

Vic High – Topaz Campus

The Vic High Alumni recognizes and acknowledges the Esquimalt and Songhees Nations, on whose traditional territories we live, we learn, and we do our work.

Present Helen Edwards, Roger Skillings, Linda Baker, Ed Kozicki, Ian McKinnon, Nita Loudon, Don Kissinger

Regrets: Tara Laughlin, Fern Johnson, Paul Curtis

Call to Order: 3:47 PM

Introductions: Introductions were made to welcome to Shannon Edgar, VHS 1975, member of the Merchandise Team and Finance Committee being confirmed today.

Agenda: Moved and Seconded to adopt draft agenda as circulated. Carried.

Minutes: Moved and Seconded to adopt minutes of February 8, 2023 Board meeting. Carried.

Chair's Report

1. Helen and Linda attended Vic High staff meeting March 14 to present general information about the Alumni – who we are, what we do.
2. Helen and Keith McCallion attended a meeting of representatives of various Victoria high school alumni organizations. Good information and ideas were exchanged. Helen will circulate meeting notes so we can keep track of all the good ideas coming from the other attendees.
3. The Finance Committee is being re-established. Members will be:
 - a. Fern Johnson, VHS 1969, Treasurer
 - b. Helen Edwards, VHS 1964, Board Chair
 - c. Rick Crosby, VHS 1976, former Treasurer and Endowment Liaison
 - d. Nita Loudon, VHS 1966, former Treasurer
 - e. Shannon Edgar, VHS 1975, former financial planner and small business finances

Draft Terms of Reference are attached below. The Committee will review and table any suggested revisions for Board approval. Attendees requested the Committee include this information in future financial reports:

- f. Break out of revenue and expenses for seat plaques
 - g. Accumulating totals for donations restricted to specific expenditures like archives, grad class photo refurbishment, etc. as noted on donor forms.
 - h. Break-out of revenue and expenses for events, like the Black & Gold, etc.
4. Volunteer Thank You event: please submit ideas for a volunteer thank you event or activity to Board Chair. This should be held or happen by this summer. Ideas so far:
 - a. Party bus at a Harbourcats game
 - b. Summer picnic/gathering

- c. Event at Fernwood Inn – back room

Secretary's Report

1. Linda will not accept the role of Secretary after the next Board elections. A Job Description for the position is attached below. She stated her intention to run for a Director position in June and if re-elected, would continue to head the Communications Team.
2. Vic High Alumni Team Chart: Shannon Edgar and Linda Baker are reviewing and documenting our infrastructure/operation, identifying what is done/where/how, and where gaps exist that need volunteer help.
3. Further to the February 8, 2023 Board donation to the Vic High Robotics program, made in anticipation of fundraising to replenish the amount donated, two donations have been secured which replenish the full amount.
4. Draft timelines: proposed Special General Meeting, Annual General Meeting: report circulated/attached below.

Treasurer's Report

1. Moved and Seconded to adopt the February Financial Report as circulated.
2. Endowment and Scholarship Award Reports: circulated
 - a. Endowments 20221231 (status of investments as of December 31, 2022)
 - b. Endowment Summary Report 20230315
 - c. VHSAA Awards Summary 2023 Draft 20230315

Most awards are recommended to be increased, so the total to be given to the school for 2023 is over \$30k, an increase from the 2022 total of just under @22k. This leaves a surplus of approximately \$17k at the Victoria Foundation (Available to Spend).

Moved and Seconded to adopt all three reports. Carried.

Don Kissinger will follow up with Sean Wallace, Vic High Scholarship co-ordinator, to determine if a Helen Maxwell bursary can be given this year. The fund is not yet endowed, additional donations are expected within a month to bring the initial fund total to \$25k, so it can be transferred to the Victoria Foundation. Any awards given out 2023 or 2024 would come from the initial fund before invested.

It was pointed out that the dollar value of awards we provide is part of what attracts students to Vic High. That amount far exceeds the value of awards provided by any other public high school in Greater Victoria, and possibly B.C.

Vic High Principal's Report: No report. It's Parent/Teacher Interview Day.

Committees

Archives & Museum: Report circulated and attached below. Ian will follow up with the person who did the 2012 application for Historic Site designation for Vic High. Further information is needed to determine if time/effort should go into a new application.

Black & Gold Report circulated and attached below. Sponsor recruiting continues. A few more volunteers are needed for the evening.

Bylaws Updating Task Force

1. Moved and Seconded to recommend member approval of current draft bylaws correction to S. 3.3 (c) (ii) (1) to read:
14 days for amendment of the Society's constitution or these bylaws; and
Motion carried.
2. Moved and Seconded to recommend member approval of current draft Constitution. Carried.
3. Moved and Seconded to hold a Special General Meeting as soon as possible at Vic High with optional attendance via Zoom, date and time to be set by Board Chair, Bylaw Updating Task Force member Rick Crosby, and Secretary Linda Baker. Carried.
4. Moved and Seconded to hold the June 8, 2023 Annual General Meeting at Vic High with optional attendance via Zoom. Carried.

Communications: Report circulated and attached below.

Membership/Alumni Directory: will report under Secretary Report in future.

Reunion Co-ordinator: No report.

Scholarships & Bursaries: per above Endowment and Awards reports.

Website: Report circulated and attached below. In future, only website stats report will be circulated. Ticket Tracker report available on request.

Fundraising Task Force Report circulated and attached.

Merchandise: Report circulated and attached. Directors confirmed the authority of the Merchandise Team to set retail prices for items, to reorder inventory as needed, to set marketing/promotion budget parameters and provide reports to the Board.

New Business

Adjournment: 5:50 PM

ACTION ITEMS

1. **Everyone:** help recruit a new Secretary, someone to run for election to the Board in June who would accept the Secretary role, or someone willing to perform the duties but doesn't want to sit on the Board so will be accountable to a Director who accepts the role and responsibility.
2. **Don Kissinger:** meet with Sean Wallace to determine if Helen Maxwell Bursary of \$500 can be awarded in 2023.

