

**THE BY-LAWS OF
THE SUBMARINERS ASSOCIATION OF CANADA WEST
[SAOC West AS UPDATED 2021]**

1 MEMBERSHIP

1.1 Classes of Membership:

There are four classes of membership:

- 1.1.1 **Regular Members** shall be persons who have qualified in submarines according to the rules of the Navy in which they served, and who were appointed to serve in an operational submarine.
- 1.1.2 **Associate Members** shall be persons who are or have been:
 - i) Service personnel who served in submarines but did not qualify,
 - ii) Served in depot, ships, bases or dockyards and given service to submarines, or,
 - iii) Supporters of submariners and the submarine service.
 - iv) Spouses and widow(ers) of Regular and Life Members of SAOC West
- 1.1.3 **Life Members** shall be those members who have given exemplary service to the Association who are proposed in writing by a regular member, or members, are approved by the Executive and are ratified by special vote of Regular members.
- 1.1.4 **Honorary Members** are persons whom the Executive wishes to honour and who are ratified by special vote of Regular members. The appointment is permanent but remains subject to censure or resignation. There shall not be more than five Honorary Members.

1.2 Membership by Application

1.2.1 Persons may become members of the Association by either:

- i) Submitting the applicable annual membership fee and being sponsored by a primary and secondary Voting Member of the Association, who will vouch for them.
- ii) Apply for membership, in writing to the Association, providing proof of their qualification to be Regular Member, for the reason they want to be an Associate Member, accompanied with the applicable annual membership fee.

1.2.2 the Membership Director will check the applications against the prescribed criteria and notify the applicants of the decisions and if not accepted, all fees submitted will be refunded.

1.2.3 Annual renewals of previously approved applications, regardless of class (i.e. members) are only required to submit the applicable annual membership fee.

1.3 Any member may submit his resignation, in writing, to the Executive.

- 1.3.1 Executive may accept the resignation immediately or defer to determine causation and discussion leading to a decision.
- 1.3.2 There will be no refund of any annual membership fees, prorated or otherwise for the current year. Any membership fees prepaid for future years will be refunded
- 1.3.3 A member's death shall be a deemed resignation.
- 1.4 Annual membership fees are due January 1st each year and if unpaid by March 1st the member is deemed to have resigned.

2 RIGHTS AND RESPONSIBILITIES OF MEMBERS

- 2.1 **Regular Members** may vote at any meeting or special vote and may be elected to the Executive and serve on committees.
- 2.2 **Associate Members** may vote at any meeting or special vote, but are not eligible for election to the positions of President or Vice-President.
- 2.3 **Life Members** have all the rights of Regular Members; however, they do not pay annual membership fees.
- 2.4 **Honorary Members** may attend all meetings but have no other rights or responsibilities. They do not pay annual membership fees.

3 THE BOARD OF DIRECTORS

- 3.1 The Association shall be managed by the Board of Directors.
- 3.2 The Board of Directors Executive shall consist of the following elected Officers:
 - President
 - Vice-President
 - Secretary
 - Treasurer
- 3.3 The Board of Directors non-elected members is comprised of:
 - 3.3.1 Ex-Officio:
 - Immediate Past-President
 - Canadian Submarine Force Liaison
 - 3.3.2 **And may consist** of the following Directors and Committee Chairs who are appointed by the President:
 - Membership Director
 - Entertainment Director
 - Slops Keeper
 - Communications Director
 - Newsletter Director

- Historian
- Committee Chairs (as required)
- Director at Large

These Directors shall serve at the President's pleasure.

- 3.4 The President may, if he considers it in the best interests of the efficient management of the Association, combine two or more positions under one Officer or Director.
- 3.4.1 The powers vested in this subsection cannot override an election of an officer by eligible membership.
- 3.5 Officers and Directors shall not normally hold the same position for more than three consecutive years.
- 3.6 Any Officer or Director who requires to be absent for three or more consecutive decision-making meetings must seek, in writing, the permission of the President. Any Officer or Director who fails to do so may be removed from office.
- 3.7 If the position of any Officer or Director, other than the President, falls vacant during the year, the President shall nominate a member to fill the position until the next election of Officers or invoke the powers granted under 4.3. If the office of the President falls vacant during the year, the Vice-President shall automatically fill the vacancy and nominate a member to fill the Vice-President position.
- 3.8 In November of each year the President shall appoint a nominating committee of three members to provide a slate of candidates for election to positions which fall vacant at the end of the year.

4 MEETINGS

4.1 Regular Meetings

The Association shall meet monthly, except during July and August, at a time, day and place to be decided from time to time by the Executive. Normal Association business will be conducted at these meetings.

A quorum for the monthly meeting shall be:

- a) the President or Vice-President
- b) one-half of the Executive
- c) ten regular members inclusive of a and b.

