

VERNON PICKLEBALL ASSOCIATION BYLAWS

PART 1 - INTERPRETATION

1.01 In these bylaws, unless the context otherwise requires, the following definitions apply:

- (a) “adult member” means a person 19 years of age or over.
- (b) “annual general meeting” (AGM) means a meeting of the members held once within a calendar year to conduct the ordinary business of the VPA.
- (c) “board” means the board of directors of the Vernon Pickleball Association.
- (d) “email” means electronic mail in the common vernacular.
- (e) “extraordinary general meeting” is a general meeting of the members of the VPA, held to conduct special business or business other than ordinary business.
- (f) “general meeting” means any meeting of the members of the VPA.
- (g) “not in good standing” shall mean a member who is in arrears with the association with respect to payment of membership dues and/or other required fees or is suspended by the VPA;
- (h) “ordinary resolution” means the following:
 - (i) a resolution passed at a general meeting by a simple majority (>50%) of the votes cast by the voting members, whether cast in person or by votes cast by another means approved in accordance with these bylaws;
 - (ii) a resolution consented to in writing, after being sent to all of the voting members, by at least 2/3 of the voting members.
- (i) “registered address” of a member means his or her address as recorded in the register of members.

- (j) “society”, notwithstanding the meaning of society in the Societies Act, society in these bylaws shall also mean the membership of the VPA including the board of directors.
- (k) “Societies Act” means the Societies Act 2015 RSBC, Chapter 18, as amended from time to time.
- (l) “special resolution” means the following:
 - (i) a resolution passed at a general meeting by at least 2/3 of the votes cast by the voting members, whether cast in person or by another means approved in accordance with these bylaws.
 - (ii) a resolution consented to in writing by all of the voting members.
- (m) “spouse” means a person who is married to another person or a person who is living with another person in a marriage like relationship.
- (n) “voting member” means a member of the VPA who has the right to vote according to these bylaws.
- (o) “VPA” means the Vernon Pickleball Association.
- (p) “youth member” means a person who is no less than 6 years old and no older than 18 years old.

1.02 Words importing the singular include the plural and vice versa. Words importing a male person include a female person and a corporation and vice versa.

1.03 When constructing the bylaws, reference shall be made to the Societies Act 2015 RSBC, Chapter 18, as amended from time to time, and words and expressions used in the bylaws shall have the same meaning as would be in the case when used in that Societies Act.

PART 2 - MEMBERSHIP

2.01 The annual term of membership for the VPA will commence on October 1st of each year and end on September 30th of the next year.

2.02 Membership of the VPA shall be;

- (a) Persons 19 years of age or over who on application to the directors for membership in the society have been accepted by the board. Persons in

this class are “adult” members.

- (b) Persons 6 -18 years of age who, on application to the board for membership in the society, have been accepted by the board. Persons in this class are “youth” members.
- (c) Youth members require the consent of a parent or guardian to apply and join the VPA.

2.03 Every member shall uphold the constitution and comply with these bylaws.

2.04 Adult members are entitled to:

- (a) receive information about schedules, clinics, tournaments, events, activities and various other club functions, etc.
- (b) attend all general meetings.
- (c) participate in VPA tournaments and clinics as space permits.
- (d) receive a copy of the constitution and bylaws.
- (e) serve on committees.
- (f) stand for election as officers and directors, if they are in good standing.
- (g) examine books and records of the VPA upon giving at least 7 days notice in accordance with Part 12 of these bylaws.
- (h) vote at a general meeting of the VPA, if the member is a member in good standing.

2.05 Youth members are entitled to:

- (a) receive information about schedules, clinics, tournaments, events, activities and various other club functions, etc.
- (b) participate in VPA tournaments and clinics as space permits.
- (c) receive a copy of the constitution and bylaws.
- (d) serve on committees.

- 2.06 The annual membership dues for both classes of members must be determined at the annual general meeting of the VPA.
- 2.07 All members shall be permitted to attend a meeting of the board in order to permit a member to make a presentation to the board on an issue or concern that is felt to require some action by the board, other than that which would require the convening of a general meeting for the purposes of dealing with a special resolution or other formal action as set out in these bylaws or the Societies Act.
- 2.08 A member who is not in good standing:
- (a) may not vote at a general meeting,
 - (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members, and
 - (c) is deemed not to be a voting member for the purposes set out in sections 4.10 and 4.12 of these bylaws.
 - (d) May not stand for election in accordance with section 6.01(b).

