

# KELOWNA MINOR FASTBALL SOCIETY BYLAWS

Last updated October 17, 2023

## **PART 1: DEFINITIONS AND INTERPRETATIONS**

### 1.1 In these Bylaws:

“KMFS” refers to Kelowna Minor Fastball Society;

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

“Bylaws” means these Bylaws as altered from time to time;

“Executive” means the Board of Directors of KMFS;

“Fiscal Year” means the period from September 1st to August 31st;

“Member in Good Standing” means a person who satisfies and upholds the requirements set out in the KMFS Constitution and Bylaws;

“Honorary Life Member” means a person who has been accorded the rights of membership due to their dedicated service to KMFS and furthering its purpose;

“At-Large Positions” shall be those elected positions for which any member of KMFS may run;

“Special Services” are those services not carried out in the day to day business of KMFS;

“Special General Meetings” may be held anytime the Executive or 10% of the voting members

order a general meeting.

### 1.2 Definitions in Act that apply:

The definitions in the Act apply to these Bylaws.

### 1.3 Conflict with Act of regulations:

If there is a conflict between these Bylaws and the Act of the regulations under the Act, the Act of the regulations, as the case may be, prevail.

## **PART 2: MEMBERS**

### 2.1 Membership:

The members of KMFS are those who have become members in accordance with these Bylaws and have not ceased to be members. A membership shall include:

a) One designated parent or legal guardian of a player enrolled for participation in the programs offered by the KMFS (based on the previous year’s registration),  
or

b) A director of the KMFS, or

- c) A person who has applied for and been granted membership by the Executive, or
- d) Coaches, team managers, or non-executive roles that have been appointed and/or approved by the Executive during the current season, or
- e) A person appointed by the Executive to hold an officer position intended to support KMFS operations.

The member is limited to one vote under a, b, c, or d above, with the exception that a family with more than one player enrolled for the participation in the programs offered by KMFS may have a maximum of 2 votes in the event that both parents or legal guardians are in attendance.

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

Honorary life membership may be granted to individuals in recognition of their distinctive service to KMFS or to amateur fastball in Canada. This distinction is approved following a recommendation from the Executive and upon acceptance by a single majority vote of members present at any KMFS General Meeting.

## 2.2 Duties of Members:

Every member must uphold the Constitution of the Society and must comply with these Bylaws.

## 2.3 Membership Ceases:

Membership in KMFS shall cease:

- a) If a member fails to register in the subsequent season that membership was held, or
- b) By delivering their resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Society, or
- c) On their death or in the case of a corporation on dissolution, or
- d) On being expelled, or
- e) On no longer being a designated guardian of a player.

## 2.4 Expelling a Member:

A member may be expelled by a special motion approved by the Board of Directors of the Kelowna Minor Fastball Society.

- a) A member may, at the discretion of the Board of Directors, be temporarily suspended as a member of the Kelowna Minor Fastball Society upon notification of conduct deemed to be improper, unbecoming, or likely to endanger the interest or reputation of the Society, or who willfully commits a breach of the Constitution or Bylaws of the Society.

- b) A member will remain temporarily suspended until a formal review is conducted at which time they may or may not be expelled.
- c) The notice of temporary suspension must be accompanied by a brief statement of the reasons for the proposed expulsion.
- d) The person who is the submit of the proposed expulsion must be given an opportunity to be heard at the formal review before the special motion is put to vote.

2.5 Member not in good standing:

A member is not in good standing if the member fails to pay the member's annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.

2.6 Member not in good standing may not vote:

A voting member who is not in good standing

- a. May not vote at a general meeting, and
- b. Is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

2.7 Termination of a membership if member not in good standing:

A person's membership in the Society is terminated if the person is not in good standing for 6 consecutive months.

2.8 Membership Fees:

Membership fees shall be set by the Executive according to a Special Resolution. The Executive shall refund registration fees to any member who withdraws their registration within ten (10) days of the end of registration. KMFS reserves the right to withhold 25% for administration fees. KMFS reserves the right to charge those registering after the end of the registration period a late registration fee as agreed upon by the Executive.

### **PART 3: MEETINGS OF MEMBERS**

3.1 Time and place of meetings:

Meetings must be held at the time and place the Executive determines.

3.2 Executive Meetings:

Executive Meetings shall be held whenever the Executive deems necessary.

- a) All Executive Members are entitled to a vote.
- b) Any member of KMFS 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 these Bylaws, and/or Policy of the necessity of a larger majority.

