of such notice to be governed by Bylaw IX.3.
- f. Perform such other tasks and duties as may from time to time be assigned by Bylaw, the Executive, or the Board.

4. The Treasurer shall:

- a. Ensure that all funds of the Society are deposited in a financial institution approved by the Executive:
 - i. signatories for the account shall be two of the President, Vice President, Treasurer, a Director, and the Financial Manager. (see VIII. 8).
 - ii. signatures for all required contracts, documents or other written instruments of commitment shall be under seal, by any two members of the Executive, and only if authorized in the minutes by resolution of the Executive or Board.
- b. Maintain and control all financial records of the Society.
- c. Present periodic financial statements to the Board as required by the Executive.
- d. Present an annual budget and annual financial statement to the Board of Directors annual general meeting.
- e. Ensure the distribution of the annual financial audit/review to each PROBUS Club.
- f. Perform such other duties and tasks as may from time to time be assigned by Bylaw, the Executive, or the Board.

5. The Past President shall:

- a. Provide, from time to time, counsel and advise members of the Executive and Board.
- b. Perform such other tasks and duties as may from time to time be assigned by Bylaw, the Executive or the Board.

6. Primary Duties of the Directors

- a. To manage and/or supervise the activities and affairs of the Society.
- b. To act honestly and in good faith with a view to the best interests of the Society.
- c. To exercise care and due diligence in dealings with PROBUS Clubs in his/her District or area.
- d. To disclose any conflict of interest.
- e. To comply with the Act, articles, Bylaws of PROBUS Centre - Canada, Inc. and any unanimous members agreements.
- f. To assist in the promotion and development of new PROBUS Clubs in his/her district or area.
- g. To be available to provide advice and guidance to existing Clubs in his/her district or area when requested.
- h. To serve on special Committees or Task Forces when requested.
- i. To be willing to serve on the Executive Committee of the Board.

7. The Managing Director shall:

- a. Retain control of all emblem and Club supplies
- b. Be responsible for providing assistance to PROBUS and Rotary clubs in the creation of new PROBUS clubs
- c. Be responsible for invoicing for accreditations, manuals, regalia, royalties, fees and assessments, etc.
- d. Be responsible for the preparation and distribution of an annual Membership Directory of PROBUS Clubs in Canada and periodic preparation and distribution of national PROBUS newsletters under the direction of the President and/or Secretary.
- e. On instructions from the Secretary, shall give four (4) weeks of notice of Board Meetings with agenda attached.
- f. Perform such other tasks and duties as may be assigned by Bylaw, the Executive, or the Board of Directors.
- g. He/she will attend meetings of the Executive and Board but shall have no vote. The position will receive an annual Honorarium as approved by the Board.

8. The Financial Manager:

- a. The Financial Manager is an appointment by the Board and has no voting rights as a member of the Board.
- b. He/she will report to the Treasurer of PROBUS CANADA and keep the Treasurer informed of any out of the ordinary transactions and informed of the Financial Position of the Organization.
- c. The Financial Manager will work in close concert with the Managing Director and, through the Treasurer, will also be responsible to keep the Board informed of the Financial position of PROBUS CANADA by way of monthly Statements in a timely manner following each month end, and prepare a Budget by year end for the following year.
- d. At the end of the fiscal year, he/she will be responsible for the preparation and delivery of all required records for the annual financial audit or review as determined by the Board.
- e. The position will use a recognized computer program to keep all the Financial Records of PROBUS CANADA in accordance with Canadian generally accepted accounting principles and Revenue Canada.

- f. He/she will keep a record of all yearly dues paid by the Clubs across Canada, and correspond with Clubs regarding receivables past due or other such matters.
- g. In addition to the record keeping, the Financial Manager will conduct all Bank transactions of deposits and purchase of G. I. C. 's , and secure a second signature of an approved Signing Officer for cheques for all payments of expenses incurred by PROBUS CANADA.
- h. He/she will be invited to attend at all meetings of the Board and shall have no vote.
- i. The position will receive an annual honorarium as approved by the Board.

