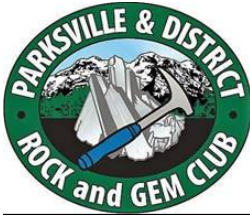


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## CONSTITUTION

### Parksville & District Rock and Gem Club

#### **1. Name of the Society**

The name of the Society is Parksville & District Rock and Gem Club (the “Club”).

#### **2. Purposes of the Club**

The purposes of the Club are:

1. To promote and encourage the study, collecting, cutting, polishing and engraving of gemstones, minerals, rocks and other geologic materials as a hobby.
2. To encourage exploration of Vancouver Island for rocks and minerals.
3. To promote and encourage association and information exchange with other hobbyists.
4. To sponsor and support activities that aid in sharing knowledge and expertise about all aspects of this hobby.

# BYLAWS OF PARKSVILLE & DISTRICT ROCK AND GEM CLUB (“CLUB”)

## DEFINITIONS

1. In these bylaws, unless the context otherwise requires:

**"Act"** means the *Societies Act* of British Columbia as amended from time to time;

**“BCLS”** is the British Columbia Lapidary Society;

**"Bylaws"** means these Bylaws as altered from time to time;

**“Club”** means the Parksville & District Rock and Gem Club;

**“Director”** means a Club member who is elected to the Executive Team by the voting members of the Club;

**“Executive Committee”** means the Executive Team, the Past-President and the coordinators of the active committees of the Club;

**"Executive Team"** means the elected directors of the Club;

**“Fiscal year”** shall be January 1<sup>st</sup> to December 31<sup>st</sup>;

**“Ordinary Resolution”** means a motion passed in a General Meeting by a simple majority of votes cast in person;

**“Special Resolution”** for fundamental changes, such as altering the constitution or bylaws, removing directors, disciplining members, or amalgamating, requiring two-thirds (2/3) of votes cast at a General Meeting;

**“Standing Committee”** means a permanent, specialized working group established by the Executive Committee to handle operational functions, provide expertise, conduct detailed reviews, and report to and make recommendations to the Executive Committee and membership of the Club;

**“Ad Hoc Committee”** means a temporary, task-specific committee created to address a specific issue, project or event that falls outside the scope of Standing Committee and are established by the Executive Committee;

**“Voting member”** means a member of the Club whose membership is in good standing.

## **MEMBERSHIP**

2. There shall be three types of membership, as follows:
  - a) **Single** memberships are available to a person eighteen years of age or older;
  - b) **Family** memberships are available for:
    - i. One adult, eighteen years of age or older, with children under the age of eighteen years for which they are a parent, a legal guardian, a foster parent or a grandparent; or
    - ii. Two adults, eighteen years of age or older, with or without children under the age of eighteen years for which they are a parent, a legal guardian, a foster parent or a grandparent.
  - c) **Life** membership may be conferred upon those persons who have rendered a particular service to the Club. This membership shall be bestowed by a majority vote at a General meeting. The Club will pay all yearly membership dues for that member.
3. Membership is open to any person with an interest in rocks, minerals, gems or lapidary at some level. A person may apply for membership in the Club, and the person becomes a member upon Executive Team acceptance of the application. A prospective member may attend up to two General Meetings as a guest before applying for membership.
4. Each member over the age of 18 years and in good standing shall have the right to exercise one vote. Good standing means membership dues are paid to date, and the member has not been expelled from the Club.
5. Children who are registered members under the family membership may attend General Meetings but are not entitled to vote.
6. Every member must uphold the Constitution and Bylaws of the Club and be willing to participate in the operations and programs of the club by volunteering.
7. Annual membership is valid from January 1<sup>st</sup> to December 31<sup>st</sup>. Each membership renewal must be accompanied by a newly completed and signed membership application and the applicable dues. New members enrolling after June 30<sup>th</sup> pay half of the annual membership dues. The amount of the annual membership dues may be amended from time to time upon recommendation of the Executive Team and approval by the membership.
8. Members of the Club benefit from the Club's membership with the BCLS and the Gem and Mineral Federation of Canada and may be welcome to participate in the activities of other clubs who are members of the BCLS.

9. The size of the Club membership may be limited by way of a resolution at a General Meeting upon recommendation by the Executive Committee.
10. Membership may be terminated or suspended for non-payment of dues or member resignation.
11. A member may be suspended or expelled for any of the following reasons: willful misuse of Club property, equipment or facilities; willful disregard for the safety of themselves and/or of others while participating in Club activities; or conduct prejudicial or detrimental to the Club. Before any action is taken, the Executive Team must provide the affected member with written notice of the proposed suspension or expulsion, including a brief statement of the reasons for the proposed action. The member must be granted a reasonable opportunity to make submissions to the Executive Team, either in writing or in person, at a designated meeting, regarding the matter before the final vote on the suspension or expulsion is conducted. If the member is suspended, they cease to be in good standing until the suspension expires or is lifted by the Executive Team; if expelled, membership ceases immediately upon the passing of the resolution.

