



## Volleyball Manitoba By-laws

### 1. **PURPOSE**

- 1.01 These By-laws relate to the general conduct of the affairs of the Manitoba Volleyball Association Inc., also known as Volleyball Manitoba, an incorporation incorporated under *The Volleyball Corporations Act* of Manitoba.

### 2. **DEFINITIONS**

- 2.01 The following terms have these meanings in these By-laws:

~~a)~~ **Act** – *The Volleyball Corporations Act* of Manitoba, as amended, or any successor legislation.

~~a)~~~~b)~~ **Articles** – Volleyball Manitoba's original or restated articles of in Volleyball Manitoba, articles of amendment, articles of amalgamation, articles of continuance, articles of reorganization, articles of arrangement, articles of dissolution, articles of revival and any amendments thereto, and includes any Act, statute or ordinance by or under which a body corporate has been incorporated, and any letters patent, supplementary letters patent, certificate of in Volleyball Manitoba, memorandum of association, and any other document evidencing corporate existence.

~~b)~~~~c)~~ **Auditor** – an individual, partnership or Volleyball Manitoba appointed by the Members at the Annual General Meeting to audit the books, accounts and records of Volleyball Manitoba to prepare a report to be presented to the Members at the next Annual ~~General~~ Meeting of Members.

~~c)~~~~d)~~ **Board of Directors** – the Board of Directors of Volleyball Manitoba.

~~d)~~~~e)~~ **Days** – will mean days irrespective of weekend and/or holidays;

~~e)~~~~f)~~ **Delegate** – an individual that is entitled to vote at all meetings of Members in accordance with these By-laws;

~~f)~~ **Director** – an individual elected or appointed to serve on the Board of Volleyball Manitoba pursuant to these By-laws.

~~g)~~ **In Writing** – shall include both hard copy and electronic communication in a form determined appropriate by the Board.

~~h)~~ **Officer** – an individual elected or appointed to serve as an Officer of the Volleyball Manitoba pursuant to these By-laws.

~~i)~~ **Ordinary Resolution** – a resolution passed by not less than a majority of the votes cast at a meeting of the Board of Directors, meeting of a ~~Board~~-Committee or a meeting of Members.

~~f)k)~~ **Special Resolution** – a resolution passed by no less than two-thirds of the votes cast at a meeting of the Board of Directors or a meeting of Members or signed by all the voting Members entitled to vote on that resolution.

~~g)l)~~ **Volleyball Manitoba** – The Manitoba Volleyball Association Inc.

**3. REGISTERED OFFICE**

3.01 The Registered Office of Volleyball Manitoba shall be located in the City of Winnipeg, in the Province of Manitoba. Volleyball Manitoba may have other such offices and agencies as the Board of Directors may from time to time determine.

**4. CORPORATE SEAL**

4.01 Volleyball Manitoba ~~shall~~ may have a corporate seal which shall be in the custody of the Executive Director.

**5. INTERPRETATION**

5.01 Words importing the singular will include the plural and vice versa, ~~words importing the masculine will include the feminine and vice versa,~~ and words importing persons will include bodies corporate.

**6. RULINGS ON BYLAWS**

6.01 Except as provided for in the Act, the Board of Directors shall have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of Volleyball Manitoba.

**7. CONDUCT OF MEETINGS**

7.01 Unless otherwise specified in the Act or these By-laws, meetings of Members and meetings of the Board of Directors will be conducted in accordance with Roberts Rules of Order ~~as same may, from time to time, provide.~~

**8. NO GAIN FOR MEMBERS**

8.01 Volleyball Manitoba will be carried on without the purpose of financial gain for its Members and any profits or other accretions to Volleyball Manitoba will be used in promoting its objects.

~~8.9.~~ **MEMBERSHIP**

**Category of Members**

9.01 Volleyball Manitoba has the following categories of membership:

a) Competitive Member Club:

- i. ~~A participant within a~~ An organized volleyball club that competes towards a Provincial and National Championship consisting of volleyball teams with at least eight (8) players per team, along with associated coach(es), managers or directors, who have agreed to abide by Volleyball Manitoba's By-laws, policies, rules and regulations.

~~b) Referee Member:~~

- ~~i. Any individual registered and in good standing with the Manitoba Volleyball Officials Association who has agreed to abide by Volleyball Manitoba's By-laws, policies, rules and regulations.~~

~~e)b)~~ Associate / Affiliate Member:

- i. ~~Any players or participants in a~~ A non-competitive member volleyball team, adult league, post-secondary program, youth development program, or other volleyball programs consisting of players or participants that ~~have~~ has agreed to abide by Volleyball Manitoba's By-laws, policies, rules and regulations.

~~d)~~ Life Member

- ~~i. A Life Member is the highest honour that can be bestowed by Volleyball Manitoba and may be awarded to any individual or organization who has contributed greatly to the development or promotion of the sport of volleyball in Manitoba by two-thirds vote of the Members at a meeting of members.~~

~~e)c)~~ Director Member

- i. Any individual elected as a Director of the Association who has agreed to abide by the Association's bylaws, policies, procedures, rules and regulations.

## Governing Documents

- 9.02 Each Member must register with the Volleyball Manitoba and agree to abide by the Volleyball Manitoba's By-laws, policies, procedures, rules and regulations.

