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CAROL PREST

BYLAW ALTERATION APPLICATION

BC Society • Societies Act

NAME OF SOCIETY: **VERNON MINOR FASTBALL ASSOCIATION**

Incorporation Number: S0034833

Business Number: 84687 7686 BC0001

Filed Date and Time: December 22, 2021 11:02 AM Pacific Time

SUMMARY OF BYLAW ALTERATION APPLICATION

Special Resolution Date: October 21, 2021

NOTE: The complete Bylaws, as uploaded, appear at the end of this report.

CERTIFICATION

I, CHRIS TOPPING, certify that I have relevant knowledge of the society, and that I am authorized to make this filing.



NOTE: The complete Bylaws, as uploaded, continue on the next page

**Vernon Minor Fastball Association
Bylaws**

Part 1 – Definitions and Interpretation

1.1 In these Bylaws:

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

“**Bylaws**” means these Bylaws as amended from time to time

“**Director**” means an individual who has been designated, elected or appointed, as the case may be, as a member of the Board of Directors of the Society, regardless of the title by which the individual is called

“**Executive**” means the Board of Directors of VMFA

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

“**General Meeting**” means the general meeting of the Members of the Society

“**Member**” means a person who becomes, in accordance with the bylaws, a member of the society and who remains a member of the society

“**Member in good standing**” means a person who satisfies and upholds the requirements set out in the VMFA Constitution and Bylaws

“**Membership**” means the collection of Members

“**Quorum**” means three (3) voting Members at General meetings or means half plus one (1) of Directors at Executive meetings.

“**Society**” means Vernon Minor Fastball Association

“**Special General Meetings**” are those held anytime the Executive or 10% of the voting Members order a general meeting.

“**VMFA**” refers to Vernon Minor Fastball Association

1.2 The definitions in the Act apply to these Bylaws

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 – Membership

2.1 The Members of VMFA shall all be 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 VMFA, and on acceptance by the Executive and payment of annual dues, shall

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become a Member. Individuals that have volunteered their time to VMFA during the current season are also considered Members.

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

- 2.2 The amount of the first annual membership dues shall be determined by the Executive.
- 2.3 Honorary life Membership may be granted to individuals in recognition of their distinctive service to VMFA 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 VMFA General Meeting.

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

- 2.4 Every Member must uphold the Constitution of the Society and must comply with these Bylaws.
- 2.3 Membership in VMFA 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 or fails to volunteer in the subsequent season that Membership was held;
 - c. If their resignation of Membership is presented to the Secretary of VMFA in writing;
 - d. If a Member is not in good standing for 6 consecutive months;
 - e. Upon their death or dissolution of VMFA;
 - f. On being expelled.

- 2.4 Members of VMFA may only be expelled by a majority vote at a Special General Meeting. A brief statement of the reason or seasons 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.

- 2.5 A Member is not in good standing if that person fails to pay the annual Membership dues, if any, and the Member is not in good standing for so long as those dues remain unpaid.

- 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.

Part 3 – Annual General Meeting

- 3.1 An annual General Meeting shall be called for the purposes of electing Directors, receiving reports and transacting such other business as may properly come before an Annual General Meeting. The meeting shall be held no later than October 31st of each year.

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- 3.2 The Annual General Meeting shall be advertised on the VMFA website and social media channels and an email sent to all members at least fourteen (14) days prior to the meeting. This notice shall include the time, place and nature of the meeting.
- 3.2 The order of business at the Annual General Meeting shall be as follows:
- a. Call to order;
 - b. Adoption of Minutes of previous Annual General Meeting and Special General Meetings held since the previous Annual General Meeting;
 - c. Business arising out of the minutes;
 - d. The President's report;
 - e. The Treasurer's report;
 - f. The Registrar's report;
 - g. Balance of Directors and committee reports;
 - h. Constitutions and By-law amendments;
 - i. Election of next year's Board of Directors as per Constitution;
 - j. New business;
 - k. Adjournment.
- 3.3 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.
- 3.4 The chair of a General Meeting may, or, if 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.
- 3.5 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

- 4.1 Only VMFA 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.

