

PROVINCE OF BRITISH COLUMBIA SOCIETY ACT  
Bylaws of Chilliwack Minor Fastball Association June 2024

Part 1 – Definitions & Interpretation

1.1 In these Bylaws:

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

“Board” means the Directors of the Society;

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

“Executive” means the Directors and the Managers of the Society;

“Management” means the Managers of the Society;

“Society” means the Chilliwack 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 or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

Part 2 – Membership

2.1 A person may apply to the Board for membership in the Society, and the person becomes a member on the Board’s acceptance of the application.

2.2 Membership in each calendar year shall commence on the date of acceptance of June 30th of each calendar year.

2.3 Membership in the Society shall be composed of Minor players and their parents and/or guardians who agree to abide by the constitution of the Society and comply with these bylaws and the rules of the Society, including the Society’s Policy Manual, and Softball BC.

2.4 The amount of the annual membership dues, if any, must be determined by the board.

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.

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.

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

Part 3 – Annual General Meetings

3.1 A general meeting must be held at the time and place the Board determines.

3.2 At a general meeting, the following business is ordinary business:

- (a) adoption of rules of order;
- (b) consideration of any financial statements of the Society presented to the meeting;
- (c) consideration of the reports, if any, of the Directors or auditor;
- (d) election or appointment of Managers;
- (e) election or appointment of the President of the Society if the position is vacant;
- (f) appointment of an auditor, if any;
- (g) business arising out of a report of the Directors or Managers, not requiring the passing of a special resolution.

3.3 A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business

3.4 The following individual is entitled to preside as the chair of a general meeting:

- (a) the individual, if any, appointed by the Board to preside as the chair;
- (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
  - (i) the President,
  - (ii) a Vice President, if the President is unable to preside as the chair, or
  - (iii) one of the other Directors present at the meeting, if both the President and Vice President are unable to preside as the chair.

3.5 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

3.6 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

3.7 The quorum for the transaction of business at a general meeting is 3 voting members or 2% of the voting membership, whichever is greater.

3.8 The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;

- (f) if the meeting is an annual general meeting,
  - (i) receive the Directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
  - (ii) receive any other reports of Directors or Managers' activities and decisions since the previous annual general meeting,
  - (iii) elect the Management and the President, and
  - (iv) appoint an auditor, if any;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) terminate the meeting.

3.9 At each annual general meeting, the voting members are entitled to vote for the election or appointment of the Managers and the President.

3.10 At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot,

3.11 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

3.12 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

3.13 Members may bring proposals to a general meeting only in accordance with section 81 of the Act, at least 7 days before notice of the annual general meeting is sent.

#### Part 4 – Board of Directors

4.1 The Society must have no fewer than 5 Directors.

4.2 Directors and Management shall be elected each year at Annual General Meeting and their term shall last 12 months from the date of appointment.

4.3 Any matter to be decided at the Special Meeting to Elect or Appoint the Board must be decided by ordinary resolution unless the matter is required by the Act or by these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

4.4 Directors must be elected or appointed to the following Board positions and a Director, other than the President, may hold more than one position:

- (a) President;

- (b) 1 st Vice President Operations;
- (c) 2nd Vice President Competition;
- (d) Secretary;
- (e) Treasurer;
- (f) Registrar;

and any other officer positions that the Board of Directors determine is desirable for the operation and maintenance of the Association.

4.5 The President shall hold office for a two (2) year term.

4.6 Each officer position is to be elected by the members for a 2 year term.

4.7 The Board may, at any time, appoint a member as a Director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a Director during the Director's term of office.

4.8 A Director appointed by the Board 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.

4.9 Any Director may, by written notice, resign at any time and, on acceptance by the remaining Directors, the position shall become vacant. The resigning Director's written notice shall contain a nomination for a replacement Director.

4.10 Directors shall retire from office at the Special Meeting to Elect or Appoint the Board at the termination of their term.

4.11 Separate elections shall be held for each office that is vacant. Nominations can be accepted in written form and accepted from the floor.

