

**CONSTITUTION AND GENERAL BYLAWS OF
PARKSVILLE NEWCOMERS' CLUB
AMENDED 2008 / 2009**

PURPOSE

1 The purpose of the Club shall be to enable new residents of District 69, which includes the City of Parksville, the Town of Qualicum Beach and surrounding RDN, including communities of Errington, Coombs, French Creek, Nanoose Bay and Bowser, to meet other residents through social and special interest activities.

2. The Club is a non-profit organization and shall operate without financial gain.

MEMBERSHIP

3. All residents who have lived in District 69 for less than 5 years are eligible to join the Club, upon application and upon payment of the requisite dues, and signing of Waiver of Liability.

4. Members may continue their membership until the end of the third fiscal year following joining (April 30).

5. As the purpose of the Club is to permit social interaction of its members, no member shall use the Club for soliciting business not related to the Club's activities.

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 are responsible for events they have paid for. Refunds cannot be made.

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 on a date and at a time as determined by the Board but in no event more than 60 days after the Club's fiscal year end.

10. 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 15 nor more than 45 days prior to the date of such meeting.

11. At a special or the Annual General Meeting of members, each member in good standing is entitled to one 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.

Questions shall be voted upon by show hands unless the Chair of the meeting requests a vote by ballot.

12. A quorum for a special or annual General Meeting shall be not less than 25% of the members in good standing, as shown by the most recent membership roll present in person.

13. The business to be conducted at the Annual General Meeting shall be -

- (a) the approval of the annual financial statements
- (b) the report of the directors, if any
- (c) the report of the auditor, if any
- (d) the election of directors
- (e) the appointment of the auditor, if required
- (f) any other business arising from the report of the directors or arising under these bylaws.

14. A resolution proposed at any meeting need not be seconded, and the Chair of the meeting may propose or move a resolution.

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.

16. The accidental failure to give notice to a member shall not invalidate the proceedings at the meeting.

BOARD OF DIRECTORS

17. The management of the Club shall be vested in a Board of 7 directors, all of whom shall be members in good standing of the Club and which shall be known as the “Board of Directors” (the “Board”).

18. All directors shall resign effective at the Annual General Meeting following their election.

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

GENERAL POWERS AND DUTIES OF THE BOARD

20. The powers of the Board shall include the following:

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

21. 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.

22. 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 through the insufficiency or deficiency of any security in or upon which any monies of the Club shall be invested, or for 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 director or officer, or for any loss, damage or misfortune whatever which shall happen in the execution of the duties of such director or officer or in relation thereto, unless the same are occasioned by the wilful neglect or default of such director.

23. 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, 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.

24. Before the date of the Annual General Meeting, a Nominating Committee, comprised of 3 or more members in good standing, shall be formed by the Board to recommend to the Board a slate of names for the next Board of Directors. One month prior to the date of the Annual General Meeting, the Board shall present the slate of names to the membership, at which time, the members present may make further nominations.

25. At each Annual General Meeting, the members shall elect to the Board 7 members in good standing who shall hold office 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. A member present in person at the Annual General Meeting shall have the right to vote for 7 of those nominated.

VACANCIES OF THE BOARD

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

27. 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

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

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

30. 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.

31. 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.

32. A resolution proposed at a meeting of directors or committees thereof need not be seconded and the Chair of the meeting may move or propose a resolution.

33. 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.

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

DUTIES OF OFFICERS

35. The President shall be the chief executive officer of the Club; preside at all meetings of the Board and all meetings of members; and shall be a member ex officio of all committees appointed by the Board.

36. In the absence of the President, his/her duties shall be exercised by the Vice-President. In addition, the Vice-President shall update and distribute the Newcomers' brochures, as per list provided.

37. 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 such meetings and the keeping of same in an official minute book; and the keeping of other corporate records.

38. 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.

39. The Events Co-ordinator shall co-ordinate all on-going activities of the Club with the assistance of convenors for each activity and with his/her committee plan one or two special events for each month.

40. The Membership Co-ordinator shall be responsible for introducing new members at the meetings; collecting, on behalf of the Treasurer, membership dues from new members and maintaining the roster of members, ordering and distribution of name tags for members as necessary and answering telephone membership queries.

41. The Publicity Co-ordinator shall be responsible for promoting the Club including placing advertisements with local media, and arranging for guest speakers for the Club as required.

EXECUTION OF DOCUMENTS

42. 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. All cheques require two signatures.

43. All other documents on behalf of the Club shall be executed as the Board may direct from time to time.

RESPONSIBILITY OF THE CLUB

44. 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.

45. Any loss or damage to Club property whether as owner or tenant shall be charged to the member responsible.

CHANGES TO THE CONSTITUTION

46. Any change to this Constitution requires the support of 66% of all voting members present at a regular or special General Meeting, or at an Annual General Meeting. A recommendation for a change to this Constitution must be presented in full at the General Meeting preceding the meeting at which a vote is taken on the recommendation.

OTHER MATTERS

47. The fiscal year of the Club shall end on April 30 each year.

48. On being admitted to membership, every member is entitled to, and the Club must give the member without charge, a copy of the Constitution and General Bylaws of the Club.

DISSOLUTION AND WINDING UP

49. 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 of members present at a special meeting of members called for the purpose of dissolving the Club.

May 2009