

BYLAWS OF THE PARKSVILLE NEWCOMERS CLUB

1. Definitions

1.1 In these Bylaws:

1.1.1 **“Club”** means the Parksville Newcomers Club, a member-founded society that carries out activities for the benefit of its Members in accordance with purpose and goals presented in these Bylaws;

1.1.2 **“Bylaws”** means these Bylaws as presented in this document and can be altered from time to time;

1.1.3 **“Constitution”** means the Constitution of the Club, which presents its purpose, goals and values. The Constitution is appended to these Bylaws;

1.1.4 **“Members”** means the Members of the Club as defined in these Bylaws;

1.1.5 **“Directors”** means the members of the Board of Directors as defined in these Bylaws.

2. Constitution

2.1 The Constitution presents the purpose, goals and values of the Club. It should be read as an attendant to these Bylaws. The Constitution is appended to these Bylaws as **Appendix One**.

2.2 Any change to the Bylaws and the attendant Constitution requires the support of two-thirds (67%) of all voting Members present at a regular meeting, a special general meeting, or an Annual General Meeting. A recommendation for a change to these Bylaws and the attendant Constitution must be presented to Members at least thirty (30) days preceding the meeting at which a vote is taken.

3. Members and Membership

Residency

3.1 Membership in the Club is open to residents of the Regional District of Nanaimo (RDN), including the City of Parksville, the Town of Qualicum Beach, Errington, Coombs, French Creek, Nanoose Bay, Bowser, Qualicum Bay and surrounding areas, as well as the City of Nanaimo.

3.2 Membership is open to individuals who have lived in the Regional District of Nanaimo for fewer than five years.

3.3 Upon request and on an individual basis, the Board may agree to exemptions of residency provisions.

Membership Term

3.4 “Membership year” means the twelve (12) month period beginning September 1 of a year and ending August 31 of the following year.

3.5 A person may be a Member of the Club for a maximum of three (3) Membership years plus the number of months remaining in the membership year in which the person joins the Club.

3.6 To maintain membership in good standing, individuals must sign a waiver of liability upon joining and shall remit established dues.

3.7 The membership renewal period for Members will be no more than two months from the start of each membership year. At the end of this period, persons who have not renewed will be removed from the Club’s membership list.

Guests

3.8 At the discretion of the Board, guests of Members may attend events of the Club, as long as there are vacancies, and guests sign waivers of liability and pay any event fees.

Business Interests

3.9 Members shall not use the Parksville Newcomers Club as a method to engage in soliciting business for themselves, either my email, telephone of in-person.

Other

3,10 On joining, Members shall be made aware of the Club's Constitution, Bylaws and waiver documents.

4. Finances

Financial Year

4.1 The fiscal year of the Club shall end on August 31 of each year.

Financial Documents

4.2 Bills of exchange, drafts, promissory notes, cheques and documents pertaining to the Club's bank account and orders for the payment of money on behalf of the Club by way of overdraft or otherwise shall be signed by such Directors or other persons as the Board may direct from time to time.

4.3 All cheques shall require two signatures of the Directors.

Financial Reports

4.4 The Treasurer shall present financial reports to the Members at general and Annual General Meetings.

Financial Contributions to Registered Charities

4.5 The Board may make financial contributions to British Columbia registered charities or other organizations from the proceeds of its membership dues, monthly meeting proceedings or other Club activities.

4.6 For purposes of making financial contributions to charities or other organizations, the Board shall yearly establish a list of eligible charities and organizations, and inform the Members of the eligible charities and organizations, as well as donations made to them.

5. Meetings of the Members

Time, Location and Notice of General Meetings

5.1 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.

5.2 The Annual General Meeting of Members shall be held on a date and at a time as determined by the Board, but no later than 60 days after the Club's fiscal year end.