### 3.3 Chair of Meeting

The President shall chair all general, special and annual meetings. If the President is unable to chair a meeting, the following individual is entitled to preside as the chair of a general meeting:

- a) The Vice-President; or
- b) Other Voting Director, as elected by the voting members present at a meeting.

### 3.4 Quorum for Meetings:

The quorum for the transaction of business at a general meeting is a minimum of five percent (5%) of the membership or ten (10) members, whichever is less. The quorum for any Executive Meeting at which decisions must be made shall be 50% plus one (1) of the President, Vice-President or Treasurer.

### 3.5 Lack of quorum at commencement of General Meeting:

If, within 30 minutes from the time set for holding a general meeting, a quorum of voting 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 or holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

### 3.6 If, at any time during a General Meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

### 3.7 Adjournment by the Chair

The chair of the general meeting may, or, if so directed by the voting 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.

### 3.8 Notice of continuation of adjourned General Meeting

It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted as a continuation of an adjourned

general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

#### **PART 4: VOTING**

Methods of voting:

- 4.1 Only KMFS members who are in good standing, and are present, and who are above the age of nineteen (19) are able to vote.
- 4.2 Unless otherwise provided, questions arising at any meeting shall be decided upon by a simple majority vote.
- 4.3 Voting must be by a show of hands, an oral vote, or by a ballot vote as decided by the Executive.
- 4.4 Proxy voting shall not be permitted at an Annual General Meeting.
- 4.5 A proxy vote for an Executive Meeting must be given to a designated member of the Executive.

#### **PART 5: EXECUTIVE ELECTIONS AND APPOINTMENTS**

The number on the Executive:

- 5.1 The elections for the Executive positions shall happen at the Annual General Meeting, held no later than October 31st of each year.
- 5.2 The Society will have seven (7) directors, including the President, Vice-President, Treasurer, Secretary, and three (3) Directors.
- 5.3 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.
- 5.4 Election or appointment of Executive:  
  
At each Annual General Meeting, all members in good standing are entitled to vote for the election or appointment of Directors on the Executive.
- 5.5 To hold a position on the KMFS Executive, an individual must:
  - a) Be currently registered in, or have a child registered with KMFS, or
  - b) Have volunteered their time to KMFS during the current season, and therefore are still considered members of KMFS, or
  - c) Be a member in good standing in KMFS.

Directors may fill casual vacancy on Executive:

- 5.6 An Executive position will be deemed to be vacant upon the death, resignation, or removal of the member holding the position, or when a position remains unfilled after an election during which the positions as open for nominees.
- 5.7 The Executive shall, at any time, appoint a member of KMFS as a Director or fill a vacant position, except for the position of President which shall be filled by the Vice-President. There would then be an appointment of Vice-President.

Term of appointment of Executive filling casual vacancy:

- 5.8 A Director appointed by the Executive 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.

Resignation or removal:

- 5.9 An Executive Officer may be removed from their position if that person:
- a) Fails to remain a member in good standing within KMFS.
  - b) Is convicted of an indictable offense while holding an Executive position.
  - c) Declares death or official bankruptcy while holding an Executive position.
  - d) Misses three (3) consecutive Executives 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 KMFS, as determined by the Executive.

A vote of removal of office or acceptance of resignation shall be a two-thirds ( $\frac{2}{3}$ ) vote of the Executive at a General or Special General Meeting.

Any removal of a member can be challenged at a General or Special General Meeting.

All removal/resignation meetings shall proceed as a public meeting of the Executive.

## **PART 6: EXECUTIVE MEETINGS**

Calling an Executive meeting:

- 6.1 An Executive meeting may be called by the President or by any two (2) other Directors. Notice of Executive meeting:
- 6.2 At least two (2) days notice of an Executive meeting must be given unless all the Directors agree to a shorter notice period.

Proceeding valid despite omission to give notice:

- 6.3 The accidental omission to give notice of an Executive meeting to a Director, or the non-receipt of a notice to a Director, does not invalidate proceedings at the meeting.

Conduct of Executive meetings:

- 6.4 The Executive may regulate their meetings and proceedings as they think fit. Meetings will be conducted efficiently and with fairness to members.

