

SPECIAL RESOLUTION

RESOLVED AS A SPECIAL RESOLUTION that the existing Bylaws of the Society be deleted and replaced with the Bylaws attached hereto as Schedule A.

SCHEDULE A:

Bylaws of SURREY STORM FASTPITCH ASSOCIATION (the “Society”)

PART 1 – DEFINITIONS AND INTERPRETATION

Definitions

1.1 In these Bylaws:

- a. “**Act**” means the *Societies Act* of British Columbia as amended from time to time;
- b. “**Board**” means the seven (7) directors of the Society;
- c. “**Bylaws**” means these Bylaws as altered from time to time;
- d. “**Membership**” means all the voting members of the Society.

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

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 – MEMBERS

Membership of the Society

2.1 The members of the Society are those persons who become members, in accordance with these bylaws and who have not ceased to be members.

2.2 Membership in the Society shall be restricted to:

- a. one parent or guardian who has registered a minor girl or boy to play fastpitch softball on a team operated by the Society (the “Registering Parent”) and that minor girl or boy is on a current roster of a team operated by the Society;
- b. a person who has reached the age of majority and who has registered himself or herself to play fastpitch softball on a team operated by the Society (each one, a “Senior Player”) and the Senior Player is on a current roster of a team operated by the Society;
- c. each current head coach, assistant coach and team manager of each fastpitch softball team operated by the Society;
- d. the current members of the Board; and
- e. such persons as the Board may accept into membership from time to time.

Duties of voting members

2.3 Every voting member must:

- a. uphold the constitution of the Society; and
- b. comply with these Bylaws, and all regulations and directions issued by the Board.

Amount of membership dues

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

Membership dues non-refundable

2.5 Subject to Sections 2.9 [*termination*] and 2.10 [*resignation*], the membership dues paid to the Society shall be non-refundable in the event that the voting member ceases to be a member of the Society.

Member in good standing may vote

2.6 Subject to Sections 2.7 and 2.8 [*inadequate standing*], all voting members in good standing and present in person at any general meeting of the Society shall be entitled to one (1) vote with respect to all matters pertaining to the activities and welfare of the Society, except such matters of administration as are delegated by the Membership, pursuant to these Bylaws, to the Board.

Voting member not in good standing

2.7 A voting member is not in good standing if:

- a. the voting member fails to pay the voting member's annual membership dues, if any. The voting member is not in good standing for so long as these dues remain unpaid;
- b. the Board determines, in the sole discretion, that the voting member's conduct contravenes the constitution or these Bylaws, or is offensive towards other Board members, voting members, parents, umpires or players associated with the Society, and the Board provides written notice of this to the voting member as soon as practicable; or
- c. the voting member's membership ceases pursuant to Sections 2.9 [*termination*] and Section 2.10 [*resignation*].

Voting member not in good standing may not vote

2.8 A voting member who is not in good standing:

- a. may not vote at a general meeting or at any other meetings of the members of the Society; 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

2.9 A person ceases to be a voting member of the Society:

- a. on his or her death;
- b. on being expelled by the Board;
- c. on having been a member not in good standing for six (6) consecutive months;
- d. on ceasing to be a person eligible for membership pursuant to Section 2.2 of these Bylaws; or
- e. subject to Section 2.10 [*resignation*], the voting member resigns.

Resignation from membership

2.10 A person may resign from the Society by giving written notice to the Secretary.

PART 3 – GENERAL MEETING OF MEMBERS**Annual general meeting**

3.1 The annual general meeting of the Society shall be held in the month of June at the time and place the Board determines. Notice of the annual general meeting shall be given by posting information about the meeting on the website of the Society at least fourteen (14) days prior to the date of the annual general meeting.

Special general meeting

3.2 A special general meeting may be called by the president at his or her discretion at any time, or a special general meeting may be called by a majority vote of the Board. All special general meetings shall be held at the time and place the Board determines. Notice of a special general meeting shall be given by posting information about the meeting on the website of the Society at least twenty-one (21) days prior to the date of the special general meeting.

Ordinary business at annual general meeting

- 3.3 At an annual 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 directors;
 - e. appointment of an auditor, if any; or
 - f. business arising out of a report of the Board not requiring the passing of a special resolution.

Notice of special business

3.4 Notice of an annual 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.

Chair of meetings

- 3.5 The following individual is entitled to preside as the chair of an annual general meeting or special general meeting of the voting members of the Society:
- 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. the 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.

Alternate chair of meeting

- 3.6 If there is no individual entitled under these Bylaws who is able to preside as the chair of an annual general meeting or a special general meeting within fifteen (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.

Quorum required

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

Quorum for meetings

- 3.8 A quorum for the transaction of business at an annual general meeting or a special general meeting is fifteen (15) voting members present in person.

Lack of quorum at commencement of meeting

- 3.9 If, within thirty (30) minutes from the time set for holding an annual general meeting or a special general meeting a quorum of voting members is not present:
- a. in the case of a meeting convened on the requisition of voting 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 thirty (30) minutes from the time set for

holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

If quorum ceases to be present

- 3.10 If, at any time during an annual general meeting or special 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.

Adjournments by chair

- 3.11 The chair of an annual general meeting or a special 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 meeting

- 3.12 It is not necessary to give notice of a continuation of an adjourned annual general meeting or special general meeting of the business to be transacted at a continuation of said meeting except that, when an annual general meeting is adjourned for thirty (30) days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at meeting

- 3.13 The order of business at an annual general meeting or special 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 annual general meeting or special general meeting, as the case may be;
 - e. deal with unfinished business from the last annual general meeting or special general meeting, as the case may be;
 - 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' activities and decisions since the previous annual general meeting;
 - iii. elect or appoint directors; 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; and
- h. terminate the meeting.