3. **Don Kissinger:** Forward approved Award Summary to Sean Wallace
4. **Rick Crosby/Linda Baker:** draft summary report on new bylaws, clarifying how they differ from existing bylaws.
5. **Rick, Linda, Helen:** set date/time for SGM to recommend adoption of new bylaws
6. **Annie Boldt:** seek additional information to help determine whether the Alumni should re-apply for Vic High to be designated a Historic Site.
7. **Helen:** send notes of multi-alumni meeting to Secretary for circulation.
8. **Helen, Fern, Rick, Nita, Shannon:** set date for Finance Committee meeting
9. **???** Set date/time/place for Volunteer Thank You event.
10. **Linda, Mary Anne, King:** prepare Spring print newsletter
11. **Linda/Anne Mck:** ensure previous 'Scholarship Manual' is in Alumni files
12. **Linda:** Update Timeline of steps needed to produce SGM and AGM.

REPORTS

Vic High Alumni Finance Committee Terms of Reference

Purpose

- To provide oversight on financial management and reporting.
- To provide oversight of endowments with the Victoria and Vancouver Foundations
- To develop and recommend financial plans, strategies and initiatives that will provide sufficient resources to achieve the organization's core objectives on a sustainable basis.
- To ensure organizational risks are being managed to an acceptable level.
- To ensure financial recordkeeping is set up to be as efficient as possible (to minimize volunteer time), as clear as possible (to maximize information available to Directors), and meets the requirements of the B.C. Societies Act.
- To ensure the Alumni website includes and accurately reflects appropriate financial information
- To support Treasurer in execution of their responsibilities

Composition and Term of Office

- The Finance Committee consists of up to five people, and includes the Board Chair and the Treasurer and at least one additional Director. The Committee will determine who will act as Chair, and who will act as Secretary to co-ordinate meetings, take minutes, etc.
- The Finance Committee is appointed after the AGM and meets at least quarterly.
- Other Directors may attend Committee meetings *ex officio*.

Duties and Responsibilities

a) *Financial Management and Reporting*

- Review and recommend for approval the annual financial statements including a determination of the presentation format for revenues and expenses and assurance that appropriate accounting methods are used.
- Review operating budget results, business risk, and explanations of variances between budgets versus actual results and proposed action on a quarterly basis.
- Recommend prudent investment strategies for Board approval.
- Recommend policy for Board approval that supports the prudent management of financial resources.
- Ensure the organization operates in compliance with the Income Tax Act.
- Monitor process to ensure compliance with all regulatory returns, and financial reports as required to be filed as a non-profit society
- To recommend the appointment of contracted services for accounting and bookkeeping.

b) *Financial Planning*

- To recommend the annual operating and capital budget to the Board for approval.
- To develop and recommend financial strategies and initiatives that provide financial resources to achieve the organizations core objectives on a sustainable basis.
- To put operational contingency funds in place.

c) *Risk Management*

- Monitor the adequacy of internal controls and performance monitoring systems.
- Document key risks and review adequacy of plans to manage risks to an acceptable level.
- Identify and report significant risks to the Board on a timely basis.

Accountability

- The Committee will report its deliberations to the Board through its minutes and the Committee Chair.
- The Committee will review its terms of reference at its final meeting in each operating year and recommend changes to the Executive for approval.
- In addition to annual financial statements, the Societies Act. S. 20 (20) c stipulates that Societies must keep: *adequate accounting records for each of the society's financial years, including a record of each transaction materially affecting the financial position of the society.*

Vic High Alumni

Secretary Tasks

March 15, 2023

Board Meetings

- Draft agenda – input from Chair/Directors
- Circulate meeting info, agenda, and reports ahead of meeting per distribution lists

- Type up minutes ASAP after meeting.
- Forward approved minutes of previous month's meeting to Website Manager for posting on website
- Frequency: monthly (not July/August).

Annual General Meeting

- Prepare AGM notice for MailChimp email distribution by Communications team
- Keep track of alumni pre-registered to attend AGM (must be registered member of the Association)
- Ensure walk-in registrants are members of the Association

Communications

- Maintain distribution lists – Directors/Active Volunteers/Requests
- Receive info@vichigh.com email and respond or distribute as needed
- Pick up mail at least weekly at Vic High, more often during annual funding appeal
- Maintain Association Zoom account and host internal zoom meetings of Board when needed

Donor Tracking & Thanking

- Maintain spreadsheet of all donations, ensure accurate records are kept of those who allow their name on annual donor list on website, of In Memory donations for website posting, of those qualifying for a complimentary Vic High 2020 book, etc.
- Hand-write thank you note/stamped envelope/Alumni bookmark – and deliver cheques/donation forms/thank you notes to treasurer, who then issues tax receipt and mails everything.
- Mail out Vic High 2020 photobook
 - o When donation qualifies
 - o When Merchandise Team receives an order for same
- Forward Seat Plaque orders to Seat Plaque Volunteer
- May be asked to provide analyses of donor information (manipulation of Excel)
- Frequency: 5-10 donations/month; 1-2/day during annual fundraising appeal (Nov/Dec)

Maintain Association Files

- Online – MS OneDrive. Ensure all files are backed up.
- Maintain list of all Association accounts, who has access to each, and passwords for same. Copy to Board Chair for back-up security.
- Help document written procedures for various Association tasks to create Board Manual.
- Train on member registration/updating and report generating procedures for website as back-up to existing alumni directory volunteer. (website is WordPress, quite user-friendly)

Governance

- File online reports annually (after AGM) with Registrar of Companies
- familiarity with bylaws and most relevant provisions of Societies Act in order to help Association comply internally and externally

Resources Needed

1. Somewhat proficient in MS 365: Word, Excel, OneDrive.
2. Good organizational skills.
3. Work from home: computer and good, secure internet connection.
4. Work from Vic High Archives & Museum: this is an option, though access is only weekdays, approx. 8 am – 4 pm, and not during stats, spring break, summer, etc.
5. Time estimate: on average, 10 hours/month plus meeting time & weekly mail pick-ups

Vic High Alumni Secretary Report re SGM / AGM Timelines Mar 15/23

To be revised per Board motion above (drafting of bylaw changes summary, setting date/time of SGM)

SGM – Proposed for May 2-3

March 31 Post SGM notice on website (date, time, place of meeting, how to register)

Upload draft Constitution and Bylaws to website

Send mass email with

- SGM notice
- Wording of two resolutions
- Link to two documents on website

April 12 Regular Board Meeting

- Appoint Nominating Committee **if required**

April 15 Deadline to register for meeting

- Each registrant must be verified as a member
- Each registrant is tagged in MailChimp as SGM2023

May 2 or 3 SGM at Vic High.