PART 3 - TERMINATION AND FORFEITURE OF MEMBERSHIP

- 3.01 A person's membership in the VPA shall cease or is terminated:
- (a) when the person's term of membership expires.
 - (b) when the person resigns their membership by delivering their resignation personally in writing to the secretary of the VPA, or by mailing it or by delivering it to the registered address of the VPA.
 - (c) when the person dies.
 - (e) when the person is expelled from the VPA.
- 3.02(1) The VPA board shall have the authority to suspend or expel any member, including a director, whose behaviour or actions have been deemed:
- (a) to be a breach of the bylaws or constitution.
 - (b) to be a breach of the Code of Conduct.
 - (c) serious enough such that the behaviour or actions could be a

detriment to the society or could otherwise bring the VPA into disrepute.

- 3.02(2) Any meeting of the directors convened for the purposes of a vote to suspend or expel a director, or remove a director from office in accordance with these bylaws shall exclude the director in question and the director shall not have a vote.
- 3.02(3) Subject to subsection (2);
- (a) A meeting convened for the purpose of suspending or expelling a member or director must consist of a majority of the directors currently in place at the time. If a majority of the directors is not present or available to vote to suspend or expel a member or a director then no vote may be held and the member or director shall not be suspended or expelled at that time.
 - (b) Where a meeting convened for the purpose of suspending or expelling a member or director consists of 4 or more directors, at a time when the board of directors consists of either 5, 6 or 7 directors, the vote to suspend or expel a member or director shall be a simple majority.
 - (c) Where a meeting convened for the purpose of suspending or expelling a member or director consists of only 3 directors, at a time when the board of directors consists of only 5 directors, the vote to suspend or expel a member or director must be unanimous.
- 3.02(4) In the event of a tie between votes when there is an even number of directors voting to suspend or expel a member or director, then the president, or in the absence of the president, the president's designate shall have a second and deciding vote.
- 3.03 Where a director has been suspended for a breach under section 3.02(1) the director is automatically suspended from acting as a director until a decision has been made by the membership whether or not to remove the director in accordance with section 6.18.
- 3.04 No person shall be suspended or expelled without first having been given notice of the allegation or complaint made against them, in writing, and without having first having been given an opportunity to be heard by the board at a meeting called for that purpose.

PART 4 - MEETINGS

- 4.01 Every general meeting, other than an annual general meeting (AGM), is an extraordinary general meeting.
- 4.02 Annual general meetings of the VPA shall be held once within a calendar year and no later than 60 days after the fiscal year end.
- 4.03 The board may, whenever the majority of the directors deem fit, convene an extraordinary general meeting, except when that meeting is convened by way of a members' requisition subject to section 4.10 of these bylaws.

Notice of Meetings

- 4.04 Notice of any general meeting must state the nature of any business to be transacted at the meeting, other than ordinary business pursuant to section 5.01 of these bylaws, in sufficient detail so as to permit a member receiving the notice to form a reasoned judgment concerning that business.
- 4.05(1) Notice of a general meeting shall be provided to every member shown on the register of members of the society at least fourteen (14) days before the meeting is held. Such notice of a general meeting shall consist of:
 - (a) the date, time and location,
 - (b) an agenda,
 - (c) the text of any special resolution, if any, which is to be presented at the meeting,
 - (d) documentation related to a members requisition, if any, in accordance with 4.10(2)(b), and
 - (e) voting instructions in accordance with section 5.18(e) of these bylaws, anytime a vote is required.
- 4.05(2) Notwithstanding subsection 1, when the general meeting is an AGM, notice provided to the members shall also include:
 - (a) copies of financial statement(s),
 - (b) directors reports, if any, and the auditor's report, if any, and
 - (d) documentation related to a members proposal, if any, in accordance with section 4.12(5) of these bylaws.

- 4.06 Notice of a general meeting shall be given or delivered to every member by any of the following methods:
- (a) personally, or
 - (b) by mail to their address shown on the register of members. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, or
 - (c) by email to every member who has provided an email address to the society, as shown on the register of members.
- 4.07 Notice of a general meeting shall also be posted on the VPA website commencing at least 21 days in advance of the date the meeting is to be held. Such notice will include the date, time and location and the agenda of the meeting. Notice shall end on the date of the meeting.
- 4.08 Other than registered members of the society, no other person is entitled to receive a notice of general meeting, except for the auditor in accordance with Part 10 of these bylaws.
- 4.09 The accidental omission to provide notice of a general meeting or the non-receipt of a notice by any member entitled to receive notice does not invalidate the proceedings at that meeting.