Methods of voting

- 3.14 At either an annual general meeting or a special 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, two (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.

Announcement of result

- 3.15 The chair of an annual general meeting or a special general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy voting not permitted

- 3.16 Voting by proxy is not permitted.

Matters decided at meeting by ordinary resolution

- 3.17 A matter to be decided at an annual general meeting or a special 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.

PART 4 – DIRECTORS

Number of directors

- 4.1 The Society must have a total of seven (7) directors, each of whom is at least 18 years old.

Election of directors to Board

4.2 At each annual general meeting, the voting members must elect or appoint the Board.

Directors may fill casual vacancy on Board

4.3 The Board may, at any time, appoint a voting 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.

Term of appointment of director filling casual vacancy

4.4 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.

Removal of directors

4.5 The Board may remove any director who misses more than two (2) consecutive meetings without explanation or who does not fulfill the functions of his or her office, at its discretion.

PART 5 – BOARD MEETINGS**Board meeting**

5.1 The Board shall meet at least once each month as determined by the President, and any special meeting of the Board may be called by the President when the business of the Society requires.

5.2 A Board meeting may be called by the president or by any two (2) other directors.

Notice of Board meeting

5.3 At least 48 hours two (2) clear days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

Proceedings valid despite omission to give notice

5.4 The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

Conduct of directors' meetings

5.5 The directors may regulate Board meetings and proceedings as they think fit.

Quorum of directors

5.6 The quorum for the transaction of business at a Board meeting is four (4) directors.

Voting

5.7 Each Board member, with the exception of the president, shall be entitled to cast one vote at all meetings of the Board. In case of a tie, the president shall have a casting and deciding vote.

PART 6 – BOARD POSITIONS**Board positions**

6.1 The elected directors will fill the roles of president, vice-president, secretary, treasurer, rep director, house director and director at large.

Election of Board positions

6.2 The president, vice-president, secretary, treasurer, rep director, house director and director at large shall be appointed by the seven (7) elected directors.

Directors' term of office

6.3 Each director shall hold a Board position until the following annual general meeting or, in the event of the resignation or removal of a director, until his or her successor shall be duly elected and qualified.

Role of president

6.4 The president shall preside at all meetings, call special meetings, and supervise the other directors in the execution of their duties. The president shall appoint all committees not otherwise provided for, and shall be chairman of the Board and a member of all committees.

Role of vice-president

6.5 The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

Role of secretary

6.6 The secretary is responsible for doing, or making the necessary arrangements for, the following:

- a. issuing notices of annual general meetings and special general meetings of the voting members of the Society;
- b. Issuing notices of Board meetings;

- c. taking minutes of annual general meetings and special general meetings of the voting members of the Society and of Board meetings;
- d. keeping the records of the Society in accordance with the Act;
- e. conducting the correspondence of the Board;
- f. filing the annual report of the Society and making any other filings with the registrar under the Act; and
- g. Delivering within one (1) month after the expiration of his or her term of office to the successor to that office all books, papers, and other property of the Society in his or her possession.

Absence of secretary from meeting

- 6.7 In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary of the meeting.

Role of Treasurer

- 6.8 The treasurer is responsible for doing, or making the necessary arrangements for, the following:
- a. receiving and banking monies collected from the voting members or other sources;
 - b. keeping accounting records in respect of the Society's financial transactions;
 - c. preparing the Society's financial statements; and
 - d. ensuring that all cheques drawn on the treasury comply with the signing authority requirements pursuant to Section 7.3 [*signing authority*].

Role of all Board members

- 6.9 All Board members must participate in the business and management of the Society, and cooperate in the activities of the Society.

PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

Remuneration of directors

- 7.1 These Bylaws do not permit the Society to pay to 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.

Reimbursement of expenses of directors

- 7.2 Directors may be reimbursed for reasonable expenses necessarily incurred by the director in performing his or her duties as a director.

Signing authority

- 7.3 A contract or other record to be signed by the Society must be signed on behalf of the Society have the signature of any of the following Board members: president, vice-president, treasurer or secretary.

PART 8 – BORROWING POWERS

Borrowing Powers

- 8.1 The Board may raise or secure the repayment of such sum or sums of money in such manner and upon such terms and conditions in all respects as it sees fit, and in particular, the issue of bonds, perpetual or redeemable, debenture or debenture stock or any mortgage, charge or other security on the undertaking of the whole or any part of the property of the Society (both present and future). Provided however that none of these powers shall be exercised except in accordance with the sanction of a special resolution passed by a two-thirds majority of the voting members of the Society present and entitled to vote at an annual general meeting or special general meeting of the Society, provided each voting member of the Society was given fourteen (14) days notice of the meeting in writing.

PART 9 – GENERAL MATTERS

Amendments

- 9.1 These Bylaws may be amended only by special resolution of the Society passed by a two-thirds majority of the voting members present and entitled to vote at a meeting, provided that the proposed amendment must be submitted in writing at the annual general meeting or special general meeting at which the amendment will be voted on, and every voting member of the Society must be advised of the proposed amendment by means of a notice calling the meeting at which the vote will be recorded.

Access to records

- 9.2 The accounting records and records of director's proceedings of the Society may be inspected by any voting member of the Society at a date, time and place determined by the Board.

Geographic Area

- 9.3 The operations of the Society are to be chiefly carried on in the City of Surrey, in the Province of British Columbia.