## Admission and Renewal of Members

- 9.03 No individual, entity or organization will be admitted or renewed as a Member of Volleyball Manitoba unless:
- a) The candidate member has made an application for membership in a manner prescribed for by Volleyball Manitoba.
  - b) In the case of an individual, the candidate member is a resident of Manitoba, unless by approval of the Board of Directors.
  - ~~b)c)~~ The candidate member meets any othe condition of membership determined by the Board.
  - ~~e)d)~~ The candidate member has paid dues as prescribed by the Board of Directors.
  - ~~e)e)~~ The candidate member's application is approved by Volleyball Manitoba.

## Duration

- 9.04 Unless otherwise determined by the Board of Directors, the membership year for Volleyball Manitoba will be September 1 to August 31.

## Fees

- 9.05 Membership dues for all categories of Membership will be determined annually by the Board of Directors. Membership dues are not refundable upon a Member's resignation, cessation or termination of membership, unless by approval of the Board of Directors.

## Resignation, Transfer, Suspension, and Termination of Membership

- 9.06 Members may resign by providing written notice in writing to Volleyball Manitoba. Resignation will be effective upon acceptance by the Board of Directors.

- 9.07 A Member may not resign from Volleyball Manitoba when the Member is subject to disciplinary investigation or action by Volleyball Manitoba.
- 9.08 A Member shall cease to be a Member of Volleyball Manitoba for failing to pay membership dues or other monies owed to Volleyball Manitoba by the deadline dates prescribed by Volleyball Manitoba. The Member may be re-admitted upon paying all arrears and receiving approval for Membership by the Board of Directors.
- 9.09 In addition to expulsion for failing to pay membership dues, a Member may be suspended or expelled from Volleyball Manitoba in accordance with Volleyball Manitoba's By-laws, rules, regulations, policies and procedures relating to discipline of Members.
- 9.10 Membership in the Volleyball Manitoba is non-transferable.
- 9.11 A Member may be suspended, pending the outcome of a discipline hearing in accordance with the Volleyball Manitoba's policies related to discipline, or by Special Resolution of the Board at a meeting of the Board provided the Member has been given notice of and the opportunity to be heard at such meeting.
- 9.12 A suspended Member is not in good standing, may not vote at meetings of the Members, is not permitted to have any involvement with the Volleyball Manitoba, and may be subject to a probationary period before being reinstated to good standing.
- 9.13 Membership in the Volleyball Manitoba will terminate immediately upon:
- a) The expiration of the Member's membership term.
  - b) The Member fails to maintain any of the qualifications or conditions of membership described in these By-laws.
  - c) Resignation by the Member by giving written notice to the Volleyball Manitoba.
  - d) Dissolution of the Volleyball Manitoba.
  - e) A decision made by the Board (or designate) or a disciplinary panel in accordance with these By-laws or the Volleyball Manitoba's policies.
  - f) The Member's death; or
  - g) By Ordinary Resolution of the Board or of the Members at a duly called meeting, provided fifteen (15) days' notice is given and the Member is provided with reasons and the opportunity to be heard. Notice will set out the reasons for termination of membership and the Member receiving the notice will be entitled to submit a written submission opposing the termination.

#### **Good Standing**

- 9.14 A Member will be in good standing provided that the Member:
- a) Has not ceased to be a Member.
  - b) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed.
  - c) Has completed and remitted all documents as required by Volleyball Manitoba.
  - d) Has complied with the By-laws, policies, rules and regulations of Volleyball Manitoba.
  - e) Is not subject to a disciplinary investigation or action by Volleyball Manitoba, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board of Directors.
  - f) Has paid all required membership dues.

9.15 Members who cease to be in good standing, as determined by the Board of Directors, will not be entitled to vote at meetings of Members and, where the Member is a Director, at meetings of Directors, or be entitled to the benefits and privileges of membership until such time as the Board of Directors are satisfied that the Member has met the definition of good standing as set out above.

9.16 Privileges of Good Standing - Subject to these By-laws and other governing documents of the Volleyball Manitoba, Members in good standing may be entitled to the following privileges:

- a) To attend, participate, and vote at meetings of the Members.
- b) To participate in the Volleyball Manitoba's activities.
- c) To participate in other events associated with the Volleyball Manitoba.

#### **9.10. MEETING OF MEMBERS**

10.01 Meetings of Members will include Annual ~~General~~ Meetings and Special Meetings of Members.

~~10.02 A Special Meeting of the Members may be called at any time by the President or by the Board of Directors. The Agenda of any Special Meeting will be limited to the subject matter for which the meeting was duly called.~~

~~10.03~~10.02 A Special Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of five (5%) percent or more of the voting Members for any purpose connected with the affairs of Volleyball Manitoba that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.

~~10.04~~10.03 Volleyball Manitoba shall hold an Annual General Meeting of the Members at such place on such day in each year and at such time as the Board of Directors may by resolution determine. The Annual General Meeting will be held within fifteen (15) months of the last Annual ~~General~~ Meeting of Members and within six (6) months of the Volleyball Manitoba fiscal year end.

~~10.05~~10.04 Participation/Holding by Electronic Means – Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting if Volleyball Manitoba makes such means available. A person so participating in a meeting is deemed to be present at the meeting. The Board or Members, as the case may be, may determine that the meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.

