



Vancouver Men in Leather

Policies and Directives

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Section 1: Name

The name of the organization is “Vancouver Men in Leather” and is referred to as “VML” in this document.

Section 2: Description and Acknowledgment

Vancouver Men in Leather: A Member-driven community club offering social and educational gay leather/fetish events for the curious to the serious.

It is acknowledged that VML operates on the traditional, ancestral, and unceded territory of the Coast Salish peoples (Squamish-Lil’Wat, Musqueam, and Tsleil-Waututh).

Section 3: Membership

A. Membership Categories:

There are three categories of Members: General, Lifetime and Honorary.

1. General Member

- a. **Age:** A General Member can be an individual aged 19 years and older.
- b. **Interests:** VML focuses on those with an interest in gay leather but also welcomes those with other kink/fetish interests.
- c. **Dues:** A General Member pays dues annually. The amount, terms, and method is determined by the VML Board.
- d. **Good Standing:** A General Member is considered to be in Good Standing upon having met the requirements of a, b, and c above in addition to reviewing and agreeing to both the **Liability Waiver** and **Code of Conduct** as outlined below in sub-section B. Membership Policies, points 2 and 3. Note: If a Member is under review for violations of any of the above listed items, that Member is not considered in Good Standing pending outcome of the review.
- e. **Termination:** If a General Member has not paid their dues by the end of their Membership year, their Membership in VML automatically ends. The Member will then be required to renew their membership on the website in order to remain a Member in Good Standing.

2. Lifetime Member

- a. **Designation:** A General Member who has been bestowed with a Lifetime Membership by the VML Board.
- b. **Inclusion:** This includes those bestowed the Al Ingram Community Award.
- c. **Dues:** A Lifetime Member is not required to pay annual dues.
- d. **Benefits:** A Lifetime Member has the full obligations, rights, responsibilities, and privileges of a General Member.

3. Honorary Member

- a. **Designation:** Any individual selected by the VML Board for their contributions to the community may be bestowed with an Honorary Membership.
- b. **Dues:** An Honorary Member is not required to pay annual dues.
- c. **Benefits:** An Honorary Member has none of the obligations, rights, or privileges of a General Member.
- d. **Quorum:** An Honorary Member is not to be counted to reach a quorum at any AGM or SGM.

B. Membership Policies:

1. **Voting:** General and Lifetime Members in Good Standing will be considered Voting Members and may vote at any AGM and SGM.
2. **Liability Waiver:** All Members will be required to agree to and sign the Liability Waiver in order to join VML or renew their Membership (Appendix A. The 2022-2023 VML Board will set up a committee to review and update the Liability Waiver, if required.)
3. **Code of Conduct:** There will be a Code of Conduct. All Members will be required to agree to and sign the Code of Conduct in order to join VML or renew their Membership (Appendix B. The 2022-2023 VML Board will set up a committee to review and update the VML Code of Conduct.)
4. **Termination:** Any Member that is in violation of the Directives, Code of Conduct or Liability Waiver may have their Membership suspended, revoked or declined renewal.
5. **Renewal:** The VML Board has the authority to suspend, revoke or decline the renewal of Membership.
6. **Refunds:** Refunds are at the discretion of the VML Board.

Section 4: Membership Meetings

A. Membership Meeting Types:

There are two types of Membership Meetings: an Annual General Meeting and a Special General Meeting.

1. Annual General Meeting (AGM)

- a. **Date:** The Annual General Meeting of the Members is to be held in January, February, or March of each year.
- b. **Details:** The date, time, and location of the Annual General Meeting is determined by the VML Board.
- c. **Purpose:** The purpose of the Annual General Meeting is to: receive and approve reports from the VML Board, present awards, any other business that may arise, and elect the new VML Board for the next term. Nominations will be accepted from Members in Good Standing attending the AGM. Members are encouraged to put forward nominations. Members may also nominate themselves. The emcee for the AGM will call for these nominations.
- d. **Notification:** A notice of the Annual General Meeting is to be communicated in the monthly e-blast prior to being held and is to be emailed to the address on record of all Members 100 days prior to the AGM date.
- e. **Quorum:** If a quorum is not reached at an Annual General Meeting then a new Annual General Meeting time and location is to be announced within 14 days. If after a second attempt to reach a quorum fails, then it is deemed that the Members constitute a quorum for only that AGM.

2. Special General Meeting (SGM)

- a. **Request:** An SGM of the Members may be called via a written request to the VML Board by a minimum of 10 Members in good standing, or an SGM may also be called by the Board at their discretion. In either case, the VML Board must call an SGM.
- b. **Purpose:** The only business that is to be addressed at a Special General Meeting is that which is specified in the written request.
- c. **Details:** The Board will call the meeting within 14 days of the request. The date, time, and location of the Special General Meeting is to be determined by the VML Board.
- d. **Notification:** A notice of a Special General Meeting is to be emailed to the address on record of all Members by the VML Board at least 21 days before the meeting is held.

