

SASKATCHEWAN VOLLEYBALL ASSOCIATION - BYLAWS

ARTICLE I: GENERAL

- 1.1 Purpose – These Bylaws relate to the general conduct of the affairs of the Saskatchewan Volleyball Association, a Corporation incorporated under the Saskatchewan Non-profit Corporations Act.
- 1.2 Definitions - The following terms have these meanings in these Bylaws:
- a) *Act* – the Saskatchewan Non-profit Corporations Act, as amended.
 - b) *Association* – Saskatchewan Volleyball Association.
 - c) *Auditor* – an individual appointed by the Members at the Annual General Meeting to audit the books, accounts, and records of the Association for a report to the Members at the next Annual General Meeting.
 - d) *Board* – the Board of Directors of the Association.
 - e) *Constitution* – a statement comprising the Association’s objectives, mission, vision and values.
 - f) *Days* – will mean days irrespective of weekends and holidays.
 - g) *Director* – an individual elected or appointed to serve on the Board pursuant to these Bylaws.
 - h) *Officer* – an individual elected or appointed to serve as an Officer of the Association pursuant to these Bylaws.
 - i) *Ordinary Resolution* – a resolution passed by not less than a majority of the votes cast at a meeting of the Board, meeting of the Board Committees or a meeting of Members.
 - j) *Special Resolution* – a resolution passed by no less than two-thirds of the votes cast at a meeting of the Board, meeting of the Executive or a meeting of Members.
- 1.3 Head Office – The head office of the Association will be located at all times within the Province of Saskatchewan.
- 1.4 Corporate Seal - The Association may have a corporate seal which may be adopted and may be changed by resolution of the Directors.
- 1.5 No Gain for Members – The Association will be carried on without the purpose of gain for its Members and any profits or other accretions to the Association will be used in promoting its objectives.
- 1.6 Ruling on Bylaws – Except as provided in the Act, the Board will 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 the Association.
- 1.7 Conduct of Meetings – Unless otherwise specified in the Act or these Bylaws, meetings of Members and meetings of the Board will be conducted according to Roberts Rules of Order (current edition).
- 1.8 Interpretation – 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.

- 1.9 Headings – The headings used in the Bylaws are inserted for convenience of reference only.
- 1.10 Governing Body – The Association will be the governing body of the sport of volleyball in the Province of Saskatchewan as delegated by Sask Sport Inc.

ARTICLE II: MEMBERSHIP

Categories of Membership

- 2.1 Categories – The Association has seven (7) categories of membership:
- a) Club Members;
 - b) Player Members;
 - c) Recreational Member;
 - d) Referee Members;
 - e) Affiliate Members;
 - f) Associate Members; and
 - g) Life Members.

Qualifications for Membership

- 2.2 Club Member – An organized volleyball club consisting of volleyball teams with at least eight (8) registered players per team for indoor volleyball and at least two (2) registered players for beach volleyball who have agreed to abide by the Association’s bylaws, policies, rules and regulations.
- 2.3 Player Member – Any individual who is a volleyball player registered with a Club Member or the Association who has agreed to abide by the Association’s bylaws, policies, rules and regulations.
- 2.4 Recreational Member – Any individual who is a volleyball player registered with the Association’s Recreational League Program and who has agreed to abide by the Association’s bylaws, policies, rules and regulations.
- 2.5 Referee Member – Any individual registered with the Association’s Referee Program and has agreed to abide by the Association’s bylaws, policies, rules and regulations.
- 2.6 Associate Member – Any post-secondary volleyball program who has agreed to abide by the Association’s bylaws, policies, rules and regulations.
- 2.7 Affiliate Member – Any individual who is a coach, manager, administrator or volunteer of a Club Member or the Association who has agreed to abide by the Association’s bylaws, policies, rules and regulations.
- 2.8 Life Member – A life member is the highest honor that can be bestowed by the Association and may be awarded to any individual or organization who has contributed greatly to the development or promotion of the sport of volleyball in Saskatchewan approved by two-thirds vote of the members at a meeting of members.

Admission of Members

2.9 Admission of Members - No individual, entity or organization will be admitted as a Member of the Association unless:

- a) The candidate member has made an application for membership in a manner prescribed by the Association;
- b) The candidate member is a resident of Saskatchewan, unless by approval of the Board of Directors.
- c) If the candidate member was at any time previously a Member, the candidate member was a Member in good standing at the time of ceasing to be a Member; and
- d) The candidate member has paid dues as prescribed by the Board of Directors.

Membership Dues

2.10 Year - Unless otherwise determined by the Board, the membership year of the Association will be December 1st – November 30th.