~~10.06~~10.05 Written notice of meetings of Members (per Article 9.01) will be given to all Members at least fifteen (15) days and not more than fifty (50) days prior to the date of the meeting. Notice will contain a proposed agenda and reasonable information to permit Members to make informed decisions. Notice of any meeting may be waived in accordance with the provisions of the Act.

~~10.07~~10.06 No error or omission in the notice of any Annual General Meeting or Special Meeting or any adjourned meeting, whether annual or special, shall invalidate such meeting or make void any proceedings taken thereafter, and the Members may at any time waive notice of any meeting and may ratify, approve and confirm any or all proceedings taken or had thereafter.

~~10.08~~10.07 For the purpose of sending notice to the Members, a Director or Officer for any meeting or otherwise, the address of the Member, Director or Officer shall be ~~his or her~~their last address recorded on the books of Volleyball Manitoba.

~~10.09~~10.08 Waiver of Notice – Any person who is entitled to notice of a meeting of the Members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called in accordance with these By-laws.

~~10.10~~10.09 The agenda for the Annual General Meeting will at least include:

- a) Call to Order.
- b) Establishment of Quorum.
- c) Appointment of Scrutineers.
- d) Approval of the Agenda.
- e) Adoption of Minutes of the previous ~~Annual Meeting~~ of Members.
- f) Board of Directors, Committee and Staff Reports.
- g) Report of Auditors.
- h) Appointment of Auditors.
- i) Business as Specified in the Meeting Notice.
- j) Election of Directors.
- k) Adjournment.

~~10.11~~ Any Member who wishes to have new business placed on the agenda of a meeting will give written notice to Volleyball Manitoba at least ten (10) days prior to the meeting date or upon the sole discretion of the President or designate.

~~10.12~~10.10 Proposal – Any Member may raise special business at a meeting of the Members, in the form of a proposal, for the nomination of Directors, amendment of By-laws, or for general discussion, provided the proposal contains the name and address of the Member and a statement of less than 200 words in support of the proposal. Proposals must be submitted to the Volleyball Manitoba at least ninety (90) days prior to the anniversary date of the previous Annual Meeting.

~~10.13~~10.11 Proposal Rejection – The Volleyball Manitoba is not required to comply with a Member proposal if it has been submitted fewer than ninety (90) days prior to the anniversary date of the previous Annual Meeting, if it is clearly for the Member's personal gain or for redressing a personal grievance against the Volleyball Manitoba or its Directors, or if a substantially similar proposal was submitted within the previous two (2) years.

~~10.14~~10.12 Ten (10) voting ~~Delegates~~Members (or Delegates representing Members) will constitute a quorum at a meeting of Members. ~~If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.~~

10.13 Meetings of Members will be closed to the public except by invitation of the Board of Directors.

~~10.15~~10.14 Members will have the following voting rights at all meetings of Members:

a) Each Competitive Member Club will be entitled to appoint one (1) Delegate. Each Delegate may attend and participate in a meeting of the Members and is entitled to one (1) vote. ~~for every team registered with their club and each Delegate may attend and participate in the Meeting and are entitled to one (1) vote per Delegate.~~

~~b) Referee Members will be entitled to appoint one (1) Delegate for every ten (10) registered members of the Manitoba Volleyball Officials Association to attend meetings of Members and each Delegate may attend and participate in the Meeting and are entitled to one (1) vote per Delegate.~~

~~c) Each Associate / Affiliate Member club or group will be entitled to appoint one (1) Delegate. Each Delegate may attend and participate in a meeting of the Members and is entitled to one (1) vote. for every twenty-five (25) Player Members registered with their organization and each Delegate may attend and participate in the Meeting and are entitled to one (1) vote per Delegate. For greater certainty:~~

~~d) Less than or equal to 25 Player Members = 1 Delegate.~~

~~e) 26-50 Player Members = 2 Delegates.~~

~~f) 51-75 Player Members = 3 Delegates.~~

~~g) 76-100 Player Members = 4 Delegates.~~

~~h) Lifetime Members may attend meetings of Members as an observer but are not entitled to vote.~~

~~i)b) Each Director will be designated as a Delegate and may attend and participate in the a meeting of the Members~~Meeting and are is entitled to one (1) vote per Delegate.

~~10.16~~10.15 Members will appoint in writing (inclusive of electronic notice) to the Association, seven (7) days prior to the meeting of Members, the name of the Delegate to represent the Member. Delegates must be at least 18 years of age, of sound mind, and be acting as the Member's representative.~~Delegates must be eighteen (18) years of age and older and a Member in good standing.~~

~~10.17~~10.16 At the beginning of each meeting, the Board of Directors may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted. An individual who is nominated for election may not serve as a scrutineer.

~~10.18~~10.17 Votes will be determined by a show of hands, in writing or orally unless a secret or recorded ballot is requested by ~~the majority of those Members voting~~a Member.

~~10.19~~10.18 Except as otherwise provided in the Act or these By-laws, ~~the majority of votes of delegates present who vote~~an Ordinary Resolution will decide each issue. In the case of a tie, the issue is defeated.

~~10.20~~10.19 Voting by Mail or Electronic Means – A Member may vote by electronic means if:

- a) The Volleyball Manitoba has made available a procedure that permits voting electronic means.
- b) The votes may be verified as having been made by the Member entitled to vote.

