

BRITISH COLUMBIA COMMUNITY FOOTBALL ASSOCIATION

CONSTITUTION & BY-LAWS

CONSTITUTION

1. The name of the Society is the “British Columbia Community Football Association”.
2. The objectives of the Society are to:
 - a. To promote and encourage the game of youth community football, for tackle, touch, and flag groups, and in connection therewith to encourage improvement in physical, educational and scholastic standings and standards’
 - b. To promote and foster co-operation, sportsmanship, and good relationships between all member bodies playing youth football;
 - c. To promote and foster co-operation and good relationships with all Junior and Senior Leagues, including High Schools;
 - d. To affiliate with Football B.C. and any other appropriate body governing football or sports or similar groups in British Columbia; and
 - e. To provide the guidelines, structure and support for football playoffs throughout British Columbia.

**BRITISH COLUMBIA COMMUNITY FOOTBALL ASSOCIATION
BYLAWS**

ARTICLE I: GENERAL

- 1.1 Purpose – These Bylaws relate to the general conduct of the affairs of the British Columbia Community Football Association, a Society incorporated under the Society Act of British Columbia in force and all amendment to it.
- 1.2 Definitions - The following terms have these meanings in these Bylaws:
- a) *Act* – the Society Act, R.S.B.C. 1996, c.433 and amendments thereto.
 - b) *Auditor* – an individual appointed by the Members at the Annual General Meeting to audit the books, accounts, and records of the Society for a report to the Members at a meeting of members.
 - c) *Board* – the Board of Directors of the Society.
 - d) *Constitution* – a statement comprising the Society’s objectives.
 - e) *Days* – will mean days irrespective of weekends and holidays.
 - f) *Director* – an individual elected or appointed to serve on the Board pursuant to these Bylaws.
 - g) *Officer* – an individual elected or appointed to serve as an Officer of the Society pursuant to these Bylaws.
 - h) *Ordinary Resolution* – a resolution passed by not less than a majority of the votes cast at a meeting of the Board, meeting of the Executive or a meeting of Members.
 - i) *Registrar* - the Registrar of Companies
 - j) *Society* – British Columbia Community Football Association.
 - k) *Special Resolution* – a resolution passed by no less than seventy-five (75) of the votes cast at a meeting of Members for which at least fourteen (14) days notice has been given.
- 1.3 Head Office – The head office of the Society will be located at all times within the Province of British Columbia.
- 1.4 Corporate Seal - The Society 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 Society will be carried on without the purpose of gain or profit for its Members and any profits or other accretions to the Society will be used in promoting its objects.
- 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 Society.
- 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 – Word 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.

ARTICLE II: MEMBERSHIP

Categories of Membership

- 2.1 Categories – The Society has five (5) categories of membership:
- a) Zone Members;
 - b) Club Members;
 - c) Individual Members;
 - d) Associate Members;
 - e) Honorary Member.

Qualifications for Membership

- 2.2 Zone Members – A geographical area described in Appendix “A” which is composed of Member Clubs, Coaching Members, Athlete Members, Associate Members and Honorary Members residing in the designated geographical area who have adopted the Society’s Bylaws, policies, rules and regulations.
- 2.3 Club Members – An organized football club registered with a Zone Member or the Society who has adopted the Society’s policies, rules and regulations.

- 2.4 Individual Members – Any individual who is a coach, manager, official, referee, athlete or administrator registered with a Club Member, Zone Member or the Society.
- 2.5 Associate Member – Any organized football club registered with a Zone Member or the Society with goals and objectives similar to the Society
- 2.6 Honorary Member - An individual or organization approved by majority vote of the Board of Directors who has contributed greatly to the development or promotion of the sport of football in British Columbia.