If meeting is electronic, or hybrid,

- Set up zoom meeting
- Distribute zoom link via MailChimp to each person who registers
- Only pre-registered members allowed into the meeting

No amendments allowed at SGM to the proposed Constitution or Bylaws that would substantively change the intent of any aspect. Notice

requirements dictate that anything substantive needs to be announced to the entire membership with proper notice.

AGM – June 8

- April 15 April newsletter
- Call for Nominations for **4 Director vacancies** (no req'mt. to do so)
- 2-year terms expire 2023 for
- Helen Edwards
 - Linda Baker
 - Fern Johnson
 - Ed Kozicki
 - Nita Loudon
- April 22 Deadline to apply to run as Director, **c/w bio info**
- May 10 Regular Board Meeting
- Deadline for decision on candidates to be presented to AGM
- Deadline to submit info for Annual Report
- Linda (Communications) will draft and circulate for approval
- May 15 Post AGM notice on website, link to 2022 AGM Minutes & Fin. Stmt.
- Post candidate bios on website, link to them from AGM notice
- Upload 2022 Financial Statement to website
- Postal mail Spring print newsletter (to donors), include AGM notice
- Email May newsletter
- May 22 Send mass email with
- AGM notice – date, time, place
 - How to register
 - Link to 2022 Financial Statement on website
 - Nominees' bios
 - How votes will be conducted (if meeting includes Zoom attendance)

- In-meeting for _____
- Electronic for election if more candidates than positions

- June 4 Deadline to register for AGM
- Each registrant must be verified as a member
 - Each registrant is tagged in MailChimp as AGM2023
- June 6
attendance Send Zoom link to registered attendees – **if mtg includes electronic**
- June 8 AGM
- Call for director position nominations from the floor
 - Conduct electronic vote – if required (electronic mtg, election)
- Post-AGM
- New board meets to finalize Chair, Vice-Chair, Secretary & Treasurer.
- June 9
requirement) Submit Annual Report to Registrar of Companies (Societies Act requirement)
- Draft minutes.
- Deadline to finalize draft June newsletter
- Incl. AGM info, successful candidates
- Circulate draft newsletter for review
- June 13-14 Email June newsletter
- Considerations:**
- SGM - in-person, via zoom, or both
- AGM - in-person, via zoom, or both
- Elections - call for nominations ahead of time, or not (nothing requires us to do so)
- Nominations - allow nominations at AGM

ENDOWMENT SUMMARY REPORT

March 15, 2023

ISSUE: Three topics >

1. Endowment Summary Report as at December 31, 2022 received for information
2. Board approval of VHSAA proposed 2023 foundation grants based on current Available to Grant balances.
3. Board review/potential approval of proposed 2023 Scholarships and Bursaries Awards.

STATUS REPORT:

- A VHSAA consolidated summary of the Victoria and Vancouver Foundation endowment funds based on the foundation Q4 fund balance statements is included for Board information. The file includes the following information:
 - Page 1 > Endowment Summary for 2022 including Available to Grant Balances as at January 31, 2023
 - Page 2 > VHSAA Proposed Grants for 2023
 - Page 3 > Vic Foundation endowment #1 reconciliation
 - Page 4 > Vic Foundation endowment #2 reconciliation
 - Page 5 > Invested Donations History
- Endowment Summary highlights:
 - We currently have four endowment agreements with Victoria Foundation in addition to our long standing agreement with the Vancouver Foundation.
 - Scrappy Jack Fund is included to capture the Available to Grant for 2023.
 - Page 1 > Total market value of endowments at December 31, 2022 was **\$643,216**.
 - Page 1 > Net loss for 2022 in total was \$56,655 due to market conditions. This includes the modest cost for foundation management fees of endowment investments. This compares to net income prior year of \$78,520.
 - Page 1 > Available to Grant balances as at January 31, 2023 include Foundation approved endowment grants for 2023 plus spendable balances carried forward. Available to Grant Balances totalling **\$51,458** are detailed on PAGE 1.
 - For information, the Victoria Foundation reported their distribution rate for determining 2023 endowment grants has been increased to 5%.
 - Page 2 > Based on Available to Grant Balances, VHSAA Proposed Grants for 2023 total **\$38,500**. The details of proposed grant commitments and internal accounting are itemized on page 2.
 - Details of proposed grants by initiative for Victoria Foundation endowment #1 and #2 have been calculated on pages 3 and 4.
 - Details of Vancouver Foundation endowment grant commitments are itemized on the 2023 scholarship and bursaries awards summary.
 - Page 2/3 > An initial 2023 Proposed Grant of **\$4000** for School Programs is committed for funding the recently approved Board initiative in February, 2023. Additional school program initiatives can be considered within the available fund balance under Vic Fdn endowment #1, respecting grant eligibility criteria under that agreement.

- Vancouver Foundation > the current grant is \$2224 quarterly/\$8896 annual. Rounded to \$9000 for 2023 budgeting purposes.
- Scholarships and Bursaries Awards 2023:
 - Based on Proposed Grants for 2023, a summary of proposed 2023 awards is included for review and subject to Board approval. Driven by increases in the 2023 endowment grants and Available to Grant balances, the proposed 2023 awards have been significantly increased compared to 2022.

ACTIONS/MOTIONS:

- **MOTION to approve VHSAA 2023 proposed grants from Victoria and Vancouver Foundation as per Page 2 of the Endowment Summary.**
- **MOTION to approve the 2023 scholarship and bursaries awards summary, or direct ACTION for follow up.**

ATTACHMENTS: (spreadsheets – available on request, retained in Alumni digital files)

1. **Endowment Summary – December 31, 2022**
2. **VHSAA Awards Summary – draft March 15, 2023**

Vic High Alumni

Archives & Museum Report

March 15, 2023

As I am unable to attend today's meeting due to another commitment I have asked Linda Baker to share this with you.

