

1. Name

- 1.1. The name of the organization shall be “NewfoundLUG – Newfoundland LEGO Users Group” (herein referred to as “the Group”, “the LUG”, or “NewfoundLUG”).

2. Definitions

- 2.1. “AGM” means the Annual General Meeting, as defined in Section 5.1.
- 2.2. “Volunteer Board” or “Board” or “Volunteers” means Officers of the Group as defined in Section 6.
- 2.3. “Member” means any person who meets the requirements defined in Section 4.
- 2.4. “General Meeting” means the AGM and/or a Meeting attended by both the Volunteer Board and the membership.
- 2.5. “Volunteer Board Meeting” means a meeting involving only the members of the Volunteer Board.
- 2.6. “Proxy” refers to the process where any member eligible to vote at a meeting who cannot attend may authorize another attendee to vote for them.
 - 2.6.1. A proxy shall be in writing and signed, by hand or electronically, by the member.

- 2.6.2. Such a proxy must be delivered to the meeting chair prior to the meeting or to the action and shall be valid only for the meeting or action named therein.
- 2.6.3. A reminder of a member's proxy rights shall be included in any notice of any members' meeting in which a proxy is being used.
- 2.7. "LEGO" and "The LEGO Group" (TLG) refers to the LEGO Corporation and its affiliates. No claim is made herein to any trademarks or copyrights, which remain the property of The LEGO Group.
- 2.8. "LEGO Fan Colab" or "LAN" means the current program which provides recognition to LEGO Fan Communities.

3. Mandate

- 3.1. To promote the growth and development of the hobby of LEGO collecting and building throughout Newfoundland and Labrador.
- 3.2. To provide a means to facilitate open and continuous communication within the LEGO community.
- 3.3. To give back to the community via charity and community activities where our skills allow us to do so.
- 3.4. To operate as a not-for-profit organization and to transact any and all other lawful business for which non-profit organizations may

be incorporated under the laws of Newfoundland and Labrador. Specifically, The Corporations Act, R.S.N.L. 1990, c. C-36 as amended from time to time.

- 3.5. To obtain and manage the necessary finances, personnel, and equipment to achieve the main goals of NewfoundLUG.

4. Membership

- 4.1. Membership to the group shall be open to all persons on condition that they uphold the spirit of the hobby and do not violate any official code of conduct created by the Board or Group.
- 4.2. A member in good standing is a member who:
 - 4.2.1. Has attended at least one meeting or event for a calendar year (exceptions may be made for those members for whom distance is an obstacle).
 - 4.2.2. Is eighteen (18) years of age at the time of the AGM.
- 4.3. Each member in good standing shall have one vote in matters requiring a vote by the Membership.
- 4.4. The Volunteer Board may, by 2/3 (two-thirds) majority vote of the Volunteer Board, suspend the membership of any member. They may also recommend to the members at a general meeting for the expulsion of that member.

- 4.4.1. The expulsion of a member shall not be valid unless confirmed by a three-quarters majority vote of a quorum of members at a general meeting.
- 4.4.2. The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the resolution is put to a vote.

5. General Meetings

- 5.1. Once a year, an Annual General Meeting (AGM) of members shall be held in the province of Newfoundland & Labrador at a time and place as determined by the Volunteer Board.
- 5.2. In addition to the AGM, other General Meetings may be called at the discretion of the Volunteer Board.
- 5.3. General Meetings may also be called by a petition signed by at least five (5) members in good standing, presented to the Volunteer Board.
- 5.4. Notice of all General Meetings will be served to members by electronic notification (e.g., website, email, social media), not less than five (5) days prior to the meeting, or fifteen (15) days in the case of the AGM.
- 5.5. The presence, in person, by phone/telepresence or in proxy, of ten (10) members shall constitute a quorum for any meeting.