Admission of Members

- 2.7 Admission of Members - No individual or entity will be admitted as a Member of the Society unless:
- a) The candidate member has made an application for membership in a manner prescribed by the Society;
 - b) The candidate member has been approved by majority vote as a member by the Board or by any committee or individual delegated this authority by the Board;
 - c) If, at the time of applying for membership the candidate member is currently a Member, the candidate member is a Member in good standing;
 - d) 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
 - e) The candidate member has paid dues as prescribed by the Board.
- 2.8 Failure to be Admitted – Where a candidate member is not admitted to membership, written reasons will be provided.

Membership Duration and Dues

- 2.9 Duration – Membership is accorded on an annual basis from January 1 to December 31, and all Members, excluding Honorary Members, will re-apply for membership each year.
- 2.10 Dues – Membership dues for all categories of Membership will be determined annually by the Board of Directors.
- 2.11 Deadline – Membership dues will be payable within thirty days of membership or as determined by the Board of Directors.

Withdrawal and Termination of Membership

- 2.12 Resignation – A Member may resign from the Society by giving a written notice to the Board. The Member's resignation will become effective the date on which the request is approved by the Board.
- 2.13 May Not Resign – A Member may not resign from the Society when the Member is subject to disciplinary investigation or action of the Society.
- 2.14 Arrears – A Member will be considered a delinquent member by the Society for failing to pay membership dues or monies owed to the Society as may be determined by the Board of Directors and upon written notice may be suspended from all rights and privileges of the Society to which members may be entitled.
- 2.15 Cease to be a Zone , Associate or Club Member – A Zone, Associate or Club Member will cease to be a Member upon:
- a) Its dissolution; or
 - b) Ceasing to field any football team(s); or
 - c) Ceasing to field any football league.
- 2.16 Cease to be an Individual Member – An Individual Member will cease to be a Member upon ceasing to be registered with a Zone or Club Member.
- 2.17 Renewal – A Member will cease to be a member for failing to renew its membership with the Society by the date prescribed by the Board of Directors.
- 2.18 Discipline –A Member may be suspended or expelled from the Society in accordance with the Society's policies and procedures relating to discipline of Members.

- 2.19 **Board Resolution** – Any Member may be expelled by resolution being passed by not less than seventy-five percent (75%) of the votes cast by the Board of Directors at a meeting of the Board of Directors if:
- a) Written notice of the proposed resolution has been provided to the Member at least fourteen (14) days prior to the date of the meeting;
 - b) The notice contains reasons and all evidence related to the proposed resolution; and
 - c) The member is provided a reasonable opportunity to address the Board in relation to the proposed resolution and any applicable evidence prior to the Board of Directors voting on the resolution.

Good Standing

- 2.20 **Definition** – A Member of the Society 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 Society;
 - d) Has complied with the Constitution, Bylaws, policies and rules of the Society;
 - e) Has paid all required membership dues; and
 - f) Is not subject to a disciplinary investigation or action by the Society, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board.
- 2.21 **Cease to be in Good Standing** - Members who cease to be in good standing may have privileges suspended and 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. Members not in good standing for twelve (12) consecutive months will be expelled from the Society.

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 ten (10%) percent or more of the voting Members of the Society. Agenda of special meetings will be limited to the subject matter for which the meeting was duly called.
- 3.3 **Location and Date** - The Society 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.
- 3.4 **Notice** - Written notice of meetings of Members will be given to all Members at least fourteen (14) days and not more than sixty (60) days prior to the date of the meeting. Notice will contain a proposed agenda and reasonable information to permit Members to make informed decisions.
- 3.5 **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) Declaration of any Conflicts of Interest
 - f) Adoption of Minutes of the previous Annual Meeting
 - g) Board, Committee and Staff Reports
 - h) Report of Auditors
 - i) Appointment of Auditors
 - j) Business as specified in the meeting notice
 - k) Election of new Directors
 - l) Adjournment
- 3.6 **New Business** - Any Member who wishes to have new business placed on the agenda of a meeting will give written notice to the Society at least ten (10) days prior to the meeting date or upon the sole discretion of the President or designate.