Requisition of General Meetings

- 4.10(1) Voting members of the VPA may requisition the board to call an extraordinary general meeting for the purposes stated in the requisition. The requisition threshold will be 10% of the voting members of the VPA.

Requisitionists means the voting members referred to in subsection (b).

A requisition under this section;

- (a) may be made in a single record or may consist of several records in similar form,
- (b) must contain the names of, and be signed by, not fewer than the number of voting members that constitutes the requisition threshold for the society,
- (c) must state, in 200 words or less, the business to be considered at the

meeting, including any special resolution the requisitionists wish to have considered at the meeting,

- (d) must be delivered to the delivery address, or mailed by registered mail to the mailing address of the registered office of the society, and
- (e) must be sent to each individual listed in the society's register of directors referred to in Section 20(1)(e) of the Societies Act.

4.10(2) Promptly after the board receives a requisition mailed or delivered under subsection (1)(e) the board must;

- (a) call a general meeting, to be held within 60 days after the date the requisition was received, to consider the business stated in the requisition, and
- (b) send, with the notice of the meeting, the text of the statement referred to in subsection (1)(c).

4.10(3) If, within 21 days after the date that the board received the requisition, the board does not call a general meeting, a majority of the requisitionists may call the meeting.

4.10(4) A general meeting called under subsection (3) must be;

- (a) called within 60 days after the expiry of the 21 day period referred to in that subsection, and
- (b) called and held in the same manner, as nearly as possible, as a general meeting called and held by the board except that notice of the meeting must be sent to every director as well as to every member.

4.10(5) Unless otherwise resolved by ordinary resolution at the general meeting called under subsection (3), the society must reimburse the requisitionists for the expenses actually and reasonably incurred by them in requisitioning, calling and holding that meeting.

Special Business

4.11 Special business is any business, excluding ordinary business pursuant to section 5.01 of these bylaws, which is or may be conducted at a general meeting. Any meeting conducted for the purpose of dealing with special business must be

conducted according to the rules of order. Notice of special business shall be conducted in accordance with sections 4.04 and 4.05(1) of these bylaws.

Members' Proposals for Annual General Meetings

4.12(1) In this section:

“proposal” means a notice sent under subsection (2) to the society.

“proposal threshold” means 5% of the voting members of the society.

4.12(2) Voting members of the VPA may send to the board a notice of a matter that the members propose to have considered at an AGM.

4.12(3) A proposal must contain the names of, and be signed by, not fewer than the number of voting members that constitute the proposal threshold of the society.

4.12(4) A proposal must be received by the board not less than 7 days before the notice of the AGM is sent out to the membership.

4.12(5) The board, having received a proposal at least 7 days before the notice of the AGM is sent out, must include with the notice:

(a) the proposal,

(b) the names of the members submitting the proposal, and

(c) one statement in support of the proposal, if the members submitting the proposal request that the statement be included with the notice.

4.12(6) A proposal, or, if a statement is provided under subsection 5(c), the proposal and statement together must not exceed 200 words in length.

4.12(7) A society is not required to comply with subsection (5) if substantially the same proposal was considered at a general meeting held in either of the 2 previous calendar years before the calendar year in which the annual general meeting referred to in that subsection is to be held.

PART 5 - PROCEEDINGS AT GENERAL MEETINGS

Ordinary business at a general meeting

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

- (a) adoption of the rules of order.
- (b) consideration of any financial statements of the society presented to the meeting.
- (c) consideration of the reports, if any, of the directors and/or auditor.
- (d) election or appointment of directors.
- (e) appointment of an auditor, if any.
- (f) setting the annual dues.
- (g) other business arising out of a report of the directors not requiring the passing of a special resolution.
- (h) other business that, under these bylaws, ought to be transacted at an annual general meeting, including business brought forth by way of a members proposal.
- (i) any business which is brought under consideration by the report of the directors which was issued with the notice of the convening of the meeting.

Order of business at a general meeting

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

- (a) ensure that a chair has been appointed or the person entitled to preside as chair is present according to section 5.06 of these bylaws.
- (b) determine that there is a quorum.
- (c) approve the agenda.
- (d) approve the minutes from the last general meeting.
- (e) deal with unfinished business from the last general meeting.
- (f) if the meeting is an annual general meeting (AGM) then;

- (i) receive the directors' report on financial statements of the society for the previous financial year, and the auditor's report, if any, on those financial statements.
 - (ii) receive any other reports of directors' Societies Activities and decisions since the previous annual general meeting.
 - (iii) elect or appoint directors.
 - (iv) appoint an auditor if necessary or required.
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting,
 - (h) terminate the meeting.