4.12 Any election may be by acclamation, otherwise it shall be by secret ballot.

4.13 If a Director wishes to let his/her name stand for another position before his/her term of office expires, the Director must first resign his/her current position before the election. A notice of intent to resign must be submitted to the Board by May 31st prior to the Special Meeting to Elect or Appoint the Board. However, if unsuccessful in election to the new position, the individual may let his/her name stand for re-election to the previous position, providing it has not already been filled.

4.14 Members must serve minimum one year in a management position before running for an executive position unless the board feels they possess unique skill set that make them the best fit for a position.

4.15 Should a vacancy occur in any elected position, the remaining Directors shall continue to act notwithstanding such a vacancy. The acts of the remaining Directors shall be valid.

4.16 A prerequisite for being elected as a Director of the Society shall be that the individual be qualified within the meaning of section 44 of the Act.

4.17 The Executive of the Society may, by special resolution at any Annual General Meeting, or Extraordinary General Meeting called for the purpose, remove any Director from office on the vote of a 66% majority of the Executive and shall, at such meeting, elect another individual to fill the vacancy created for the remainder of the term of the member so removed.

#### Part 5 – Directors Duties

5.1 The President is the chair of the Board and is responsible for supervising the other Directors and Managers in the execution of their duties. The President shall preside at all meetings of the Society and the Board with the usual privilege of office.

5.2 The Vice President Operations is the first vice-chair of the Board is responsible for carrying out the duties of the President if the President is unable to act. The Vice President Operations shall carry out the tasks delegated by the President. The Vice President Operations provides oversight of the Operations Manager, Equipment Manager, Umpire in Charge, Fundraising Manager, Publicity Coordinator and Webmaster.

5.3 The Vice President Competition is the second vice-chair of the Board and is responsible for carrying out the duties of the President if the President is unable to act. The Vice President Competition shall carry out the tasks delegated by the President. The Vice President Competition provides oversight of the Registrar, Development Coordinator, Division Coordinators and Rep Coordinator.

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

- (a) issuing notices of general meetings and Board meetings;
- (b) taking minutes of general meetings and Board meetings;
- (c) keeping the records of the Society in accordance with the Act;
- (d) conducting the correspondence of the Board;
- (e) filing the annual report of the Society and making any other filings with the registrar under the Act; and

In the absence of the Secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting. The Secretary shall keep an accurate record of the proceedings of the Society and Board meetings and shall perform other duties as delegated by the Board.

5.5 The Treasurer shall keep a register of all monies within the Society. He/she must also prepare and present an annual financial statement at the Annual General Meeting and other

statements as requested by the Board. The Treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and banking monies collected from the members or other sources; (b) keeping accounting records in respect of the Society's financial transactions; (c) preparing the Society's financial statements;
- (d) making the Society's filings respecting taxes.
- (e) finding and applying for eligible grant money.

The Treasurer shall perform other duties as delegated by the Board.

5.6 The Registrar shall be in charge of registration, keep a record of all players and perform other duties as delegated by the Board. The Registrar shall maintain a record of every person admitted as a member of the society, together with the following particulars of each member:

- a) the full name and resident address;
- b) the date on which the person is admitted as a member;
- c) the date on which the person ceases to be a member.

5.7 Signing authority for financial transactions shall be vested with the President, the VP Operations, the VP Competition, the Registrar, and the Secretary, who are appointed for this purpose (the "Signatories"). An exception will be made if two household members are both in positions of signing authority one will relinquish authority. To pay expenses of the Society, the Treasurer shall initiate the payment of the expense and one of the Signatories shall approve the payment, provided however that, the Signatory approving payment of the expense must not have been directly, or indirectly through its Managers, responsible for the request for or receipt of such payment. The signatures of two Signatories shall be required for cheques.

## Part 6 – Management

6.1 The following elected members shall hold the positions of Managers:

(a) Operations Manager (**Scheduler**): works with the city to book fields for practices, games, and tournaments. Plan the game schedule in coordination with the LMSC.