- e. **Quorum:** If a quorum is not reached at a Special General Meeting then a new Special General Meeting time and location is to be called. If after a second attempt to reach a quorum fails, then it is assumed there is not sufficient interest in the issue to pursue the issue further and the matter is to be dropped.

B. AGM and SGM Policies:

1. **Validity:** Meetings require a quorum of Voting Membership in order to be considered a valid Meeting.
2. **Voting:** A General Member and a Lifetime Member in Good Standing are considered a Voting Member at an AGM and/or SGM. New General Members must have been so for 90 days prior to the AGM and/or SGM, and 30 days for those renewing their Membership.
3. **Quorum:** A quorum consists of 20% of the total Voting Members.
4. **Motions:** Motions require a 51% positive vote of a quorum to pass.
5. **Special Motions:** Motions to approve a budget or other financial commitment or changes to the Policies and Directives require a positive 60% vote of a quorum.
6. **Format:** Meetings may be held in-person or virtually at the discretion of the VML Board.
7. **Procedures:** Meetings will follow the procedures as outlined by the most recent version of the Board Procedures Manual. The process will, at a minimum, consist of: Call to Order, Motions or Amendments proposed and seconded, Discussion, Call of Question, Vote on Amendments, Vote on the Motion.
8. **Ballots:** After any election, ballots are to be destroyed at the end of the AGM and/or SGM by an assigned scrutineer.

Section 5: VML Board

There will be a Board of Directors who are responsible for the operation of VML.

A. Board Composition:

1. **Governance:** The Board of Directors are to be governed by the Policies and Directives established by the Members at an AGM/SGM. Only the Members as a group may authorize the modification of the Policies and Directives.
2. **Composition:** The Board of Directors will consist of a President, a Vice President, a Treasurer, a Secretary, a Membership Coordinator, a Social Media Coordinator, an IT Coordinator and three Events Coordinators.
3. **Minimum Composition:** The Board of Directors must at minimum contain a President or Vice President, a Treasurer (also acting as a Secretary), a Membership Coordinator, and an Events Coordinator. A failure to meet this Minimum Composition will trigger an SGM to alert Members of the situation and resolve the situation.
4. **Eligibility:** All Board Members must be a Member in Good Standing for a minimum of one year prior to their election and maintain their Membership during the entire Board term. Both General and Lifetime Members are eligible to serve on the Board.
5. **Hierarchy:** The hierarchy of officers on the Board of Directors will be as follows: President, Vice President, Treasurer, Secretary, Membership, Events Coordinator(s), Social Media Coordinator, IT Coordinator. If an officer is unable to attend, then the person holding the position immediately below on this list will assume the duties of the missing officer. (e.g. if the President is not in attendance the Vice President will assume the duties etc.)

B. Board Member Positions:

Each Board Member should refer to the current edition of the Board Procedures Manual for their specific functions. Future Boards may modify the Manual at their discretion. (Note: The 2022 - 2023 Board is to produce the initial Board Procedures Manual.)

1. President

- a. Presides over the AGM, SGM, and Board Meetings.
- b. The President or their designee speaks on behalf of VML.
- c. One of the signing authorities on the club's bank account.
- d. Is responsible to ensure the goals of the club are attained in response to the needs of the membership

2. Vice President

- a. Performs the duties of the President in the absence of the President.
- b. Supports the President when needed.
- c. Can be a signing authority on the club's bank account.

3. Treasurer

- a. Holds the cheques and statements of VML.
- b. Has no signing authority on the bank account(s) of VML.
- c. Signing authority will lie with three other Board Members, of which two must sign off on any cheques and/or financial transactions.
- d. No Board Members who have signing authority may cohabitate or be in a romantic or financial relationship that could affect their decisions.
- e. Receives and disburses all funds of VML.
- f. Maintains all financial records.
- g. Ensures that the budget is followed.

4. Secretary

- a. Keeps minutes and a record of all meetings of the Members and Board of Directors.
- b. Keeps both printed and digital records of VML.
- c. Keeps records of all of VML's physical assets.
- d. Can be a signing authority on the club's bank account.

5. Membership Coordinator

- a. Maintains a list of active Members, issues Membership cards, and manages the retention of existing Members.
- b. Facilitates the recruitment of new Members
- c. Confirms quorum at any AGM or SGM.
- d. Responsible for sending out emails to the membership at large.
- e. Can be a signing authority on the club's bank account.

6. Event Coordinators

- a. Manages the organization of VML Events.
- b. Recruits volunteers, and/or procures assistance, to help organize and/or staff Events.

7. Social Media Coordinator

- a. Manages and maintains social media accounts for VML, and updates the events section of the VML website.
- b. Monitors all social media accounts for traffic and appropriate usage.
- c. Advertises and promotes VML and its events on social media.