5.03 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Societies Act or these bylaws to be decided by special resolution.

Chair of a general meeting

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

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

Quorum at a general meeting

5.07 A quorum at a general meeting of the VPA will be 10% of the eligible voting membership.

- 5.08 No business, other than the election of a chair and the adjournment or termination of the meeting, shall be conducted at a general meeting when a quorum of voting members is not present.
- 5.09 If at any time during a meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the general meeting is adjourned or terminated.

Lack of a quorum at commencement of a meeting

- 5.10 If within fifteen (15) minutes from the time appointed for a meeting a quorum is not present the general meeting shall stand adjourned to the same day in the next week at the same time and place. If, at the adjourned meeting, a quorum is not present within thirty (30) minutes from the time appointed for the meeting the members present shall constitute a quorum for that meeting.
- 5.11 If within fifteen (15) minutes from the time appointed for a meeting, if convened by way of the requisition of members, a quorum is not present then that meeting shall be terminated.
- 5.12 A general meeting may be adjourned from time to time and from place to place but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

Voting

- 5.13 All resolutions proposed at a general meeting must be seconded and the chair of a meeting may move or propose a resolution. In case of an equality of votes the chair shall not have a second or casting vote and the resolution shall be defeated.
- 5.14 A member in good standing at a general meeting is entitled to vote and each member shall have one vote. A member shall be able to vote on each matter presented. Voting is by a show of hands or by secret ballot depending on the business and nature of any resolution or motion.
- 5.15 Voting by proxy, delegate or agent is not permitted.
- 5.16 Voting by email or other electronic means, approved by the board, is permitted.
- 5.17 Voting by email or other electronic means will be permitted only at general meetings held for the purposes of voting on;

- (a) any special resolution, and
- (b) the election of directors at an AGM.

5.18 The following rules apply to voting by email or other electronic means:

- (a) the VPA board will establish a distinct email address, or other electronic system specifically dedicated to the casting of ballots or votes. The email address will not be accessible to any director of the VPA board.
- (b) A voting committee, not to include any director of the board, will be established to manage the voting process and ballots received. The voting committee may have a designated returning officer who will be responsible to oversee and ensure the integrity of the voting process. The dedicated email address will be accessible only to the voting committee.
- (c) all email ballots are to be received by the voting committee no less than twenty-four (24) hours prior to the scheduled start time of the meeting.
- (d) all email ballots shall be retained in hard copy and be present at a meeting for confirmation and verification by the voting committee, or returning officer, if any.
- (e) notice of any meeting sent to the members, which involves voting by email or other electronic means, must include but is not limited to instructions for:
 - (i) how to properly cast the ballot and the time period required to return the ballot,
 - (ii) information as to what will render the ballot invalid,
 - (iii) the email address to which the ballot is to be sent.
- (f) after verification of the results by the committee or returning officer, all email ballots will be destroyed upon the conclusion of the voting.

5.19 Where the number of candidates is greater than the number of vacancies each voting member has a number of votes equal to the number of vacancies, and those candidates with the greater number of votes are elected.

PART 6- DIRECTORS AND OFFICERS

Directors must be qualified

- 6.01 A person is qualified to be a director of the VPA if the person:
- (a) is 19 years of age or over, and
 - (b) they have been a member in good standing for the previous 12 (twelve) consecutive months.
- 6.02 A person is not qualified to be a director of the VPA if any of the provisions under section 44(3) of the Societies Act apply to that person.
- 6.03 A director of the VPA who is not qualified, or who ceases to be qualified, under section 44 of the Societies Act, or these bylaws, must promptly resign.
- 6.04 The VPA board may exercise such powers and do such acts and things as the board may be required to do or exercise, at a general meeting, which are not by the bylaws or by statute otherwise restricted, or where the powers, acts and things are lawfully directed or required to be exercised or done. All such powers, acts and things at a general meeting shall conform to these bylaws, statute and rules, which themselves, shall not be inconsistent with these bylaws or statute, but may from time to time be made at a general meeting.
- 6.05 A new rule made by the board in a general meeting does not invalidate any prior rule of the board, nor any previous actions that were taken by the board that were based on the prior rule.

