



Enderby Minor Fastball Association

CONSTITUTION
& BYLAWS

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CONSTITUTION

NAME

The name of the Association is the ENDERBY MINOR FASTBALL ASSOCIATION

PURPOSE

The purpose of Enderby Minor Fastball Association (EMFA) is to encourage, facilitate and promote amateur fastball and good sportsmanship among its members.

OBJECTIVES

1. To accomplish such purposes, EMFA may necessitate the acquisition of playing fields, obtain equipment and uniforms, incur or provide training for coaches, umpires and administrative members as required for the operation of Enderby Minor Fastball leagues and tournaments.
2. For betterment of the organization, EMFA maintains affiliation with the Provincial Sport Organization, which includes but not limited to, Softball B.C. and National Sport Organization namely, Softball Canada.

POLICY

1. EMFA shall operate as a non-profit organization, with no financial benefit to any member, and any operating surpluses shall be used to support the league and further the purposes of EMFA. This clause is unalterable.
2. The business of EMFA shall be unbiased toward race, religion, gender or politics.

BYLAWS

SECTION I INTERPRETATION OF TERMS

In these Bylaws and in the Constitution:

1. "EMFA" refers to Enderby Minor Fastball Association.
2. "The Executive" refers to the Board of Directors of EMFA.
3. "Member in good standing" refers to a person who satisfies and upholds the requirements set out in the EMFA Constitution and Bylaws.
4. "Honorary life member" refers to a person who has been accorded the rights of membership due to their dedicated service to EMFA and furthering its purpose.
5. "At-large positions" shall be those elected positions for which any member of EMFA may run.

6. "Special Services" are those services not carried out in the day to day business affairs of EMFA.

7. "Special General Meetings" may be held anytime the Executive order a general meeting.

8. "Fiscal Year" is from January 1st to December 31st.

SECTION II MEMBERSHIP

1. The members of EMFA shall be all players and parents or legal guardians of players who have paid appropriate registration fees for the current season (limited by the annual registration date).

2. An individual may apply to the Executive for membership into EMFA, and on acceptance by the Executive and payment of annual dues, shall become a member.

3. Players under the age of nineteen (19) shall be deemed non-voting members.

4. Honorary life members over the age of nineteen (19) are entitled to vote in all General and Special Meetings.

5. Every EMFA member shall uphold the Constitution and comply with these Bylaws.

6. Membership in EMFA shall cease:

- a. If a member fails to register in the subsequent season that membership was held.
- b. If their resignation of membership is presented to the Secretary of EMFA in writing.
- c. Upon the death or dissolution of EMFA.
- d. On being expelled in accordance with Section II (7).

7. Members of EMFA may only be expelled by a majority vote at a Special General Meeting. A brief statement of the reason or reasons for the proposed expulsion shall accompany the notice of the Special General Meeting. The person who is the subject of the expulsion shall be given an opportunity to be heard at the Special General Meeting before the resolution is put to a vote.

8. Membership fees shall be set by the Executive

9. The Executive shall refund registration fees to any member who withdraws their registration within thirty (30) days of the end of registration. EMFA reserves the right to withhold 25% for administration fees.

10. To hold a position on the EMFA Executive an individual must:

- a. Be currently registered in, or have a child registered with Enderby Minor Fastball, or;
- b. Be a member in good standing in EMFA.

11. No employee of EMFA is eligible to hold an Executive position, nor is eligible to vote.

12. Honorary life membership may be granted to individuals in recognition of their distinctive service to EMFA or to amateur fastball in Canada. This distinction is approved following a

recommendation from the Executive and upon acceptance by a simple majority vote of members present at any EMFA General Meeting.

SECTION III EXECUTIVE (positions and responsibilities)

The affairs of EMFA shall be managed by the Elected Officers which include the President, Vice-President, Treasurer, Secretary with (3) optional Directors at Large.