5.3 Notice of the time and place of the Annual General Meeting and any special meeting, or any adjournments thereof, shall be advised to Members not less than fifteen (15) days nor more than forty-five (45) days prior to the date of such meeting. The notice of the Annual General Meeting shall state the nature of any business, other than ordinary business, to permit Members receiving the notice to form a reasoned judgment concerning that business.

5.4 The accidental failure to give notice to a Member shall not invalidate the proceedings at the meeting.

Chair of the General Meetings

5.5 The following individuals are entitled to preside as chair of an Annual General Meeting: (a) the individual, if any, appointed by the Board to preside as chair; or (b) if the Board has not appointed an individual or the individual appointed is unable to preside, the President, the Vice-President, if the President is unable to preside, or one of the other Directors.

5.6 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within fifteen (15) minutes from the time set for holding the meeting, the voting Members who are present must elect an individual present at the meeting to preside as the chair.

Voting and Voting Privileges

5.7 At a special or the Annual General Meeting of Members, each Member in good standing is entitled to one (1) vote. A Member may not designate a proxy to vote on his/her behalf. At all meetings of Members, all matters shall be decided by majority vote. A show hands shall constitute a vote upon questions unless the Chair of the meeting requests a vote by ballot.

Quorum of the General Meetings

5.8 A quorum for a special or Annual General Meeting shall be not less than 20% of the Members in good standing, as shown by the most recent Membership roll, and present in person.

5.9 If, within thirty (30) minutes from the time set for holding a general meeting, a quorum of voting Members is not present, (a) in the case of a meeting convened on the requisition of Members, the meeting is terminated, and (b) in any other case, the meeting stands adjourned to a time, date and location determined by the Board of Directors. If, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting Members who are present shall constitute a quorum for that meeting.

5.10 If, at any time during an Annual General meeting, there ceases to be a quorum of voting Members present, business then in progress shall be suspended until there is a quorum present.

Notice of Continuation of Annual General Meeting

5.11 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except when a general meeting is adjourned for 30 days or more, in which case notice of the continuation of the adjourned meeting shall be given.

Order of Business

5.12 The order of business at the Annual General Meeting shall be as follows: if necessary, (a) elect an individual to chair the meeting; (b) determine that there is a quorum; approve the agenda; (c) approve the minutes from the last general meeting; (d) deal with unfinished business from the last general meeting; (e) receive the Directors' report on the finances of the Club; (f) receive any other reports of Directors' activities and decisions since the previous Annual General Meeting; (g) deal with new business brought forward by the Directors or Members; and (h) elect a new Board of Directors

Resolutions

5.13 A resolution proposed at any meeting need not be seconded. The Chair of the meeting may propose or move a resolution.

Announcement of Results

5.14 The Chair of an Annual General Meeting must announce the outcome of each vote and each outcome will be recorded in the minutes of the meeting.

Tie Votes

5.15 In the case of a tie vote, the Chair does not have a second or casting vote in addition to the vote to which he/she is entitled as a Member, and the resolution does not pass.

6. Board of Directors

Powers

6.1 The management of the Club shall be vested in a Board of eight (8) Directors who shall be Members in good standing of the Club.

Term of the Directors

6.2 With the exception of the Vice President, all terms of the Directors shall be one (1) membership year. All Directors shall resign effective at the Annual General Meeting following their election.

6.3 The Vice President will assume the position of President and serve in that role for one membership year.

6.4 The immediate past President, even though he/she may no longer be a Member in good standing of the Club, may be an ex-officio Member of the Board and may be invited to attend all meetings of the Board, but shall not be conferred a right to vote thereat.

Powers of the Board

6.5 The powers of the Board shall include the following: (a) appoint such officers and committees as it shall deem advisable and to prescribe their duties; (b) fix the Membership fees and other charges, and the terms of payment thereof; (c) call meetings of Members; (d) make and execute contracts in the name of the Club or authorize its officers or committees to do so; and (e) do all other things which it may deem necessary for the proper operation and management of the Club.