Nominations

- 6.06(1) Subject to sections, 6.01, 6.02 and 6.03, any member in good standing may be nominated and stand for election as a director. Nominations for a candidate must be obtained in writing.
- 6.06(2) Members who wish to stand for election as a director must submit the following, in writing, to the committee no less than ten (10) days before the scheduled start time of the AGM:
- (a) proof of nomination, and
 - (b) a short resume which includes a description of the nominee's;
 - (i) attributes (knowledge, skills and abilities),
 - (ii) reasons for wanting to become a director,

(iii) what they hope to contribute to the VPA,

- 6.06(3) The voting committee must, within forty-eight (48) hours, on receipt of the list of candidates and resumes, forward the list to the secretary of the VPA who will immediately disseminate the list and resumes to the membership for their consideration.
- 6.07 Nominations from the floor will not be permitted unless, at the time of the commencement of the AGM, there are fewer than seven (7) candidates standing for election.
- 6.08 All candidates standing for election are required to be in attendance at the AGM unless extenuating circumstances prevent their attendance. (Ex: family related death, injury, or similar circumstance). The board must ensure that steps are taken to ensure that candidates are informed of this requirement.
- 6.09 To become a director, an individual must be elected or appointed to that office in accordance with these bylaws. An election or appointment of an individual as a director is invalid unless;
- (a) the individual consents in writing to be a director of the society, or
 - (b) the election or appointment is made at a meeting at which the individual is present and the individual does not refuse, at the meeting, to be a director.
- 6.10 The president, vice-president, secretary and treasurer are the officers of the VPA and form the executive committee of the board. The board must meet immediately following the AGM to elect, by a majority of the directors present, the president, vice-president, secretary and treasurer.
- 6.11 The VPA board of directors shall consist of no less than five (5) or greater than seven (7) directors or such greater numbers as shall be determined from time to time at a general meeting.
- 6.12 The election of the Board of Directors will be in the following manner:
- (a) the president by a first secret ballot or acclamation of all voting members at the AGM in odd numbered years.
 - (b) two (2) or three (3) directors each odd year and two (2) or three (3) directors each even year, by secret ballot vote or acclamation of all voting members at the AGM. In odd years, this will be a second secret

ballot vote or acclamation by all voting members that will follow the voting for president.

- (c) each directorship shall be a two (2) year term.
- (d) the directors shall retire from office at each AGM when their successors are elected. Directors are eligible to stand for re-election.
- (e) the following positions shall be filled by members of the board as appointed by the president: vice president, treasurer, secretary

When a director ceases to hold office

6.14 A director ceases to hold office when;

- (a) the director's term of office expires.
- (b) the director is expelled.
- (c) the director resigns or dies.
- (d) the director is unable to perform the duties of a director due to physical or mental disability.
- (e) the director is removed from office according to these bylaws.

Resignation of a director

6.15 A director of the board who intends to resign must give his or her resignation to the society in writing, and the resignation takes effect on the later to occur of the following;

- (a) the date of receipt by the society of the written resignation.
- (b) if the written resignation specifies that the resignation is to take effect on a specified date, on a specified date and time or on the occurrence of a specified event,
 - (i) if a date is specified, the beginning of the day on the specified date.
 - (ii) if a date and time are specified, the date and time specified, or
 - (iii) if an event is specified, the occurrence of the event.

Removal of directors

- 6.16 A director may be removed from office of the VPA;
- (a) for any breach under section 3.02(1) of these bylaws,
 - (b) for failing to disclose a conflict of interest pursuant to section 56 of the Societies Act.
 - (c) refusal to resign pursuant to section 6.03 or section 6.28 of these bylaws.
- 6.17(1) Notwithstanding that a director may have been suspended in accordance with section 3.02(1), where a director has committed a breach referred to in section 6.16 the remaining directors, excluding the director in question, shall by a simple majority vote, submit a motion to the membership for removal of the director by way of a special resolution at an extraordinary general meeting.
- 6.17(2) In the event of a tie between the remaining directors, the president shall have a second and deciding vote to break the tie. In the president's absence, the president's designate shall have a second and deciding vote to break the tie.
- 6.18 The membership may, by special resolution, remove the director before the expiration of the term in office and may elect or appoint, by ordinary resolution, a successor to serve to the next AGM.
- 6.19 The notice of a special resolution for removal of a director shall be accompanied by a brief statement of the alleged breach(es), and the reasons for the proposed removal.
- 6.20 The director who is the subject of the proposed resolution for removal shall be given an opportunity to be heard in person or by agent at the general meeting before the special resolution is put to a vote.
- 6.21 The board may from time to time appoint a member as a director to fill a vacancy in the board, where the vacancy exists because the position was not filled at the time of election. A director so appointed holds office only until the conclusion of the next AGM of the VPA, but is eligible to run for election at that AGM.
- 6.22 If a director resigns, is removed from office or otherwise ceases to hold office, in

accordance with these bylaws, the remaining directors shall appoint a member to take the place of the former director for the period remaining in the director's term of office. No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.