## **PART 7: DIRECTION AND POWERS OF THE EXECUTIVE**

Powers of the Executive:

- 7.1 It shall be the responsibility of the Executive to manage KMFS on a day to day basis.
- 7.2 The Executive, in addition to Part 2 above, is empowered to exercise any or all of the powers and discretions 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.
- 7.3 In exercising the powers vested in these Bylaws, the Executive may not amend or contradict the will of KMFS membership.
- 7.4 Decisions of the Executive shall be subject to reversal by the membership.
- 7.5 The Executive may delegate any of their powers to such person or persons (which person or persons shall hereinafter be referred to as a “standing committee”) as the Executives thinks fit for the purpose of managing the affairs of the Society, subject to the Executives’ approval, provided that:
- a) The Executive shall not delegate all their powers to standing committees;
  - b) Each standing committee shall be responsible to the Executive and shall report to the Executive at such time and in such manner as the Executive shall instruct;
  - c) The Executive may disband or dismiss a standing committee at any time;
  - d) The Executive shall appoint persons to each standing committee, said person to serve at the direction of the Executive.
- 7.6 The KMFS Executive:
- a) Shall meet a minimum of seven (7) months throughout the fiscal year;
  - b) Shall be familiar with, and comply with, the provisions of the Societies Act of BC;



- c) Shall receive, budget, administer and review all monies, properties, and securities of the property of KMFS, subject to the discretion of the membership;
- d) 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;
- e) May alter, modify, or set aside any action not covered by these Bylaws;
- f) Shall be the recognized medium of communication between KMFS and its members, and:
  - i. The general public;
  - ii. Municipal, Regional, Provincial, and Federal Governments;
  - iii. Any Regional, Provincial, or National Sporting Organization.
- g) Shall have the authority to hire and dismiss employees and set their salaries and working conditions;
- h) May, subject to the BC Society's Act, authorize the issue of bonds, perpetual, or redeemable debentures, or any mortgage charge or other security on the whole or part of the property of the assets of KMFS, present or future;
- i) May authorize expenditures, including KMFS fees, now or due;
- j) Shall be responsible for annually updating the insurance of KMFS;
- k) May, for the purpose of development of KMFS, borrow and raise money upon terms and conditions with the Executive deems appropriate;
- l) May delegate the KMFS individual and/or collective powers and/or duties in order to conduct the affairs of KMFS in an expedient manner;
- m) Shall not delegate its power to expend disbursed funds except as provided in the Bylaws, and then only when the person to whom such powers are delegated has obtained a bond with an insurer satisfactory to the Executive, naming KMFS as beneficiary or loss payee and ensuring the fidelity of such person;
- n) Shall have the power to set fees, dues, or levies payable by members.

## **PART 8: EXECUTIVE ROLES**

8.1 The affairs of KMFS shall be managed by the Elected Officers which include the President, Vice-President, Treasurer, Secretary, and three (3) Directors at Large.

Role of President:

8.2 The President:

- a) Shall be the Chief Executive Officer who is charged with the general management of KMFS;
- b) Shall act as Chairperson of all KMFS Annual, 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 KMFS;
- 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 Meeting;
- g) Shall be one (1) of three (3) Executive members with financial signing authority;
- h) Shall be responsible for giving an oral report at each Executive meeting;
- i) Shall not vote except when a tie exists.
- j) Shall be a voting member of the Executive for a two (2) year term with the option of renewal.

Role of Vice-President:

8.3 The Vice President:

- a) Shall be responsible for the administration of KMFS 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 for a two (2) year term; with the option of renewal.

Role of Secretary:

8.4 The Secretary is responsible for doing, or making the necessary arrangements for the following:

- a) Issuing notices of executive meetings, annual, and special meetings;
- b) Taking minutes of all KMFS meeting proceedings;
- c) Keeping the records of the Society in accordance with the Act;

- d) Upon request, make available within two weeks of such meetings, minutes of the meetings of the Executive;
- e) Maintaining the policy handbook;
- f) Shall be a voting member of the Executive for a two (2) year term; with the option of renewal.

Absence of Secretary from meeting:

- 8.5 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:

- 8.6 The Treasurer is responsible for doing, or making the necessary arrangements for the following:
- a) Shall ensure a total balance of budgeted accounts is presented regularly to the Executive;
  - b) Shall at the request of the Executive, report within one week on the financial state of KMFS;
  - 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 and ensure that two (2) signatures are received on all banking and legal documents;
  - e) Shall ensure that expenditures over one thousand dollars (\$1000) which are not part of the approved budget, first required the approval of the Executive;
  - f) Shall receive reports on team monies within 90 days of fiscal year end and report back to the Executive; team monies maintained in 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 fine and 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;
  - g) Shall receive and bank monies collected from the members or other sources; No teams 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, except for funds directly contributed by the parent or players themselves;
  - h) Shall assist the President and Vice-President with external affairs of KMFS;

- i) Shall be a voting member of the Executive for a two (2) year term; with the option of renewal.
- j) Shall make the official books and records of KMFS available to any member in good standing upon request and within a reasonable time limit;
- k) Prepares the Society financial statements;
- l) Makes all Society's Provincial filings.