1. The President:

- a. Shall be the Chief Executive Officer who is charged with the general management of EMFA.
- b. Shall act as Chairperson of all EMFA General, Special and Executive Meetings.
- c. Shall be responsible for all decisions and actions of the Executive.
- d. Shall act as the official spokesperson for the association to all external groups and/or media outlets, or if need be, shall appoint a designate for this purpose.
- e. May appoint, or act as the chairperson of any standing committee of EMFA.
- f. Shall act on behalf of the Executive where action is immediately necessary and cannot await an Executive meeting; provided that such action is reported as soon as possible at the next Executive or General Meeting.
- g. Shall be one (1) of three (3) Executive members with financial signing authority.
- h. Shall be charged with the duty of training the incoming President.
- i. Shall be responsible for giving an oral report at each Executive Meeting.
- j. Shall not vote except when a tie exists
- k. Shall observe and enforce the EMFA Constitution and Bylaws, and any policies or regulations which are passed by the Executive.
- l. Shall hold the position for a two (2) year term, shall be held during the even numbered years.
- m. Shall maintain the correspondence of EMFA.

2. The Vice-President:

- a. Shall be responsible for the administration of EMFA in the absence of, and in support of the President.
- b. Shall ensure budgeted allocations are reasonably adhered to.
- c. Shall replace the President in the case of impeachment, resignation, or death.
- d. Shall be a voting member of the Executive.
- e. Shall hold the position for a two (2) year term, shall be held during the odd numbered years.

3. The Treasurer:

- a. Shall ensure a total balance of budgeted accounts is presented annually to the Executive.
- b. Shall at the request of the Executive, report within one month on the financial state of EMFA.
- c. Shall, with input from other Executive members, coordinate and present the annual budget for the Executive's approval.
- d. Shall be one (1) of three (3) Executive members with financial signing authority.
- e. Shall ensure banking is delegated to other executive's which includes bank deposits, and withdrawals.
- f. Shall assist the President and Vice-President with external affairs of EMFA.
- g. Shall be a voting member of the Executive for a two (2) year term, shall be held during the even number of years.

4. The Secretary:
 - a. Shall be responsible for taking the minutes of all EMFA Meeting proceedings.
 - b. Shall keep minutes of all meetings of EMFA.
 - c. Shall be charged with the maintenance of the policy handbook and records of minutes in accordance with the Constitution.
 - d. Shall be the official registrar of the EMFA membership.
 - e. Shall be a voting member of the Executive for a two (2) year term, shall be held during the odd number of years.
5. Three Optional (3) Directors at Large:
 - a. Shall between the three (3) Directors at Large, equally fulfill any extra duties as assigned by the Executive.
 - b. Shall assist in coordinating and promoting activities for EMFA.
 - c. Shall maintain the good of EMFA as their top priority as they represent their feelings and views on issues coming before the Executive.
 - d. Shall be voting members of the Executive for a two (2) year term, shall be held during the odd number of years.
6. It shall be the responsibility of the Executive to manage EMFA on an as need basis
7. The Executive shall, in addition to section 2 above, be empowered to exercise any or all of the powers and discretion's vested in the Executive, save and except;
 - a. The power to amend, repeal, or adopt policy;
 - b. The power to pass or amend the annual operating budget;
8. In exercising the powers vested in section III above, the Executive may not amend or contradict the will of EMFA membership as previously expressed.
9. Decisions of the Executive shall be subject to reversal by the membership.
10. Minutes of the meetings of the Executive shall, upon request, be made available to the membership within 4 weeks of such meetings.

SECTION IV DIRECTION AND POWERS OF THE EXECUTIVE

1. The EMFA Executive:
 - a. Shall meet a minimum of 4 times throughout the fiscal year.
 - b. Shall be familiar with, and comply with, the provisions of the EMFA By-laws.
 - d. Shall receive, budget, administer and review, all monies, properties, and securities of the property of EMFA, subject to the direction of the President.
 - e. Shall have the discretionary power to remove any member of the Executive who fails to attend more than three (3) consecutive Executive Meetings, or fails to fulfill the responsibilities of their respective position.
 - f. May alter, modify or set aside any action not covered by this Constitution, its Bylaws, or Policies of EMFA.
 - g. Shall be the recognized medium of communication between EMFA and its members, and:
 - i. The general public.
 - ii. Municipal, Regional, Provincial and Federal Governments.
 - iii. Any Regional, Provincial, or National Sporting Organizations.

- h. May authorize expenditures, including EMFA fees, now or due.
- i. May, for the purpose of development of EMFA, borrow and raise money upon terms and conditions which the Executive deems appropriate.
- j. May delegate the EMFA individual and/or collective powers and/or duties in order to conduct the affairs of EMFA in an expedient manner.
- k. Shall have the power to set fees, dues or levies payable by members.

