

VICTORIA LAPIDARY AND MINERAL SOCIETY (V.L.M.S.)

BY-LAWS

ARTICLE I — DEFINITIONS

1. **VLMS** – the Victoria Lapidary and Mineral Society (V.L.M.S.) may also be known and referred to as the VLMS.
2. **Members** – the VLMS is comprised of “members” as defined below in ARTICLE II.
3. **Board of Directors (BOD)** – governance of the VLMS is carried out by the “Board of Directors”. Directors are members elected by the general VLMS membership and have duties as defined in ARTICLE III below.
4. **Purpose** – in addition to those purposes laid out in the VLMS Constitution, the VLMS shall endeavour to create public awareness by hosting sales, demonstrations and display shows.

ARTICLE II — MEMBERSHIP

1. Membership Categories - there are four categories of membership in the VLMS:
 - (i) **regular** members – any individual who is 18 years old or older who has applied, and been accepted, for membership,
 - (ii) **junior** members – any individual who is less than 18 years old who has applied, and been accepted, for membership,
 - (iii) **honorary** members – any member may be made an honorary member for life by resolution at an annual general meeting. The VLMS will waive the annual VLMS membership fee for honorary members and, in addition, will pay the British Columbia Lapidary Society (BCLS) annual membership fee at the single adult member rate. An honorary membership may be revoked by ordinary resolution at an annual or special general meeting.
 - (iv) **complimentary** members – the BOD may give a complimentary membership to any person who has provided a service to the club. The VLMS will waive the annual VLMS membership fee for complimentary members and, in addition, will pay the BCLS annual membership fee at the single adult member rate for the year in which the complimentary membership was awarded.
2. Membership Application - membership in the VLMS is applied for and obtained by:
 - (i) completing a Membership Application form, and
 - (ii) remitting the appropriate membership fee.
3. Membership Refusal – the BOD shall have the right to refuse any application for membership. In such cases, relative to the date that the notice of refusal was transmitted, the applicants (or their advocate) have ninety days to request a hearing before the BOD.

The BOD shall grant the hearing request and conduct the hearing within fifteen days from the receipt of the hearing request.

4. Membership Termination – the BOD shall have the right to terminate a regular or junior membership for conduct deemed prejudicial to the well-being of the VLMS. Such conduct includes (but is not limited to):
 - (i) mistreatment of fellow members,
 - (ii) misuse of VLMS equipment or property, and
 - (iii) misrepresentation of the VLMS.

In such cases, relative to the date that the notice of termination was transmitted, the member (or their advocate) has ninety days to request a hearing before the BOD. The BOD shall grant the hearing request and conduct the hearing within fifteen days from the receipt of the hearing request.

5. Membership Fee – annual membership fees for regular and junior members and for individuals, family groups and other categories as may be approved shall be set by ordinary resolution at an annual general meeting (AGM).
6. Membership Year – the membership year is from January 1st to December 31st. Membership fees paid between January 1st and June 30th shall be deemed payment for that calendar year to December 31st. New members joining after June 30th shall pay one-half the annual fee for that calendar year to December 31st.
7. Membership Renewal – membership renewal is effected by remitting annual fees before December 31st. Any regular member or junior member who does not renew membership by the end of the calendar year will be deemed to have voluntarily ceased to be a member and shall be removed from the register of members.
8. Membership Rights, Benefits and Restrictions:
 - (i) Regular, honorary and complimentary members shall each have the following rights:
 - a) to receive notice of all general and special VLMS meetings,
 - b) to vote at all meetings, and
 - c) to hold office;
 - (ii) Regular, honorary and complimentary members shall each be eligible for the following benefits:
 - a) to receive instruction (upon payment of any course fees) in basic lapidary and mineral identification and participate in other training or educational activities sponsored by the VLMS, and
 - b) to use VLMS facilities and equipment when qualified as determined by the VLMS workshop managers;
 - (iii) Junior Members shall have the following rights:
 - a) to receive notice of all general and special VLMS meetings, and
 - b) to vote at all meetings;
 - (iv) Junior members shall be eligible for the following benefits:

- a) to receive instruction (upon payment of any course fees) in basic lapidary and mineral identification and participate in other training or educational activities sponsored by the VLMS, and
- b) to use VLMS facilities and equipment when qualified as determined by the VLMS workshop managers.

ARTICLE III — BOARD OF DIRECTORS

1. The management and the administration of the affairs of the VLMS shall be vested in the BOD. The responsibilities of the BOD include oversight in the following areas:
 - (i) Committees - the directors shall have the power to appoint persons or committees as they deem necessary to conduct the affairs of the VLMS. The BOD may delegate to these persons or committees such powers and duties as the directors may determine necessary. Such persons or committees shall periodically report their proceedings to the board of directors and shall conduct their business in accordance with the directions of the BOD.
 - (ii) Financial - the directors shall ensure that all VLMS cheques are signed by at least two member designated by the BOD. The BOD may designate any number of such members.
 - (iii) Liability – the directors shall ensure that VLMS activities align with the Societies Act of BC. The BOD shall not be liable for any action taken or omitted when undertaken in good faith.