#### **EXECUTIVE TEAM**

12. The following directors shall be elected annually by the membership at the General Meeting in November and will form the Executive Team in the following calendar year:
  - a) President,
  - b) First Vice President,
  - c) Second Vice President,
  - d) Third Vice President,
  - e) Secretary, and
  - f) Treasurer.
13. The Past-President is an ex-officio member of the Executive Team. They shall cooperate with and assist the incoming President to ensure a smooth transition for the official take over as of January 1<sup>st</sup>. The Past-President will act as a senior advisor to the Club; will recruit Executive Team nominees, with assistance from a nominating committee, if desired; and will run the annual election unless they are standing for a position.
14. The Club must have no fewer than three (3) and no more than eleven (11) directors on the Executive Team.
15. Elected directors assume their duties on January 1<sup>st</sup> of the year following the election and serve until December 31<sup>st</sup> of that year. Directors may hold the same office for two consecutive terms unless there are no other nominees, in which case they may serve an additional term(s).

16. The Executive Team may, at any time, appoint a member as a director to fill a vacancy that arises on the Executive Team because of the resignation, death or incapacity of a director during the director's term of office. A motion to approve the appointment will be voted on by members at the next General Meeting.
17. A director may be removed from office by any Special Resolution carrying a two-third (2/3) majority.
18. **Role of the President:** The President:
  - a) is the principal leader, responsible for overall administration, governance, and maintaining the Club's purpose;
  - b) ensures the Club operates effectively and in compliance with the *Societies Act* and the Club's constitution and bylaws;
  - c) sends notices of meetings and meeting agendas to members no less than one week before a meeting;
  - d) chairs all meetings of the Executive Team, the Executive Committee, the General Meetings and the Annual General Meeting;
  - e) ensures all meetings are productive and keeps discussions on track;
  - f) is a de facto member of all Standing Committees and Ad Hoc Committees;
  - g) oversees the other directors and the Standing Committee and Ad Hoc Committee coordinators, ensuring tasks are completed, while delegating tasks as needed;
  - h) develops the annual budget in collaboration with other members of the Executive Team and with input from coordinators of the Standing and Ad Hoc Committees;
  - i) works with the Treasurer to ensure financial transparency, sign cheques, and monitor the annual budget;
  - j) has bank signing authority;
  - k) creates a welcoming and inclusive environment and encourages volunteer engagement;
  - l) addresses conflict within the Club and seeks solutions to challenges;
  - m) at all times acts honestly, in good faith and in the best interest of the Club.
19. **Role of the First Vice President:** The First Vice President:
  - a) acts as a critical support to the President, attending meetings and presiding over meetings when the President is absent;
  - b) may assist in drafting agendas and completing administrative tasks delegated by the President;
  - c) takes on the role of President, if needed;
  - d) may act as the liaison between the Executive Committee and committee coordinators, monitoring progress and ensuring goals are met;
  - e) has bank signing authority;
  - f) has familiarity with the Club's constitution, bylaws and policies to ensure adherence;
  - g) proactively identifies areas that need support and takes on tasks to help the Club;
  - h) fosters relationships between committees and general members, encouraging participation;
  - i) assists with onboarding new members or volunteers;
  - j) may take the lead on specific, temporary or high-priority initiatives.

20. **Role of the Second Vice President:** The Second Vice President:
- a) attends all Monthly and Executive Committee meetings and presides over meetings when the neither the President or the First Vice President are absent;
  - b) responsible for carrying out the duties of the President if the First Vice President is unable to act in that capacity;
  - c) may assist in drafting agendas and completing administrative tasks delegated by the President;
  - d) may act as the liaison between the Executive Committee and committee coordinators, monitoring progress and ensuring goals are met;
  - e) may oversee specific operational functions, such as special events or social gatherings;
  - f) becomes familiar with the Club's constitution, bylaws and policies to ensure adherence;
  - g) proactively identifies areas that need support and takes on tasks to help the organization;
  - h) willing to learn the overall operations of the Club with the goal of future leadership.
21. **Role of the Third Vice President:** The Third Vice President:
- a) attends all Monthly and Executive Committee meetings and presiding over meetings when the President, the First Vice President or the Second Vice President are absent;
  - b) responsible for carrying out the duties of the President if the First Vice President and the Second Vice President are unable to act in that capacity;
  - c) may assist in drafting agendas and completing administrative tasks delegated by the President;
  - d) may act as the liaison between the Executive Committee and committee coordinators, monitoring progress and ensuring goals are met;
  - e) may oversee specific operational functions, such as special events or social gatherings;
  - f) becomes familiar with the Club's constitution, bylaws and policies to ensure adherence;
  - g) proactively identifies areas that need support and takes on tasks to help the organization;
  - h) willing to learn the overall operations of the Club with the goal of future leadership.
22. **Role of Secretary:** The Secretary
- a) is the chief administrative officer and custodian of records;
  - b) attends all Executive Team Meetings, Executive Committee Meetings and Monthly Meetings of the Club;
  - c) takes accurate minutes of meetings and distributes minutes to the Executive Team and ensures the minutes are posted on the member portal of the Club's website within a week;
  - d) maintains the Club's official records, including the constitution, bylaws, minute books, and lists of directors, members and committees;
  - e) ensures compliance with the BC *Societies Act* by filing the annual report and updating the registrar with any changes to directors or address;
  - f) can make arrangements for other people to conduct their duties.