- 3.7 Quorum – Eight (8) of the voting Members will constitute a quorum.
- 3.8 Closed Meetings – Meetings of Members will be closed to the public except by invitation of the Board.

Voting at Meetings of Members

- 3.9 Voting Privileges - Members will have the following voting rights at all meetings of Members:
- a) Zone Members will elect a Zone President or designate who may attend and participate in meetings and are entitled to one (1) vote.
 - b) Club Members may attend meetings of members and are entitled to one (1) vote.
 - c) Individual Members may attend meetings of members and are not entitled to vote.
 - d) Associate Members may attend meetings of members and are not entitled to vote.
 - e) Honorary Members may attend meetings of members and are not entitled to vote.
- 3.10 Designates:
- a) Zone Members will appoint in writing to the Society, seven (7) days prior to the meeting of members, one designate, nineteen (19) years of age and older, who is member in good standing to represent the Zone Members upon the absence of the Zone President.
 - b) Club Members will appoint in writing to the Society, one designate, nineteen (19) years of age and older, who is a member in good standing to represent the Club Members upon the absence of the Club President.
- 3.11 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.
- 3.12 Proxy Voting – There will be no voting by proxy.
- 3.13 Determination of Votes - Votes will be determined by a show of hands unless a secret or recorded ballot is requested by the majority of those Members voting.
- 3.14 Majority of Votes - Except as otherwise provided in the Act or these Bylaws, the majority of votes of Members 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 – The Board will consist of the President, Vice President, Secretary, Treasurer and Zone Presidents or designate.
- 4.2 Composition of the Board – The Board of Directors of the Society will consist of the following:
- a) President
 - b) Vice President
 - c) Secretary
 - d) Treasurer
 - e) Director – Zone One - Vancouver Island
 - f) Director – Zone Two – Vancouver Mainland
 - g) Director – Zone Three – Valley Community
 - h) Director – Zone Four - Interior
 - i) Director – Zone Five – North
 - j) Director– Zone Six – Kootenays
 - k) LMFRA – Lower Mainland Football Referee’s Association
- 4.3 Change in the Number of Directors – The Members may by special resolution being passed by not less than seventy-five percent (75%) of the votes cast by the Members at a meeting of Members add additional Board Members if written notice of the proposed resolution has been provided to the members at least fourteen (14) days prior to the date of the meeting.

Election of President and Vice President

- 4.4 Eligibility - Any Member who is nineteen (19) years of age or older and who has the power under law to contract and is a member of the Society in good standing may be nominated for election.

- 4.5 Nomination - Any nomination of an individual for election will include the written consent of the nominee by signed signature.
- 4.6 Circulation of Nominations - Valid nominations will be circulated to voting Members at the Annual General Meeting prior to the elections.
- 4.7 Election – The election of President and Vice President will take place as follows:
- a) The President and Vice President will be elected by the voting member at the Annual General Meeting held in odd numbered years. The President shall appoint a Secretary and Treasurer as non-voting members of the Society. They shall attend all meetings without payment of dues or fees.
- 4.8 Decision – Elections will be decided by majority vote of the 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.
- 4.9 Terms – The President and Vice President will serve terms of two years unless they resign, are removed from or vacate their office.
- 4.10 Vacancy - Where the position of President or Vice President 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.

Appointment of Zone Directors

- 4.11 Eligibility and Appointment of Zone Directors – The individuals holding the positions of Zone Presidents who are 19 years of age or older and who have the power under law to contract will be appointed as a Director.
- 4.12 Term of Zone Directors – Zone Directors will hold office until they vacate their position as Zone President, unless they resign or are moved from office in accordance with these Bylaws.
- 4.13 Vacancy - Where the position of a Zone Director becomes vacant for whatever reason, the Board may appoint a qualified individual to fill the vacancy until such time as a new Zone Director is appointed in accordance with these Bylaws.

Remuneration

- 4.14 Remuneration– The Directors will serve as such without remuneration and no director will directly or indirectly receive any profit from his position as such; provided that a Director may be paid reasonable expenses incurred by him in the performance of his duties. Nothing herein will be construed to preclude any Director from serving the Corporation as an Officer or in any other capacity and receiving compensation.