- 6.23 The board may, from time to time, appoint such representatives and agents and authorize employment of such persons they deem necessary to carry out the objects of the VPA. Such representatives, agents and employees shall have such authority and shall perform such duties, from time to time, as have been prescribed by the board.
- 6.24 Reporting on representatives, agents, employees or any other such person authorized or contracted by the VPA to perform duties shall be made in accordance with Part 9 of these bylaws.
- 6.25 No director shall be remunerated for being or Societies Acting as a director but a director shall be reimbursed for all expenses necessarily and reasonably incurred while engaged directly in the affairs of the VPA.

Absence of Directors

- 6.26 Directors of the VPA are limited to being absent from their duties and usual activities of conducting business of the VPA, as would normally be expected of them, for a period of not more than 30 consecutive days.
- 6.27 If a director is absent from their duties and usual activities of conducting business of the VPA, as would normally be expected of them for a period longer than 30 days, the director must either return to their duties or resume their duties and participate in the activities of conducting the business of the VPA, as would normally be expected of them, by whatever means are available to that director; whether by telephone, electronic mail or via other means of media communications.
- 6.28 If a director, who is absent for more than 30 consecutive days does not return to their duties or resume their duties in accordance with section 6.27, then the director must promptly resign from their position, in writing, in accordance with these bylaws. If the director refuses to resign from their position, the remaining directors shall proceed to have the director removed from office in accordance with section 6.17.
- 6.29 Spouses are not eligible to seek nomination as a director or hold a position as a director at the same time.

PART 7 - PROCEEDINGS OF DIRECTORS

- 7.01 The board shall meet together, once per month, at such times and places as they deem fit to dispatch business, adjourn and otherwise regulate the meetings and proceedings as may be necessary.
- 7.02 The president may call for, and convene, a meeting of the board. A president, on the request of two (2) directors, shall convene a meeting of the board.
- 7.03 At least forty-eight (48) hours notice of a director's meeting must be given unless all the directors agree to a shorter period of notice.
- 7.04 Notice may be given either personally or by fax or by email to the other board members at such fax number or email address as shown on the register of members.
- 7.05 The quorum necessary for the transaction of the society's business is a majority of the directors then in office. No business shall be conducted if a quorum is not present.
- 7.06 The president shall be chair of all meetings of the board but if at any meeting the president is not present within fifteen (15) minutes of the time appointed for holding the meeting, the vice-president shall act as chair. If neither is present the directors may choose one of their number to be chair of that meeting.
- 7.07 All resolutions proposed at a meeting of the directors must be seconded and the chair may move or propose a resolution. In any case of equality of votes, the chair shall not have a second or casting vote and the resolution shall be defeated, except in any case where the president has been afforded a second and deciding vote pursuant to sections 3.02(4) and 6.17(2).
- 7.08 In cases where a meeting of the board is not held a resolution, in writing, signed by all the directors and placed within the minutes of the directors is as valid and effective as if regularly passed at a meeting of the directors.
- 7.09 The board may delegate any, but not all, of their powers to committees consisting of such persons as they deem fit, and may name the committee. A committee so formed, in the exercise of the powers so delegated, shall conform to any rules that may, from time to time, be imposed on it by the board. A committee shall report every act or thing done in exercise of those duties to the board.

7.10 Subject to any directions given to a committee by the board, the committee shall determine its own procedure and may meet and adjourn as they think necessary and proper.

PART 8 - DUTIES and ROLES OF DIRECTORS

Functions of directors

8.01 Subject to the Societies Act, the regulations and these bylaws, the directors of a society must manage, or supervise the management of, the activities and internal affairs of the society.