In the absence of the Secretary from a meeting, the Executive Team must appoint another individual to act as secretary at the meeting.

23. **Role of Treasurer:** The Treasurer:

- a) oversees financial operations and safeguards the Club's assets by managing cash flow, keeping records and reporting to the membership;
- b) maintains accurate, up-to-date financial records (journal entries, invoices, receipts) in compliance with the *Societies Act*;
- c) receives, deposits and manages funds, ensuring all transactions are authorized;
- d) prepares and presents monthly financial statements (income statement, balance sheet) to the Executive Committee and ensures these statements are posted in the member portal of the Club website;
- e) develops the annual budget in collaboration with other members of the Executive Team and with input from coordinators of the Standing and Ad Hoc Committees and monitors expenditures against it;
- f) prepares the year-end financial report before the end of January of the following calendar year;
- g) files required financial documents with the BC Register of Companies and oversees tax compliance;
- h) has bank signing authority;
- i) may make arrangements for other people to conduct their duties.

24. Any document required to be signed by the Club must be signed on behalf of the Club by any two directors.

### **EXECUTIVE TEAM MEETINGS**

25. An Executive Team meeting for elected directors and the Past President may be called by the President or by any two (2) other Executive Team members.

26. At least 2 days' notice of an Executive Team meeting must be given unless all the Executive Team members agree to a shorter notice period.

27. The accidental omission to give notice of an Executive Team meeting to an Executive Team member, or the non-receipt of a notice by an Executive Team member, does not invalidate proceedings at the meeting.

28. Meetings of the Executive Team may be held in person, entirely virtually, or in a hybrid format combining in-person and virtual participation. A Director who participates in an Executive Team meeting virtually or in a hybrid format that allows all participants to communicate with each other contemporaneously (must be able to hear, be heard and preferably be seen) is deemed to be present at the meeting and shall be counted for the purposes of establishing a quorum for voting. The Directors may determine, at their discretion, whether a meeting will be held in person, virtually, or via a combination of both.

29. The quorum for the transaction of business at an Executive Team meeting is three members of the Executive Team.

### **PAST-PRESIDENT'S GROUP**

30. The Past-Presidents Group act as advisors to the current Executive Team. The immediate Past-President shall act as chair of the group. A meeting of the Past-President's Group may be called by any member of the Executive Team or by two past-presidents. The chair will report to the Executive Team.

### **EXECUTIVE COMMITTEE MEETINGS**

31. The Executive Committee of the Club shall consist of:
  - a) the elected Executive Team (President, First Vice President, Second Vice President, Third Vice President, Secretary and Treasurer);
  - b) the Past-President;
  - c) the Club delegate to the BCLS;
  - d) the coordinator for each of the Standing Committees and Ad Hoc Committees
32. The Executive Committee directs the business of the Club, subject to final approval by the members of the Club.
33. Executive Committee Meetings are to be held approximately one week prior to the General Meeting at a location and time to be decided by the President, giving one week notice. A quorum for Executive Committee meetings shall be seven (7) members of the Executive Committee, providing at least three (3) Executive Team members are present.
34. Meetings of the Executive Committee may be held in person, entirely virtually, or in a hybrid format combining in-person and virtual participation, at the discretion of the Executive Team. A member of the Executive Committee who participates in an Executive Committee meeting virtually or in a hybrid format that allows all participants to communicate with each other contemporaneously (must be able to hear, be heard and preferably be seen) is deemed to be present at the meeting and shall be counted for the purposes of establishing a quorum for voting.

### **GENERAL MEETINGS OF MEMBERS**

35. A General Meeting will be held once a month, at a place determined by the President, at 7:00pm on the first Tuesday of the month except for June, July, August and December.
36. The June General Meeting will be replaced by the Club's annual picnic and auction (or other social event) and the December General Meeting will be replaced by the Club's Christmas social event. Any items that need to be presented before the next General Meeting will be presented at this time.

37. At a General Meeting, the following business is ordinary business:
  - a) consideration of the minutes from the previous meeting;
  - b) consideration of any financial statements of the Club presented at the meeting;
  - c) consideration of the reports of the Executive Committee; and
  - d) election or appointment of directors.
  