SECTION V - ELECTIONS AND APPOINTMENTS

1. The General Elections for the Executive positions shall happen at the Annual General Meeting, held no later than **November 30** of each year.
2. An Executive position will be deemed to be vacant upon the death, resignation, or removal of the member holding that position, or when a position remains unfilled after an election during which the position was open for nominations.
3. The Executive shall, by resolution, appoint a member of EMFA to fulfill the duties of the vacant position, except for the position of President which shall be filled by the Vice-President. There would then be an appointment of a Vice-President.
4. There may never be more than two Executive positions appointed at one time, excluding the position of President. If a third position becomes vacant, the Executive must hold a by-election to fill all vacant and appointed positions.
5. The term of the Executive shall be from the current Annual General Meeting to the subsequent Annual General Meeting. Transfer of position powers are done following the appointment of the new Executive.

SECTION VI MEETINGS

1. The Annual General Meeting (AGM) shall be held by **November 30** of every year.
 - a. The Annual General Meeting must include:
 - i. The reading and approval of the Minutes of the preceding AGM.
 - ii. The reading and approval of the Financial Statement of the preceding year.
 - iii. The election of Officers as may be required to bring the number of Officers up the seven (7), or as many officers as may be required by the EMFA Bylaws.
 - iv. Discussion of Minutes and Financial Statements.
 - v. Any new business that shall be brought before the meeting.
 - b. The AGM must be advertised in the local newspaper or electronic media at least fourteen (14) days prior to the AGM and this notice shall include the time, place and nature of the meeting.

2. General Meetings may be held at the discretion of the Executive.
3. Special General Meetings may be held anytime the Executive order a Meeting.
4. Executive Meetings shall be held whenever the Executive deems necessary.
 - a. All Executive Members are entitled to a vote; however, the President only votes when a tie exists.
 - b. Any member of EMFA who is not an Elected Official may introduce or second a motion but is ineligible to vote.
 - c. A simple majority vote shall deem a motion passed except where outlined in the these Bylaws and/or Policy of the necessity of a larger majority.

SECTION VII PROCEDURE OF MEETINGS

1. Meetings will be conducted efficiently and with fairness to the members.
2. The rules contained in the modern edition of Robert's Rules of Order shall govern all matters of procedure not covered by these Bylaws or Constitution.

SECTION VIII QUORUM

1. The quorum of a General Meeting is a minimum of five percent (5%) of the membership or ten (10) members, whichever is less.
2. The quorum for any Executive Meeting at which decisions must be made shall be 50% of Executive members.

SECTION IX VOTING

1. Only EMFA members who are in good standing, who are present, and who are above the age of nineteen (19) are able to vote.
2. Unless otherwise provided, questions arising at any meeting shall be decided upon by a simple majority vote.
3. Voting shall be by show of hands unless a ballot vote is demanded by any person.
4. Proxy voting shall not be permitted at the Annual General Meeting or at a Special General Meeting.
5. A proxy vote for an Executive Meeting must be given to a designated member of the Executive.

SECTION X RECORDS

1. The official minutes of the meetings of the Executive shall be taken by the Secretary. These minutes shall be open to review of all members of EMFA.

2. The official books and records of EMFA shall be kept with the current President at all times
3. The official books and records of EMFA may be inspected by members in good standing of EMFA at any time, given reasonable notice.

SECTION XI FINANCE

1. The fiscal year of EMFA shall be from January 1st to December 31st of each calendar year.
2. A budget and tentative plan of expenditures should be drawn up annually and voted upon by the Executive.
3. Two (2) signatures are required on all banking and legal documents. Signing authority is vested in the President, Treasurer and one other appointed Executive Member.
4. Expenditures over one thousand dollars (\$1000.00) which are not part of the approved budget, first require the approval of the Executive.
5. An annual audit of the EMFA finances may be requested from members at any General meeting. An independent auditor will be remunerated for services in the sum mutually agreed upon by the auditor and the EMFA Executive.
2. EMFA membership fees shall be as determined by Section II (8) of these Bylaws.
3. All EMFA team monies must be accounted for and reported to the Treasurer.
4. Any team maintaining a separate account without the knowledge of the Treasurer may, upon recommendation to the Executive by the Treasurer, face a fine and/or suspension of fundraising privileges. The amount of the fine and the length of the suspension will be determined by the Executive and must be respected by subsequent Executives until such time that the punishment has been served.
5. No team realizing a positive account balance at the end of the season may disperse the money amongst the players, coaches or parents. Any monies remaining in the individual team account must be carried over to the next season.
6. Teams agreeing to sponsorship must have a sponsorship agreement form provided by EMFA, signed by the sponsor.