Duties of directors

- 8.02(1) A director of the VPA must, when exercising the powers and performing the functions of a director of the VPA,
- (a) act honestly and in good faith with a view to the best interests of the society,
 - (b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances,
 - (c) act in accordance with the Societies Act and the regulations, and
 - (d) subject to paragraphs (a) to (c), act in accordance with the bylaws of the society.
- 8.02(2) Without limiting subsection (1), a director of the VPA, when exercising the powers and performing the functions of a director of the society, must act with a view to the purposes of the society,
- 8.02(3) This section is in addition to, and not in derogation of, any enactment or rule of law or equity relating to the duties or liabilities of directors of a society.
- 8.02(4) Nothing in a contract or the bylaws of the society relieves a director from
- (a) the duty to act in accordance with the Societies Act and the regulations, or
 - (b) liability that, by any enactment or rule of law or equity, would otherwise attach to the director in respect of negligence, default, breach of duty or breach of trust of which the director may be guilty in relation to the society.

8.03 The president shall preside at all general meetings of the VPA and of the board of directors, unless otherwise delegated in accordance with these bylaws. The president is the chief executive officer of the VPA and shall supervise the other officers in the execution of their duties. The president is the chief spokesperson for the VPA, unless otherwise delegated.

8.04 The president shall appoint, from the directors, someone to carry out the duties of the president during the president's absence.

Role of the treasurer

8.05 The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and banking monies collected from the members or other sources;
- (b) keeping accounting records in the respect of the society's financial transactions, as are necessary and/ or required to comply with the Societies Act;
- (c) preparing the society's financial statements;
- (d) rendering financial statements to the directors and members; and others as may be required, upon approval of the board.

Role of the secretary

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

- (a) issuing notices of general meetings and directors meetings;
- (b) taking minutes of general meetings and directors meetings;
- (c) keeping the records of the Society in accordance with Sections 20, 22 and 23 of the Societies Act;
- (d) conducting the correspondence of the Board;
- (e) filing the annual report of the society and making any other filings with the registrar under the Societies Act;

(f) maintaining the register of members.

8.07 In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.

PART 9 - FINANCES

Borrowing

9.01 The society may only borrow money or issue bonds, debentures, notes or other evidences of debt obligations subject to a special resolution being presented to the membership for vote at a general meeting in each and every case where borrowing or the issuing of bonds, debentures, notes or other evidences of debt obligations, is being sought.

9.02 Notice to the members, of a general meeting which involves borrowing or the issuing of bonds, debentures, notes or other evidences of debt obligations, will contain the information referred to in sections 4.04 and 4.05(1)(a), 4.05(1)(b), 4.05(1)(c) and 4.05(1)(e) of these bylaws.

Reporting of Financial Statements

9.03 Financial statements of the society must be prepared for the current fiscal period beginning immediately after the end of the preceding financial year and ending not more than six months before the AGM at which the statements are to be presented.

9.04 The financial statements of the society must be prepared as comparative financial statements relating separately to;

(a) the period determined under section 9.03, and

(b) the preceding period in relation to which financial statements for the society were prepared.

Issuance of financial statements

9.05 The VPA board must not issue, publish or distribute financial statements of the society required under these bylaws unless the financial statements;

(a) have been approved by the directors and signed by one or more directors

to confirm that the approval was obtained, and

- (b) have attached to them the auditor's report, if any, on those financial statements.

9.06 The VPA board must not issue, publish or distribute financial statements of the society that purport to be audited financial statements unless the financial statements have, in fact, been audited and an auditor's report has been prepared in relation to them.

Reporting on representatives, agents, employees or any other such persons authorized or contracted by the VPA to perform duties.

9.07 Any financial statement prepared by the VPA must contain a note with respect to the remuneration provided by the VPA to any and all persons, who were employed or are employed, persons under a contract for services rendered and/or any other person who was authorized to perform duties for the VPA, and who received financial remuneration during the applicable period for which the financial statement is prepared.

9.08 The note in the financial statement(s) shall include:

- (a) a list of names and titles or position, if applicable,
- (b) the nature of the work done, duties performed or service(s) rendered,
- (c) the amount paid and the period over which payment was made, and
- (d) the total number of people engaged by the VPA, the total amount of remuneration paid or the type of remuneration given, during the period in relation to which the financial statement is prepared.

9.09 All cheques, bills of exchange, or other methods of payment of money, notices or other evidence of indebtedness issued in the name of the VPA shall be signed by such officers, agent or agents of the VPA and in such manner as shall, from time to time, be determined by resolution of the board.

9.10 The person or persons so appointed may arrange, settle, balance and certify all books and accounts between the VPA and the VPA's banker. The person or persons may also receive all pay-cheques and vouchers and may sign all the bank's forms for settlement of balance and release or verification slips.

Fiscal year end

9.11 The fiscal year of the VPA shall end on August 31st of each year unless the fiscal year is changed by a resolution of the board.

