

Volleyball Manitoba Bylaws

1. **PURPOSE**

1.01 These Bylaws relate to the general conduct of the affairs of the Manitoba Volleyball Association Inc., also known as Volleyball Manitoba, a Corporation incorporated under *The Corporations Act* of Manitoba.

2. **DEFINITIONS**

- 2.01 The following terms have these meanings in these Bylaws:
 - a) **Act** The Corporations Act of Manitoba, as amended.
 - b) **Auditor** an individual 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.
 - c) **Board of Directors** the Board of Directors of Volleyball Manitoba.
 - d) **Days** will mean days irrespective of weekend and/or holidays;
 - e) **Delegate** an individual that is entitled to vote at all meetings of Members in accordance with these Bylaws;
 - f) **Director** an individual elected or appointed to serve on the Board of Volleyball Manitoba pursuant to these Bylaws.
 - g) **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.
 - h) **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.
 - i) 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 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 Bylaws 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 Bylaws, 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. <u>MEMBERSHIP</u>

- 8.01 Volleyball Manitoba has the following categories of membership:
 - a) Competitive Member:
 - i. A participant within an organized volleyball club that compete 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 Bylaws, 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 Bylaws, policies, rules and regulations.
 - c) Associate / Affiliate Member:
 - Any players or participants in a non-competitive member volleyball team, adult league, post-secondary program, youth development program, or other volleyball programs that has agreed to abide by Volleyball Manitoba's Bylaws, 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 twothirds vote of the Members at a meeting of members.

e) 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.
- 8.02 No individual, entity or organization will be admitted 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) The candidate member is a resident of Manitoba, unless by approval of the Board of Directors.
 - c) The candidate member has paid dues as prescribed by the Board of Directors.
 - d) The candidate member's application is approved by Volleyball Manitoba.
- 8.03 Unless otherwise determined by the Board of Directors, the membership year for Volleyball Manitoba will be September 1 to August 31.
- 8.04 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.
- 8.05 Members may resign by providing written notice in writing to Volleyball Manitoba. Resignation will be effective upon acceptance by the Board of Directors.
- 8.06 A Member may not resign from Volleyball Manitoba when the Member is subject to disciplinary investigation or action by Volleyball Manitoba.
- 8.07 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.
- 8.08 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 Bylaws, rules, regulations, policies and procedures relating to discipline of Members.
- 8.09 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 Bylaws, policies, rules and regulations of Volleyball Manitoba.
- e) Is not subject to a disciplinary investigation or action by Volleyball Manitoba, of 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.
- 8.10 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. <u>MEETING OF MEMBERS</u>

- 9.01 Meetings of Members will include Annual General Meetings and Special Meetings.
- 9.02 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.
- 9.03 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 and within six (6) months of the Volleyball Manitoba fiscal year end.
- 9.04 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*.
- 9.05 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.
- 9.06 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 last address recorded on the books of Volleyball Manitoba.
- 9.07 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.
- 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.
- 9.08 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.
- 9.09 Ten (10) voting Delegates will constitute a quorum at a meeting of Members.
- 9.10 Meetings of Members will be closed to the public except by invitation of the Board of Directors.
- 9.11 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 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 Delegate 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:
 - i. Less than or equal to 25 Player Members = 1 Delegate.
 - ii. 26-50 Player Members = 2 Delegates.
 - iii. 51-75 Player Members = 3 Delegates.
 - iv. 76-100 Player Members = 4 Delegates.
 - d) Lifetime Members may attend meetings of Members as an observer but are not entitled to vote.
 - e) Each Director will be designated as a Delegate and may attend and participate in the Meeting and are entitled to one (1) vote per Delegate.

- 9.12 Delegates must be eighteen (18) years of age and older and a Member in good standing.
- 9.13 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.
- 9.14 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.
- 9.13 Except as otherwise provided in the Act or these Bylaws, the majority of votes of delegates present who vote will decide each issue. In the case of a tie, the issue is defeated.

10. GOVERNANCE

- 10.01 There shall be a minimum of eight (8) and a maximum of twelve (12) directors to be fixed by the Board of Directors from time to time.
- 10.02 The Board of Directors of Volleyball Manitoba will consist of the following:
 - a) President
 - b) Director of Referees
 - c) Six (6) to Ten (10) Directors at Large
- 10.03 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. Current employees of Volleyball Manitoba are not eligible for election as a director and former employees of Volleyball Manitoba are not eligible for election as a director until at least one (1) year has passed since their employment ceased with Volleyball Manitoba.
- 10.04 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 meeting. Nominations must include written consent of the nominee confirming willingness to stand for election, by physical or electronic signature.
- 10.05 Elections will be decided by the 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 their 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.
- 10.07 Elected Directors will serve terms of two (2) years and will hold office until their successors have been duly elected in accordance with these Bylaws unless they resign, are removed from or vacate their office. Directors will be eligible for re-election as Directors.

