



T.K. SPARKS

Society Incorporation Number: S0065902

BYLAWS OF THE NANAIMO NEWCOMERS' CLUB

ARTICLE I. NAME OF ORGANIZATION

Nanaimo Newcomers' Club (hereinafter referred to as the "Club").

ARTICLE II. CORPORATE PURPOSE

Section 1. Non-profit Purpose

The Club is a non-profit organization and will operate without financial gain. Membership fees are used to meet the operating expenses of the Club, (ie. meeting room rental fees, publicity, duplication, website maintenance and other expenses as determined and approved by the Executive). Events and activities are self-funded. A member will not be reimbursed for any prepaid events that she did not attend.

This society is a member-funded society. It is funded primarily by its members to carry on activities for the benefit of its members. On its liquidation or dissolution, this society may distribute its money and other property to its members.

Section 2. Specific Purpose

The purpose of the Nanaimo Newcomers' Club is to welcome all women who are new (within the last three years) or women experiencing new life situations (widowed, divorced, retirement) to the Nanaimo area, to share common interests, to foster friendships and to encourage the development of a sense of community through social interaction in a variety of activities. This is an unalterable women-only club.

ARTICLE III. MEMBERSHIP

Section 1. Eligibility for Membership

All women who are new (within the last three years) to Nanaimo or women experiencing new life situations may apply for membership in the Club and will become members upon acceptance by the Executive and payment of the membership fees. Exceptions may be made at the discretion of the Executive.

On being admitted to membership, every member is entitled to receive, without charge, a copy of the Bylaws of the Club. Every member must comply with these Bylaws.

Section 2. Annual Dues

To maintain membership in good standing, continuing members must remit their membership fees annually and not later than September 30th. All members are in good standing except a member who has failed to pay her current annual membership fee, or any other subscription or

debt due and owing by the member to the Club. The member is not in good standing so long as the debt remains unpaid. Members must register and pay membership prior to participating in any activities each year.

Dues for the membership year that will run September 1st to August 31st will be determined by the Executive. New members joining from March 1st to May 31st will pay on half of the yearly membership dues. A guest attending the June meeting will have that meeting considered her one free meeting and full membership will be due in September. Dues are non-refundable.

Section 3. Length of Membership

Members in good standing are eligible to continue their membership as long as they continue to pay the annual dues. Each year the Executive will review the active membership numbers and determine if adjustments to length of membership is required based on club capacity.

Section 4. Guests

All participants in Club activities must be members in good standing with the exception of guests.

- (4.1) A guest is a female non-member who may attend one monthly General Meeting before becoming a member of the Club.
- (4.2) A guest is a female who is known to a member and would like to take part in a Club activity with that member provided there is adequate space. This guest must sign a waiver of liability as stipulated by the Club's insurance provider before taking part in any Club sanctioned activity.
- (4.3) Any financial subsidy provided by the Club for the members will not be extended to the guest.
- (4.4) As a courtesy, a member must notify the activity coordinator of her intention to bring a guest and determine if there is space.

Section 5. Resignation and Termination

- (5.1) Any member may resign by filing a written resignation with the secretary. Resignation will not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated by a majority vote of the membership.
- (5.2) A member may be expelled by a special resolution stating the reasons for the proposed expulsion at a monthly General Meeting of the members. Similarly, members may, by special resolution, remove an Executive member before the expiration of her term. This member must be given an opportunity to be heard at this General Meeting before this special resolution is put to a vote.
- (5.3) A person ceases to be a member of the Club upon her death, upon her resignation, upon being expelled or upon no longer being a member in good standing.

Section 6. Limitations of Membership

- (6.1) The Club membership list may not be used by any member, past or present, for the purpose of soliciting or recruiting (including seeking volunteers for any organization, either charitable or non-charitable) or selling products or services. Membership lists are provided to those who have signed a permission form allowing their name to be published only within the Club organization. Confidentiality will be first and foremost.
- (6.2) All communication or correspondence to the general membership from outside groups or agencies must have the sanction of the Executive. Any information should be directed to the President who will then bring this forward at an Executive meeting as part of Club business.
- (6.3) Club members may donate products, gifts or services, as long as there is no financial gain.
- (6.4) The Nanaimo Newcomers' Club has the following areas of responsibility:
 - a. The monthly general meetings that are organized and arranged by the Executive, as well as the regular business of running any club; including but not limited to determination of meeting places and rental costs, financial and banking (signing authority) considerations, insurance, general housekeeping tasks and problem resolution, if necessary, etc.
 - b. Special Events as determined and approved by the Executive and organized and executed by a special events committee which includes at least one member of the Executive.
 - c. A variety of women-only activities led by the corresponding activity coordinator. No activity can take place without an activity coordinator or her designate in attendance. If no coordinator or designate is available for a particular activity, that activity ceases to be Club-sanctioned.