Book off-season training facilities for winter clinics and batting practices as requested. Ensure communication with coaches and division coordinators regarding field allotments and times for practices and games.

(b) Equipment Manager: keep an inventory of equipment and uniforms on hand, plan budget for equipment expenses for the upcoming year, and order equipment as needed. With assistance from other board members ensure equipment bags are stocked for the beginning of the season and ensure all are returned at the end of the year. Ensure uniforms are all returned at the end of the season.

(c) Umpire in Charge: oversee training and development of umpires. Schedule umpires for all home games and tournaments as needed.

(d) Publicity Coordinator: in charge of all social media accounts and advertising for the association. Help to build CMFA's presence in our community through engaging content and clear communication of our programs and clinics.

(e) Webmaster: Responsible for creating and maintaining CMFA website, providing current and updated information, and ensuring that links and information are relevant and in working order.

(f) Sponsorship, Fundraising, and Community Engagement Coordinator: plan fundraising opportunities such as 50/50, CMFA merchandise sales ect. Also, reach out to potential sponsors in our community and look for sponsorship opportunities. Plan and attend community events to help build CMFA's presence in our community.

(g) Development Coordinator: responsible for overall coach and player development. Including, but not limited to, planning off-season training to build physical literacy and foundational skills, sourcing and organizing pitching, batting, and catching clinics, planning and assisting with winter clinics, and fundamental practices for U7/U9/U11 depending on year and needs.

(h) Rep Coordinator: oversees communication with Chilliwack Impact coaches regarding tryouts, rosters, schedules, practices, coach requirements, and any issues that may arise. Ensure coaches are supported. Help to build the rep program through community engagement and information sessions.

(i) U7-U9 Coordinator: oversees communication with coaches regarding schedules, practices, coach requirements, and any issues that may arise. Ensure coaches are supported.

(j) U11-U13 Coordinator: oversees communication with coaches regarding schedules, practices, coach requirements, and any issues that may arise. Ensure coaches are supported.

(k) U15-U17 Coordinator: oversees communication with coaches regarding schedules, practices, coach requirements, and any issues that may arise. Ensure coaches are supported.

(l) U20 Coordinator: oversees communication with coaches regarding schedules, practices, coach requirements, and any issues that may arise. Ensure coaches are supported.

***(m) Volunteer Coordinator: maintain a database of volunteers for league activities, clinics, tournaments, and community events. Recruit, schedule, and assign volunteers to roles such as concession, scorekeeping, field setup/takedown, tournament support, and fundraising. Communicate with volunteers regarding expectations, shifts, and responsibilities. Ensure volunteers are acknowledged and appreciated. Work closely with the Tournament Coordinator, Sponsorship/Fundraising Coordinator, and Division Coordinators to ensure adequate coverage for all programs and events.***

***(n) Tournament Coordinator: plan, organize, and oversee all CMFA-hosted tournaments (house and rep). Coordinate with the Operations Manager (Scheduler) to secure fields and facilities, and with the Umpire in Charge to ensure umpire coverage. Develop tournament schedules, liaise with participating teams, and manage logistics including field setup, concession, scorekeeping, and awards. Collaborate with the Volunteer Coordinator to recruit and manage volunteers for tournaments. Ensure compliance with Softball BC rules, safety standards, and CMFA bylaws. Provide post-tournament reports to the Board including finances, successes, and areas for improvement***

(o) Member at Large (2-3 people): help with delegated tasks from the executives as needed and assist or participate in committees when formed. These members have no voting rights in board member decisions that pertain to CMFA.

6.2 At each annual general meeting, the voting members are entitled to vote for the election or appointment of the Managers.

6.3 Managers shall be elected for one (1) year terms.

6.4 Should a vacancy occur in any elected position, the Executive may appoint members of good standing to the position.

6.5 Managers shall have the right to vote on all matters.

6.6 The Executive may appoint committees to address special issues as is deemed necessary. Such committees shall present findings and recommendations to the Executive for action.

6.7 The job descriptions of elected Managers and non-elected division members and committee members are recorded separately.

