

London Newcomers Alumnae Club By-Laws

Established 1975; Revised June 2025

ARTICLE I -- Name: This organization shall be formally known as the London Newcomers' Alumnae Club (LNAC) **informally known as** Among Friends London for marketing purposes.

ARTICLE II – Purpose: The purpose of this organization is to perpetuate friendship among all members of the Club.

ARTICLE III – Governance: The Club shall be governed by applicable Canadian Federal and Ontario Provincial laws and the by-laws documented herein, with additional guidance from the *Club Policies and Procedures Manual*.

ARTICLE IV - Social Events and Meetings

Section 1: **Social Events**

Section 1.1: Social Events are held monthly between September and June. No business is conducted during these Social Events, save for Section 2.1 and 2.2.

Section 2: **Members' Business Meetings**

Section 2.1: Annual General Meeting (AGM) will be held once per year during the Monthly Social Event in the month of June. Official year end Club business will take place at the Annual General Meeting. Club year runs from July 1 through to June 30 of each year and aligns with the financial year. Minutes are documented for membership review on request.

Section 2.2: Special Meetings are held by a special resolution of the Board to address urgent Club business with 15 days written/email notice. Minutes are documented for membership review. Where possible, Special Meetings will be held during the Monthly Social Event.

Section 3: **Board Meetings** are held once per month throughout the year on a schedule that suits the majority of Board Directors. Additional Board Meetings may be called as needed to address urgent Club business by any board director with sufficient notice to accommodate a majority of the board. Club members may propose an agenda item and attend to address this particular item.

Section 4: **Quorum** for the transaction of business at meetings of the Board shall be at least a majority of the Directors. A Quorum for the transaction of business at Members' Meetings including the AGM shall be one-quarter (¼ or 25%) of the Members entitled to vote including Member votes received by Proxy. If a Quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if Quorum is not maintained throughout the meeting.

ARTICLE V - Membership Year and Fiscal Year

The Membership Year and the Fiscal Year for the Club is July 1 through to June 30 of the subsequent year. Membership is governed by Article VI. Fiscal Operations are governed by Article VIII.3d and Article XI.

ARTICLE VI – Membership Qualification, Member Obligations and Dues

Section 1: **Eligibility.** Those eligible for active membership shall be graduates of, or dual members with, the London Newcomers' Club, and may join at any time. Memberships may also be offered to those who are new to London and the surrounding area or who have experienced a life change. A member of any Newcomer or Newcomer Alumnae Club, is eligible to become a member of LNAC, upon moving to the London and surrounding area. A former member may rejoin the Club at any time, without penalty, upon payment of the Membership fees for the current year. Any member or proposed incoming member may be excluded or expelled from membership for any cause which the Board may deem reasonable. *Club Policies and Procedures Manual* details conflict resolution guidelines.

Section 2: **Membership fees** are to be paid annually according to the schedule established by the Board. Dues are established annually by the Board and are not refundable. Membership will automatically expire if fees are not paid in full on or before August 31 of each year and submitted with a completed Application or Renewal form and signed waiver.

Section 3: **Activity Groups.** All participants in activity groups **MUST** be members of the London Newcomers' Alumnae Club. In the case of joint activities with London Newcomers' Club, there must be joint convenors, and participants must be members of one of the Clubs.

Section 4: **Lunch/Dinner Obligations.** Any member who reserves a lunch/dinner at a Members' Social Event is responsible to pay the amount charged for such lunch/dinner unless the member cancels the reservation through the Reservations Chair, before the prescribed time as written in the newsletter that month. Membership may be revoked if a member neglects to cancel one reservation for lunch/dinner and does not reimburse the Club for said charges within thirty days post event.

Section 5: **Membership Roster.** The Membership Roster will contain the Club By-Laws and the contact information of all active members at time of printing, for the sole purpose of facilitating communications among members and may not be shared with anyone other than active members. The Roster is not to be used for solicitation, fund-raising, or selling, nor can any member in any way promote her product or service. Contravention of Article VI.s5 may result in termination of membership, pursuant to a warning.