Remuneration

6.6 Directors shall serve without remuneration, but a Director is entitled to be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the Club.

Liability and Indemnification

6.7 No Director shall be liable for the acts, receipts, negligence or defaults of any other Director or officer, or for the following: a) any loss, damage, or expense happening to the Club through the insufficiency or deficiency of any security in or upon which any monies of the Club shall be invested; (b) any loss or damage arising from the bankruptcy, insolvency, or tortuous acts of any person with whom any monies are deposited; (c) any loss occasioned by any error of judgment or oversight on the part of such Director or officer; or (d) any loss, damage or misfortune whatever which shall happen in the execution of the duties of such Director or officer unless the same are occasioned by the willful neglect or default of such Director.

6.8 Except as provided by statute, every Director or officer of the Club, every former director or officer and his or her heirs and legal representatives shall be indemnified and saved harmless by the Club from and against all costs, charges and expenses if such person acted honestly and in good faith

with a view to the best interests of the Club and had reasonable grounds for believing that the conduct in question was lawful. The Club shall also indemnify such person in such other circumstances as the law permits or requires.

Nomination and Election of the Board

6.9 Before the date of the Annual General Meeting, a Nominating Committee, comprised of three (3) or more Members in good standing, may be formed by the Board to recommend to the Board a slate of names for the next Board of Directors. Prior to the date of the Annual General Meeting, the Board shall present the slate of names to the Members.

6.10 At each Annual General Meeting, the Members shall elect to the Board, eight (8) Members in good standing, who shall hold their position for one year or until their successors are elected or appointed. A retiring Member of the Board shall be eligible for re-election, if otherwise qualified.

6.11 At each Annual General Meeting, the Members shall be asked for further nominations for each Director position.

6.12 A Member present in person at the Annual General Meeting shall have the right to vote for nominated Directors. Directors will be elected by a simple majority of the Members present.

Vacancy on the Board

6.13 If a vacancy occurs in the Board, the remaining Directors can appoint a Member to fill the vacancy until the next Annual General Meeting, or until a successor is elected or appointed.

Removal of Director(s) of the Board

6.14 The Members may, by special resolution, remove a Director before the expiration of his/her term, and may elect a successor to complete the term of office.

Meetings of the Board

6.15 The President, or in his/her absence the Vice-President, may call a meeting of the Board at any time.

6.16 A majority of the Directors shall have the right to call a meeting of the Board by a request transmitted in writing to the Secretary of the Club.

6.17 Meetings of the Board shall be held at such place and at such times as the President, or in his/her absence the Vice-President, may select.

Votes and Resolutions of the Board

6.18 All questions arising at a meeting of the Board, except as may be required by the Bylaws to have a special majority vote shall be decided by a majority vote. The Chair only has a vote in the case of a tie vote.

6.19 A resolution proposed at a meeting of Directors need not be seconded. The Chair of the meeting may move or propose a resolution.

6.20 A resolution in writing, signed by all the Directors and placed with the minutes of the Directors is as valid and effective as if regularly passed at a meeting of Directors.

Quorum

6.21 A quorum for meetings of the Board shall be four (4) Directors present in person.

Duties of the Board

6.22 The **President** is responsible for guiding and monitoring the achievement of the Club's purposes and goals. The President oversees the application of Club procedures and policies, such as the conflict resolution policy. The President is the primary spokesperson of the Club, especially as it pertains to government, other institutions and the media.

6.23 In the absence of the President, the **Vice-President** shall exercise the duties of the President. The Vice-President is responsible for overseeing the activities of the Club's Activity Groups and ensuring their actions and procedures are consistent with these Bylaws. The Vice-President undertakes other duties as assigned by the President and the Board.

6.24 The **Secretary** is responsible for doing or making the necessary arrangements for issuing notices of the Annual General Meeting, taking and distributing the minutes of Annual General Meetings, special meetings of the Club and meetings of the Directors. The Secretary shall maintain the official records of the Club.