Establishment of a Capital Reserve Fund

9.12 A dedicated capital reserve account will be established at a registered financial institution in Vernon, BC for the purpose of replacing any necessary Enclosure capital improvements, as defined in the lease dated June 30, 2017 with the City of Vernon, which are considered to be near the end of their useful life. All residual funds at the end of final term, June 30, 2042 may be used to replace or upgrade other improvements.

PART 10 - AUDITOR

10.01 This part applies only where the board of directors and/or the membership has resolved to appoint an auditor.

10.02 Where an auditor is appointed by the society, the auditor must be appointed in accordance with sections 112 and 113 of the Societies Act.

10.03 The first auditor shall be appointed by the directors, or shall be appointed by ordinary resolution, to hold office until the close of the next annual general meeting.

10.04 If the office of the auditor is vacated by resignation, death or for another reason, other than by removal under section 115 of the Societies Act, the directors must appoint an auditor to hold office until the close of the next annual general meeting.

10.05 In any case where borrowing or the issuing of bonds, debentures, notes or other evidences of debt obligations takes place as a result of approval by way of a special resolution, an auditor must be appointed.

Removal of auditor during term

10.06 Removal of an auditor by the society must be conducted in accordance with section 115 of the Societies Act.

10.07 The society may, by ordinary resolution passed at a general meeting called for the purpose, remove its auditor before the expiration of the auditor's term of office.

- 10.08 If an auditor is removed by ordinary resolution passed at the general meeting referred to in section 10.07, the society must appoint a person as auditor for the remainder of the term of office of the auditor who was removed under that paragraph.
- 10.09 The auditor is entitled to receive notice of, and attend, general meetings in accordance with section 118 of the Societies Act.
- 10.10 A member of the society may, by written notice received by the VPA board at least 7 days before the meeting, require the attendance of the auditor at a general meeting where the financial statements of the society are to be considered or the auditor is to be appointed or removed.
- 10.11 If the board received written notice in accordance with section 10.10 above, the society must promptly inform the auditor, the auditor must attend and the society must pay the expenses of the auditor.

PART 11 - BYLAWS

- 11.01 Upon admission to the VPA each member is entitled to receive a copy of the VPA bylaws upon request and the board shall provide an electronic copy when requested without charge. The VPA board shall also post the constitution and the bylaws on the VPA website.
- 11.02 These bylaws shall not be altered or added to except by way of special resolution.

PART 12 - RECORDS AND INSPECTION OF RECORDS

Records

- 12.01 All records of the VPA must be kept in accordance with sections 20, 22, and 23 of the Societies Act.

Inspection of Records

- 12.02 Inspection of records will be subject to the provisions of the Personal Information Protection Act of BC.
- 12.03 Any inspection of records made by a member or director of the VPA, or a person other than a member of the VPA, must be conducted in accordance with sections 24, 25 and 26 of the Societies Act.
- 12.04 A person, other than a member or director, may inspect the records the VPA is

required to keep under section 20 of the Societies Act, except the register of members of the VPA, at the discretion of the board.

12.05 A member or director of the VPA, or a person other than a member or director, may request to inspect records of the VPA by providing at least 7 days notice to the VPA board.

12.06 The board may impose reasonable restrictions on the times during which a person, other than a member or director, may inspect records.

12.07 The maximum fee that the VPA may charge for a copy of a record under section 27(3) of the Societies Act is;

(a) \$0.50 cents per page, other than for a copy provided by email, or

(b) \$0.10 cents per page for a copy provided by email.

12.08 If a person who is entitled to inspect a record under these bylaws requests a copy of a record or records, and has paid the applicable fee, the society must provide a copy or copies.

PART 13 - UNALTERABLE PROVISIONS

13.01 In the event of the dissolution or winding-up of the VPA, the assets of the VPA remaining after all the debts of the VPA have been paid, shall be transferred to another B.C. non-profit organization with similar purpose. The assets shall not be distributed among the members or directors. This clause is unalterable.

13.02 The purposes and goals of the Vernon Pickleball Association, consistent with the constitution, shall be organized and operated exclusively on a non-profit basis. This provision is unalterable.

13.03 No part of the income of the VPA shall be payable or otherwise available for the personal benefit of any proprietor, member, director or officer. This clause is unalterable.

Date Approved: October 22, 2020

Signed: P. Andrews
Patricia Andrews, President

Date Oct 29/2020

Signed: Leanne Nicholson
Leanne Nicholson, Secretary

Date Oct 29/2020