SECTION XII AUDITORS

1. The auditor of the EMFA finances shall be appointed by the Executive by a simple majority vote.
2. The remuneration to be paid to the auditor by EMFA shall be determined by the Executive.

3. The auditor of EMFA shall have the right to examine all books, records and accounts of EMFA and shall be entitled to request from any and all members of EMFA, including the Executive, such information and explanation as may be required by the auditor for the due performance of their duties.
4. The auditor shall prepare a report for submission to the Annual General Meeting of EMFA. Without limiting the generality of the foregoing, the auditor shall expressly state:
 - a. Whether they have obtained all information and explanation required, and whether they have been granted free access to the files, records and accounts of EMFA.
 - b. Whether, in their opinion, the balance sheet forming a part of their report is properly drawn up so as to exhibit a true and fair representation of the financial affairs of EMFA.

SECTION XIII CONFLICT OF INTEREST

1. Notwithstanding the provisions of the rights of members, any member of EMFA, including members of the Executive, shall not speak or vote on any matter of EMFA where a conflict of interest exists; this shall include at minimum the following:
 - a. An appeal and/or grievance where the person is directly involved.
 - b. A financial matter where the member is directly involved.
2. If a member of EMFA feels that he/she is in a conflict of interest, the individual must inform and discuss the possible conflict of interest at the next Meeting (Executive, General or Special).
3. If a member is unsure whether a conflict exists, he/she must delineate the possible conflict prior to the discussion and a majority vote may be required to resolve the issue.
4. If a member believes that another member is involved in a conflict of interest, that member must identify the individual perceived to be in conflict. The individual may speak on whether or not he/she feels that a conflict exists. If the issue cannot be resolved, a simple majority vote of the Executive may be required to resolve the issue.

SECTION XIV RESIGNATION OR REMOVAL

1. An Executive Officer may be removed from their position if that person:
 - a. Fails to remain a member in good standing within EMFA.
 - b. Is convicted of an indictable offense while holding an Executive position.
 - c. Declares official bankruptcy while holding an Executive position.
 - d. Misses three (3) consecutive Executive Meetings or four (4) Meetings over the whole of their term, without justifiable cause as determined by the Executive.
 - e. Grossly operates outside of the Constitution, these Bylaws and/or Policies of EMFA, as determined by the Executive.
2. A vote of removal of office or acceptance of resignation shall be a two-thirds (2/3) vote of the Executive at a General or Special General Meeting.
3. Any removal of a member can be challenged at a General or Special General Meeting.
4. All removal/resignation meetings shall proceed as a public meeting of the Executive.

SECTION XV CONSTITUTIONAL AMENDMENTS

Amendments to the Constitution and Bylaws of the Enderby Minor Fastball Association may be made at any General Meeting, at which business is conducted, providing:

1. A special ad hoc Amendment Committee is stuck with a minimum of three (3) EMFA members to determine the proposed amendments.
2. Written notice of the General Meeting where the proposed amendments will be voted on must be made available to all EMFA members at least fourteen (14) days prior to the meeting date.
3. The notice of the meeting includes notice of the specific amendments proposed.
4. The complete text of any and all proposed amendments must be made available to all Executive members no less than fourteen (14) days prior to the General Meeting where the proposed amendments will be voted on.
5. A three-quarters (3/4) majority vote of those voting members present at the meeting will be required to amend the Constitution and/or the Bylaws.

SECTION XVI DISSOLUTION

1. Upon the dissolution of EMFA, any assets remaining after the satisfaction of its debts and liabilities, shall be given or transferred to such Okanagan Valley charitable organization(s) who promote similar objectives to those set out in the "Purpose" (page 3) of the EMFA Constitution. This gift or transfer shall be decided by the EMFA Executive. EMFA or its members shall not receive any interest in the property or assets of EMFA at the time of dissolution. This clause is unalterable.

Witnessed by: Graeme Duncan	<u>President</u>
Vacant	<u>Vice President</u>
Kathy Farynuk	<u>Secretary</u>
Tracey Castle	<u>Treasurer</u>

Date: November 30, 2023