There are two INCREDIBLE ACCESSIONS to report :

- You already know of the amazing find (by one of the current labourers) of the 1915 Diary owned by Ernest Fairey which has been documented in the March ALUMNI NEWS.
- David Nelson, VHS 1959, has donated his historic VHS TOTEMS B.C. CHAMPS 1958-1959 basketball jacket which is in extraordinarily good condition. This will be a centerpiece for a Totems basketball display, I'm sure, at some point in time.

OTHER Accessions include

- a silver VHS pin circa 1962,
- a 6 string acoustic STELLA guitar played in a VHS concert circa 1963
- a mixed collection of a VHS Cheerleader memorabilia, 1958, that includes textiles, an artifact, documents & a book.
- a clippings collection from 1965-1967.

We **always** welcome Student memorabilia from their High School days.

I met this morning with Fergie Andison and Linda Baker to discuss how best to make all the available attic photos more accessible. It's doubtful the remaining autographed walls in the attic will be seen again so these photos are very important. We'll explore options and report back.

Linda happened to meet Martin Segger this week, who offered help if we decide to re-apply for Historical Designation for Vic High. He is past president of the Commonwealth Association of Museums, a former Director of Museums at UVic, former Victoria City Councillor, and very involved with Victoria World Heritage. Apparently the reason our application was turned down – 6 years after it was sent in – might no longer apply.

Annie Boldt- Manager VHS Archives & Museum

Black and Gold Dinner Report

March 15, 2023 Board Meeting

- Black and Gold Dinner Committee met on March 7, 2023
- The Committee continues working on sponsorships, door prizes
- On-line ticket sales going well – we are nearing 100
- Great newsletter advertising sparks sales.
- Budget prepared.
- Focus now on video preparations – still one interview to complete.
- Program
 - Island Blue Print/Fotoprint will do program at reduced rate as sponsor.
 - Mary Anne continues working on graphics.
 - Denis Johnston has agreed to help write/edit honouree profiles.
- Anne Boldt's table centre design approved.
- Followed up with Wardroom – to confirm caterer and other details for the evening.
- Received replies from most of the invited guests.
- Will schedule script recordings after spring break.
- Anyone who would like to work with the Committee is welcome – we still need help with the following:
 - Display boards – to be done in April
 - Getting door prizes
- Day of the event:
 - Reception at the door – need one more person.
 - Event set up (possibly Friday) and clean up.
 - Hosts for invited guest/honourees.

Bylaws Updating Task Force

March 15, 2023

ISSUE: Board recommendation of draft constitution and bylaws for member approval at a special general meeting date to be determined.

PROGRESS REPORT:

- Following the February Board meeting the draft bylaws received final legal review. A final draft of the bylaws and constitution are attached for Board recommendation for member approval.
- The draft constitution is a clean formatted version of the working draft approved by the Board in February.
- Final legal review of bylaws identified some minor clerical edits. Also based on legal advice previous sections 6.13/6.14 re: Audit were consolidated as 6.13 by the Task Force for clarity.
- The presentation of the constitution and bylaws as separate documents is consistent with other societies, eg. Destination Greater Victoria and the Greater Victoria Harbour Authority.
- A summary of key topics addressed under the current bylaws was included in the Task Force report to the Board in February.
- Based on the 30 day notice requirement under current bylaws, it is proposed a special general meeting be scheduled May 2-4 (Tues-Thurs) with notice and resolution issued no later than March 31.

NEXT STEPS:

- **Board motion(s) recommending draft constitution and bylaws for member approval.**
- **Board motion to set a special general meeting date May 2-4.**

ATTACHMENTS:

- Draft Constitution dated March 15, 2023
- Draft Bylaws dated March 15, 2023

Constitution ***Draft March 15, 2023***

1. The name of the Society is the Victoria High School Alumni Association (the "Society").
2. The purposes of the Society are to:

- (a) create a membership of engaged alumni to connect with and celebrate Victoria High School;
- (b) promote awareness, pride, tradition, participation, volunteer involvement, and philanthropic commitment to Victoria High School and foster a spirit of unity and loyalty among former students, staff and friends;
- (c) provide financial support to Victoria High School, its programs and students;
- (d) support Victoria High School in preserving and celebrating the school's history; and
- (e) operate as a registered charity.

Vic High Alumni – Draft Bylaws

March 15, 2023

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Bylaws

PART 1 – DEFINITIONS AND INTERPRETATION

Definitions

1.1 In these bylaws:

“**Act**” means the *Societies Act* of British Columbia as amended from time to time;

“**board**” means the board of directors of the society;

“**bylaws**” means these bylaws as altered from time to time;

“**former student**” means an individual who is not a current student enrolled in the kindergarten to grade 12 education system;

“**general meeting**” in these bylaws means an annual general meeting or special general meeting;

“**registered address**” when referring to any member means the member’s current mailing address, electronic mail address, or facsimile number as entered on the register of members and when referring to the society means the address of the society registered with the Registrar of Companies under the Act.

Definitions in Act apply

1.2 The definitions in the Act apply to these bylaws.

Conflict with Act or Regulations

1.3 These bylaws supplement interpretation of the Act. If there is a conflict between these bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

PART 2 – MEMBERS

Members

2.1 All individuals who are members of the society in good standing in accordance with these bylaws shall be entitled to one vote at all general meetings of the society.

Eligibility for Membership

2.2 Individuals eligible to apply as members include:

- (a) Former students who attended Victoria High School.
- (b) Current and former staff employed at Victoria High School.

- (c) An individual who does not qualify under (a) or (b) may be accepted as an honorary member by a unanimous vote of the directors, based on meritorious service to Victoria High School or the society.

Application for Membership

- 2.3 Application for membership in the society must be in accordance with the board's membership approval process and:
- (a) include the applicant's full name and registered address which may include an electronic mail address;
 - (b) identify eligibility for membership set out in bylaw 2.2; and
 - (c) be accompanied by any membership dues payable established by resolution of directors.