(6.5) Participation by Male Partners

Two activities may have male partners attend: Drinks and Appies and Dining In. These activities may or may not continue based on membership interest.

ARTICLE IV. MEETINGS OF MEMBERS

Section 1. General Meetings

- (1.1) General Meetings will be held once a month on a date and at a location set by the Executive. General Meetings are not held during July and August; however, some activities may continue through the summer months.
- (1.2) Notice of a General Meeting must specify the place, day, and hour of the meeting and, in case of special business, the general nature of that business.
- (1.3) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
- (1.4) The Executive, when appropriate, may convene an extraordinary General Meeting.

- (1.5) The Chair at a meeting prepares an agenda, sees to it that all items of business on the agenda are addressed, moved and voted on (those in favour/those against/abstentions) and said motion passed or defeated. If there is any doubt, all votes must be counted. This enables the secretary to keep accurate minutes of the Club's proceedings.
- (1.6) A member in good standing is entitled to one vote. The vote may be made in person, by proxy or voting electronically. The Chair of the meeting may not vote, except in the case of a tie.
- (1.7) A resolution proposed at a meeting need not be seconded, and the Chair of a meeting may move or propose a resolution.

Section 2. Annual General Meetings

- (2.1) An Annual General Meeting of the members will take place annually, the specific date in June, time and location of which will be designated by the Executive.
- (2.2) Members will be advised by the Executive not less than fifteen (15) days nor more than forty-five (45) days prior to the Annual General Meeting or any other special meeting, or any adjournments thereof. Notice of a General Meeting must specify the place, day, and hour of the meeting and, in case of special business, the general nature of that business.
- (2.3) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
- (2.4) The Executive, when appropriate, may convene an extraordinary General Meeting.
- (2.5) The Chair at a meeting prepares an agenda, sees to it that all items of business on the agenda are addressed, moved and voted on by a show of hands (those in favour/those against/abstentions) and said motion passed or defeated. If there is any doubt, all hands must be counted. This enables the secretary to keep accurate minutes of the Club's proceedings.
- (2.6) A member in good standing is entitled to one vote. The vote may be made in person, by proxy or voting electronically. The Chair of the meeting may not vote, except in the case of a tie.
- (2.7) A resolution proposed at a meeting need not be seconded, and the Chair of a meeting may move or propose a resolution.
- (2.8) In conjunction with the Annual General Meeting the members will elect Executive members and Officers, and receive reports on the activities of the association.
- (2.9) At the Annual General Meeting members will approve the Annual Financial Report.

Section 3. Special Meetings

Special meetings may be called by the Executive Committee, or a simple majority of the Executive. A petition signed by five percent (5%) of members may also call a special meeting.

Section 4. Notice of Meetings

Notice of meetings will be communicated to members through the Club Newsletter and its website Calendar.

Section 5. Quorum

A quorum for a General, Special or Annual General Meeting will be one-quarter of the total members in good standing (according to the most recent membership register) either in person, by proxy or by electronic means.

Section 6. Voting

All issues to be voted on will be decided by a majority of those present including those votes by proxy and the results by electronic means.

ARTICLE V. EXECUTIVE POSITIONS

Section 1. General Powers

The affairs of the Club will be managed by its Executive. The Executive will have control of and be responsible for the management of the affairs and property of the Club.

Section 2. Number, Tenure, Requirements and Qualifications

The number of Executive members will be fixed from time-to-time by the Executive but will consist of no less than six (6) and no more than twelve (12). The Executive will be the President, Past President, Vice President, Speakers Coordinator, Secretary, Treasurer, Activities Coordinator, Membership Coordinator, Communications Coordinator, and Welcome Coordinator. The Officers will be the President, Past President, Vice-President, Secretary and Treasurer. At least 3 of the Officers will be designated by the Executive to be signing authorities.

The members of the Executive will, upon election, immediately enter upon the performance of their duties and will continue in office until their successors will be duly elected and qualified. All members of the Executive must be approved by a majority vote of the members.

No two members of the Executive related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may serve on the Executive at the same time.