6. Volunteer Board

- 6.1. The Members shall elect a committee of representatives, following the procedures for elections in Section 7. This committee shall be called the Volunteer Board.
- 6.2. The Volunteer Board shall consist of not less than three (3) members, and not more than seven (7) members.
- 6.3. The duties of the Volunteer Board shall be to manage the affairs of the Group, to determine policies and rules for the good of the Group in accordance with these Bylaws, and to implement the execution of these policies and rules.
- 6.4. A Volunteer Board member must be a member in good standing.
- 6.5. The roles of President, a Vice-President and a Secretary/Treasurer are to be filled by members of the Volunteer Board by any method the Board chooses.
- 6.6. If the Group maintains status as an Recognized LEGO Fan Community, the role of Ambassador will be filled by a member of the Volunteer Board as required by the LEGO Fan Colab.
- 6.7. *President*
 - 6.7.1. Shall serve as chairperson of the Volunteer Board.

- 6.7.2. Shall not serve for more than one (1) consecutive 4-year term.
- 6.7.3. Shall be the chief executive officer of the Group. Contracts and documents requiring the signature of the Group shall be signed by the President and shall be binding on the Group.
- 6.7.4. Shall exercise general supervision and control over the officers and business of the Group.
- 6.7.5. Shall chair the AGM, General Meetings, and any meetings of the Volunteer Board.
 - 6.7.5.1. If there is a potential conflict of interest (such as for elections), another chair may be designated.
- 6.7.6. The President has the power to designate, at their discretion, a member of the Group who shall represent the Group to an outside organization and represent NewfoundlandLUG in all correspondence.
- 6.7.7. Shall prepare a report to the membership at the Annual General Meeting.

6.8. *Vice President*

- 6.8.1. Shall carry out the duties of the President in their absence, or in the event of their inability or refusal to act; and when

so acting, shall have all the powers and restrictions of the President.

6.8.2. Shall assist the President in the fulfillment of their duties.

6.9. *Secretary/Treasurer*

6.9.1. Shall keep attendance at events and meetings.

6.9.2. Shall keep minutes during meetings and may designate another member to do so.

6.9.3. Shall maintain records of all voting items.

6.9.4. Shall keep records of the Group's finances.

6.9.5. Shall be responsible for dispersing the Group's funds.

6.10. *Ambassador*

6.10.1. Shall be the point of contact between the group and the LEGO Fan Colab

6.10.2. Shall perform duties as defined by TLG and the LEGO Fan Colab.

6.11. *Other Volunteer Board Member(s)*

6.11.1. Shall assist in the running of the LUG and organizing LUG Events.

6.12. In the event a duty or requirement arises which cannot be filled by current board members, the Volunteer Board may appoint a

member to be responsible for this duty and to serve as a member of the Volunteer Board.

6.12.1. If this does not raise the total Board members above seven (7), the appointment can be made permanent at the next meeting by approval of the Members.

6.13. The Volunteer Board shall supervise the expenditure of the Group's funds.

6.14. The Volunteer Board shall supervise the acquisition and disbursement of any discounts, products, or other benefits that are given to the group, either by TLG via the Recognized LEGO Fan Community program, or from other sources.

6.15. The Volunteer Board shall have meetings at least four (4) times per year, at a time and place as determined by the Board – this may be a virtual meeting.

6.15.1. Any Volunteer Board member may call a Board meeting.

6.15.2. Notice of a Volunteer Board meeting shall be served to all Volunteers not less than seven (7) days prior to the meeting.

6.15.3. In the case of an emergency Volunteer Board meeting, which is called at the discretion of the Board with less than seven (7) days notice, Volunteers are expected to make all reasonable attempts to attend such meetings.

- 6.15.4. A Volunteer Board meeting of which not less than one half plus one (50%+1) of the Voting Volunteer Board are present (either physically, via phone/telepresence, or by proxy) shall constitute a quorum.
- 6.16. A Volunteer Board member may resign at any time by giving written notice to the Board.
- 6.16.1. This resignation shall be communicated to the Group within twenty-four (24) hours.
- 6.17. Any member of the Volunteer Board may be removed from office at any time by a unanimous vote of the remaining Voting Board at a Board Meeting, or by a three-quarters majority vote by Members at any General Meeting.
- 6.17.1. Successful removal from office shall be communicated to the Membership within twenty-four (24) hours.
- 6.18. If a seat on the Volunteer Board is vacated between AGMs, whether by the resignation or removal of a member, and this reduces the number of Board members below three (3), the vacancy may be filled at the next scheduled meeting, where the election shall be put to the membership.