- 10.08 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.
- 10.09 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 their remains only two nominees and a winner is declared.
- 10.11 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 Bylaws unless he or she resigns or is removed from or vacates his or her office. The Director of Referees will be eligible for reelection as the Director of Referees.
- 10.12 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.
- 10.13 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.
- 10.14 A Director may be removed by ordinary resolution of the voting Members present at an Annual General 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.
- 10.15 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.
- 10.17 The meetings of the Board of Directors will be held at any time and place as determined by the Board of Directors.
- 10.18 The Board of Directors will hold a minimum of four (4) meetings per year.
- 10.19 At any meeting of the Board of Directors, quorum will consist of at least fifty (50) percent of voting Directors holding office.

- 10.20 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.
- 10.21 Meetings of the Board of Directors will be closed to Members and the public except by invitation of the Board of Directors.
- 10.22 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.
- 10.23 Except as otherwise provided for in the *Act* or these Bylaws, the Board of Directors has the powers of Volleyball Manitoba and may delegate any of its powers, duties and functions.
- 10.24 The Board of Directors may make policies, procedures and manage the affairs of Volleyball Manitoba in accordance with the *Act* and these Bylaws.
- 10.25 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.
- 10.26 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.
- 10.27 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.
- 10.28 The Board of Directors may borrow money upon the credit of Volleyball Manitoba as it deems necessary.

11. OFFICERS AND COMMITTEES

- 11.01 The Board of Directors shall, at its first meeting after each election of Directors at an Annual General Meeting, elect from its own number the 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. The Executive Director shall be appointed by the Board of Directors.
- 11.02 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 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.
- 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 Bylaws, 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 Corporation.
- 11.03 An Officer, excluding the Executive Director, may be removed by Special Resolution of the Board of Directors or by 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.
- 11.04 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 Bylaws. The Board committees so established must consist of at least one (1) Directors.
- 11.05 A quorum for any Board committee will be the majority of its voting members.
- 11.06 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.
- 11.07 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.
- 11.08 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.

12. CONFLICT OF INTEREST

- 12.01 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.
- 12.02 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 Bylaws regarding real or perceived conflicts of interest.
- 12.03 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
 - The Director, Officer, Committee member or employee of Volleyball Manitoba fully discloses his or her 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 obligations under these Bylaws; and
 - iii. The Board of Directors determines that such a contract will be in the best interest of Volleyball Manitoba.
- 12.04 Any Director, Officer, Committee member or employee of Volleyball Manitoba who serves on or with any external entity, shall not:
 - 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;
 - ii. Move, second or vote on any matter which directly involves such external entity and the interests of Volleyball Manitoba;

- iii. Use their position with Volleyball Manitoba to further the interest of such external entity relative to, to the detriment of, or within Volleyball Manitoba;
- iv. Communicate information to such external agency concerning Volleyball Manitoba which is confidential and not of a public nature;
- v. 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.

13. FINANCE AND MANAGEMENT

- 13.01 The fiscal year of Volleyball Manitoba will terminate on the last day of March in each year.
- 13.02 The banking business of Volleyball Manitoba will be conducted at such financial institution as the Board of Directors may designate.
- 13.03 At each Annual General Meeting, 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.
- 13.04 The necessary books and records of Volleyball Manitoba as required by these Bylaws or by applicable law will be necessarily and properly kept.
- 13.05 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.
- 13.06 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.
- 13.07 Volleyball Manitoba may borrow funds upon such terms and conditions as the Board of Directors may determine.
- 13.08 No Member or employee of Volleyball Manitoba will disburse of any funds in his or her keeping belonging to Volleyball Manitoba unless authorized policies and procedures are adhered to.
- 13.09 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.

14. AMENDMENT OF BYLAWS

14.01 These Bylaws 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 Bylaws, 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.
- 14.02 Notice in writing of any proposed amendments, revisions, deletions or additions to these Bylaws 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.
- 14.03 Notwithstanding any other provisions of the Bylaws, the notice provisions of Article 14.02 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.

15. NOTICE

- 15.01 In these Bylaws, 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.
- 15.02 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.
- 15.03 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.

16. DISSOLUTION

16.01 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.

17. <u>INDEMNIFICATION</u>

- 17.01 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.
- 17.02 Volleyball Manitoba will not indemnify a Director or Officer or any other person or entity for acts of fraud, dishonesty or bad faith.
- 17.03 Volleyball Manitoba will, at all times, maintain in force such directors and officers liability insurance as may be approved by the Board of Directors.

18. ADOPTION OF THESE BYLAWS

- 18.01 These Bylaws are ratified by a two-thirds affirmative vote of the Members of Volleyball Manitoba present and entitled to vote at a Meeting of Members duly called and held on September 8, 2021.
- 18.02 In ratifying these Bylaws, the Members of Volleyball Manitoba repeal all prior Bylaws of Volleyball Manitoba provided that such repeal does not impair the validity of any action done pursuant to the repealed Bylaws.
- 18.03 The Board of Directors will review these Bylaws on an annual basis.