
COVER SHEET



Bylaws

Victoria Region Men's and Newcomers Club (VRMNC)

Attached is the latest revision of **proposed VRMNC Bylaws**. The document is intended for review and approval by VRMNC General Membership.

To assist in this review, the document has been formatted to show the changes as compared to the current Bylaws (which were developed in 2019). In this way the reader can clearly see the 'before' and 'after':

- Items in ~~blue highlight and strikethrough~~ are to be removed.
- Items in **yellow highlight** are to be added.
(An explanation of the change is provided in bold-italics)

Once the review and ratification process has been completed, a cleaned-up version of the Bylaws will be produced for:

- Storage in the club archives as the official document; and
- Publication on the club website, for easy reference.

END OF COVER SHEET

(Cover sheet is not part of the official document)



Bylaws

Victoria Region Men's and Newcomers Club (VRMNC) (Amended: July 2023)

ARTICLE I – Membership

1. The Club is an inclusive not-for-profit organization whose principal purpose is the development of social friendships. **(Moved from #5 to #1.)**
2. Membership **of an individual (new words inserted)** is obtained by submission of the Club membership application form, **and signed (words in blue highlight are removed) which includes an acknowledgement and agreement to the** notice of waiver to the Club, together with the annual membership fee. **(Membership is restricted to individuals not groups).**
3. By submission of the Club application form, **and signed notice of waiver,** a Member consents to his contact information being included in the confidential membership list.
4. Membership is maintained by paying the annual membership fee due prior to the Annual General Meeting **and maintaining a residence in the greater Victoria region. The application of residency applies to new members only. (Members need to be local, but existing members are excluded from the being local requirement).**
5. Members shall have access to a confidential membership list, which may not be shared with any person who is not a Member of the Club.
6. All activities of the Club are arranged and carried out by its' Members, without remuneration, solely for the purpose and enjoyment of the Members of the Club. It is therefore a condition precedent of membership that neither the Club, its Officers nor any Member shall be liable to any other Member or invited guest of a Member, for any damages or injury suffered in consequence of taking part in any activity or function arranged or conducted by the Club.
7. Participation in activities of the Club is limited to Members, their guests and those seeking membership in the Club. Members may choose to be a participant in any Club activity. Participation may be limited due to capacity or other constraints. However, **as an inclusive club, reasonable and best efforts will be made to (new words inserted) accommodate Members.**
8. Any activity that might be construed as using the Club for personal advantage is **discouraged prohibited. (Makes it clearer)**

ARTICLE II - General Meetings of Members

1. There shall be an Annual General Meeting and such Special General Meetings as may be authorized by these Bylaws. Annual General Meetings shall be held to receive the annual operating and financial reports and the report of the nominating committee, to elect the Officers ~~for the ensuing year,~~ and to transact such other business as may be properly come before the Annual General Meeting. ~~or any adjournment Members thereof~~ **(eliminate "for ensuing year" consistent with term of office change & last line as unnecessarily confusing)**
2. Annual General Meetings shall be held in September of each year at a time and date set by the Club Executive.
3. Notice of all General Meetings shall be given at least 15 days before the date of the meeting by mail or email.
4. The quorum required for General Meetings shall be 10 percent of the membership.
5. Special General Meetings may be called by the President or shall be called upon the written request of 10 Members of the Club. The purpose of the meeting shall be stated in the notice for such meeting. Except in an emergency, at least 15 days' notice shall be given.
6. Subject to Article VIII, approval of resolutions requires the consent of a majority of Members present. All Members may vote on resolutions except that the meeting Chairman may only vote to break a tie.
7. The Chair of the Nominating Committee shall prepare and present to the membership at the Annual General Meeting a list identifying the Club Executive **vacant** positions to be filled for the coming **year term** with the names of Members interested in standing for each position.
8. The Annual General Meeting Chair shall take nominations from the floor which will be added to the list of nominees. If there is more than one member standing for any position then an election shall take place for that position with a majority vote determining the successful candidate. Where there is only one member standing for a position, he shall be acclaimed.
9. Meetings may be held in person or by electronic methods (such as video teleconference) at the discretion of the Executive. All voting methods used must be recorded to permit subsequent verification. Proxy voting shall not be allowed. **(New line #9 inserted)**