6.25 The **Treasurer** shall be responsible for effective management of the Club's finances. The Treasurer is responsible for advising and reporting to the Directors and the Members on matters pertaining to the management, collection and expenditure of funds. 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; and keep an up-to-date record of the Club's finances.

6.26 The **Membership Director** shall be responsible for managing the Membership affairs of the Club. The Membership Director is responsible to the Directors for overseeing membership-related activities, and advising and reporting to the Board and Members on membership matters.

6.27 The **Special Events Director** is responsible for developing, organizing, promoting, overseeing events, trips and presentations outside of the Club's monthly Meetings and Activity Groups. The Director collects and deposits the associated fees.

6.28 The **Community Programs and Relations Director** is responsible for the developing and maintaining good and effective relations with community groups, including volunteer, not-for-profit and social organizations and agencies. The Director shall plan and oversee activities, presentations and events involving community organizations at the Club's monthly and other meetings.

6.27 The **Social Media Director** shall be responsible for developing and implementing the Club's plans and strategies for the use of social and other media (Newsletters, email and Internet) in communicating to potential and current Members. The Director shall oversee the production of the Club's monthly newsletter, its Website and the use of social media tools.

Activity Groups of the Club

Nature and Purpose of Activity Groups

7.1 Members in good standing can propose for the approval of the Board activity or interest groups to be affiliated with the Club. Each Activity Group must have a volunteer Coordinator who oversees the Group's activities and provides information to the Directors and Members on their activities.

7.2 Activity Groups may be organized around a theme, subject matter or activity of interest to Members. The activities and practices of the Activity Groups must be consistent with the Constitution and must not conflict with the Club's Bylaws.

Membership of Activity Groups

7.3 Members of Activity Groups must be members in good standing. The Directors may make provision for persons other than Members to participate in the Activity Groups.

Sustainability

7.4 Activities Groups shall be self-sustaining in terms of their activities and operations. Activity Groups may establish fees to support their activities.

Termination of Activity Groups

7.5 The Directors may end its affiliation with a Group at any point in the event that any of the following occurs: (a) there is insufficient interest by Members; (b) there is no Activity Group Coordinator; (c) and/or the activities, procedures or interests of the Group are inconsistent with the purposes of the Club.

8. Responsibilities of the Club

Loss of Property or Damage

8.1 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 and burglary and personal liability insurance coverage through their own insurance agents.

Damage to Club Property

8.2 Any loss or damage to Club property, whether as owner or tenant, shall be charged to the responsible Member(s).

9. Dissolution of the Club

9.1 In the event of the winding up and dissolution 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 (67%) of Members present at a special meeting of Members called for the purpose of dissolving the Club.

Appendix One: Constitution of the Parksville Newcomers Club:

General

1. The name of the society is the Parksville Newcomers Club (hereafter “the Club”). The Club is a Member-based society. It is funded primarily by its Members to carry on activities for the benefit of its Members and in accordance with its purpose and goals.

Purposes and Goals

2. The purpose of the Club is to help Members make the transition from being newcomers to being knowledgeable, contributing residents.
3. Given this purpose, the Club has the following goals:
 - To inform the Members about the features of Vancouver Island, the Region and its communities;
 - To provide relevant information about the programs and activities of local government institutions, social and charitable organizations;
 - To promote volunteerism in the community;
 - To support Members in continuing or pursuing new interests, activities and hobbies; and
 - To develop personal and social networks, and help form longstanding friendships.
4. The Club may further these goals through: regular meetings of the Members; special events; Member-led interest and activity groups; presentations by community social and charitable organizations; support for volunteer activities; and effective communication to Members.

Values of the Club

5. The Club is guided in its activities, actions and operations by the following values: openness and transparency; recognition of the right of all Members to mutual respect; fellowship and friendship; and a commitment to the betterment of the community.

Dissolution

6. On its liquidation or dissolution, the Club may distribute its money and other property to its Members.