Admission to Membership

- 2.4 An individual eligible for membership under bylaw 2.2 who has applied under bylaw 2.3 will be admitted to membership as a member in good standing subject to the obligations of membership. The board may, in its sole discretion, accept or refuse a written application for membership, determine membership status and eligibility as a member, based on the requirements in these bylaws.

Compliance with Constitution, Bylaws and Policies

- 2.5 Every member will, at all times, comply with the Society's constitution, these bylaws and any policies of the society adopted by the directors.

Membership Dues

- 2.6 The amount of one time or annual membership dues, if any, will be determined by the board. Any dues increase shall be communicated to all members by electronic mail and notice posted on the society's website and will become effective no less than 60 days after being reported to members at a general meeting.

Membership not Transferable

- 2.7 Membership in the society is not transferrable.

Membership Terms

- 2.8 Membership in the society continues until membership ceases under bylaw 2.11.

Membership Standing

- 2.9 All members are in good standing except where:
- (a) a member who has failed to pay the membership dues under bylaw 2.6, or any other

subscription or debt due and owing to the society and such member is not in good standing so long as the debt remains unpaid;

- (b) a member who is subject to discipline for breaching his or her obligations as a member; and
- (c) the board may determine the standing of a member who has not provided a current registered address.

Discipline and Expulsion of Members

- 2.10 (a) The board may discipline or expel any member for any one or more of the following grounds:
- (i) violating bylaw 2.5;
 - (ii) conduct which may be detrimental to the society as determined by the Board in its sole discretion; or
 - (iii) for any other reason that the Board in its sole discretion considers to be reasonable or necessary.
- (b) A member will be provided at least 20 days' written notice of the proposed Board resolution to discipline or expel the member together with a brief statement of the reason or reasons for the proposed discipline or expulsion.
- (c) The member may, within 20 days of receiving the reason or reasons for the proposed discipline or expulsion, respond in writing to such notice, after which the Board will take into account any submissions received from or on behalf of that member.
- (d) A member may be expelled by a two-thirds vote of the board.

Cessation of Membership

- 2.11 An individual will cease to be a member and all membership rights under these bylaws shall cease upon:
- (a) delivering their resignation in writing to the secretary of the society or mailing or delivering it to the registered address of the society, which resignation will be effective on the later of:
 - (i) the effective date of resignation stated therein, and
 - (ii) the date on which the resignation is received by the secretary or society, as the case may be;
 - (b) death;
 - (c) dissolution of the society;

- (d) the expiry of the member's membership term, if any;
- (e) ceasing to be qualified as a member pursuant to these bylaws;
- (f) being expelled from membership in the society pursuant to bylaw 2.10; or
- (g) having been a member not in good standing for 24 consecutive months.

PART 3 – GENERAL MEETINGS OF MEMBERS

Time, Place and Format of General Meeting

3.1 A general meeting must be held at the time and place and in the format that the board determines.

Ordinary Business at General Meeting

3.2 At a general meeting, the following business is ordinary business:

- (a) adoption of rules of order;
- (b) consideration of any financial statements of the society presented to the meeting;
- (c) consideration of the reports, if any, of the directors or auditor;
- (d) election or appointment of directors;
- (e) appointment of an auditor, if any; and
- (f) business arising out of a report of the directors not requiring the passing of a special resolution.

Notice of General Meeting

- 3.3 (a) A notice of a general meeting must comply with the Act, and notwithstanding the generality of the foregoing, shall include an agenda with the time, location and format of the meeting, the voting method, and shall state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business. The notice shall also include the text of any special resolutions.
- (b) Notice of a general meeting will be provided in accordance with the Act and will be deemed to have been sent to members by any of the following methods of communication:
- (i) by electronic mail to the member's registered electronic mail address;
 - (ii) by notice on the society's website at least 21 days before the day on which the meeting is to be held; and

- (iii) by mail or other methods of communication approved by the board.
- (c) The notice period to members under 3.3 (b)(i) and (iii) shall be as follows:
 - (i) for annual general meetings, at least 14 days before the day on which the meeting is to be held; and
 - (ii) for special general meetings the following minimum notice shall be given before the day on which a meeting is to be held:
 - (1) 14 days for amendment of the Society's constitution or the within bylaws; and
 - (2) 7 days for all other business.

Chair of General Meeting

- 3.4 The following individual is entitled to preside as the chair of a general meeting:
- (a) the individual, if any, appointed by the board to preside as the chair; or
 - (b) if the board has not appointed an individual to preside as the chair or the individual appointed by the board is unable to preside as the chair,
 - (i) the president,
 - (ii) the vice-president, if the president is unable to preside as the chair, or
 - (iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

Alternate Chair of General Meeting

- 3.5 If there is no individual entitled under these bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the members who are present must elect an individual present at the meeting to preside as the chair.

Quorum Required

- 3.6 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of members is present.

Minimum Quorum for General Meetings

- 3.7 The quorum for the transaction of business at a general meeting is a minimum 5 members.

Lack of Quorum at Commencement of Meeting

- 3.8 If, within 30 minutes from the time set for holding a general meeting, a quorum of members is not present,

- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
- (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the members who are present constitute a quorum for that meeting.

Adjournments by Chair

- 3.9 The chair of a general meeting may, or, if so directed by a majority of the members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of Continuation of Adjourned General Meeting

- 3.10 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting, except, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Order of Business at General Meeting

- 3.11 The order of business at a general meeting is as follows:
- (a) elect an individual to chair the meeting, if necessary;
 - (b) determine that there is a quorum;
 - (c) approve the agenda;
 - (d) approve the minutes from the last general meeting;
 - (e) deal with unfinished business from the last general meeting;
 - (f) if the meeting is an annual general meeting,
 - (i) receive the directors' report on the financial statements of the society for the previous financial year, and the auditor's report, if any, on those statements,
 - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
 - (iii) elect or appoint directors, and
 - (iv) appoint an auditor, if any;
 - (g) deal with new business, including any matters about which notice has been given to

the members in the notice of meeting; and

- (h) terminate the meeting.