Resignation and Removal of Directors

- 4.15 Resignation - A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board. This resignation will become effective the date on which the request is approved by the Board. Where a Director who is subject to a disciplinary investigation or action of the Society resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.
- 4.16 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.
- 4.17 Removal – A Director may be removed from office by special resolution being passed by not less than seventy-five percent (75%) of the votes cast by Members at a meeting of Members if:
- a) Written notice of the proposed resolution has been provided to the Director at least fourteen (14) days prior to the date of the meeting;
 - b) The notice contains reasons and all evidence related to the proposed resolution; and

- c) The member is provided a reasonable opportunity to address the Members in relation to the proposed resolution and any applicable evidence prior to the Members voting on the resolution.

Meetings of the Board

- 4.18 Call of Meeting – The meetings of the Board of Directors will be held at any time and place as determined by a majority of the Board of Directors.
- 4.19 Notice – Written notice, served other than by mail, of Board Meetings will be given to all Directors at least forty-eight (48) hours 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.
- 4.20 Number of Meetings – The Board will hold at least two (2) meetings per year.
- 4.21 Quorum – At any meeting of the Board of Directors, quorum will consist of a majority of Directors holding office.
- 4.22 Voting – Each Director is entitled to one vote except the Secretary and Treasurer. Voting will be by a show of hands, electronically or orally 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. The President of the Society is entitled to a second vote upon a tie.
- 4.23 Closed Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board.
- 4.24 Meetings by Telephone - 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

- 4.25 Powers of the Society – Except as otherwise provided in the Act or these Bylaws, the Board has the powers of the Society and may delegate any of its powers, duties and functions.
- 4.26 Managing the Affairs of the Society – The Board may make policies, procedures, supervise and manage the affairs of the Society in accordance with the Act and these Bylaws.
- 4.27 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.
- 4.28 Dispute Resolution - The Board may make policies and procedures relating to management of disputes within the Society and all disputes will be dealt with in accordance with such policies and procedures.
- 4.29 Employment of Persons - The Board may employ or engage under contract such persons as it deems necessary to carry out the work of the Society.
- 4.30 Borrowing Powers – The Board may borrow money upon the credit of the Society as it deems necessary.

ARTICLE V: OFFICERS AND EXECUTIVE COMMITTEE

- 5.1 Composition – The Officers will be comprised of the President, Vice President, Secretary and Treasurer.
- 5.2 Duties - The duties of Officers are as follows:
- a) The President will:
- i. Be responsible for the general supervision of the affairs and operations of the Society;
 - ii. Preside at the Annual and General Meetings of the Society and at meetings of the Board and the Executive Committee;
 - iii. Be the official spokesman of the Society;

- iv. Oversee and supervise office staff; and
 - v. Perform such other duties as may from time to time be established by the Board.
- b) The Vice-President will:
- i. Support and assist in all duties of the President;
 - ii. Perform all duties of the President in his/her absence; and
 - iii. Perform such other duties as may from time to time be established by the Board.
- c) The Secretary will:
- i. Record and disseminate the minutes of all meetings of Members, Board of Directors and Committees of the Society;
 - ii. Ensure that all official documents, membership list and records of the Society are properly kept,
 - iii. Process all correspondences related to the operations of the Society, and
 - iv. Perform such other duties as may from time to time be established by the Board.
- d) The Treasurer will:
- i. Keep proper accounting records as required by the *Act*;
 - ii. Cause to be deposited all monies received by the Society in the Society's bank account;
 - iii. Supervise the management and the disbursement of funds of the Society;
 - iv. Provide the Board with an account of financial transactions and the financial position of the Society;
 - v. Prepare annual budgets; and
 - vi. Perform such other duties as may from time to time be established by the Board.