38. The Annual General Meeting will be held during the February General Meeting. The order of business will be:
  - a) approval of agenda;
  - b) approval of minutes from the last General Meeting;
  - c) presentation of financial statements;
  - d) presentation of reports on the Club's activities and achievements over the past year;
  - e) acknowledgement of the election of directors at the previous November General Meeting;
  - f) voting on special resolutions, if required;
  - g) general or new business.
  
39. The notice of a General Meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business and must be sent to members no less than one week before the meeting.
  
40. The President or First Vice President shall preside as the chair of a General Meeting. If neither the President nor First Vice President can preside as the chair, one of the other Executive Team members in attendance at the meeting can preside as chair.
  
41. The quorum for the transaction of business at a General Meeting is 10 voting members or 10% of the voting members of the Club, whichever is greater.
  
42. At a General Meeting, voting shall be by a show of hands that adequately discloses the intention of the voting members.
  
43. The chair of a General Meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.
  
44. Voting by proxy is not permitted. Voting must be made in person.
  
45. A matter to be decided at a General Meeting must be decided by ordinary resolution unless the matter is required by the Act or these bylaws to be decided by Special Resolution having a higher voting threshold than the threshold for an ordinary resolution.

46. A Special Resolution for passing significant changes to the Club, such as changing purpose, amalgamation or dissolution, requires a voting majority of two-thirds (2/3) of members at a General Meeting and requires proper notice one month before the Special Resolution vote.
47. The Club uses *Robert's Rules of Order* to guide the conduct of meetings.

#### **WORKSHOP RULES AND REGULATIONS**

48. Any member wishing to use the Club's lapidary workshop must first complete the required training as set out by the Executive Team and approved by the members at a General Meeting, and demonstrate their ability to use the workshop safely and in compliance with workshop protocol and guidelines, as determined by the Workshop Coordinator.
49. Members wishing to use the Club's lapidary workshop must sign a waiver, abide by the workshop rules and regulations, and follow general operating and safety procedures as posted on the Club's website and at the lapidary workshop. Failure to do so may result in shop privileges being revoked.
50. Only members in good standing may use the workshop. No guests are permitted.

#### **FIELD TRIP RULES AND REGULATIONS**

51. Field trips are under the control of the field trip coordinator (the Wagon Master). Field trip participants must follow the instructions of the Wagon Master and their assistants at all times.
52. Only members in good standing are permitted to participate in field trips. Member children under the age of 18 years must be accompanied by an adult member of their family membership and supervised at all times. No guests are permitted to join field trips.
53. Members of other clubs which are members of BCLS may be permitted to join a field trip as long as there is sufficient notice to confirm that they are members of good standing with their club.
54. All field trip participants must sign a waiver provided by the field trip coordinator prior to participating.

#### **PRIVACY**

55. The Club is committed to protecting the privacy and security of personal information held about its members in compliance with BC's *Personal Information and Privacy Act* (PIPA) and Canada's Anti-Spam Legislation.
56. Personal information is any information that is identifiable to an individual, including but not limited to name, mailing address, telephone number and email address.

57. The Club uses personal information to serve its members including:
- a) informing members about meetings, events, membership, and other activities related to the Club;
  - b) managing field trips;
  - c) thanking volunteers;
  - d) requesting volunteer assistance;
  - e) any other purpose deemed reasonable for this type of Club.
58. The Club treats its obligations with respect to the use and disclosure of personal information very seriously. The Club will only use or disclose personal information for the primary purpose that it was collected or for a purpose related to the primary purpose that members would reasonably expect it to be used.
59. The Club will not sell, rent or share personal information it collects without appropriate consent by each member for their personal information to be used.
60. The Club does its best to ensure that all information is recorded accurately. Errors or changes in personal information should be sent to the membership coordinator for the file to be updated.
61. Members who do not wish to be contacted by phone, mail or email must advise the membership coordinator for their requests to be honoured.

#### **AMENDMENTS TO THE CONSTITUTION OR THE BYLAWS**

62. The Club's constitution or bylaws may not be altered or added to except by Special Resolution.

#### **INSPECTION BY MEMBERS**

63. Members may inspect the books and records of the Club at any time after giving six (6) days written notice to the Secretary or Treasurer. The inspection shall be during reasonable hours to be mutually agreed upon.

#### **CONFLICT WITH THE SOCIETIES ACT OR REGULATIONS AND THESE BYLAWS**

64. If there is a conflict between these bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

#### **DISSOLUTION OF THE CLUB**

65. Should the Club be dissolved, the Club's assets shall be sold and all debts be paid, and the balance remaining shall be placed in trust with the BCLS, to be held for a future rock and gem club in Parksville and District. These funds are to be turned over to this new club after one year of successful operation.