Methods of Voting

- 3.12 At a general meeting, voting must be by a show of hands, an oral vote, electronic voting, or another method that adequately discloses the intention of the members. If, before such a vote, 2 or more members request a vote for a secret ballot that is approved by a majority of members in attendance; or, a secret ballot is directed by the chair of the meeting, voting must be held by a secret ballot.

Announcement of Result

- 3.13 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy Voting Not Permitted

- 3.14 Voting by proxy is not permitted.

Matters Decided at General Meeting by Ordinary Resolution

- 3.15 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

General Meeting held by Electronic Means

- 3.16 If the board has determined to hold a general meeting by electronic means, in full or in part, the notice of that meeting must inform members that participation including voting will be by electronic means and provide instructions on how this may be done.

Member Requisitions and Proposals

- 3.17 Consistent with the Act, a member requisition for a general meeting is 10% of members, and 5% for a member proposed resolution.

PART 4 – DIRECTORS

Number of Directors on Board

- 4.1 The board shall consist of 9 directors, subject to the Act and Part 4 of these bylaws.

Election or Appointment of Directors

- 4.2 At each annual general meeting, the members eligible to vote for the election or appointment of directors must elect nominees that are members in good standing who are qualified and eligible to be a director under the Act to fill director vacancies. The board may establish a committee or policies to guide the nominations process.

Term of Appointment for Directors Elected by Members

- 4.3 Directors shall be appointed to a term determined by the board for up to 2 years and such term may be guided by board policy.

Extension of Appointment Term

- 4.4 If the election and appointment of nominees for director under bylaw 4.2 does not fill the available director vacancies, the appointment term of one or more directors whose terms are expiring may be extended for up to one year until the next general meeting to fill the required number of appointed directors under bylaw 4.1.

Directors May Fill Casual Vacancy on Board

- 4.5 The board may, at any time, appoint a member as a director to fill a vacancy that arises on the board as a result of the resignation, death or incapacity of a director during the director's term of office.

Term of Appointment of Director Filling Casual Vacancy

- 4.6 A director appointed by the board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

Suspension or Termination of Officer or Director

- 4.7 An officer or director may be suspended by the board from their office or have their tenure terminated by the board if they are absent for 3 consecutive meetings of the board, or if, in

the opinion of the board, they are remiss in the performance of their duty, or conduct themselves in a manner judged by the board to be inconsistent with the objectives of the society.

Any officer or director so suspended or whose tenure of office has been terminated shall receive notice in writing and be informed of a right to a hearing before the board, provided they shall deliver to the chair a written notice of request for a hearing within 20 days from the date of a letter advising the applicant of the decision of the board and of their right to a re-hearing. On the re-hearing by the board, the board shall permit the applicant to make any relevant submissions they may wish to make. Any decision by the board arising from the re-hearing shall be provided to the applicant in writing in a timely manner.

Transition in Number of Directors

- 4.8 On approval of these bylaws, the board may continue business with 10 directors until the 2023 annual general meeting. The board may also temporarily conduct business with less than nine appointed directors when filling vacancies subject to meeting quorum requirements.

PART 5 – DIRECTORS’ MEETINGS

Calling Directors’ Meeting

- 5.1 A directors’ meeting may be called by the president or by any 2 other directors.

Notice of Directors’ Meeting

- 5.2 At least 2 days’ notice of a directors’ meeting must be given unless all the directors agree to a shorter notice period.

Proceedings Valid Despite Omission to Give Notice

- 5.3 The accidental omission to give notice of a directors’ meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

Conduct of Directors’ Meetings

- 5.4 The directors may regulate their meetings and proceedings as they think fit.

Quorum of Directors

5.5 The quorum for the transaction of business at a directors' meeting is a majority of the directors.

Participation by Electronic Means

5.6 Any and all directors may, in accordance with the Act and if all of the directors consent, participate in a meeting of directors or of a committee of directors by electronic means and for greater certainty a meeting of the directors may be held entirely by electronic means. A director so participating in a meeting will be deemed to be present at that meeting for the purposes of determining quorum.

Consent Resolution of Directors

5.7 The directors may pass a director's resolution without a meeting if a majority of directors unanimously consent to the resolution in writing by email or other written form submitted to the secretary as prescribed in the resolution. Directors shall only be recused from voting based on reasons approved by the chair.

Remuneration of Directors

5.8 These bylaws do not permit the society to pay to a director remuneration for being a director, but the society may, subject to the Act, pay remuneration to a director for services provided to the society in another capacity.

PART 6 – BOARD POSITIONS AND RESPONSIBILITIES

Election or Appointment to Board Officer Positions

6.1 Directors must be elected or appointed by a majority of a quorum of directors to the following officer positions, and a director, other than the president, may hold more than one position:

- (a) president;
- (b) vice-president;
- (c) secretary;
- (d) treasurer.

Directors at Large

6.2 Directors who are elected or appointed to positions on the board in addition to the officer positions described in these bylaws are elected or appointed as directors at large.

Role of President

6.3 The president is the chair of the board and is responsible for supervising the other directors in the execution of their duties.

Role of Vice-president

6.4 The vice-president is the vice-chair of the board and is responsible for carrying out the duties of the president if the president is unable to act.

Role of Secretary

6.5 The secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of general meetings and directors' meetings;
- (b) taking minutes of general meetings and directors' meetings;
- (c) keeping the records of the society in accordance with the Act except those required to be kept by the treasurer;
- (d) conducting the correspondence of the society;
- (e) filing the annual report of the society and making any other filings with the registrar under the Act; and
- (f) maintaining the register of members.

Absence of Secretary from Meeting

6.6 In the absence of the secretary from a meeting, the board must appoint another individual to act as secretary at the meeting.

Role of Treasurer

6.7 The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and banking monies collected from the members or other sources;
- (b) issuing payments for expenses and other disbursements;
- (c) keeping accounting records in respect of the society's financial transactions;
- (d) preparing the society's financial statements; and
- (e) making the society's filings respecting taxes.

Formation of Committees

6.8 The board or, at its request, the chair, may establish committees and designate directors, members or others to examine, consider and report on any matter or take such action as the

board may request. Any committee may be terminated by the board.