5.3 Removal –An Officer may be removed by Special Resolution of the Board or voting Members being passed by not less than seventy-five percent (75%) of the votes cast by the Board or Members at a meeting of the Board or Members if:

- a) Written notice of the proposed resolution has been provided to the Officer at least fourteen (14) days prior to the date of the meeting;
- b) The notice contains reasons and all evidence related to the proposed resolution; and
- c) The member is provided a reasonable opportunity to address the Board or Members in relation to the proposed resolution and any applicable evidence prior to the Board or Members voting on the resolution.

Executive Committee

5.4 Executive Committee - The Executive Committee will be comprised of the Officers. The Executive Committee will have the authority to oversee the implementation of Board policies during intervals between meetings of the Board, and will perform such other duties as are prescribed by these Bylaws or may be prescribed from time to time by the Board.

5.5 Call of Meeting – Meetings of the Executive Committee will be held at any time and place as determined by the President or upon the request of any two (2) Officers.

5.6 Number of Meetings – The Executive Committee will meet as deemed necessary by the President or upon the request of any two (2) officers.

5.7 Quorum - Quorum will consist of a majority of the Executive's voting members.

5.8 Voting – Each Executive Committee member is entitled to one vote. Voting will be by a show of hands, orally or via email unless a majority of Executive Committee Members present request a secret ballot. Resolutions will be passed upon a majority of the votes being in favor of the resolution and will be presented and voted on at the next meeting of the board before taking effect. In the event of a tie, the vote is defeated.

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

Other Committees

5.10 Appointment of Committees - The Board may appoint such committees as it deems necessary for managing the affairs of the Society and may appoint members of committees or provide for the election of members

of committees, may prescribe the duties of committees, and may delegate to any committee any of its powers, duties, and functions except where prohibited by the Act, the Constitution or these Bylaws.

- 5.11 Quorum - A quorum for any committee will be the majority of its voting members.
- 5.12 Terms of Reference - The Board may establish the terms of reference and operating procedures for all Committees, and may delegate any of its powers, duties or functions to any Committee.
- 5.13 Vacancy - When a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term.
- 5.14 President Ex-officio - The President will be an *ex-officio* (non-voting) member of all Committees of the Society.
- 5.15 Removal - The Board may remove any member of any Committee.

Remuneration

- 5.16 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

- 5.17 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 Society 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 Society will be January 1 to December 31, or such other period as the Board may from time to time determine.
- 6.2 Bank - The banking business of the Society will be conducted at such financial institution as the Board may designate.
- 6.3 Auditors - At each Annual General Meeting the Members may appoint an auditor to audit the books, accounts and records of the Society. The auditor will hold office until the next Annual Meeting. The auditor will not be a member, employee or a director of the Society.
- 6.4 Books and Records - The necessary books and records of the Society 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 Society will be signed by two individuals being the President and either the First Vice-President, Secretary, or Treasurer. The Board of Directors may authorize other persons to sign on behalf of the Society.
- 6.6 Property - The Society 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 and in compliance with the Act.
- 6.7 Borrowing - The Society may borrow funds upon such terms and conditions as the Board may determine in accordance with the Act.

ARTICLE VII ZONE MEMBERS

Categories of Zone Membership

- 7.1 Categories – The Society has four (4) categories of Zone membership:
 - a) Club Members;
 - b) Individual Members;

- c) Associate members;
- d) Honorary Members;

Qualifications for Zone Membership

- 7.2 Club Members – An organized football club registered with a Zone Member and the Society.
- 7.3 Members – Any individual who is a coach, manager, official, referee, athlete or administrator registered with a Zone Member and the Society.
- 7.4 Associate Members – Any individual or football club with similar objectives as the Society and registered with a Zone Member and the Society.
- 7.5 Honorary Members - An individual or entity that has contributed greatly to the development or promotion of the sport of Football or achieved outstanding accomplishments in the sport of football

