



CONSTITUTION

BC Society - Societies Act

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CAROL PREST

NAME OF SOCIETY: KELOWNA MINOR FASTBALL SOCIETY

Incorporation Number:

S0019226

Business Number:

83218 8924 BC0001

Filed Date and Time:

December 21, 2016 09:00 AM Pacific Time

The name of the Society is KELOWNA MINOR FASTBALL SOCIETY

The purposes of the Society are:

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- 1) The Society shall be non-profit and does not contemplate pecuniary gain or profit to the members thereof, and the specific primary purposes for which it is being formed are to encourage, promote, and facilitate the amateur fastball, and good sportsmanship amongst its members;
- 2) For the accomplishment of such purposes the Society may do such things as are necessary to acquire playing fields, obtain equipment and uniforms and provide such coaches, umpires and administrative members as may be required for the operation of minor fastball leagues and tournaments.
- 3) For the accomplishment for the said purposes of the Society, but not otherwise or for the pecuniary gain to cooperate and be affiliated with the British Columbia Amateur Softball Association.

BYLAWS


CAROL PREST

PART I - DEFINITIONS AND INTERPRETATION

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.

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act of regulations

1.3 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

Membership

2.1 The members of KMFS shall be all players and parents or legal guardians of players who have paid appropriate registration fees for the current season. An individual may apply to the Executive for membership into KMFS, and on acceptance by the Executive and payment of annual dues, shall become a member. Individuals that have volunteered their time to KMFS during the current season are also considered members.

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.

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

Duties of members

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

Membership ceases

- 2.3 Membership in KMFS shall cease:
- a) If a member fails to register in the subsequent season that membership was held;
 - b) If a member that is not a player or a legal guardian of a player fails to volunteer in the subsequent season that membership was held;
 - c) If their resignation of membership is presented to the Secretary of KMFS in writing;
 - d) Upon the death or dissolution of KMFS;
 - e) On being expelled.
- 2.4 Members of KMFS 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.

Member not in good standing

- 2.5 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.

Member not in good standing may not vote

- 2.6 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.

Termination of membership if member not in good standing

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

- 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.

Adjournment by the Chair

- 3.7 The chair of a 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.

Notice of continuation of adjourned General Meeting

- 3.8 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 (19) nineteen 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 (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.

Election or appointment of Executive

- 5.4 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 position was 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 a 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, 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 KMFS, as determined by the Executive.

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.

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 2 (two) other Directors.

Notice of Executive meeting

- 6.2 At least 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 the 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 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;
- 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 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 which 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 – EXECUTIVES 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.

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

Role of 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 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 voting members of the Executive for a two (2) year term;

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 to 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 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 - AUDITORS

- 9.1** 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.
- 9.2** The remuneration to be paid to the auditor by KMFS shall be determined by the Executive.
- 9.3** 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.
- 9.4** 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 10 - CONFLICT OF INTEREST

- 10.1** Notwithstanding the provisions of the rights of members, any member of KMFS, including members of the Executive, shall not speak or vote on any matter 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.
- 10.2** 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).

- 10.3 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.
- 10.4 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 11 - CONSTITUTIONAL AMENDMENTS

- 11.1 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 stuck 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 (3/4) majority vote of those voting members present at the meeting will be required to amend the Constitution and/or the Bylaws.

PART 12 - DISSOLUTION

- 12.1 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.

Revision date:

October 17, 2016