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Part 5 – Executive Election and Appointments

- 5.1 The elections for the executive positions shall happen at the Annual General Meeting.
- 5.2 The Society will have up to seven (7) Directors, including the President, Vice-President, Treasurer, Secretary and three (3) Directors.
- 5.3 All Directors must be nineteen (19) years of age or more.
- 5.4 All nominations for the Board of Directors should be directed to a Director prior to the Annual General Meeting in order to bring that nomination forward at the meeting.
- 5.5 There may never be more than two (2) 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.
- 5.6 At each Annual General Meeting, all Members in good standing are entitled to vote for the election or appointment of Directors on the Executive.
- 5.7 To hold a position on the VMFA Executive, an individual must
 - a. Be currently registered in, or have a child registered with VMFA, or;
 - b. Have volunteered their time to VMFA during the current season, and therefore are considered a Member of VMFA, or;
 - c. Be a Member in good standing in VMFA.
- 5.8 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.
- 5.9 The Executive shall, at any time, appoint a Member of VMFA 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.
- 5.10 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.
- 5.11 A Director may be removed from their position if that person:
 - a. Fails to remain a Member in good standing within VMFA.
 - 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 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 VMFA 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.

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

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

- 5.12 No Director shall be remunerated for being or acting as Director but shall be reimbursed for all expenses, approved by the Executive, necessarily and reasonably incurred by the Director in performing their duties.

Part 6 – Executive Meetings

- 6.1 An Executive meeting may be called by the President or by any two (2) other Directors.
- 6.2 At least two (2) days' notice of an Executive meeting must be given unless all Directors agree to a shorter notice period.
- 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 a meeting.
- 6.4 The Executive may regulate their meetings and proceedings as they see fit. Meetings will be conducted efficiently and with fairness to the Members.

Part 7 – Direction and Power of the Executive

- 7.1 It shall be the responsibility of the Executive to manage VMFA 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 power vested in the Bylaws, the Executive may not amend or contradict the will of VMFA Membership.
- 7.4 Decisions of the Executive shall be subject to reversal by the Membership.
- 7.5 The VMFA Executive:
- a. Shall meet a minimum of five (5) times throughout the fiscal year;
 - b. Shall be familiar 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 VMFA, 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 VMFA and its Members, and:
 - i. The general public;

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- 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 Societies Act of BC, authorize the issue of bonds, perpetual or redeemable debentures, or any mortgage charge or other security or the whole or part of the property of the assets of VMFA, present or future;
- i. May authorize expenditures, including VMFA fees, now or due;
- j. Shall be responsible for annually updating the insurance of VMFA;
- k. May, for the purpose of development of VMFA, borrow and raise money upon terms and conditions which the Executive deems appropriate;
- l. May delegate the VMFA individual and/or collective power and/or duties in order to conduct the affairs of VMFA 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 who such powers are delegated has obtained a bond with an insurer satisfactory to the Executive, naming VMFA as beneficiary or loss payee and ensuring the fidelity of such person;
- n. Shall have the power to set fees, due or levies payable by Members.

Part 8 – Executive Roles

- 8.1 The affairs of VMFA shall be managed by elected officers which include the President, Vice-President, Treasurer, Secretary and three (3) Directors at Large.
- 8.2 Role of President. The President:
- a. Shall be the Chief Executive Officer who is charged with the general management of VMFA;
 - b. Shall act as Chairperson of all VMFA 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 VMFA 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 VMFA;
 - 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 member of the Executive for a two (2) year term; with the option of renewal.
- 8.3 Role of Vice-President. The Vice-President:
- a. Shall be responsible for the administration of VMFA in the absence of, and in support of, the President;