#### **10.11. REGISTRANTS**

11.1 The Association has the following categories of Registrants, who are not Members, but who must register with the Association and pay fees as determined by the Board (or, if the Registrant is younger than 18 years old, who must have a parent/guardian register and pay fees on behalf of the Registrant):

- a) Athlete – An individual who participates with the Association as a player.
- b) Coach – An individual who participates with the Association as a coach, manager or trainer.
- c) Official – An individual who acts as a referee with the Association.
- d) Volunteer – An individual who provides volunteer services to the Association.

11.2 Unless otherwise determined by the Board of Directors, the registration year for Registrants will be September 1 to August 31.

11.3 During registration, a Registrant (or the Registrant's parent/guardian, on behalf of the Registrant, if the Registrant is younger than 18 years old) must agree to comply with the Association's policies and procedures, as may be modified or updated at the discretion of the Board (or designate). Failure to comply with the Association's policies and procedures may result in discipline, or suspension or removal from registration.

11.4 Registrant fees will be determined annually by the Board.

11.5 Registrants will be notified in writing of the fees payable, and if they are not paid by the date specified by the Board, the Registrant in default will automatically cease to be a Registrant with the Association.

11.6 A Registrant may be suspended or expelled from the Association in accordance with the Association's By-laws, policies, and procedures relating to discipline of Registrants.

11.7 A Registrant may not resign from the Association if the Registrant is subject to disciplinary investigation or action.

11.8 A Registrant ceases to be a Registrant or may have their eligibility to participate in the activities of the Association restricted if:

- a) The Registrant fails to maintain any of the qualifications or conditions of being a Registrant as described in these By-laws and any applicable policy;
- b) The Registrant resigns from the Association by giving written notice to the Association in which case the resignation becomes effective on the date specified in the resignation. The Registrant will be responsible for all fees payable until the actual withdrawal becomes effective;



- c) The Registrant fails to pay fees owed to the Association by the deadline dates prescribed in Section 6.4;
- d) The Registrant fails to comply with Association's registration policies or applicable policies and is disciplined, suspended, or expelled, resigns, or has other restrictions or sanctions imposed in accordance with the Association's policies and regulations;
- e) The Registrant's term of registration expires; or
- f) The Association is liquidated.

## **11.12. GOVERNANCE**

12.01 There shall be a minimum of ~~eight-seven (87)~~ and a maximum of ~~eleven-twelve (121)~~ Director— at-Large position~~directors to be fixed by the Board of Directors from time to time.~~

12.02 Prior to a meeting of the Members at which Directors will be elected, the Board will determine the number of Director-at-Large positions by Ordinary Resolution provided that:

- a) The number of Director-at-Large positions is at least seven (7) and no more than eleven (11); and
- ~~a)b)~~ The determination of the number of Director-at-Large positions on the Board does not have the effect of shortening the term of a sitting Director.

~~11.02 The Board of Directors of Volleyball Manitoba will consist of the following:~~

- ~~a) President~~
- ~~b) Director of Referees (MVOA Appointed — Delete)~~
- ~~c) Six Seven (67) to Eleven Ten (101) Directors at Large~~

~~12.02 Any Member who is eighteen (18) years of age or older and is a member in good standing may be nominated for election as a director. Individuals who are eighteen (18) years old or older may be nominated for election as a Director. Current employees of Volleyball Manitoba are not eligible for election as a Ddirector and former employees of Volleyball Manitoba are not eligible for election as a Ddirector until at least one (1) year has passed since their employment ceased with Volleyball Manitoba.~~

12.03 To be eligible to serve as a Director, an individual must:

- a) Be eighteen (18) years of age or older.
- b) Not be an employee of the Volleyball Manitoba until at least one (1) year has passed since their employment ceased with Volleyball Manitoba.
- c) Have the power under law to contract.
- d) Have not been declared incapable by a court in Canada or in another country; and
- e) Not have the current status of bankrupt.

~~12.04 Nomination of candidates for election to the Board of Directors must be submitted to the Registered Office of Volleyball Manitoba no less than fourteen (14) days prior to the Annual General Mmeeting. Nominations must include written consent of the nominee confirming willingness to stand for election, by physical or electronic signature.~~

12.04 The Board may appoint a Nominations Committee. If appointed, The Nominations Committee will be responsible to solicit and receive nominations for the election of the Directors.

12.05 Any nomination of an individual for election as a Director will:

- a) Include the written consent of the nominee by signed or electronic signature.
- b) Comply with the procedures established by the Nominations Committee (if appointed).

- c) Be submitted to the Registered Office of the Volleyball Manitoba ~~ten (10)~~fourteen (14) days prior to the Annual Meeting. This timeline may be amended by Ordinary Resolution of the Board.

~~12.06 An individual will be permitted to be nominated from the floor for elections as a Director at a meeting of the Members. Such nomination will require a nominator and seconder from the voting Members present and will also require the attendance at the meeting and verbal or written acceptance of the nomination by the individual.~~

12.07 Valid nominations will be circulated to Members at the Annual Meeting prior to the elections.

12.08 At each meeting of the Members at which elections are held, elections will be held for any Director position for which the incumbent Director's term is expiring and/or any Director position that is vacant.