Zone Meetings of Members

- 7.6 Types of Zone Meetings - Zone Member meetings will include an Annual Zone Meeting and Special Zone Meetings.
- 7.7 Special Zone Meeting - A Special Zone Meeting of Zone Members may be called at any time by the Zone President, by the Zone Board or upon the written requisition of ten (10%) percent or more of the voting Zone Members. Agenda of special Zone meetings will be limited to the subject matter for which the meeting was duly called.
- 7.8 Location and Date - The Zone Member will hold meetings of Zone Members at such date, time and place as determined by the Zone Member Board of Directors. The Annual Zone Meeting will be held within fifteen (15) months of the last Annual Zone Meeting.
- 7.9 Notice - Written notice of Zone Meetings will be given to all applicable Zone Members residing in the applicable zone at least fourteen (14) days and not more than sixty (60) days prior to the date of the meeting. Notice will contain a proposed agenda and reasonable information to permit the Zone Members to make informed decisions.
- 7.10 New Business - Any Member who wishes to have new business placed on the agenda of a Zone Meeting will give written notice to the Zone Member at least ten (10) days prior to the meeting date or upon the sole discretion of the Zone President or designate.
- 7.11 Quorum – A majority of voting Zone Members will constitute a quorum.

Voting at Zone Meetings of Members

- 7.12 Voting Privileges – Zone Members will have the following voting rights at all meetings of Zone Members:
 - a) Club Members will appoint the Club President or designate who may attend and participate in meetings and is entitled to one (1) vote.
 - b) Individual Members nineteen years of age and older may attend and participate in meetings but are not entitled to vote.
 - c) Associate Members – nineteen years of age and older may attend and participate in meetings but are not entitled to vote
 - d) Honorary Members - nineteen years of age and older may attend and participate in meetings but are not entitled to vote

ARTICLE VIII AMENDMENT OF CONSTITUTION AND BYLAWS

- 8.1 Voting – This Constitution and Bylaws may only be amended, revised, repealed or added to by a seventy-five percent (75%) affirmative vote of the 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 filing and acceptance of the Registrar.

- 8.2 Notice in Writing – Notice in writing is to be delivered to the Board thirty (30) days prior to the date of the meeting at which it is to be considered, and is to be delivered to voting Members fourteen (14) days prior to meeting at which it is to be considered.

ARTICLE IX NOTICE

- 9.1 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 Society, Director or Member, as the case may be.
- 9.2 Date of Notice - Date of notice will be the date on which the notice is hand-delivered, faxed or e-mailed or in the case of notice that is provided by mail, five days after the date the mail is post-marked.
- 9.3 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 X DISSOLUTION

- 10.1 Dissolution - Upon the dissolution of the Society, any funds or assets remaining after paying all debts will be distributed to one or more organization with similar objectives as the Society as determined by the Board of Directors. This provision shall be unalterable.

ARTICLE XI INDEMNIFICATION

- 11.1 Will Indemnify - The Society will indemnify and hold harmless out of the funds of the Society 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.
- 11.2 Will Not Indemnify - The Society will not indemnify a Director or Officer or any other person for acts of fraud, dishonesty, or bad faith.
- 11.3 Insurance - The Society will, at all times, maintain in force such directors and officers liability insurance as may be approved by the Board of Directors.

ARTICLE XII ADOPTION OF THESE BYLAWS

- 12.1 Adoption by Board – These Bylaws are adopted by the Board of Directors of the Society at a meeting of the Board duly called and held on Saturday, March 20th, 2010.
- 12.2 Ratification – These Bylaws are ratified by a seventy-five percent (75%) affirmative vote of the Members of the Society present and entitled to vote at a Meeting of Members duly called and held on Saturday, March 20th, 2010.
- 12.3 Enactment – These Bylaws are hereby enacted and will come into force upon its acceptance by the Registrar.
- 12.4 Repeal of Prior Bylaws - In ratifying these Bylaws, the Members of the Society repeal all prior Bylaws of the Society provided that such repeal does not impair the validity of any action done pursuant to the repealed Bylaws.

President

Secretary

