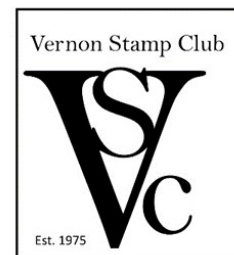


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VERNON STAMP CLUB BYLAWS



PART 1 – MEMBERSHIP

1. Every member agrees to uphold and comply with these Bylaws.
2. There are 2 classes of membership:
 - a. General Member;
 - b. Honourary Life Member is a member that has been elected by the Membership
3. Application for Membership
 - a. A person may apply to the executive for membership and on acceptance is a member;
 - b. The decision on accepting or rejecting an application rests solely with the executive to which there is no appeal.
 - c. Applicants will complete an application for membership on the designated form;
 - d. Prospective members will pay any fees required to accompany their membership;
 - e. Applications not accepted shall have their fees refunded.
4. Fees and Dues
 - a. The Executive recommends the annual fee schedule for member approval at the AGM;
 - b. Membership fees are not refundable;
 - c. All paid members in good standing will be provided with a membership card.
5. A person ceases to be a member of the Club
 - a. Failing to pay annual dues for 3 consecutive months;
 - b. On being expelled
6. Expulsion
 - a. A person who is the subject of expulsion must be given an opportunity to be heard before the expulsion is put to a membership vote;
 - b. A member may be expelled by a motion passed at a member meeting;
 - c. Votes on expulsion are by secret ballot.

PART 2 – YEAR END

7. The financial year of the Club shall end on December 31.

PART 3 - MEETINGS OF MEMBERS

8. General meetings of the Club shall be held at the time and place set by the Executive;
9. The AGM shall be held in January of each year;
10. Fourteen days' notice of the AGM meeting shall be given to the members;
11. A notice shall be sufficiently given if:
 - a. Delivered orally at a General Meeting;
 - b. delivered by electronic communication (email) to the recorded e-mail address;
 - c. by publishing the meeting details in the Club's Newsletter, if any.
12. All members must advise the Secretary of the members' current contact information.

PART 4 - PROCEEDINGS AT GENERAL MEETINGS

13. The Executive of the Club shall place before each AGM:
 - a. adoption of the rules of order and appointing a Chair for the meeting;
 - b. acceptance of the financial statements and year end bank statement;

- c. reports of the Executive;
 - d. voting on the annual membership fees;
 - e. election of Executive.
14. Quorum
- a. The quorum for any meeting shall consist of a majority of the members present.
15. Voting
- a. Voting shall be by show of hands;
 - b. At all meetings of the Club, each paid member is entitled to one vote;
 - c. Each issue shall be decided according to the majority of votes cast;
 - d. In the case of expulsion, voting is by secret ballot;
 - e. No voting by proxy.

PART 5 – EXECUTIVE

16. The Executive provides operational guidance to the club, excepting:
- a. these Regulations and
 - b. rules made by the Club which invalidate a prior act of the Executive.
17. Each Executive Member in exercising their powers and duties shall:
- a. act honestly and in good faith in the best interests of the Club;
 - b. exercise the care, diligence and skill that a reasonably prudent person would in comparable circumstances.
18. Number of Executive
- a. The number of Executive of the Club is a minimum of three to a maximum of seven.
19. Election of Executive
- a. Executive shall be elected at the AGM by the members;
 - b. An election may be by acclamation, otherwise it shall be by a show of hands
20. Terms of Office
- a. Each elected Executive shall serve for a term of two years and shall retire from office at the AGM held after the expiry of the term
 - b. The Past Executive may stand for re-election. There is no limit to the number of two year terms
21. The office of an elected Executive is vacated when:
- a. resigns the office;
 - b. fails to attend at least seventy-five percent (75%) of the meetings of the of the Executive in any year of his or her term.

PART 6 - PROCEEDINGS OF EXECUTIVE

22. The Executive may meet at such places as they think fit for the dispatch of business, adjourn or otherwise regulate their meetings and proceedings;
- a. The President shall present an agenda for discussion;
 - b. A chair shall be appointed at each executive meeting.
23. The Executive may establish ad hoc committees and appoint members of the committee.

PART 7 - EXECUTIVE

24. The Executive of the Club shall be the President, Vice President, Secretary, Treasurer, and immediate Past President.
25. The President shall:
- a. Preside at all meetings, excepting the AGM and Executive Meetings;
 - b. be the Chief Executive Officer of the Club;
 - c. be the official spokesperson for the Club;
 - d. prepare the agenda for all meetings.
26. The Vice-President shall, in the absence of the President or in case of their inability to act, carry out all the duties and assume all the responsibilities of the President.

- 27. The Secretary shall attend all meetings of the Executive and:
 - a. keep an accurate and complete recording of the minutes of meetings;
 - b. be the custodian of all official documents of the Board;
 - c. cause all correspondence to be attended to;
 - d. maintain the roster of members;
 - e. perform such other duties as ordinarily pertain to the office.
- 28. In the absence of the Secretary from a meeting, the Executive shall appoint another person to act as Recording Secretary.
- 29. The Treasurer shall ensure:
 - a. all monies, are deposited in such chartered bank, trust company, credit union, as may be designated by the Executive;
 - b. provide detailed financial records required for the generation of financial reports that meet Executive's needs;
 - c. provide a membership card to paid members.
- 30. The Immediate Past President shall:
 - a. Be a member of the executive;
 - b. Provide to the recently elected Executive
 - i. advice on the on-going operations of the Club;
 - ii. provide any relevant historical information to ensure a successful transition in Executive members.

PART 9 - INDEMNITY AND PROTECTION OF EXECUTIVE AND OFFICERS

- 31. The Club shall indemnify Executive or former Executive of the Club and the heirs and personal representatives of such persons against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by him or her in a civil, criminal or administrative action or proceeding to which he or she is a party by reason of such person being or having been an Executive of the Club.
- 32. The Club shall not be required to indemnify a person pursuant to this Regulation if such person did not, with respect to the act of matter giving rise to the proposed indemnification, act honestly and in good faith and with a view to the best interest of the Club, or in the case of a criminal or administrative act or proceeding, if he or she did not have reasonable grounds for believing his or her conduct act or matter giving rise to the proposed indemnification, act honestly and in good faith and with a view to the best interest of the Club, or in the case of a criminal or administrative act or proceeding, if he or she did not have reasonable grounds for believing his or her conduct was lawful.

DATED this ## st day of MMM 2023, at the City of Vernon, in the Province of British Columbia.

Name

Name

Name

Name

Signature

Signature

Signature

Signature