Each member of the Executive will be a member of the Club whose Membership dues are paid in full and will hold office for an annual term

Section 3. Regular Meetings

The Executive will call meetings as required. Notice of these meetings will be sent to all members of the Executive no less than ten (10) days prior to the meeting date.

Section 4. Special Meetings

Special meetings of the Executive may be called by or at the request of the President or any two members of the Executive. The person or persons authorized to call special meetings of the Executive may fix any location as the place for holding any special meeting of the Executive called by them.

Section 5. Notice

Notice of any special meeting of the Executive will be given at least two (2) days in advance of the meeting by telephone, facsimile or electronic methods or by written notice. Any Executive member may waive notice of any meeting. The attendance of an Executive member at any meeting will constitute a waiver of notice of such meeting, except where an Executive member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Executive need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Section 6. Quorum

The presence, in person, of a majority of current members of the Executive will be necessary at any meeting to constitute a quorum to transact business, but a lesser number will have power to adjourn to a specified later date without notice. The act of a majority of the members of the Executive present at a meeting at which a quorum is present will be the act of the Executive, unless the act of a greater number is required by law or by these by-laws.

Section 7. Vacancies

Whenever any vacancy occurs in the Executive it will be filled without undue delay by a majority vote of the remaining members of the Executive. Vacancies may be created and filled according to specific methods approved by the Executive.

Section 8. Compensation

Members of the Executive will not receive any compensation for their services as Executive members.

Section 9. Confidentiality

Executive members will not discuss or disclose information about the Club or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Club's purposes, or can reasonably be expected to benefit the Club. Executive members will use discretion and good business judgment in discussing the affairs of the Club with third parties. Without limiting the foregoing, Executive members may discuss upcoming fundraisers and the purposes and functions of the Club, including but not limited to accounts on deposit in financial institutions.

Section 10. Parliamentary Procedure

Any question concerning parliamentary procedure at meetings will be determined by the President by reference to Robert's Rules of Order.

Section 11. Removal

Any member of the Executive or members may be removed with or without cause, at any time, by vote of three-quarters ($\frac{3}{4}$) of the members of the Executive if in their judgment the best interest of the Club would be served thereby. Each member of the Executive must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Executive will automatically be removed from office.

Section 12. Executive Members

No Member of the Executive shall be liable for the acts, receipts, negligence or defaults of any other Executive Member or Officer or for any loss, damage, or expense accruing to the Club through the insufficiency or deficiency of any security in or upon which any monies of the Club should be invested, or any loss or damage arising from the bankruptcy, insolvency, or tortuous acts of any person with whom any monies are deposited, or for any loss occasioned by any error of judgment or oversight on the part of such Executive Member or Officer, or for any loss, damage or misfortune whatsoever, which may occur in the execution of the duties of such Executive Member or Officer or in relation thereof unless the same is occasioned by the willful negligence or default of such Executive Member or Officer.

Except as provided by statute, every current Executive Member or Officer of the Club, or any former Executive Member or Officer and her heirs and legal representatives shall, from time to time, 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.

Section 13. Nominating Committee

Three members within the present Executive will be on the Nominating Committee. With a process beginning in February, this committee has the responsibility of determining a slate of potential candidates to fill each elected office for the following year. In addition to this process, a candidate may voluntarily offer to stand for office or, with her permission, may accept her nomination to stand for office from another member.

ARTICLE VI. OFFICERS and EXECUTIVE MEMBERS

The Officers of this Club will be the President, Past President, Vice President, Secretary and Treasurer. All Officers must have the status of active members of the Club.

Section 1. President

The President will have the following duties:

- a. Is the Chief Executive Officer of the Club and as such must declare herself and be elected by the membership. She must also supervise the other Officers in the execution of their duties and ensure that the Bylaws are adhered to by all the members.
- b. Issues notices of meetings of the Club and Executive and in collaboration with the Executive members will determine the time and location of the Executive Meetings as well as time and location of General Meetings.
- c. Ensures that no monies are spent without the knowledge and approval (by vote) of the Executive, on the advice of the Treasurer that the monies are available.
- d. Liaises with the National Newcomers Council of Canada, the Club insurance providers, and is the contact person for any issues arising from or pertaining to the Executive.
- e. With the exception of Minutes, Membership Information, and Financial Statements, all other records and documents will be kept by the President.
- f. Chairs or delegates a member to chair every meeting of the club.

Section 2. Vice President

- a. Carries out the duties of the President in collaboration with her or in her absence.
- b. Will assist with the planning of the monthly General Meetings.