9. The Webmaster :

- a. The Probus Webmaster position is a support appointment to the Board with no voting rights as a member of that Board. He/she shall report to the Board through the President and the Managing Director on any and all extraordinary events that might affect the efficient and orderly operation of the online Probus website.
- b. He/she shall ensure that the PROBUS websites, both Canadian and World, are hosted by an Internet Service Provider (ISP) that provides an efficient, dependable and fast responding service at a reasonable annual cost to PROBUS and shall be responsible for paying the annual hosting fees to the ISP and submitting the appropriate receipts to the Financial Manager for reimbursement and the Managing Director for the information of the Board.
- c. He/she shall be responsible for maintaining the **probus.org** website domain name in good standing with **Network Solutions®**, the international domain registry and for paying the required fees once every 5 years to maintain that registry and submitting the appropriate receipts to the Financial Manager for reimbursement and the Managing Director for information to the Board.
- d. He/she shall be responsible for all aspects of the daily maintenance of the PROBUS website content. This responsibility shall include annual changes to the individual Canadian Club web pages in accordance with the information received from those Clubs by way of their annual Membership Listing forms. It shall also include uploading Club monthly newsletters to the individual Club pages and making ongoing contact information changes to individual web pages.
- e. He/she shall strive to improve and refine the onsite presentation of the posted PROBUS website material all within the time available to this volunteer position and available software capabilities.
- f. He/she shall maintain a close liaison with the World Webmaster, currently resident in the U.K., to ensure that there are no overlapping conflicts of information posted by either Webmaster and to ensure that items of mutual interest are posted on both websites. It should be remembered that both websites are hosted on the same Canadian server.
- g. He/she shall receive and answer e-mails directed to the Canadian and World e-mail address at probus@probus.org . Correspondence not directly within the purview of the Canadian Webmaster or the World Webmaster shall be directed to the Managing Director for answer or dissemination to the Board. Where e-mails are in reference to membership in a particular PROBUS Club or a Club within a particular geographic region, the Webmaster shall provide the correspondent with all available contact information in reference to the Club(s) and shall copy the reply to an available contact within the Clubs and to the appropriate Director of PROBUS CANADA.
- h. He/she shall assist individual Clubs with the submission process of newsletters for publication online and advise, where possible, on the establishment of their own Club websites and the hyperlinks to the associated web pages on the PROBUS website.
- i. He/she shall accommodate, within the framework of the existing website, requests from the Board for inclusion online, information or reference material to PROBUS members on such events as PROBUS Rendezvous or Canada 150.
- j. He/she retains the right to reject any material submitted for posting online that may generally be considered offensive .
- k. He/she shall, in the maintenance of the PROBUS website, use various computer software programs provided for that purpose by the Board and may, from time-to-time require that such software be updated or replaced.
- l. He/she shall be invited to attend at meetings of the Board and shall have no vote.
- m. The position shall have an annual Honorarium as approved by the Board.

IX. MEETINGS OF THE BOARD OF DIRECTORS

- 1. There shall be at least one meeting quarterly, at the call of either the President or the Secretary. A majority of the Board is required to constitute a quorum.
- 2. Considering issues of security, logistics and availability of Members, the Directors shall decide by resolution, the time, place and form of meetings.
- 3. With the exception of Special Meetings (Cons. V.3), all meetings of the Board, whether at table or electronic, shall require at least four weeks advance notice.

4. Voting at all meetings shall be by show of hands or voice vote, as appropriate, unless, for a specific issue, a formal ballot is requested by a Member.
5. Proxy voting is not acceptable.
6. A motion that receives an equal number of affirmative and negative votes shall be considered lost.

X. ANNUAL MEETING :

1. The annual meeting of the Board shall be held in April, or upon approval of the Board, in May, of each year, at such place in Canada as may be determined by the Executive or, in accordance with Bylaw IX.2.
2. The Secretary shall give at least four weeks notice of the meeting, together with the following documentation, to Board members :
 - a. The meeting's agenda
 - b. The audited/reviewed financial statement for the 12 months ending December 31 of the previous year
 - c. A proposed budget for the current year
 - d. A written report of the activities of the Executive since the previous annual meeting
 - e. Any Executive recommendations to be presented for consideration by the Board
 - f. Notices of motion to be presented to the Board
 - g. Background information as necessary to facilitate informed discussion of issues coming before the Board.
3. An auditor for the ensuing year shall be appointed.
4. Minutes of the annual meeting shall be made available to all local PROBUS Clubs requesting same.

XI. EXPENSES AND INDEMNITIES

1. No member of the Executive, the Board, or other Officer shall undertake on behalf of the Society any action or liability having financial implications without prior Executive or Board approval.
2. The Society shall provide legal and financial support, to the extent approved by the Board, to any officer or Board member who incurs personal costs or liabilities as a direct result of the proper execution of approved duties.

XII. FEE ASSESSMENT

1. The Society shall assess each PROBUS Club the sum of \$2.50 annually for each Member of their Club as their contribution to sustain the services provided by PROBUS CANADA, including third party liability insurance for all PROBUS Clubs and Members and also as support of the promotion and development of PROBUS Clubs in Canada.

XIII. AMENDMENT OF THE BYLAWS

1. An amendment to the Bylaws may be proposed by a member of the Board, personally or on behalf of a PROBUS Club in his/her district. .
2. A notice of motion to amend the Bylaws must be circulated, with rationale, by the Secretary to every member of the Board at least 4 weeks before its consideration by the Board.
3. To be approved, a proposed amendment must be approved by at least two-thirds of the Board membership.
4. Once a motion to amend is approved by the Board, a notice of motion to amend the Bylaws must be circulated, with rationale, by the Secretary, to every PROBUS Club at least 8 weeks before its re-consideration by the Board.
5. Every PROBUS Club shall be sent a ballot, together with the notice of motion to amend the Bylaws and the ballot shall provide for the following responses: (a) Approval of the amendment(s) as proposed: (b) Approval of the amendment(s), subject to certain conditions. (c) Disapproval of the amendment(s). If a Club wishes to comment upon a proposed amendment it may transmit that comment to the Board with the ballot.
6. If two-thirds of the Clubs responding, and two-thirds of the Board membership, approve the proposed amendment(s) the amendment(s) shall have been adopted.
7. In the event that two-thirds of the Clubs responding, or two-thirds of the Board membership, do not approve the proposed amendment(s), the Board may propose changes with the required two-thirds majority of its membership. The Board shall then advise member Clubs of the proposed changes, and the Clubs shall be invited to respond as in paragraph 5. above.
8. If the Board's proposed changes are approved by two-thirds of the Clubs responding, the altered amendment(s) shall have been adopted.
9. Any changes made to the Bylaws, following the above procedure, will be submitted to **Industry Canada** in accordance with the rules and regulation governing our organization.