8. IT Coordinator

- a. Manages the VML website in a timely manner.

- b. Provides and/or procures assistance for enhancements and/or error correction of VML's online presence.
- c. Responsible for maintaining backups of VML documents and data.

C. Board Operations:

1. General

- a. **Term:** Board Members will begin their term at the close of that year's AGM and will serve until the close of the next year's AGM.
- b. **Capacity:** No Board Member may hold more than one seat, with the exception of when a Board Minimum Composition exists.
- c. **Interim President:** In the event of a vacancy in the office of President, the Vice President will become the Interim President until the next AGM.
- d. **Vacancies:** Other vacancies will be filled by the Board.
- e. **Conflict of Interest:** If it seems like there is any conflict of interest, it must be brought to the Board's attention for discussion / resolution and must be documented in the meeting minutes.
- f. **Assistance:** All Board Members assist with events as required.

2. Meetings

- a. **Frequency:** Board meetings will be held at minimum once a month or more if required.
- b. **Additional Meetings:** Any Board Member may call for an additional Board meeting if required.
- c. **Format:** Board meetings may be held in person, via email, or virtually.
- d. **Quorum:** A quorum of 50% + 1 of the current Board must be present in person or virtually for the meeting to proceed.
- e. **Purpose:** Monthly Board meetings are for reporting: last month's activities, events, Membership numbers, financial numbers, and any other relevant business.
- f. **Procedures:** Meetings will be conducted as common business meetings.
- g. **Record:** The meeting is to be recorded in the minutes by the Secretary.
- h. **Expenses:** Expense spending must be within the overall budget that was approved by the Members at the most recent AGM.
- i. **Deficit:** If the Board forecasts a budget deficit, an SGM must be called to report and resolve the issue.
- j. **Voting:** The Board of Directors will strive for consensus decisions, but failing to reach consensus, any Board Member may ask for a majority vote of the Board on any decision. In the case of a tie, the direction of the President's vote will prevail.

3. Attendance

- a. **Special Guest:** A special guest may attend with the Board's approval.
- b. **Member Attendance:** Any Member in Good Standing may attend a Board meeting with advance notice given.
- c. **Privacy:** The Board retains the right to meet privately without said Member or guest present.
- d. **Absence:** If a Board Member knows they will be absent for a Board meeting, they are required to submit any report and/or updates to the President or Secretary prior to that meeting.
- e. **Awareness:** If a Board Member is absent, they are required to review the last meeting minutes and are to email the whole Board with any feedback or questions.

4. Gifts or Compensations

- a. **Gifts/Compensation:** A Board Member may not accept gifts or any compensation, unless it is a benefit that all Members receive.
- b. **Expenses:** Pre-approved out of pocket expenses by the Board will be reimbursed only if receipts are presented as proof of the transaction.

5. Resignation

- a. **Process:** A Board Member may resign by stating their intention to do so in writing to the VML Board and delivered either in person or via email.
- b. **Future Eligibility:** That Member may be eligible to serve on the Board again in the future.

6. Termination

- a. **Process:** A Board Member may be removed by a 60% vote of the total current Board Members where all Board Members have had a notice of intent to remove said Board Member and have had time to vote on such a motion.
- b. **Future Eligibility:** That Member will not be eligible to serve on the VML Board in the future and may lose their VML Membership.

Section 6: Member Discipline

- A. **Policy Enforcement:** Any Member that violates the Code of Conduct will be subject to the enforcement policies covered in that document.
- B. **Process:** Any Member that is suspected of violating this document will be subject to the following:
 1. For the investigation of a General, Lifetime, or Honorary Member a committee will be appointed consisting of three current Board Members.
 2. For the investigation of an existing Board Member a committee will be appointed consisting of any three former Board Members or other Members in Good Standing.
 3. The Member who is being investigated will have an opportunity to request a Hearing before the investigating committee.
 4. The investigating committee will report its findings and recommendations to the Board.
 5. Determination of any action as a result of this investigation will require a 60% vote by the entire Board, excluding any Board Member(s) under investigation.

Section 7: Indemnification

- A. VML will indemnify any of its Board, Officers or agents made a party to a proceeding to the fullest extent permitted by law.
- B. As a condition of Membership, all Members will agree to and sign the Liability Waiver.
- C. The Liability Waiver and indemnification will be provided as a function of application or renewal of Membership on the website.

Section 8: Dissolution

There are many reasons that Dissolution may be considered. Among those are a failure to maintain the Minimum Composition of the VML Board or financial issues could trigger Dissolution or hiatus of VML.

- A. VML may be dissolved in accordance with the following:
 1. All applicable regulations and authorities.
 2. A motion to dissolve VML must be approved by 60% vote at an AGM or SGM.
 3. In the event of a decision to dissolve VML, the assets of VML will be liquidated or donated and will be distributed to charitable organizations within the Community.