#### Part 7- Board and Executive Meetings

7.1 The Executive is composed of the Directors and Managers of the Society. All newly elected Managers shall take office as of the 1st of August of that year.

7.2 An Executive meeting may be called by the President or by any 2 other Directors or Managers.

7.3 At least 2 days' notice of an Executive meeting must be given unless all the Directors and Managers agree to a shorter notice period.

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

7.5 Executive meetings shall be held monthly or as required.

7.6 For the transaction of general business at an Executive Meeting, a resolution may only be passed if it receives a majority vote of 50% plus one.

7.7 For the transaction of financial matters at an Executive Meeting, a resolution may only be passed if it receives a majority vote of 50% plus one.

7.8 At Board meetings and at Executive meetings, the President shall have the power to vote but will cast a ballot only in the event of a tied vote.

#### Part 8 – Elections

8.1 Elections to fill vacant Manager positions are to be held at the Annual General Meeting.

8.2 Elections to fill a vacant President position are to be held at the Annual General Meeting.

8.3 Any parent/guardian of a member or an adult member in good standing may run for a manager position, and must not have been ruled ineligible by the Board within two years preceding the date of the elections.

8.4 Each parent/guardian of a member, or each adult member in good standing shall be entitled to one vote, subject to a limitation of one vote per family. All voters must be of legal voting age.

8.5 The position of President shall be held for a two (2) year term and the election to fill a vacant President position is to be held at the Annual General Meeting.

#### Part 9 – Amendments to the Bylaws

9.1 Amendments to these Bylaws may be made only at an Annual General Meeting or Extraordinary General Meeting.

9.2 All amendments to the Bylaws must be passed by special resolution by a majority vote of the Executive of 66%.

9.3 Notice of any proposed alterations or amendments to the Bylaws must be filed with the Secretary in writing no fewer than 7 days in advance of the Annual General Meeting or Extraordinary General Meeting, unless a majority vote of the Executive of 50% plus one agrees to present the proposed alterations or amendments to the Bylaws at the Meeting without the 7 days' notice.

#### Part 10 - Committees

10.1 Committees shall be appointed by the Executive as required.

10.2 A conflict resolution committee of 3-5 managers or directors will be appointed each year to be in charge of any complaints or conflicts that arise from players, teams, or parents. This committee will meet and manage any conflict with the support of the board to determine

appropriate and fair resolutions. Decisions will be reported to the board after resolutions are made.

#### Part 11 - Fees

11.1 The annual fees and a late registration penalty shall be determined by the Board in such amounts as the Board deems necessary to meet the ongoing operational needs of the Society. All membership fees must be paid at the time of registration.

11.2 All remittances of membership fees shall be submitted to the Treasurer.

11.3 Membership fees are not refundable after commencement of the first league game unless deemed special circumstances by the Registrar.

11.4 Membership fees shall include individual player insurance.

#### Part 12 – Administrative Guidelines

12.1 The Executive shall have the authority to establish and amend administrative guidelines and the policy manual.

#### Part 13 – Dissolution

13.1. In the event of winding up or dissolution of the Chilliwack Minor Fastball Association, the liquidators appointed shall cause all assets to be transferred to another non-profit organization with similar goals and objectives. The condition shall be unalterable.

#### Part 14 – Remuneration and Authority

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

14.2 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 either the VP Operations, VP Competition, Registrar or the Secretary; or (b) if the President is unable to provide a signature, two Vice Presidents together may provide signatures,

14.3 The Society may do one or both of the following in respect of an Manager or Director acting in their capacity as Manager or Director of the Society:

(a) indemnify the Manager or Director or their representative against all penalties to which the Manager or Director or their representative is or may be liable in respect of an eligible proceeding, as defined by the Society Act, SBC 2015, c.8, as amended;

(b) after the final disposition of an eligible proceeding, pay the expenses actually and reasonably incurred by the office or Director or their representative in respect of the eligible proceeding. The Society shall do so in accordance with the terms and conditions set out in section 64 of the Society Act, SBC 2015, c.9, as amended.