Section 6: **Newsletter.** A newsletter will be published by the Club from August to May of each year and distributed to every member. The newsletter is the main method of communication to all members and is a necessity to ensure the

functioning of the Club. Members may choose whether to receive their newsletters by e-mail or regular Canada Post and are responsible to ensure the Club has their proper address. An additional fee is added to a member's dues if Canada Post delivery is the selected method for newsletter delivery.

ARTICLE VII - Government:

Section 1: **Election:** The Club shall be governed by a Board of Directors, who shall be elected at the June AGM by slate, together with the immediate Past President.

Section 2: **Officer Appointment:** Directors will be appointed to Officer Positions within 7 days immediately after the AGM. Each Director, including the Past President, will have 1 (one) vote on Board motions. Directors who hold more than 1 (one) position will only have 1 (one) vote. Co-Directors sharing a position will only have 1 (one) vote. Officer vacancies may be filled by Board appointment.

Section 3: **Director-at-Large:** The Board may decide not to appoint Directors to an Officer position. Director(s) without Officer position will be referred to as Director-at-Large with the same voting rights of other Directors with Officer positions.

Section 4: **Director Removal:** Directors may be removed by voluntary resignation. Directors may also be removed from their position by unanimous Board vote, for contravention of these bylaws, after a meeting to document the contravention and any explanation or defense by the named Director.

ARTICLE VIII – Officers:

Section 1: **PAST PRESIDENT** shall be the immediate past President and shall be responsible for heading the Standing Committee of Past Presidents. The committee shall serve in an advisory capacity, and said committee shall not have a vote on decisions before the Board, except for the immediate Past President. Past President shall review current By-Laws with incoming executives, as needed. The Past President is the report to position for the Angel Network and organizes the greeters for Club monthly Social Events.

Section 2: **Elected Board Directors** of the Club may not serve concurrently on the Board of any other local newcomers' club. The board is set at a minimum of 6 Directors and a maximum of 12 Directors/co-Directors, including the Past President. Members can serve for an unlimited term. Post-AGM, vacancies may be filled by Board appointment. Where no candidate is found to fill a vacancy, the tasks may be distributed to other Board members, as necessary. Outgoing Directors are tasked with briefing incoming Board Directors and ensuring materials are transferred to them.

Section 3: **A nominating Committee** of 3 (three) Club members shall be appointed by the President at the March meeting. This committee shall contact all members to ascertain their interest in serving on the Board. The committee shall present a slate consisting of a minimum of 8 candidates for the Board, to the members at the Annual General Meeting. This slate shall be submitted for publication in the June newsletter. Additional candidates may be nominated /self-nominated from the floor with the candidate's previous consent.

Section 4: OFFICERS

a) **PRESIDENT** shall preside at all Members' and Board meetings and Monthly Social Events. The President shall be informed of all Club business and oversee operations. In a circumstance whereby the President is unable to preside at a meeting, the Board Directors shall choose from among themselves who will preside. The President is the main liaison with the National Newcomers Association of Canada.

b) **PROGRAMS** shall be responsible for arranging the program at Members' Social Events and shall assist the President when necessary.

c) **CONVENORS** shall be responsible for the convenors of the activity groups. Names of activity convenors are forwarded to Membership for inclusion in the Roster. Communication with convenors occurs on an ongoing basis.

d) **TREASURER** shall prepare a yearly budget, keep record of all monies received and disbursed, and pay all authorized bills. The Treasurer shall prepare a monthly Financial Statement to be printed in the Newsletter. The outgoing Treasurer shall complete the accounting for the year, and hand over all financial records to the new Treasurer by 31 July.

e) **SECRETARY** shall keep a record of all Board, Annual General Meetings and Special meetings. On behalf of the Club, communications with member events such as illness, bereavement, congratulations, special occasions occur on a regular basis. A Corresponding Secretary may be appointed to a non-board position to assist on behalf of the Secretary.

f) **VENUES AND MENUS** shall arrange all event related details necessary for the in person monthly Members' Social Events. These tasks may shift to outdoor venues when there are limitations on in person events or postponed due to government restrictions.