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- 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.
- 8.4 Role of Secretary. The Secretary is responsible for completing, or making, the necessary arrangements for the following:
- a. Issuing notice of all VMFA Annual, Special and Executive Meetings;
 - b. Attend all Executive Meetings, take minutes and distribute minutes to all Executive members before the next Executive meeting;
 - c. Keeping the records of the Society in accordance with the Act;
 - d. Maintaining the policy handbook;
 - e. Shall be a voting member of the Executive for a two (2) year term; with the option of renewal.
- 8.5 In the absence of the Secretary from a meeting, the Executive must appoint another individual to act as Secretary at the meeting.
- 8.6 Role of Treasurer. The Treasurer:
- 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 VMFA;
 - c. Shall, with input from other Executive members, prepare 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 have the required approval of the Executive;
 - f. Shall receive and bank monies collected from team fundraising, Members or other sources. No teams may collect and maintain monies in an account separate from VMFA.
 - g. Shall assist the President and Vice-President with external affairs of VMFA;
 - h. Shall make the official books and records of VMFA available to any Member in good standing upon request within a reasonable time limit;
 - i. Shall prepare the Society financial statements;
 - j. Shall make all the Society's provincial filings;
 - k. Shall be a voting member of the Executive for a two (2) year term; with the option of renewal.
- 8.7 Role of three (3) Directors at Large:
- a. Shall fulfill any extra duties as assigned by the Executive;
 - b. Shall assist in the coordinating and promoting of activities for VMFA;
 - c. Shall maintain the good of VMFA 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.

Part 9 – Auditor

- 9.1 This Part applies only where the Society is required or has resolved to have an auditor.

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- 9.2 The first auditor must be appointed by the Executive, or by ordinary resolution, to hold office until the close of the Annual General Meeting following the appointment. Appointments must be in accordance with the Act.
- 9.3 Each auditor, if any, subsequent to the first auditor must be appointed at each Annual General Meeting, by ordinary resolution, to hold office until the close of the next Annual General Meeting.
- 9.4 If a subsequent auditor is not appointed as required under subsection 9.3, and the Society is required to have an auditor under subsection 9.1, the auditor in office continues as auditor until a successor is appointed.
- 9.5 If there is a vacancy in the office of auditor created by resignation, death or otherwise, the Executive may appoint an auditor to hold office until the close of the next Annual General Meeting.
- 9.6 The remuneration to be paid to the auditor by VMFA shall be determined by the Executive.
- 9.7 An auditor may be removed by ordinary resolution, passed at a General Meeting called for the purpose, before the expiration of the auditor's term of office, and must, by ordinary resolution passed at the General Meeting, appoint a person as auditor for the remainder of the term of office of the auditor who was removed.
- 9.8 The auditor, if any, shall have the right to examine all books, records and accounts of VMFA and shall be entitled to request from any and all Members of VMFA, including the Executive, such information and explanation as may be required by the auditor for the due performance of their duties.
- 9.9 The auditor, if any, shall prepare a report for submission to the Annual General Meeting of VMFA. 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 filed, records and accounts of VMFA.
 - b. Whether, in their opinion, the balance sheet forming part of their report is properly drawn up, so as to exhibit a true and fair representation of the financial affairs of VMFA.

Part 10 – Conflict of Interest

- 10.1 Notwithstanding the provisions of the rights of Members, any Member of VMFA, including members of the Executive, shall not speak or vote on any matter of VMFA 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 person is directly involved.
- 10.2 If a Member of VMFA feels that they are in a conflict of interest, the individual must inform and discuss the possible conflict of interest at the next Executive, General or Special Meeting.

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- 10.3 If a Member is unsure whether a conflict exists, they 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 they feel 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 and Bylaw Amendments

- 11.1 Amendments to the Constitution or Bylaws of VMFA may be made at any General Meeting, at which business is conducted, providing:
 - a. A special ad hoc Amendment Committee is struck with minimum three (3) VMFA members to determine the proposed amendments;
 - b. Written notice of the General Meeting where the proposed amendments will be voted on is made available to all VMFA Members at least fourteen (14) days prior to the meeting date;
 - c. The notice of the meeting includes the specific amendments proposed;
 - d. The complete text of any and all proposed amendments is 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 seventy-five (75) percent majority vote of those voting Members present at the meeting vote to amend the Constitution and/or 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 North Okanagan, whose objects nearly accord with those of the Society, to be determined by the Executive, 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.

Signed October 21, 2021 and witnessed by:

Chris Topping, Past President	_____
Brooke McLardy, Vice President	_____
Pamela Moorlag, Treasurer	_____
Mike Moorlag, Umping Director	_____
Brooke Berube, Director	_____