12.09 Elections will be decided by the voting Members in accordance with the following:

- a) Equal number of Nominations and Available Positions ~~One Valid Nomination~~— Winner declared by acclamation.

b) More Nominations than Available Positions ~~Two or More Valid Nominations~~— The nominee(s) with the highest number of votes and an Ordinary Resolution will fill the available positions until all the available positions have been filled. In the case of a tie for the final available position, an additional vote(s) will be conducted between the tied nominees until a winner is declared. Winner is the nominee receiving the greatest number of votes. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more than two nominees, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains only two nominees or a winner is declared. If only two nominees remain and there continues to be a tie, the winner will be decided by the Board of Directors by resolution.

12.10 An individual who is elected or appointed to be a Director must register with the Association as a Director, must sign all required documents presented by the Association, and must consent in writing to hold office as a Director before or within ten (10) days of their election or appointment. Any individual who does not provide consent within the time limit is not a Director and is deemed not to have been elected or appointed to hold office as a Director. The requirement to consent does not apply to a Director who is re-elected or reappointed when there has been no break in their term of office.

12.11 Elected Directors will serve terms of ~~two~~three (23) years and will hold office until their successors have been duly elected in accordance with these By-laws unless they resign, are removed from or vacate their office. Directors will be eligible for re-election as Directors. Directors may serve a maximum of three (3) consecutive terms. A Director, having served three (3) consecutive terms, is again eligible to serve on the Board if they have spent at least one (1) year out of office.

~~12.11~~12.12 An elected Director who does not meet the eligibility requirements for election as Director will have fourteen (14) days to become eligible for the position or will be removed as a Director of the Volleyball Manitoba.

~~11.08~~ Any member of the Manitoba Volleyball Officials Association in good standing who is eighteen (18) years of age or older and is a Member of Volleyball Manitoba in good standing may be nominated for election as the Director of Referees.

~~11.09~~ The Director of Referees will be elected or appointed by the voting members of the Manitoba Volleyball Officials Association and will be decided by the said voting members in accordance with the following:

~~a) One Valid Nomination – Winner declared by acclamation.~~

~~b) Two or More Valid Nominations – Winner is the nominee receiving the greatest number of votes. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more than two nominees, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains only two nominees and a winner is declared.~~

~~11.11~~ The elected Director of Referees will serve a term of two (2) years and will hold office until his or her successor has been duly elected in accordance with these By-laws unless he or she resigns or is removed from or vacates his or her office. The Director of Referees will be eligible for re-election as the Director of Referees.

~~12.12~~12.13 Directors may resign from the Board of Directors in which case the resignation becomes effective at the later of the time a written resignation is received by Volleyball Manitoba or the time specified in the resignation. When a Director who is subject to a disciplinary investigation or action of the Volleyball Manitoba resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

~~12.13~~12.14 The office of any Director will be vacated automatically if:

- a) The Director is found by a court to be of unsound mind;
- b) The Director becomes bankrupt; or
- c) Upon the Director's death.

~~12.14~~12.15 A Director may be removed by Ordinary Resolution of the voting Members present at an Annual Meeting or Special Meeting, provided the Director has been given at least fourteen (14) days written notice and the opportunity to be present and to be heard at such a meeting.

~~12.15~~12.16 Where the position of a Director becomes vacant for whatever reason and there is still a quorum of Board of Directors Members, the Board of Directors may appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office. If there is a lack of quorum for the Board of Directors, the continuing Directors shall call a meeting of the Delegates to elect additional Directors. Should the Director of Referees position be vacant, for any reason, the Board of Directors will request that the Manitoba Volleyball Officials Association elect or appoint a suitably qualified replacement from within.

- ~~12.16~~12.17 The meetings of the Board of Directors will be held at any time and place as determined by the President or by written requisition of at least (3) Board of Directors.
- ~~12.17~~12.18 Written notice, served other than by mail, of meetings of the Board will be given to all Directors at least five (5) days prior to the scheduled meeting. Notice served by mail will be sent at least ten (10) days prior to the meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the Annual Meeting of the Volleyball Manitoba.
- ~~12.18~~12.19 For a first meeting of the Board held immediately following the election of Directors at a meeting of the Members, or for a meeting of the Board at which a Director is appointed to fill a vacancy on the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director(s).
- ~~12.19~~12.20 The Board of Directors will hold a minimum of four (4) meetings per year.
- ~~12.20~~12.21 At any meeting of the Board of Directors, quorum will consist of at least fifty (50) percent of voting Directors holding office.
- ~~12.21~~12.22 Each Director is entitled to one vote. except the President who may only vote in the case of a tie. Voting will be by a show of hands, orally or via email unless a majority of Directors present request a secret ballot. Resolutions will be passed upon a majority of the votes being in favour of the resolution. Motions will be passed by Ordinary Resolution unless otherwise required by the Act or by these By-laws.
- ~~12.22~~12.23 Meetings of the Board of Directors will be closed to Members and the public except by invitation of the Board of Directors.
- ~~12.23~~12.24 A meeting of the Board of Directors may be held by telephone conference call or by other means of telecommunications technology. Any Director who is unable to attend a meeting may participate in the meeting by telephone or other telecommunications technology and will be considered to have attended the meeting in such circumstances.
- ~~12.24~~12.25 A resolution in writing signed (including electronic signature) by all the Directors is as valid as if it had been passed at a meeting of the Board.
- ~~12.25~~12.26 Every Director will:
- a) Comply with the governing documents of the Volleyball Manitoba.
  - b) Act honestly and in good faith with a view to the best interests of the Volleyball Manitoba.
  - c) Exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.
- ~~12.26~~12.27 Except as otherwise provided for in the Act or these By-laws, the Board of Directors has the powers of Volleyball Manitoba and may delegate any of its powers, duties and functions.
- ~~12.27~~12.28 The Board of Directors may make policies, procedures and manage the affairs of Volleyball Manitoba in accordance with the Act and these By-laws.

