



Kelowna Minor Fastball Society

CONSTITUTION
AND
BYLAWS

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CONSTITUTION

NAME

The name of the Society is the KELOWNA MINOR FASTBALL SOCIETY as registered and in accordance with the Society Act of British Columbia.

PURPOSE

The purpose of Kelowna Minor Fastball Society (KMFS) is to encourage, facilitate and promote amateur fastball and good sportsmanship among its members.

OBJECTIVES

1. To accomplish such purposes, KMFS 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 Kelowna Minor Fastball leagues and tournaments.
2. For betterment of the organization, KMFS 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. KMFS shall operate as a non-profit organization, with no financial benefit to any member, and any operating surpluses shall be used to further the purposes of KMFS. This clause is unalterable.
2. The business of KMFS shall be unbiased toward race, religion, gender or politics.

BYLAWS

SECTION I INTERPRETATION OF TERMS

In these Bylaws and in the Constitution:

1. "KMFS" refers to Kelowna Minor Fastball Society.
2. "The Executive" refers to the Board of Directors of KMFS.
3. "Member in good standing" refers to a person who satisfies and upholds the requirements set out in the KMFS 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 KMFS and furthering its purpose.
5. "At-large positions" shall be those elected positions for which any member of KMFS may run.

6. "Special Services" are those services not carried out in the day to day business affairs of KMFS.
7. "Special General Meetings" may be held anytime the Executive or Requisitionists (a minimum 10% of the voting members) order a general meeting, as per Part 6 Section 58 of the Society Act of B.C.
8. "Fiscal Year" is from September 1st to August 31st.

SECTION II MEMBERSHIP

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 (limited by the annual registration date).
2. 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.
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 KMFS member shall uphold the Constitution and comply with these Bylaws.
6. Membership in KMFS 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 KMFS in writing.
 - c. Upon the death or dissolution of KMFS.
 - d. On being expelled in accordance with Section II (7).
7. 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.
8. Membership fees shall be set by the Executive according to a Special Resolution as per Part 6, Section 66 of the Society Act of B.C.
9. The Executive shall refund registration fees to any member who withdraws their registration within thirty (30) days of the end of registration. KMFS reserves the right to withhold 25% for administration fees.
10. To hold a position on the KMFS Executive an individual must:
 - a. Be currently registered in, or have a child registered with Kelowna Minor Fastball, or;
 - b. Be a member in good standing in KMFS.
11. No employee of KMFS 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 KMFS 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 KMFS General Meeting.

SECTION III EXECUTIVE (positions and responsibilities)

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

1. 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 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 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 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 Society Act of B.C., the KMFS 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.
- m. Shall maintain the correspondence of KMFS.

2. 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 hold the position for a two (2) year term.

3. The Treasurer:

- a. Shall ensure a total balance of budgeted accounts is presented monthly 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.
- e. Shall take care of daily and weekly banking which includes bank deposits, and petty cash withdrawals.
- f. Shall be bonded for ten thousand dollars (\$10,000) at the expense of KMFS.
- g. Shall be responsible for annually updating the Insurance of KMFS.
- 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.

4. The Secretary:
 - a. Shall be responsible for taking the minutes of all KMFS Meeting proceedings.
 - b. Shall keep minutes of all meetings of KMFS.
 - 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 KMFS membership.
 - e. Shall be a voting member of the Executive for a two (2) year term.

5. Three (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 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.

6. It shall be the responsibility of the Executive to manage KMFS on a day-to-day 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 KMFS 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 2 weeks of such meetings.

SECTION IV DIRECTION AND POWERS OF THE EXECUTIVE

1. The KMFS Executive:
 - a. Shall meet a minimum of 7 months throughout the fiscal year.
 - b. Shall be familiar with, and comply with, the provisions of the Societies Act of BC.
 - c. Shall arrange to bond the Treasurer for such an amount not less than ten thousand dollars (\$10,000.00).
 - d. Shall receive, budget, administer and review or have audited, all monies, properties, and securities of the property of KMFS, subject to the direction of the membership.
 - 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 KMFS.
 - g. 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 Organizations.

- h. Shall have the authority to hire and dismiss employees and set their salaries and working conditions.
- i. May, subject to the B.C. Societies 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 or the assets of KMFS, present or future.
- j. May authorize expenditures, including KMFS fees, now or due.
- 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.

SECTION V - ELECTIONS AND APPOINTMENTS

1. The General Elections for the Executive positions shall happen at the Annual General Meeting, held no later than October 31st 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 KMFS 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 October 31st 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 KMFS 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 or Requisitionists 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 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 the Constitution, 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% plus 1 of Executive members.

SECTION IX VOTING

1. Only KMFS 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 KMFS.

2. The official books and records of KMFS shall be kept at Kiwanis High Noon Ballpark or with the current treasurer at all times (4270 Old Vernon Rd).

3. The official books and records of KMFS may be inspected by members in good standing of KMFS at any time, given reasonable notice.

SECTION XI FINANCE

1. The fiscal year of KMFS shall be from September 1st to August 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 KMFS 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 KMFS Executive.

2. KMFS membership fees shall be as determined by Section II (8) of these Bylaws.

3. All KMFS 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, except for funds directly contributed by the parents or players themselves.

6. Teams agreeing to sponsorship must have a sponsorship agreement form provided by KMFS, signed by the sponsor, team representative and the President. If the President is the team representative, then the President must assign another member of the Executive to sign on behalf of KMFS.

SECTION XII AUDITORS

1. The auditor of the KMFS finances shall be appointed by the Executive by a simple majority vote.

2. The remuneration to be paid to the auditor by KMFS shall be determined by the Executive.

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.
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.

SECTION XIII CONFLICT OF INTEREST

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.
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).
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 KMFS.
 - 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 KMFS, 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.