2. The BOD shall consist of the following:
 - (i) **President** – the president shall:
 - a) preside at all meetings,
 - b) call special meetings,
 - c) carry out the instructions and assignments given by the BOD and the membership, and
 - d) perform other such duties as customarily pertain to the office of President;
 - (ii) **Past-President** (if any) – the immediate Past President shall advise the Board of Directors in matters where his or her experience may be of value;
 - (iii) **Vice-President** – the Vice-President shall:
 - a) generally assist the President, and
 - b) in the absence of the President, temporarily assume and perform the duties of President;
 - (iv) **Treasurer** – the Treasurer shall:
 - a) deposit fees and other VLMS income in the VLMS bank account ,
 - b) prepare cheques for disbursements of VLMS funds,
 - c) remit payments as required, and
 - d) render an account each month, or more often if required, and annually of all receipts and expenditures;
 - (v) **Secretary** – the Secretary shall:
 - a) keep a record of the proceedings of all meetings,
 - b) issue notices of meetings after consultation with the President,
 - c) prepare the agenda after consultation with the President,

- d) conduct the correspondence of the VLMS, and
 - e) have custody of all records and documents of the VLMS except those required to be kept by the Treasurer or the Registrar;
 - (vi) **Registrar** – the Registrar shall:
 - a) conduct membership correspondence,
 - b) have custody of Membership documents,
 - c) maintain a registry of Membership,
 - d) collect VLMS fees as required, and
 - e) submit the annual membership lists to the BCLS;
 - (vii) Four **Directors-at-Large** – these board members shall:
 - a) contribute their knowledge, experience and good sense to the deliberations of the BOD, and
 - b) undertake special projects as required.
3. Qualifications –any regular or honorary member may be nominated, be elected and serve as a director.
 4. Nominations – nominations for the BOD can be taken from the floor at an AGM or as a result of deliberations of a nominating committee that has been appointed by the current BOD.
 5. Elections – members of the BOD (except for the immediate past president) shall be elected by position. Election occurs based on a simple majority vote by regular members, junior members, honorary members and complimentary members at each AGM. The term of office for directors shall be one year from the close of the meeting in which they are elected (or re-elected) to the close of the next AGM.
 6. Vacancies – The BOD may appoint a regular or honorary member to fill a vacancy (however caused) on the BOD and that director may serve until the next annual general meeting
 7. Termination - any director may be removed from office by a resolution at a special general meeting with a 75% majority of those present.

ARTICLE IV — MEETINGS OF MEMBERS

1. General Meeting - a general meeting of the membership shall be held in each month from September to June inclusive.
2. Annual General Meeting – the AGM is designated by the BOD as one of the general meetings cited in Article IV-1 above.
3. Special meeting – a special meeting may be called by the President at his/her own discretion or as a result of a written request signed by any ten members.
4. Notice of Meetings:

- (i) general meeting – general meetings shall be held on the first Monday of the month unless that day is a statutory holiday in which case the meeting will be the second Monday. If a new time and or place for the meeting is selected, notice shall be sent to via email to members (and be posted on the VLMS website) at least fourteen days before the first two such regular meetings after the new time or place has been authorized.
 - (ii) annual general meeting- notice of the annual general meeting shall be sent by email to members (and be posted on the VLMS website) at least fourteen days prior to the meeting. The notice must include a statement detailing the major items of business.
 - (iii) special meeting - notice of special meetings shall sent by email to members (and be posted on the VLMS website) at least fourteen days prior to the meeting. The notice must include a statement detailing the business to be discussed.
5. Quorum - a quorum at any meeting of the membership shall be the lesser of fifteen or one-quarter of the combination of regular, junior, honorary and complimentary members.

ARTICLE V — MEETINGS OF THE BOARD OF DIRECTORS

1. Meetings of the BOD may be called by the President, two or more directors, or by any combination of fifteen or more regular, junior, honorary or complimentary members of the VLMS.
2. Each member of the BOD present at a meeting is entitled to a single vote on motions put forward. In the event of a tied vote, the motion is not adopted.
3. A quorum for a meeting of the BOD shall be five.

ARTICLE VI — ANNUAL FINANCIAL REVIEW

A financial review committee, comprised of at least two members of the VLMS, shall be appointed by the membership annually. This committee shall review the books as kept by the treasurer for the preceding year from January to December and provide the membership with a statement attesting to the accuracy of the financial records or indicating actual or potential inaccuracies in the records and other comments if any.

ARTICLE VII — AMENDMENTS

Amendments to these bylaws may be adopted at any general meeting by passage of a special resolution with a 75% majority of those present. Notice of the proposed amendments shall be sent via email to members (and posted on the VLMS website) for at least fourteen days before the date of the meeting.

ARTICLE VIII — BOOKS AND RECORDS

1. A current and up-to-date copy of the constitution and the by-laws shall be made available for access by the all members throughout the VLMS existence.

2. The following books and records shall be kept for at least six years:
 - Register of members, junior members, honorary members and complimentary members,
 - Minutes of general, annual and special meetings,
 - Minutes of BOD meetings,
 - Records of all financial transactions and monthly financial reports;
 - Files of communication.
3. The books and records of the VLMS may be inspected by any regular member, junior member, honorary member or complimentary member at a time agreed with the secretary or treasurer.

ARTICLE IX — MISCELLANEOUS

1. *The following was an unalterable clause from the previous constitution:* Colours: The colours of this Society are: Green — White — Black. This provision shall be unalterable.