2.11 Dues – Membership dues for all categories of Membership will be determined annually by the Board of Directors.

Withdrawal and Termination of Membership

2.12 May Not Resign – A Member may not resign from the Association when the Member is subject to disciplinary investigation or action of the Association.

2.13 Arrears – A Member will be expelled from the Association for failing to pay membership dues or monies owed to the Association by the deadline dates prescribed by the Association.

2.14 Discipline – In addition to expulsion for failure to pay membership dues, a Member may be suspended or expelled from the Association in accordance with the Association's policies and procedures relating to discipline of Members.

Good Standing

2.15 Definition – A Member of the Association 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 the Association;
- d) Has complied with the Constitution, Bylaws, policies, rules and regulations of the Association; and
- e) Is not subject to a disciplinary investigation or action by the Association, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board.
- f) Had paid all required membership dues.

2.16 Cease to be in Good Standing - Members who cease to be in good standing, as determined by the Board of Directors, Discipline or Appeal Panels, 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 is satisfied that the Member has met the definition of good standing as set out above.

ARTICLE III MEETINGS OF MEMBERS

3.1 Types of Meetings – Meetings of Members will include Annual General Meetings and Special Meetings.

3.2 Special General Meeting - A Special General Meeting of the Members may be called at any time by the President, by the Board or upon the written requisition of five (5%) percent or more of the voting Members of the Association. Agenda of special meetings will be limited to the subject matter for which the meeting was duly called.

3.3 Location and Date - The Association will hold meetings of Members at such date, time and place as determined by the Board. The Annual General Meeting will be held within fifteen (15) months of the last Annual General Meeting and within four (4) months of the Association’s fiscal year end.

Notice - Written notice of meetings of Members (per article 9.1) 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.

3.4 Agenda – 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, 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

3.5 New Business - Any Member who wishes to have new business placed on the agenda of a meeting will give written notice to the Association at least ten (10) days prior to the meeting date or upon the sole discretion of the President or designate.

3.6 Quorum – Ten (10) voting Delegates will constitute a quorum.

3.7 Closed Meetings – Meetings of Members will be closed to the public except by invitation of the Board of Directors.

Voting at Meetings of Members

3.8 Voting Privileges - Members will have the following voting rights at all meetings of Members:

- a) Each Club Member will be entitled appoint one Delegate for every fifty (50) Player Members registered with their Club and each Delegate may attend and participate in meetings and are entitled to one (1) vote For example:
 - i. Less than or equal to 50 Player Members – 1 Delegate.
 - ii. 51- 100 Player Members – 2 Delegates.
 - iii. 101 – 150 Player Members – 3 Delegates
 - iv. 151 and Above Player Members – 4 Delegates.
- b) Player Members may attend meetings of members as an observer but are not entitled to vote.
- c) Recreational Members may attend meetings of members as an observer but are not entitled to vote.
- d) Referee Members will be entitled to appoint three (3) Delegates to attend meetings of members and each Delegate is entitled to one (1) vote.
- e) Each Associate Member will be entitled to appoint one (1) Delegate to attend meetings of members and each Delegate is entitled to one (1) vote.
- f) Affiliate Members may attend meetings of members as an observer but are not entitled to vote.
- g) Lifetime Members may attend meetings of members as an observer and are not entitled to vote.

3.9 Delegates – Delegates must be eighteen (18) years of age and older and a member in good standing.

3.10 Scrutineers - At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.

3.11 Proxy Voting – Voting Delegates may vote at meetings of the Association by proxy if:

- a) The Voting Member notified the Association in writing at least two (2) days prior to any meeting of the Association of an appointment of a designate who is a voting delegate;
- b) The proxy is received by the designate prior to the start of the meeting;
- c) The proxy clearly states the date of the specific meeting;
- d) The proxy clearly states to whom the proxy is given (a maximum of two proxies per person).

3.12 Determination of Votes - 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.

3.13 Majority of Votes - 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.

ARTICLE IV: GOVERNANCE

Composition of the Board

4.1 Directors – There shall be a minimum of eight (8) and a maximum of twelve (12) directors, to be fixed by the Board from time to time.

4.2 Composition of the Board - The Board of Directors of the Association will consist of the following:

- a) President
- b) **Seven (7) to Eleven (11)** Directors at Large

Election of Directors

4.3 Eligibility - Any member who is eighteen (18) years of age or older, who has the power under law to contract and is a member of the Association in good standing may be nominated for election as a director. Current employees of the Association are not eligible for election as a Director and former employees of the Association are not eligible for election as a Director until three (3) years have passed since their employment ceased with the Association.