Section 3. Past President

- a. Is a non-voting position.
- b. May assist the President when necessary.
- c. May be called upon to act in an advisory capacity.

Section 4. Secretary

- a. Conducts the correspondence of the Club.
- b. Keeps minutes of all meetings of the Executive and Annual General Meetings of the Club.
- c. Has custody of all minutes of the Club, except those required to be kept by the Treasurer and President.
- d. In the absence of the Secretary from a meeting, the Executive must appoint another person to act as Secretary at the meeting.
- e. The Secretary will provide the President and Executive with a copy of the minutes each month

Section 5. Treasurer

- a. Will be the custodian for all the monies of the Club and will keep the financial records, including books of account, necessary to comply with the Society Act of BC.
- b. Will collect all dues, deposit all funds into the Club's bank account, pay all bills authorized by the Club and render financial reports when required at Executive and Annual General Meetings. She will also, with input from the Executive, assist with the development of a yearly budget for the Club.
- c. No monies will be spent without confirmation from the Treasurer that the money is available.
- d. Will be the liaison with the Club's banking institution and will have signing authority along with up to three other Officers. All cheques require two signatures.
- e. Will submit an Annual Report, including budget recommendations, to the Club Executive.

Section 6. Membership Coordinator

- a. Will be responsible for maintaining an up-to-date membership roster of all Club members and with members' approval, distributing this list to members in good standing for the sole purpose of facilitating communication amongst members. Will provide after each monthly meeting an up-to-date list of new members to the Executive
- b. Will provide name tags for all new members.
- c. Will retain copies of the registration forms and the liability and confidentiality release waiver which every member submits.
- d. The onus is on the members to make arrangements to access Club information in the event she does not have email access.

Section 7. Speakers Coordinator

- a. Is responsible for arranging speakers for monthly General Meetings.
- b. Will arrange an honorarium for non-member speakers.

Section 8. Activities Coordinator

- a. Will maintain an up-to-date list of all activity coordinators and their back-up coordinators in case of absence.
- b. Will assist the Communications Coordinator to maintain accurate activity and registration information on the website.
- c. Will distribute an extra Insurance Waiver to each convenor in case a guest joins their activity.
- d. Will track participation in activities.

Section 9. Welcoming Coordinator

- a. Will be responsible for acquiring and maintaining a roster of Greeters.
- b. Will ensure that all members and guests are welcomed and greeted at General Meetings.
- c. Will ensure new members receive a Welcome Package as well as an invitation for a tea/coffee time as a welcome for new members.

Section 10. Communications Coordinator

- a. Prepares and maintains the Club's website, which provides information to the public regarding meeting times and place, general information on the Club, the Executive, and activities.
- b. Maintains a private membership section of the website requiring member sign in. This section will include a detailed description of each activity, and a section for links to Newsletters and Bylaws.
- c. Provides member access to member only section of website.

ARTICLE VII. COMMITTEES

Section 1. Committee Formation

The Executive may create committees as needed. The Executive appoints all committee chairs.

Section 2. Executive Committee

The Officers serve as the members of the Executive Committee. Except for the power to amend the bylaws, the Executive Committee will have all the powers and authority of the Executive in the intervals between meetings of the Executive, and is subject to the direction and control of the full Executive.

ARTICLE VIII. RECORDS

Members of the Executive will maintain their respective binders until the end of their term, passing them to the incoming member by the end of June. Any job description changes must have prior approval by the Executive, with written copies provided to the President.

ARTICLE IX. AMENDMENTS

The Club Bylaws must be reviewed annually. They may be rescinded, altered or added to provided they are approved by a majority of the membership present at an Annual General Meeting, by a proxy vote or an electronic vote. It must be met with the quorum requirements of twenty-five percent (25%) of Club Members in good standing. As an incorporated Club, any changes to the Bylaws must also be submitted to the B.C. Registry along with its requisite alteration fee.

ARTICLE X. DISSOLUTION AND WINDING UP

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

For further clarification of any issue regarding bylaws, refer to:

The Society Act (RSBC 1996) Chapter 433

www.bclaws.ca/EPLibraries/bclaws_new/document/ID/freeside/00_96433_01 Or Contact:
Service B.C. 460 Selby Street Nanaimo, B.C. V9R 2R7 Tel: 250-741-3636

Or Contact: Society Branch of B.C. Registry (www.BCReg.ca and click on Societies) Tel: 1-877-526-1526 10.