Books and Records

6.9 All books, accounts and records of the society:

- (a) shall be open for inspection by the officers and directors at all reasonable times; and
- (b) those records required to be kept under the provisions of section 20(1) of the Act and those records referred to in section 24(2)(a) of the Act shall be open for inspection by a member in good standing on application to the board, at such time and place as the board may determine, and the inspection of the register of members may be restricted by director resolution in accordance with section 25(1) of the Act.

Borrowing Powers

6.10 Subject to the Act, the board may authorize the society to raise money or secure the payment or repayment of money in the manner and amount that the board deems fit.

6.11 The authority of the board in section 6.10 may not be delegated.

Investment Powers

6.12 The board may invest the society's funds in investments in which a prudent investor might invest, and shall be guided by Board policy.

Audit

6.13 Subject to the Act, if an auditor is appointed the board shall set the remuneration for the auditor's services.

PART 7 – PROTECTION OF MEMBERS OF THE BOARD

Acting in Good Faith

7.1 Every member of the board exercising their powers and discharging their duties shall act honestly and in good faith with a view to the best interests of the society and shall use the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Exemption from Liability

- 7.2 No member of the board shall be liable for acts, omissions or defaults of any other member of the board or for any loss, damage or expense to the society through the insufficiency or deficiency of title to any property acquired for on behalf of the society, or for the insufficiency or deficiency of any security in or upon which any of the funds of the society may be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person or financial institution with whom any of the funds, securities or effects of the society may be deposited, or for any loss occasioned by any error of judgement or oversight on their part, nor for any other loss or damage whatsoever that may happen in the execution of their duties as a member of the board or in relation to them.

Indemnification

- 7.3 The society shall indemnify a member of the board, or a former member of the board, and their respective heirs and legal representatives, against all costs, charges and expenses, against all costs, charges and expenses, including defence costs and any amount paid to settle an action or satisfy a judgement reasonably incurred by them in respect of any civil, criminal or administrative action or proceeding to which they are made a party by reason of being or having been a member of the board, if:
- (a) they acted honestly and in good faith in the best interests of the society; and
 - (b) they had reasonable grounds for believing that his or her conduct was lawful in the case of a criminal or administrative action or proceeding.

Insurance

- 7.4 The society shall purchase and maintain insurance for the benefit of any member of the board, or former member of the board, against such liabilities and in such amounts as the board may determine from time to time.

PART 8 – NOTICES

Notice Deemed to Have Been Given

- 8.1 Any notice that is required to be given under these bylaws shall be deemed to have been given as follows:
- (a) notice given by email on the day the email is sent;
 - (b) notice given by post on the day following the day it was posted;
 - (c) notice given by fax on the day it was transmitted;
 - (d) notice given by telephone or word of mouth on the day on which it occurs.

Omission of Notice

- 8.2 The accidental omission to give any notice to any member, director, officer, member of a committee of the board, or the non-receipt of any notice by any such individual where the society has provided notice in accordance with the bylaws, or any error in any notice not affecting its substance, shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

PART 9 – EXECUTION OF DOCUMENTS

Signing Authority

- 9.1 Signing authority shall be any two of the following: chair, vice-chair, treasurer, secretary, or any other directors authorized by the board.

Approval of Financial Statements

- 9.2 The annual financial statements of the society shall be approved by the board and signed by the chair and treasurer. If the chair is unable to provide a signature, the vice-chair shall sign. Otherwise, the board will authorize a director or directors to sign in absence of the chair or treasurer.

PART 10 – OTHER

Operation of the society

- 10.1 The operations of the society are to be carried on chiefly in the City of Victoria, in the Province of British Columbia.

Alterations to Bylaws and Constitution

- 10.2 Subject to the Act, the board may propose alterations to the Society's bylaws or constitution to regulate the activities or affairs of the society. Any alteration of the Society's bylaws or constitution will be subject to a special resolution for the approval of at least two thirds of members at a general meeting, and will take effect when the alteration application has been filed with the registrar under the Act.

Dissolution of the society

- 10.3 On liquidation, any property of the society remaining after discharge of any liabilities of the society, including the society's obligation to return any property a person or entity has transferred to the society subject to the condition that it be returned on the dissolution of the society, shall be distributed to one or more qualified donees within the meaning of the Income Tax Act (Canada) which have purposes that are similar to, or are otherwise, in the determination of the directors, in keeping with the spirit and intent of, the society's purposes.

No distribution of income to members

10.4 The society shall be carried on without the purpose of gain for its members, and any profits or other accretions to the society shall be used in furtherance of its purposes.

Vic High Alumni

Communications Report

March 15, 2023

1. Board Chair did presentation to Vic High staff March 14 – who we are, what we do.
2. March newsletter to go out March 16.
3. Media Release – Robotics
 - The intent is to announce our donation to the Robotics program in order to raise externally the profile of the Alumni and the existence of robotics at Vic High. No specific timing for this release is yet apparent.
4. Media coverage – Black & Gold Dinner
 - A media release will be drafted for early May distribution
 - Coverage continues in the newsletter
5. Business Card
 - Mary Anne has created a template for alumni business cards. She can add your name/email address if you want any. They're to be printed off on gold cardstock, 10 to a sheet, which Mary Anne and I have. So if you'd like some email Mary Anne.
6. Proposed member survey (SurveyMonkey). Possible topics
 - Newsletter content
 - Donor-related questions
 - What do you view newsletter on (desktop/laptop, tablet/iPad, phone)
 - Website use/navigation ease?
 - Ian's been asked to help develop short list of relevant questions

