

CONSTITUTION AND GENERAL BYLAWS OF THE PARKSVILLE NEWCOMERS' ALUMNI CLUB

PURPOSE

1. The purpose of the Parksville Newcomers' Alumni Club (the Club) shall be to enable graduates from the Parksville Newcomers' Club to continue to associate with each other through social and special interest activities.
2. The Club is a non-profit organization and shall operate without financial gain.

MEMBERSHIP

3. All residents of Parksville and area who have been a member in good standing of the Parksville Newcomers' Club for a minimum of 2 full years are eligible to join the Club, upon application and upon payment of the requisite dues.
4. Members may continue their membership in the Alumni for as long as they so desire.
5. As the purpose of the Club is to permit social interaction of its members, no member shall use the Club for soliciting business.
6. To maintain membership in good standing, members shall remit dues:
 - (a) upon joining, for new members
 - (b) at the beginning of the fiscal year, for continuing members.
7. Members may only take part in Alumni activities and functions if their annual dues are fully paid for that year. When activities require "hosting", all signed up participants are expected to take their turn as host during the year.

MEETINGS OF MEMBERS

8. All meetings of members, except the Annual General Meeting or any Special Meeting, shall be held at the time and the place as determined by the Board of Directors from time to time.
9. An Annual General Meeting of members shall be held at a date in May as determined by the Board. A Special Meeting may be called at any time, by the Board or a petition of 25 members transmitted in writing to the Secretary of the Club.
10. Members shall be given notice of the time and place of the Annual General Meeting and any Special Meeting, or any adjournments thereof, not less than fifteen nor more than forty-five days prior to the date of such meeting.
11. Each member in good standing is entitled to one vote at General, Special or Annual General Meeting of members. A member may not designate a proxy to vote on his or her behalf. All matters shall be decided by majority vote at all meetings of members. Voting shall be by show of hands, unless a secret ballot is approved by resolution or the Chairman.
12. The business to be conducted at the Annual General Meeting shall be:
 - (a) the approval of the annual financial statements
 - (b) to recommend the annual dues for the coming fiscal year.
 - (c) the report of the Directors, if any
 - (d) the report of the auditor, if any
 - (e) the appointment of the auditor, if required
 - (f) the election of Directors
 - (g) any other business arising from the report of the Directors or arising under these bylaws.

13. A resolution proposed at any meeting must be seconded. The Chair of the meeting may propose or move a resolution.
14. In the case of a tie vote, the resolution is lost. The Chair does not have a second or casting vote in addition to the vote to which he is entitled as a member.
15. The accidental failure to give notice to a member shall not invalidate the proceedings of a meeting.

BOARD OF DIRECTORS AND OFFICERS

16. The management of the Club shall be vested in a Board of six Directors: President, Vice-President, Secretary, Treasurer, Activities Director, and Publicity and Newsletter Director. Directors shall be members in good standing of the Club and shall constitute the "Board of Directors" ("the Board").
The immediate past president shall serve as an ex-officio member of the Board in an advisory position and shall be invited to attend all meetings of the Board but shall not be conferred a right to vote.
17. At the Annual General Meeting in May, the members shall elect to the Board six members in good standing who shall hold office for one year.
It may be difficult to find candidates to fill Director positions for various reasons, such as other commitments or lengthy winter vacations. Therefore, each of the following Director positions may be shared by two members: Secretary, Treasurer, Activities Director, and Publicity and Newsletter. Only one member of a shared Director position is privileged to participate and vote on the Board at any time. The term of office for a newly elected Board of Directors shall be from July 1st of the election year to June 30th of the following year.
18. Directors shall be elected for a one year term and may be re-elected for a second one year term. A member may not serve more than two years in a particular Director position, but would be eligible to serve again in a different Director position. An example would be: Activities Director for two years, then Vice-President for two years, then President for two years.
19. A member who is unable to be present for the elections may accept, in writing, a nomination for a Board position prior to that election meeting.
20. A member present at the Annual General Meeting shall have the right to vote for one nominee, or two nominees of a shared Director position, in each of the six Board of Director positions.
21. Officers of the Club shall include the Coordinators of the Activity Groups.

GENERAL POWERS AND DUTIES OF THE BOARD

22. The powers of the Board shall include the following:
 - (a) to appoint or remove such coordinators and committees as it shall deem advisable and to prescribe their duties;
 - (b) to call meetings of members;
 - (c) to make and execute contracts in the name of the Club or authorize officers of committees to do so; and
 - (d) to do all other things which it may deem necessary for the proper operation and management of the Club
23. Directors shall serve without remuneration, but a director is entitled to be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Club.