~~12.28~~12.29 The Board of Directors may make policies and procedures relating to discipline of Members and will have the authority to discipline Members in accordance with such policies and procedures.

~~12.29~~12.30 The Board of Directors may make policies and procedures relating to management of disputes within Volleyball Manitoba and all disputes will be dealt with in accordance with such policies and procedures.

~~12.30~~12.31 The Board of Directors may employ or engage under contract such persons as it deems necessary to carry out the work of the Volleyball Manitoba.

~~12.31~~12.32 The Board of Directors may borrow money upon the credit of Volleyball Manitoba as it deems necessary.

### **12.13. OFFICERS AND COMMITTEES**

13.01 The Board of Directors shall, at its first meeting after each election of Directors at an Annual ~~General~~ Meeting of Members, elect from its own number the President, the Vice-President, the Secretary, the Treasurer, each of whom shall hold office ~~until the first meeting of the Directors held after the next succeeding Annual General Meeting for a minimum of one-year term to a maximum term that expires when the individual's term as a Director expires (or when the Director is removed from or vacates their position)~~. The Executive Director shall be appointed by the Board of Directors.

13.02 The Officers of the Volleyball Manitoba will be elected by the Board of Directors. At the first meeting of the Board of Directors held following the election of new Directors, the Directors will elect Officers for whichever positions are vacant. They shall take office immediately.

13.03 Directors may nominate themselves for any Officer position, excluding the Executive Director who is not a Director and is appointed by the Board. Elections will begin with the election for President. Once a Director is elected to an Officer position, they may not nominate themselves for another Officer position. Elections will be decided by majority vote of the Directors in accordance with the following:

- a) One Valid Nominee for an Office – Winner declared by acclamation.
- b) Two or More Valid Nominees for an Office – Winner is the nominee receiving the greatest number of votes. In the case of a tie, a runoff vote will be conducted. Only those nominees who were tied for the greatest number of votes will appear on the run-off ballot. The nominee receiving the greatest number of votes will be declared the winner. Additional runoff votes may occur if required.

13.04 Officers and their duties are as follows:

- a) The **President** will be responsible for the general supervision of the affairs and operations of Volleyball Manitoba, will preside at the Annual General and Special Meetings of Volleyball Manitoba and at meetings of the Board of Directors, serve as an ex officio voting member of all committees and will perform such other duties as may from time to time be established by the Board of Directors. The President (or designate) will also assume the role of Volleyball Manitoba Delegate at the Volleyball Canada Annual General Meeting.

- b) ~~The Directors may, by resolution, appoint a Vice-President, who shall assume the responsibilities of the President if the President is not available~~The Vice-President will

execute the duties of the President if the President is not available and will have other duties as may be assigned by the Board.

- c) The **Treasurer** will ensure proper accounting records are kept as required by the Act, will cause to be deposited all monies received by Volleyball Manitoba in Volleyball Manitoba's bank account, will supervise the management and disbursement of funds of Volleyball Manitoba, when required will provide the Board of Directors with an account of financial transactions and the financial position of Volleyball Manitoba, will review annual budgets and will perform such other duties as may from time to time be established by the Board of Directors.
- d) The **Secretary** will attend all Annual General and Special Meetings and all meetings of the Board of Directors, will be responsible for the documentation of all amendments to Volleyball Manitoba's By-laws, will ensure that all official documents and records of Volleyball Manitoba are properly kept, cause to be recorded the minutes of all meetings of Members, Board of Directors and Committees of Volleyball Manitoba and will perform such other duties as may from time to time be established by the Board of Directors.
- e) The **Executive Director** will be responsible for liaison between the Board of Directors and staff, will support the Board of Directors in carrying out its duties and will have overall management responsibility for all programs and activities of the Volleyball Manitoba.

13.05 An Officer, excluding the Executive Director, may be removed by ~~Special~~ Ordinary Resolution of the Board of Directors or by ~~Ordinary~~ Special Resolution of the voting Members in a Meeting provided the Officer has been given notice of and the opportunity to be present and to be heard at the Meeting where such ~~a Special~~ Resolution is put to a vote. The individual retains their position as a Director.

~~13.05~~13.06 Where the position of an Officer becomes vacant for whatever reason and there is still a quorum of Directors, the Board may, by Ordinary Resolution, appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office.

~~13.06~~13.07 The Board may determine other Officer positions and appoint individuals to fill those positions. Other Officers need not be Directors.

~~13.07~~13.08 The Board of Directors may appoint such committees as it deems necessary for managing the affairs of Volleyball Manitoba and may appoint members of committees or provide for the election of members of Board committees, may prescribe the duties of Board committees and may delegate to any Board committee any of its powers, duties and functions except where prohibited by the Act or these By-laws. The Board committees so established must consist of at least one (1) Directors.