VICHIGH.COM FEBRUARY 2023 WEB STATS REPORT

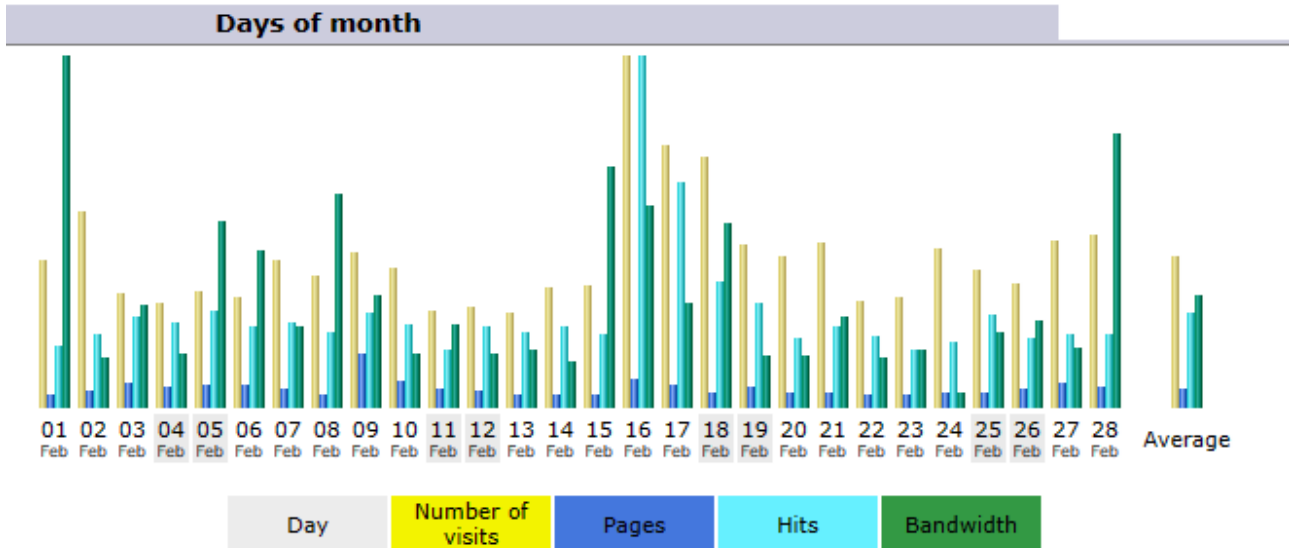
Performance audit:

Danielle at Ideazone conducted a performance audit on the website to determine how well it's doing in terms of content download speed, etc. Results were good (80 out of 100 according to GT Metrix!) but could be better. You can view the full report [here](#).

Danielle has implemented image optimization software on the site to see if that improves things. Next up, testing performance on mobile devices. Stay tuned!

Summary				
Reported period	Month Feb 2023			
First visit	01 Feb 2023 - 00:00			
Last visit	28 Feb 2023 - 23:59			
	Unique visitors	Number of visits	Pages	Hits
Viewed traffic *	3,497	5,812 (1.66 visits/visitor)	72,392 (12.45 Pages/Visit)	358,400 (61.66 Hits/Visit)

Visitors: **+9%** yr/yr
 Visits: **+25%** yr/yr
 Page views: **+4.5%** yr/yr



FEBRUARY 2023 ONLINE SALES

GROSS: \$244.41 NET \$225.00
 One order for 5 Unisex Fleece Vests

Underperforming

Victoria High School Alumni

Merchandise Report

March 15, 2023

Update on Sales;

- 2023 Q1 (Jan, Feb, Mar) Total Sales \$370.00 - \$250.82 COGS = \$119.18 Net Profit Q1 so far;
 Comprised of 5 Vests*, 1 Bear and 1 Blanket sold, plus 2 Vests* to be picked-up/pd for this week

* Note: all 7 Vests are for 1 VicHigh family

Re-order Landed Cost/Margin;

- Vests Inventory low, have re-ordered, with a \$3.36 Cost per Unit Increase
 - Profit per Vest currently sits at \$14.34 on a \$45. Price point = 31.87% (a Good Profit Margin)
 - If Leave Price as is, Profit per re-ordered vest will sit at \$10.98 on a \$45. Price point = 24.4%
 - Recommendation: Increase Price point to \$50* = Profit per Vest bounces back to \$15.98 = 31.96%
- * Note: \$5. increased sale price Now would affect profit on old 9 vests left in stock

Inventory;

- Closely monitoring inventory, ie; ball caps down to 9, may be our next re-order
- Each time Re-order items, will follow same Price Point adjustment as set above, with a close eye to not overprice out of market (our prices are all very reasonable comparables to other Vendors).
- We are watching to see if the 80/20 general rule in marketing holds true, that 80% of your revenues are generated by 20% of your products.

Marketing/Door Prizes;

- Research (from Forbes, Gartner, Vendux, RBC, BDC, etc) says that in general, it is estimated that young companies spend around 20-25% of their revenue on marketing costs, while this figure is in the range of 10-15% for more established companies that are focused on maintaining their current revenue amounts. Marketing Budgets have also increased in recent years.
- 2022 (partial year) we spent \$155. on Marketing based on our Gross Sales Revenue of \$3,425. = 4.53%, on our Net Sales Revenue of \$1,050 = 14.76%
- Recommendations: at least a 15% Marketing Budget on Gross Sales for our Small NonProfit Merchandise ReLaunch is reasonable. Our marketing goal is to spend smart for more overall impact by building our brand awareness and attracting donors to build sales.
- With that in mind, we propose that we provide 1 door prize for each reunion or community event we attend that allows us a merchandise display/table for sales

Upcoming Reunions or Events Attending;

- We have put in a request to attend the 2023 Vic High Graduation ceremony and dinner/dance events. This could be a good opportunity to garner sales and raise awareness with the new generation alumni just graduating this year. We're hoping some of the modern style of black on black logos (for instance the beanie) will appeal to them.
- Black & Gold Event May 2023; our merchandise sales table/display is to be in the hall with the sponsor and other information boards, between the dining room and bar. Shannon and Mary Anne will man the table the entire evening. We feel it is important to be well-represented at this event as a part of the Alumni family.

- Recommendations: Proposed that we sell the B&G committee requested 175 lapel pins at Cost per unit only which is \$1.6205 per unit (round to \$1.75?), instead of our regular sales price of \$5 per unit. We feel this will benefit the event and raise brand awareness at every place setting of each table. Also, we propose to donate 3 small door prizes or 1 larger combination door prize (depending on what the B&G committee feels is most appropriate).