7. Elections

- 7.1. Any member in good standing may nominate themselves for any Volunteer Board election.
- 7.2. Incumbents are not automatically considered nominated and must nominate themselves if they desire to continue in the role.
- 7.3. Elections shall be held by secret ballot at the AGM
 - 7.3.1. The counting of the votes shall be by a member who is not nominated on any of the ballots.
 - 7.3.2. All members are permitted to cast one vote (proxies permitted).
 - 7.3.3. If there are seven (7) or less nominees they will be elected by acclamation.
 - 7.3.4. Ties will be broken by giving precedence to incumbent Volunteer Board Members, or in the absence of this, by Ro-Sham-Bo, best two out of three (2 out of 3).
- 7.4. The elected members of the Volunteer Board shall hold office for terms lasting four (4) years.

8. Accounting

- 8.1. All accounts opened in the name of NewfoundLUG must have a minimum of three signing officers drawn from the Volunteer Board, including the Treasurer and President.

- 8.2. All disbursement of funds shall require the signature of at least Board members.
- 8.3. All non-budgeted expenditures of the Group must be approved by the Volunteer Board.

9. Dissolution Clause

- 9.1. In the event NewfoundLUG must dissolve or cease to operate, remaining assets (if any) held by NewfoundLUG, after payment of its liabilities, will be distributed as a donation made to one or more recognized not-for-profit organizations operating in Newfoundland and Labrador, as chosen by the Volunteer Board. Preference will be given to not-for-profits that assist in the distribution of toys to disadvantaged children in Newfoundland.

10. Amendment Process

- 10.1. Amendments to these Bylaws may be made at any General Meeting or AGM and require a two-thirds majority vote.
- 10.2. Any member may propose an amendment to these Bylaws, to be voted upon by the membership.

11. Ratifications and Amendments.

- 11.1. These Bylaws are hereby ratified and in force as of May 30, 2018, Stephen Churchill as President.

11.2. Annual General Meeting, May 1, 2019, Stephen Churchill as President- The following changes were read into the meeting and approved:

11.2.1. Section 2 updated with new definitions.

11.2.2. Section 3 updated to reflect status as RLUG and include references to charitable activity.

11.2.3. Section 5 Updated to explicitly allow phone/telepresence meeting attendance.

11.2.4. Section 6 Updated to Include the LAN Ambassador Role.

11.2.5. Section 7 Updated to reflect changes to the Election process. and to include the election of the LAN Ambassador.

11.2.6. Various minor grammatical, structural, and word-choice corrections throughout that do not alter the regulations.

11.3. Annual General Meeting, May 4, 2022, Stephen Churchill as President- The following changes were approved:

11.3.1. Clarified age definition of member in good standing.

11.3.2. Removed the Treasurer and rolled duties into Secretary to reflect the reality of this position.

11.3.3. Added "At Large" positions.

11.3.4. Updated Elections to cover "At Large" positions.

- 11.3.5. Removed reference to 2019 Election that is no longer relevant.
- 11.3.6. Minor typos and clarifications that do not alter intent of bylaws.
- 11.4. Monthly meeting (virtual), January 30, 2025, Stephen Churchill as President – renamed “Executive” to “Volunteer Board” and clarified language around this.
- 11.5. Monthly meeting (hybrid), April 28, 2026, Christine Gillard as President
 - 11.5.1. Changes to structure of Volunteer Board
 - 11.5.1.1. Board size set as 3-7 members.
 - 11.5.1.2. Officer roles selected internally by board.
 - 11.5.2. Changes to Election Process.
 - 11.5.2.1. Members will elect Board at large.
 - 11.5.3. Removed restriction on “Dues.”
 - 11.5.4. Minor typos and clarifications that do not alter intent of bylaws.
 - 11.5.5. Replaced “LAN” with “LEGO Fan Colab” where appropriate.
 - 11.5.6. Replaced “RLUG” with “Recognized LEGO Fan Community” where appropriate.