24. The club should carry Directors and Officers Liability Insurance, so that Directors and Officers discharging their duties in good faith shall not be held financially liable for their actions. No director shall be liable for the acts, receipts, negligence or defaults of any other director or officer, or for any loss, damage or expense happening to the Club.

VACANCIES OF THE BOARD

25. If a vacancy occurs on the Board, the remaining Directors shall appoint a member to fill the vacancy.
26. The membership by special resolution, or the Board, may remove a director before the expiration of his or her term, and may elect or appoint a successor to complete the term of office.

MEETINGS OF THE BOARD

27. The President of the Club, or in his or her absence the Vice-President, may call a meeting of the Board at any time.
28. A majority of the members of the Board shall have the right to call a meeting of the Board by a request transmitted in writing to the Secretary of the Club.
29. Meetings of the Board shall be held at such place and at such times as the President, or in his or her absence the Vice-President, may select.
30. All questions arising at a meeting of the Board, except as may be required by these bylaws to have a special majority vote, shall be decided by a majority vote. In the case of a tie vote, the resolution is lost. The Chair does not have a second or casting vote in addition to the vote to which he is entitled as a Director.
31. All resolutions proposed at a meeting of Directors shall be seconded. The chair of the meeting may move or propose a resolution.
32. A quorum for meetings of the Board shall be four Directors present.
33. A resolution in writing, signed by a quorum of Directors and placed with the minutes of the Directors, is as valid and effective as if regularly passed at a meeting of Directors.

DUTIES OF OFFICERS

34. The President shall: be the chief executive officer of the Club; preside at all meetings of the Board and all meetings of members; be the spokesperson of the Club; and shall be a member ex-officio of all committees appointed by the Board.
35. In the absence of the President, the President's duties shall be exercised by the Vice-President. In addition, the Vice-President shall plan and manage the major events of the Club. In the absence of both the President and Vice-President, a Past President may be appointed by the Board or membership to chair a meeting.
36. The Secretary shall perform the duties usually pertaining to the office of Secretary including: the due giving of notice of meetings of the Board, and Annual and Special meetings of members; cause to be prepared minutes of all Board, General, Annual and Special Meetings of members and the keeping of same in a minute book/binder. The minutes of Board and General Meetings shall be approved by the Board. The minutes of Annual and Special Meetings shall be approved by the membership. Members may submit a written request to the Secretary to receive a copy of the minutes of a General Meeting.

37. The Treasurer shall collect all fees and dues owing to the Club and deposit the same forthwith in the Club's bank account; pay all accounts of the Club; keep an up-to-date record of the Club's finances and render forthwith upon request an accounting thereof to the Board or to the President; and issue membership receipts and maintain a current membership list.
38. The Activity Director shall coordinate all on-going activities of the Club with the assistance of the Coordinators for each activity. All Coordinators shall report to the Activity Director.
39. The Publicity and Newsletter Director shall develop and distribute the Club Newsletter, and oversee the Club website.

EXECUTION OF DOCUMENTS

40. Bills of exchange, drafts, promissory notes, cheques, documents pertaining to any of the Club's bank accounts and orders for the payment of money on behalf of the Club by way of overdraft or otherwise shall be signed by such Directors, officers or other persons as the Board may direct from time to time. The signing officers for the Parksville Newcomers' Alumni Club shall be designated as the current President, Vice-President, Treasurer, and a fourth Director at the discretion of the Executive. Any two of these officers shall co-sign Club cheques.
41. All other documents on behalf of the Club shall be executed as the Board may direct from time to time.

RESPONSIBILITY OF THE CLUB

42. The Club shall not be responsible for the loss of property of members or their guests or for any damage or personal injury sustained by them. All members should arrange fire, theft, burglary and personal liability insurance coverage through their own insurance agents.
43. Any loss or damage to Club property, whether as owner or tenant shall be charged to the member responsible.

OTHER MATTERS

44. The fiscal year of the Club shall end on April 30th each year.
45. On being admitted to membership, a new member may request and is entitled to without charge, a copy of the Constitution and General Bylaws of the Club. This document is also available to members on the Club website.

DISSOLUTION AND WINDING UP

46. In the event of the dissolution and winding up of the Club, any assets remaining after the payment of all debts of the Club shall be disbursed in such manner as shall be determined by a resolution approved by two-thirds of members present at a Special Meeting of members called for the purpose of dissolving the Club.

Approved by the membership at the May 20, 2010 Annual General Meeting.