4.4 Nominating Committee – The Board may appoint a Nominating Committee which will be comprised of the three Members of the Association as appointed by the Board of Directors. The Nominating Committee will be responsible to solicit nominations for the election of the Board of Directors.

4.5 Nomination – Candidates for election to the Board shall be nominated in writing no later than seven (7) days prior to a General Meeting of the Association. The consent of a candidate to fill a vacancy on the Board must be obtained in writing before such person is nominated for election.

4.6 Decision – 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 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.

4.7 Terms - Elected Directors will serve terms of two 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.

Directors Ceasing to Hold Office

4.8 Resignation - A Director may resign from the Board in which case the resignation becomes effective at the later of the time a written resignation is received by the Association or the time specified in the resignation. Where a Director who will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

4.9 Vacate Office - 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;
- c) Upon the Director's death.

4.10 Removal – 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 fourteen (14) days written notice of and the opportunity to be present and to be heard at such a meeting.

Filling a Vacancy on the Board

4.11 Vacancy - Where the position of a Director becomes vacant for whatever reason and there is still a quorum of Board Members, the Board 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 because the number of Directors is reduced below the number necessary for a quorum of Directors, the continuing Directors shall call a meeting of the Delegates to elect additional Directors.

Meetings of the Board

4.12 Call of Meeting – The meetings of the Board of Directors will be held at any time and place as determined by the Board of Directors.

4.13 Notice – Written notice, served other than by mail, of Board Meetings will be given to all Directors at least three (3) days prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. No Notice of a meeting of the Board of Directors is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.

4.14 Number of Meetings – The Board will hold a minimum of four (4) meetings per year.

4.15 Quorum – At any meeting of the Board of Directors, quorum will consist of at least fifty percent of voting Directors holding office.

4.16 Voting – 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 favor of the resolution.

4.17 Closed Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board.

4.18 Meetings by Telecommunications - A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Any Director who is unable to attend a meeting may participate in the meeting by telephone or other telecommunications technology. Directors who participate in a meeting by telephone or other telecommunications technology are considered to have attended the meeting.

Powers of the Board

4.19 Powers of the Association – Except as otherwise provided in the Act or these Bylaws, the Board has the powers of the Association and may delegate any of its powers, duties and functions.

4.20 Managing the Affairs of the Association – The Board may make policies, procedures, and manage the affairs of the Association in accordance with the Act and these Bylaws.

4.21 Discipline – The Board 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.

4.22 Dispute Resolution - The Board may make policies and procedures relating to management of disputes within the Association and all disputes will be dealt with in accordance with such policies and procedures.

4.23 Employment of Persons - The Board may employ or engage under contract such persons as it deems necessary to carry out the work of the Association.

4.24 Borrowing Powers – The Board may borrow money upon the credit of the Association as it deems necessary.

ARTICLE V: OFFICERS AND COMMITTEES

5.1 Election of Officers – The Board shall, at its first meeting after each election of directors at a general meeting, elect from its own number the President, the **Vice-President**, the Treasurer, each of whom shall hold office until the first meeting of the Directors held after the next succeeding annual election of Directors. No person shall be required to be a Director to be appointed an Officer other than the President. The Executive Director shall be appointed by the Board.

5.2 Duties - The duties of Officers are as follows:

- a) The President will preside at the Annual and General Meetings of the Association and at meetings of the Board and the Executive Committee, will 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. **The President will ensure the documentation of all amendments to the Association's Constitution and Bylaws, will ensure that all official documents and records of the Association are properly kept, cause to be recorded the minutes of all meetings of**

Members, Board of Directors and Committees of the Association and will perform such other duties as may from time to time be established by the Board.

- b) The Treasurer will keep proper accounting records as required by the Act; will cause to be deposited all monies received by the Association in the Association's bank account, will supervise the management and the disbursement of funds of the Association, when required will provide the Board with an account of financial transactions and the financial position of the Association, will prepare annual budgets, and will perform such other duties as may from time to time be established by the Board.
- c) The Vice-President will ensure the Association has developed relevant governance policies, and will perform such other duties as may from time to time be established by the Board.
- d) The Executive Director will be responsible for the overall management of the affairs and operations of the Association, will be the official spokesman of the Association, will be responsible for liaison between the Board and staff (if any), will support the Board in carrying out its duties-

5.3 Removal of an Officer – An Officer, excluding the Executive Director, may be removed by Special Resolution of the Board 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.

Executive Committee

5.4 Executive Committee - The Board may appoint an Executive Committee which shall consist of the President, the Treasurer, and a minimum of one other Director. The Executive Director shall be invited to attend all Executive Committee meetings as a non-voting member.