If within one-quarter (1/4) hour past the scheduled time of the meeting, a quorum is not present, the meeting shall stand adjourned to the same place, day and time at the next scheduled meeting. If at the adjourned meeting a quorum is not present, those persons attending in person shall constitute a quorum and the business of the meeting may proceed.

4.2 Annual General Meeting (AGM)

The A.G.. will be held in April of each year. The Financial Statements, the review of the Financial Statements, and any other pertinent reports will be circulated to all members two weeks prior to the AGM. The major items of business shall be:

- a) receive and approve the Executives report of the past years activities;
- b) receive and approve the Annual Financial Statement;
- c) elect new Officers and Directors; and
- d) vote on proposed amendments to the Constitution and bylaws.
- e) bring into force amendments to the constitution that have been approved by the other branches of SAOC.

A quorum for the Annual General Meeting shall be:

- a) the President or Vice-President
- b) one-half of the Executive
- c) ten regular members inclusive of a and b.

Voting members unable to attend in person may communicate their vote directly by written correspondence or by assigning a member attending to vote on their behalf (a proxy) which must be received by the Secretary prior to the meeting.

If within one-quarter (1/4) hour past the scheduled time of the meeting, a quorum is not present, the meeting shall stand adjourned to the same place, day and time in the next month. If at the adjourned meeting a quorum is not present, those persons attending in person or by proxy shall constitute a quorum and the business of the meeting may proceed.

4.3 Special General Meetings (SGM)

A Special General Meeting may be called by:

- a) the President
- b) a majority of the Executive; or
- c) a written demand of 15 Voting Members

A written demand for a SGM must include a description of the matters that will be voted on at the meeting, including the proposed wording of any resolution and include the signature of each voting member demanding the meeting.

Executive must, upon validation of the demand for a SGM, organize the meeting and provide ten days notice of the meeting date to voting membership. The notice shall include reason for the SMG and the resolution to be voted upon.

A quorum for an Extraordinary Meeting shall be 15 Voting Members with a simple majority required for any motion to be passed. Voting members unable to attend may communicate their vote directly by written correspondence or by assigning a member attending to vote on their behalf (a proxy) which must be received by the Secretary prior to the meeting.

If within one-quarter (1/4) hour past the scheduled time of the meeting, a quorum is not present, the meeting shall stand adjourned to the same place, day and time in the next month. If at the adjourned meeting a quorum is not present, those persons attending in person or by proxy shall constitute a quorum and the business of the meeting may proceed.

4.4 Conduct of Meetings

The President, or in his absence the Vice-President, shall chair. In the case of a Special General Meeting, in the absence the President and the Vice-President, the sponsor the resolution shall chair. The meeting shall be conducted in the spirit of Robert's Rules of Order, and with due decorum. Voting shall be by show of hands, unless the chairman deems a secret ballot to be appropriate and permit votes received by proxy or electronically prior to the meeting.

5 SPECIAL VOTING

- 5.1 If a matter comes to be decided at an executive or regular meeting, which is deemed by the President and Executive to require the attention of all members, the President shall cause to be conducted a postal or e-mail or electronic ballot of all members.

6 ANNUAL MEMBERSHIP FEE

- 6.1 The annual membership fees shall be set by the Executive.
- 6.2 Annual membership fees are due and payable 1st January of each year.

7 FINANCIAL

- 7.1 The fiscal year shall be from 1st January to 31st December of each year.
- 7.2 The Association shall maintain an account or accounts at a bank, trust company or credit union chosen by the Executive. All monies shall be deposited and held in this account(s). Cheques issued on behalf of the Association shall be signed by any two of the Treasurer, President and Vice-President.
- 7.3 The Treasurer shall briefly report the financial position of the Association each month.
- 7.4 Two Voting Members, not on the Executive, shall be selected by the President to review the recording of accounts by the Treasurer in January of each year. These members shall report their opinion on the quality of the representation of the financial position of the association to the best of their ability in time to be included in the information package to be distributed two weeks before the AGM.

The Treasurer shall present the financial statements for the previous year at the

Annual General Meeting and may present for discussion any future oriented financial analysis.

8 AD HOC COMMITTEES

- 8.1 The President may, from time to time, as he sees fit, appoint up to five Voting Members to Ad Hoc Committees to deal with specific matters. Ad Hoc Committees shall serve at the pleasure of the President, or until the committee has submitted its report to the Executive.

9 AMENDMENTS TO THE CONSTITUTION AND BY-LAWS

- 9.1 The Constitution and By-Laws may be amended by a 75% majority of all eligible members casting a vote in a postal or e-mail or electronic ballot.

SUBSCRIBED TO AT VICTORIA, BRITISH COLUMBIA,

this 28th day of September, 2021.

Original signed by:

President Wade Berglund

Vice-President Patrick Hunt

Secretary Lloyd Barnes

Treasurer Chris Parkes