Role of the Directors at Large:

8.7 Three (3) Directors at Large:

- a) Shall fulfill any extra duties as assigned by the Executive;
- b) Shall assist in the coordinating and promoting activities for KMFS;
- c) Shall maintain the good of KMFS as their top priority as they represent their feelings and views on issues coming before the Executive;
- d) Shall be a voting member of the Executive for a two (2) year term; with the option of renewal.

Remuneration of Directors:

8.8 These bylaws do not permit the Society to pay a Director remuneration for being a Director, but the Society may, subject to the Act, pay remuneration for a Director for services provided by the Director to the Society in another capacity.

Signing Authority:

- 8.9 A contract or other record to be signed by the Society must be signed on behalf of the Society:
- a) By the President, together with one other Director;
  - b) If the President is unable to provide a signature, by the Vice-President together with one other Director;
  - c) If the President and Vice-President are both unable to provide signatures, by any two (2) other Directors; or
  - d) In any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

## **PART 9: COMMITTEES**

9.1 The Society shall have the following standing committees:

- a) Conduct Committee
- b) Rep Program Committee

c) Governance Committee

- 9.2 Each standing committee shall elect a chairperson of its meetings, but if no chairperson is elected, or if at any meeting the chairperson is not present, the members present shall choose one of their number to serve as chairperson of the meeting.
- 9.3 The members of a Standing Committee may meet and adjourn as they think proper with a minimum of one meeting per season.
- 9.4 All resolutions proposed at a Standing Committee need to be seconded.
- 9.5 The Conduct Committee:
- a) Shall consist of a member of the Executive who shall chair this committee and two other members of KMFS appointed by the President and upon approval of the Executive;
  - b) The duties of the committee shall be determined by the Executive.
- 9.6 The Rep Program Committee:
- a) Shall consist of a member of the Executive, a KMFS member in good standing, and a respected member of provincial fastball community outside of KMFS appointed by the President and upon approval of the Executive;
  - b) The duties of the committee shall be determined by the Executive.
- 9.7 The Governance Committee:
- a) Shall consist of a member of the Executive who shall chair this committee and two other members of KMFS appointed by the President and upon approval of the Executive;
  - b) The duties of the committee shall be determined by the Executive.

**PART 10: AUDITORS**

- 10.1 If an auditor is requested by the Executive, or any member in good standing, the auditor shall be appointed by the Executive by a simple majority vote.
- 10.2 The remuneration to be paid to the auditor by KMFS shall be determined by the Executive.
- 10.3 The auditor of KMFS shall have the right to examine all books, records, and accounts of KMFS and shall be entitled to request from any and all members of KMFS, including the Executive, such information and explanation as may be required by the auditor for the due performance of their duties.

- 10.4 The auditor shall prepare a report for submission to the Annual General Meeting of KMFS. 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 KMFS;
  - 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 KMFS.

## **PART 11: CONFLICT OF INTEREST**

- 11.1 Notwithstanding the provisions of the rights of members, any member of KMFS, including members of the Executive, shall not speak or vote on any manner of KMFS 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.
- 11.2 If a member of KMFS 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).
- 11.3 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.
- 11.4 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.

## **PART 12: CONSTITUTIONAL AMENDMENTS**

- 12.1 Amendments to the Constitution and Bylaws of the Kelowna Minor Fastball Society may be made at any General Meeting, at which business is conducted, providing:
- a) A special ad hoc Amendment Committee is struck with a minimum of three (3) KMFS members to determine the proposed amendments;
  - b) Written notice of the General Meeting where the proposed amendments will be voted on must be made available to all KMFS members at least fourteen (14) days prior to the meeting date;

- c) The notice of the meeting includes notice of the specific amendments proposed;
- d) 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;
- e) A three-quarters ( $\frac{3}{4}$ ) majority vote of those voting members present at the meeting will be required to amend the Constitution and/or the Bylaws.

### **PART 13: DISSOLUTION**

- 13.1 It is an unalterable provision that upon dissolution of the Society, and after payment of all debts and liabilities the remaining property of the Society shall be distributed or disposed of to charitable organizations, within the Okanagan Valley whose objects nearly accord with those of the Society, to be determined by the directors, and that the members of the Society shall not have any interest in the property or assets of the Society upon the Society ceasing to exist.