ARTICLE III – Officers

1. The Officers of the Club shall be a President, a Vice-President, a Secretary, a Treasurer, a Membership Director, a Webmaster, and such other Officers or Directors-at-Large as deemed necessary by the Club Executive.
2. ~~The Officers of the Club shall be Members in good standing, shall be elected annually at the Annual General Meeting, and serve until the next Annual General Meeting. Any Officer shall be eligible for re-election.~~

The Officers of the Club shall be Members in good standing, shall be elected **to a 3-year term, unless otherwise determined by the Executive to balance the attrition of the Executive, at the Annual General Meeting, and serve until the expiration of the term.** Any Officer shall be eligible for re-election **up to 2 terms.** **(Moves away from annual terms)**

3. Appointment of Officers for positions vacated during the term of office shall be by the Club Executive with a majority vote approval of the Club Executive.

ARTICLE IV - The Club Executive

1. The Club Executive shall consist of all Officers of the Club.
2. The Club Executive shall provide leadership to ensure the positive visibility of the Club and to establish a clear Club vision. The Club Executive shall provide comprehensive strategies for club activities and ensure the responsiveness of programs for newcomers.
3. The Club Executive shall administer the Club according to the Bylaws, collect from the members sufficient funds to meet the objectives of the Club and prudently expend such funds.
4. The Club Executive shall meet at least quarterly and whenever the Club President determines that a meeting is required.
5. Approval of resolutions requires the consent of a majority of Officers present at a meeting, or the majority of the Officers on the Executive responding if the vote is conducted by electronic means. In the case of an electronic vote Officers are to receive a copy of the resolution in advance of the vote. **(Change allows the Executive to conduct votes electronically and is consistent with the BC Societies Act)**
6. All Officers may vote on resolutions except for the Chairman who may only vote to break a tie.
7. The quorum required at a Club Executive meeting is a majority of Officers.
- ~~8. The Club Executive may fill vacancies occurring during the year. (A repeat of Art. III #3)~~
8. Any Officer who finds themselves in a conflict of interest regarding a topic of discussion should declare their conflict and recuse themselves from the discussion and subsequent vote. **(New # 8. Required by change to the BC Societies act)**

ARTICLE V - Policies and Procedures

1. The Club Executive shall set such Policies and Procedures as are necessary for the good order and operation of the Club.
2. Policies and Procedures shall not be in conflict with these Bylaws and the Bylaws shall take precedence.
3. All Policies and Procedures shall be approved by and may be amended by a majority of the Club Executive.

ARTICLE VI - Nominating Committee

1. The Club Executive shall appoint a Nominating Committee consisting of at least three Members. The Chair of the Nominating Committee shall not be a current member of the Club Executive. The Nominating Committee shall propose to the membership at each Annual General Meeting a list of Members willing to serve as Officers of the Club ~~for the ensuing year.~~ **(Eliminate to be consistent with the new terms of office)**

ARTICLE VII - Rules of Order

1. In case of omissions or disputes, the rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and the Policies and Procedures.

ARTICLE VIII - Amendment of Bylaws

1. Resolutions to amend the Bylaws require approval by a two-thirds majority of the Members attending a General Meeting **or responding to an electronic vote**, provided that the amendment has been submitted in writing with the notice of the General Meeting **or attached as part of an electronic vote**. ***(Includes for approval of proposed amendments by voting via electronic means.)***

ARTICLE IX – Dissolution

1. The Club may be dissolved by a resolution to dissolve the Club providing that notice has been sent to all Members of record and is approved by a two thirds majority of the Members attending a Special General Meeting for this purpose.