Other Board Committees

5.5 Appointment of Board Committees - The Board Committees may appoint such committees as it deems necessary for managing the affairs of the Association 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, the Constitution or these Bylaws. The Board committees so established must consist of at least three (3) directors.

5.6 Quorum - A quorum for any Board committee will be the majority of its voting members.

5.7 Meeting of Committees – Meetings of committees appointed by the Board may be called by the President or the chair of the Committee whenever such chair sees fit, but the Board may prescribe a minimum number of meetings to be held by such committees.

5.8 Minutes of Board Committees – Minutes of all Board committee meetings shall be kept by 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 Directors at the next meeting of the Board.

Remuneration

5.9 No Remuneration - All Directors, Officers and members of Committees will serve their term of office without remuneration except for reimbursement of expenses as approved by the Board.

Conflict of Interest

5.10 Conflict of Interest – A Director, Officer, Executive Committee member or member of a committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Association will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction; will refrain from influencing the decision on such contract or transaction; and will otherwise comply with the requirements of the Act regarding conflict of interest.

ARTICLE VI FINANCE AND MANAGEMENT

6.1 Fiscal Year – The fiscal year of the Association will be September 1st to August 31st

6.2 Bank - The banking business of the Association will be conducted at such financial institution as the Board may designate.

6.3 Auditors - 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 Meeting unless removed by an ordinary resolution. The auditor will not be an Employee or a Director of the Association.

6.4 Books and Records - The necessary books and records of the Association required by these Bylaws or by applicable law will be necessarily and properly kept.

6.5 Signing Authority – All written agreements and financial transactions entered into in the name of the Association will be signed by two individuals being the President, Treasurer or Executive Director. The Board of Directors may authorize other persons to sign on behalf of the Association.

6.6 Property - The Association 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 may determine.

6.7 Borrowing - The Association may borrow funds upon such terms and conditions as the Board may determine.

6.8 Disbursement of Funds – No member or employee of the Association will disburse any funds in his/her keeping belonging to the Association unless authorized policies and procedures are adhered to.

6.9 Intellectual Property – No person, entity or organization may use the name of any intellectual property of the Association without the prior written authorization of the Board of Directors.

ARTICLE VII AMENDMENT OF BYLAWS

7.1 Voting – These Bylaws may only be amended, revised, repealed or added to by a two-thirds affirmative vote of the voting Members present at a meeting duly called to amend, revise or repeal these Bylaws. Upon affirmative vote, any amendments, revisions, addition or deletions will be effective upon acceptance by Registrar.

7.2 Notice in Writing – Notice in writing is to be delivered to the Board forty-five (45) days prior to the date of the meeting at which it is to be considered, and is to be delivered to voting Members thirty (30) days prior to meeting at which it is to be considered.

7.3 Waiver of Notice – Notwithstanding any other provisions of these Bylaws, the notice provisions of Article 7.2 may be waived by an affirmative vote of not less than three-fourths (3/4) of the Members present and entitled to vote.

ARTICLE VIII NOTICE

8.1 Written Notice - 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.

8.2 Date of Notice - 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 e-mailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five days after the date the mail is post-marked.

8.3 Error in Notice - 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.

ARTICLE IX DISSOLUTION

9.1 Dissolution - Upon the dissolution of the Association, any funds or assets remaining after paying all debts will be distributed to one or more organization with similar objectives as the Association may be specified in the special resolution authorizing the dissolution.

ARTICLE X INDEMNIFICATION

10.1 Will Indemnify - The Association will indemnify and hold harmless out of the funds of the Association each Director and Officer, their heirs, executors and administrators from and against any and

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.

10.2 Will Not Indemnify - The Association will not indemnify a Director or Officer or any other person for acts of fraud, dishonesty, or bad faith.

10.3 Insurance - The Association will, at all times, maintain in force such directors and officers liability insurance as may be approved by the Board of Directors.

ARTICLE XI ADOPTION OF THESE BYLAWS

11.1 Adoption by Board – These Bylaws were adopted by the Board of Directors of the Association at a meeting of the Board duly called and held on November 17, 2019.

11.2 Ratification – These Bylaws are ratified by a two-thirds affirmative vote of the Members of the Association present and entitled to vote at a Meeting of Members duly called and held on November 17th, 2019.

11.3 Repeal of Prior Bylaws – In ratifying these Bylaws, the Members of the Association repeal all prior Bylaws of the Association provided that such repeal does not impair the validity of any action done pursuant to the repealed Bylaws.

11.4 Review – the Board of Directors will review these Bylaws on an annual basis. The Bylaws were last reviewed by the Board November 17th, 2019.



President

November 17th, 2019
Date