~~13.08~~13.09 A quorum for any Board committee will be the majority of its voting members.

~~13.09~~13.10 Meetings of committees appointed by the Board of Directors may be called by the President or the chair of the Committee whenever such chair sees fit, but the Board of Directors may prescribe a minimum number of meetings to be held by such committees.

~~13.10~~13.11 Minutes of all Board committee meetings shall be kept by such a person designated by such Board committee as the recording secretary of the meeting. Copies of all minutes and

reports of Board committee meetings shall be submitted to the Directors at the next meeting of the Board of Directors.

~~13.11~~13.12 All Directors, Officers and members of Committees, save for the Executive Director, will serve their term of office without remuneration except for reimbursement of expenses as approved by the Board of Directors.

#### **13.14. CONFLICT OF INTEREST**

- 14.01 Directors, Officers, Committee members and employees of Volleyball Manitoba have a duty when acting on its behalf to carry out their responsibilities for the furtherance of the best interests of Volleyball Manitoba alone and shall avoid, in the exercise of their responsibilities on its behalf, conflicting interests.
- 14.02 A Director, Officer, Committee member or employee of Volleyball Manitoba who has an interest, or who may be perceived as having an interest in a proposed matter, contract or transaction with Volleyball Manitoba, involving Volleyball Manitoba, or that which may effect Volleyball Manitoba will disclose fully and promptly the nature and extent of such interest to the Board of Directors or Committee, as the case may be, and will refrain from engaging, acting, entering into, voting or speaking in debate on such matter, contract or transaction, will refrain from influencing any decision on or outcome for such matter, contract or transaction, and will comply with the requirements of the Act and these By-laws regarding real or perceived conflicts of interest.
- 14.03 Volleyball Manitoba shall not enter into any contract for the supply of goods or services with:
- a) Any Director, Officer, Committee member or employee of Volleyball Manitoba;
  - b) Any member of the immediate family of a Director, Officer, Committee member or employee of Volleyball Manitoba;
  - c) Any external entity of which a Director, Officer, Committee member or employee of Volleyball Manitoba is an employee, proprietor, partner or majority shareholder;
  - d) Any external entity of which a Director, Officer, Committee member or employee of Volleyball Manitoba's immediate family member is an employee, proprietor, partner or majority shareholder; unless
    - i. The Director, Officer, Committee member or employee of Volleyball Manitoba fully discloses ~~his or her~~their interest in such a contract in writing at the first reasonable opportunity;
    - ii. The Director, Officer, Committee member or employee has complied with ~~his or her~~their obligations under these By-laws; and
    - iii. The Board of Directors determines that such a contract will be in the best interest of Volleyball Manitoba.
- 14.04 Any Director, Officer, Committee member or employee of Volleyball Manitoba who serves on or with any external entity, shall not:
- a) Act in any manner whatsoever which will or may compromise Volleyball Manitoba, that person's position with Volleyball Manitoba, or place that person in a conflict of interest relative to that person's duty with Volleyball Manitoba;
  - b) Move, second or vote on any matter which directly involves such external entity and the interests of Volleyball Manitoba;
  - c) Use their position with Volleyball Manitoba to further the interest of such external entity relative to, to the detriment of, or within Volleyball Manitoba;



- d) Communicate information to such external agency concerning Volleyball Manitoba which is confidential and not of a public nature;
- e) Undertake to obtain an advantage from Volleyball Manitoba or seek to influence a decision of Volleyball Manitoba which is beneficial to such external entity to the detriment of Volleyball Manitoba.

#### **14.15. FINANCE AND MANAGEMENT**

- 15.01 The fiscal year of Volleyball Manitoba will terminate on the last day of March in each year.
- 15.02 The banking business of Volleyball Manitoba will be conducted at such financial institution as the Board of Directors may designate.
- 15.03 At each Annual ~~General~~ Meeting of Members, the Members will appoint an auditor to audit the books, accounts and records of the Association. The auditor will hold office until the next Annual ~~General~~ Meeting unless removed by an Ordinary Resolution. The auditor will not be an employee of the ~~Association~~ Volleyball Manitoba.
- 15.04 The Directors will approve financial statements (evidenced by signature of one or more Directors) of the Volleyball Manitoba of the last fiscal year of the Volleyball Manitoba but not more than six (6) months before the Annual Meeting and present the approved financial statements before the Members at every Annual Meeting.. The Financial Statements will include:
- a) The financial statements;
  - b) The auditor's report or review engagement (if any); and
  - c) Any further information respecting the financial position of the Volleyball Manitoba.
- 15.05 Books and Records – The necessary books and records of the Volleyball Manitoba required by these By-laws or by applicable law will be necessarily and properly kept. The books and records include, but are not limited to:
- a) The Volleyball Manitoba's articles and By-laws.
  - b) The minutes of meetings of the Members and of any committee of Members.
  - c) The resolutions of the Members and of any committee of Members.
  - d) The minutes of meetings of the Directors or any committee of Directors.
  - e) The resolutions of the Directors and of any committee of Directors.
  - f) A register of Directors.
  - g) A register of Officers.
  - h) A register of Members.
  - i) Account records adequate to enable the Directors to ascertain the financial position of the Volleyball Manitoba on a quarterly basis.
- 15.06 Minutes of meetings of the Board and Board Resolutions – Minutes of meetings of the Board and Board Resolutions are confidential and may only be open for inspection by Members in good standing by request to the Board.
- ~~15.07 The necessary books and records of Volleyball Manitoba as required by these By-laws or by applicable law will be necessarily and properly kept.~~
- ~~15.08~~ 15.07 All written agreements and financial transactions entered into in the name of Volleyball Manitoba will be signed by two individuals being the President, Treasurer or Executive Director.