g) **MEMBERSHIP** shall prepare Application Forms and collect them along with signed waivers and membership dues. They shall notify members regarding renewal of memberships, and keep a file of all active, non-renewed, and prospective members. Membership Director shall be responsible for the drawing up of a Membership Roster to be finalized by September 15 of each year and made available to members within 1 (one) month by Canada Post. The Publicity subcommittee reports to the Membership Director.

h) RESERVATIONS shall be responsible for all Social Event callers and substitutes and shall ascertain the members reserving a lunch/dinner for monthly Social Events and notify the President and Venues & Menus Director of the number of members who will be in attendance.

i) NEWSLETTER shall organize content, publish, and **distribute** 10 monthly Newsletters at least **twelve** days prior to the Social Event of the next month. This distribution schedule may be shortened for remote events where meal reservations are not required.

j) PRIZES shall organize the formal social event door prize draws.

Section 5: **Vacancies** on the Board shall be filled for the remainder of the term by appointment by the Board.

ARTICLE IX - By-Law Amendments

By-laws are subject to annual review by the Board. Pursuant to this review, a by-law sub-committee may be struck, chaired by the President and a minimum of 2 (two) other Board Directors. Amendments are compiled for Board review and vote. Bylaw amendments accepted by the Board are published in the newsletter for membership review. A Member vote on the bylaw amendments is held during a business meeting (special or AGM). Bylaw amendments pass by majority vote of:

- Members participating and entitled to vote as are present in person plus proxy votes; OR
- Members participating via remote video conferencing plus proxy votes.

Thirty (30) days written notice to members is required, specifying the intention to propose the By-Law change has been duly given. See Article IVs.4 for Quorum requirements.

1. ARTICLE X - Members' Business Meetings

This Club shall hold its Annual General Meeting in June of each year, either in person, or by remote video conference meeting . The meeting notice shall be given to all members in the May Newsletter, constituting 30 days' notice of this event. In order to cast a ballot at the AGM, one has to be a member in good standing. Election may proceed providing the quorum of 25% of the membership is achieved. Quorum is defined in Article IVs.4 and includes a count of participating members (virtual or in person) plus proxy votes where authorized by the Board. Special Meetings may be called with 30 days' notice and follow the same quorum rules and vote restrictions as for the AGM.

Section 1: Votes to Govern at Members' Business Meetings

At any business meeting of Members every motion shall, unless otherwise provided by the Articles or bylaws, be determined by a majority of the votes cast on the motion. In case of an equality of votes either on a show of hands, on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

Section 2: Voting by Electronic or other Means

A Member entitled to vote at a meeting of Members may vote by means of an electronic or other communication facility if the Club has a system that enables the votes to be gathered in a manner that permits their subsequent verification.

Section 3: Proxy Votes

Where made available by the Board in certain circumstances including Bylaw Changes, every Member entitled to vote at Members' business meetings may, by means of a proxy, appoint a person to attend the meeting on the Member's behalf to act in the manner set out in the proxy, to the extent and with the power conferred by the proxy. A proxy shall be in writing.

(a) A proxy shall be executed by the Member entitled to vote.

(b) A proxy is valid only at the meeting in respect of which it is given or at the continuation of that meeting after an adjournment.

(c) A proxy may be in such form as the Board prescribes. A proxy shall be deposited with the Secretary of the meeting before any vote is called under its authority, or at such earlier time and in such manner as the Board may prescribe.

The Board may set a deadline to deposit proxies, such deadline shall not exceed forty-eight (48) hours. Proxy ballots will be verified by a secondary Board Director, as authorized by the Board.

ARTICLE XI -- A review of the prior year financials should be made prior to July 31. An individual who has accounting or bookkeeping experience shall be appointed by the Board in June, for the purpose of reviewing the books. Flexibility in the timing of this review is at the discretion of the Board. Financial records of the Club may be inspected by any member of the Club at any time upon giving reasonable notice and arranging a time satisfactory to the officer having charge of the same. Each member of the Board shall always have access to such books.

ARTICLE XII – Remuneration: Unless authorized at any meeting and after notice of the same shall be given, no Director or member of the Club shall receive any remuneration for services.