The Board of Directors may authorize the Executive Director or other persons to sign on behalf of Volleyball Manitoba for certain specific or general matters.

~~15.09~~15.08 Volleyball Manitoba may acquire, lease, sell or otherwise dispose of securities, lands, buildings or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board of Directors may determine.

~~15.10~~15.09 Volleyball Manitoba may borrow funds upon such terms and conditions as the Board of Directors may determine.

~~15.11~~15.10 No Member or employee of Volleyball Manitoba will disburse of any funds in ~~his or her~~their keeping belonging to Volleyball Manitoba unless authorized policies and procedures are adhered to.

15.11 No person, entity or organization may use the name of or any intellectual property of Volleyball Manitoba without the prior written authorization of the Board of Directors.

15.12 All Directors, Officers and members of committees will serve their term of office without remuneration (unless approved at a meeting of the Members) except for reimbursement of expenses as approved by the Board. This section does not preclude a Director or member of a committee from providing goods or services to the Volleyball Manitoba under contract or for purchase. Any Director or member of a committee will disclose the conflict/potential conflict in accordance with these By-laws.

#### **~~15.16.~~ AMENDMENT OF BYLAWS**

~~16.1~~ Voting – These By-laws may only be amended, revised, repealed or added to by:

a) By Ordinary Resolution of the Board. Any By-laws amendments will be submitted to the Members at the next meeting of Members and the voting Members may confirm or reject the By-laws amendment by Ordinary Resolution; or

b) By a Member in the form of a Member Proposal. Member Proposals that amend the By-laws will be submitted to the Members at the meeting of Members and the voting Members may confirm or reject the By-laws amendment by Ordinary Resolution.

~~16.01~~ These By-laws may be amended, revised, repealed or added to by Ordinary Resolution of the Board of Directors and will have full force and effect until such time as they are sanctioned by a majority affirmative vote of the voting Members present at a meeting duly called to amend, revise or repeal the By-laws, or defeated. If the Bylaw, amendment or repeal is confirmed, or confirmed as amended by the Members, it remains effective in the form in which it was confirmed.

~~16.02~~ Notice in writing of any proposed amendments, revisions, deletions or additions to these By-laws is to be delivered to the Board of Directors thirty (30) days prior to the date of the meeting in which it is to be considered and is to be delivered to voting Members thirty (30) days prior to any Meeting in which it is to be considered.

~~16.03~~16.01 Notwithstanding any other provisions of the By-laws, the notice provisions of Article 15.02 may be waived by an affirmative vote of not less than three-fourths (3/4) of the Directors or Members present and entitled to vote.

## **16.17. FUNDAMENTAL CHANGES**

- 17.01 Fundamental Changes – Under the Act, a Special Resolution of all Members is required to make the following fundamental changes to the Articles of the Volleyball Manitoba. Fundamental Changes are defined in the Act and summarized as follows:
- a) Change the Volleyball Manitoba's name.
  - b) Add, change or remove any restriction on the activities that the Volleyball Manitoba may carry on.
  - c) Create a new classes of membership or amend, vary or delete current classes of membership;
  - d) Change to whom the property remaining on liquidation after the discharge of any liabilities of the Volleyball Manitoba is to be distributed.
  - e) Provision that is permitted by this Act to be set out in the articles.

## **17.18. NOTICE**

- 17.01 In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the Association, Director or Member as the case may be.
- 17.02 Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand delivered, electronically where the notice is faxed or emailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is post-marked.
- 17.03 The accidental omission to give notice of a Meeting of the Directors or the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting.

## **18.19. DISSOLUTION**

- 18.01 Upon the dissolution of Volleyball Manitoba, any funds or assets remaining after paying all debts will be distributed to one or more organizations with similar objectives as Volleyball Manitoba which may be specified in the special resolution authorizing the dissolution.

## **19.20. INDEMNIFICATION**

- 19.01 Volleyball Manitoba will indemnify and hold harmless out of the funds of Volleyball Manitoba each Director and Officer, their heirs, executors and administrators from and against all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer.
- 19.02 Volleyball Manitoba will not indemnify a Director or Officer or any other person or entity for acts of fraud, dishonesty or bad faith.
- 19.03 Volleyball Manitoba will, at all times, maintain in force such directors and officers liability insurance as may be approved by the Board of Directors.

## **20.21. XII ADOPTION OF THESE BYLAWS**

- 20.01 These By-laws are ratified by ~~a two-thirds affirmative vote~~ Special Resolution of the Members of Volleyball Manitoba present and entitled to vote at a Meeting of Members duly called and held on ~~September 8, 2021~~ [insert date].

- 20.02 In ratifying these By-laws, the Members of Volleyball Manitoba repeal all prior By-laws of Volleyball Manitoba provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.