

BYLAWS of

North Shore Fastpitch Association (the "Society")

Here set forth, in numbered clauses, are the bylaws providing for the matters referred to in the Society Act and any other Bylaws.

Part 1: INTERPRETATION

1.1 In these Bylaws, unless the context otherwise requires:

- a) “directors” means the directors of the Society for the time being;
- b) “Society Act” means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
- c) “registered address” of a member means the member’s address as recorded in the register of members;

1.2 The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.

1.3 Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

Part 2: AFFILIATION

2. The Society shall be affiliated with the British Columbia Amateur Softball Association and the Canadian Amateur Softball Association, and shall abide by the rules and regulations set by those bodies. Termination of this affiliation shall be by resolution of the membership only.

Part 3: MEMBERSHIP

3.1 The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to become members.

3.2 Membership in the Society shall be restricted to:

- a) one parent or guardian who has enrolled and paid the annual membership dues determined in accordance with 3.5 (the "Membership Fees"), for his or her minor child to play softball in a league operated by the Society;
- b) in the event that such parent or guardian described in 3.2(a) above (the "Enrolling Parent") has enrolled and paid the Membership Fees for one or more of his or her minor children in addition to the minor child described in 3.2(a) (each such being an, "Additional Minor Child"), one additional parent or adult (a "Nominee Parent"), as designated by said Enrolling Parent; for each Additional Minor Child; and
- c) such persons as the directors of the Society may accept into membership from time to time.

3.3 Each parent, guardian, or other adult eligible for membership pursuant to 3.2(a) and (b), shall automatically be considered a member of the Society. Any other person may apply to the directors for membership in the Society and on acceptance by the directors shall be a member.

3.4 Every member must uphold the constitution and comply with these bylaws.

3.5 The amount of the first annual membership dues must be determined by the directors and after that the annual membership dues must be determined at the annual general meeting of the Society.

3.6 A person ceases to be a member of the Society:

- a) by delivering his or her resignation in writing to the secretary of the Society or by mailing it to the address of the Society;
- b) on his or her death or, in the case of a corporation, on dissolution;
- c) on being expelled;
- d) on having been a member not in good standing for 12 consecutive months; or
- e) on ceasing to be a person eligible for membership pursuant to Bylaw 3.2 hereof.

3.7 A member may be expelled by a special resolution of the members passed at a general meeting.

3.8 The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.

3.9 The person who is the subject of the proposed resolution for expulsion must be given the opportunity to be heard at the general meeting before the special resolution is put to a vote.

3.10 All members are in good standing except a member who has failed to pay the current Membership Fee(s), or any other subscription or debt due and owing by the member to the Society, and the member is not in good standing so long as the debt remains unpaid.

3.11 The directors of the Society may, upon nomination made by any director, designate any person a Honorary Life Member of the Society in recognition of distinctive service on behalf of the Society for a period of not less than five years. Honorary Life Members shall have full voting privileges at all general meetings.

Part 4: MEETINGS OF MEMBERS

4.1 General meetings of the Society shall be held in accordance with the Society Act at the time and place the directors decide.

4.2 Every general meeting, other than an annual meeting, is an extraordinary general meeting.

4.3 The directors may, when they think fit, convene an extraordinary meeting.

4.4 Notice of a general meeting shall specify the place, day and hour of the meeting, and in case of special business, the general nature of that business.

4.5 The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

4.6 The first annual general meeting of the Society must be held not more than 15 months after the date of incorporation and after that an annual general meeting must be held at least once every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

Part 5: PROCEEDINGS AT GENERAL MEETINGS

5.1 Special business is:

- a) all business at an extraordinary general meeting except for the adoption of rules of order, and
- b) all business conducted at an annual general meeting, except the following:
 - i. the adoption of rules of order;
 - ii. the consideration of the financial statements;
 - iii. the report of the directors;
 - iv. the report of the auditor, if any;
 - v. the election of directors;
 - vi. the appointment of the auditor, if any;
 - vii. the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.

5.2 Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.

5.3 If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

5.4 A quorum is 3 members present or a greater number that the members may determine at a general meeting.

5.5 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting the members present constitute a quorum.

5.6 Subject to Bylaw 5.7, the president of the Society, the vice president or, in the absence of both, one of the directors present, must preside as chair of a general meeting.

5.7 If at a general meeting

- a) there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting, or
- b) the president and all the other directors present are unwilling to act as chair, the members present must choose one of their number to be the chair.

5.8 A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

5.9 When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.

5.10 Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.

5.11 A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose resolution.

5.12 In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.

5.13 A member in good standing present at a meeting is entitled to one vote.

5.14 Voting is by show of hands or by secret ballot if requested by one member present.

5.15 Voting by proxy is not permitted.

Part 6: DIRECTORS AND OFFICERS

6.1 The directors may exercise all the powers and so all the acts and things that the Society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in a general meeting, but subject, nevertheless, to:

- a) all the laws affecting the Society,
- b) these bylaws, and
- c) rules, not being inconsistent with these bylaws, that are made from time to time by the Society in a general meeting.

6.2 A rule, made by the Society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.

6.3 The officers of the Society shall include a President, Vice President, Secretary, and Treasurer and such other officers as created in accordance with Bylaw 8.11. The first officers shall be elected by the directors from among themselves at the first meeting of the directors. Unless otherwise provided by the members present at the annual general meeting, the officers shall be elected at each annual general meeting.

6.4 The number of directors shall be seven or such greater number as may be determined from time to time at a general meeting.

6.5 The directors must retire from office at each annual general meeting when their successors are elected.

6.6 Separate elections must be held for each office to be filled.

6.7 An election may be by acclamation, otherwise it must be by ballot.

6.8 If a successor is not elected, the person previously elected or appointed continues to hold office.

6.9 The directors may at any time and from time to time appoint any member as a director to fill a vacancy in the directors.

6.10 A director so appointed holds office only until the conclusion of the next annual general meeting of the Society, but is eligible for re-election at the meeting.

6.11 If a director resigns his or her office or otherwise ceases to hold office, the remaining directors must appoint a member to take the place of the former director.

6.12 An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.

6.13 The members may, by special resolution, remove a director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.

6.14 A director must not be remunerated for being or acting as a director but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the Society.

6.15 No person shall be a director who is not a member, in good standing, of the Society.

6.16 At a meeting of the members, any member may nominate a member of the Society, who is in good standing, to be a director of the Society, provided that such nominee receives written support from 10% of the members of the Society or is present at such meeting.

Part 7: PROCEEDINGS OF DIRECTORS

7.1 The directors may meet at places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit. Persons other than directors are only allowed to attend directors' meetings, upon the invitation of a director.

7.2 The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the directors then in office.

7.3 The president is the chair of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president shall act as chair, but if neither is present the directors present may choose one of their number to be chair at that meeting.

7.4 A director may at any time, and the secretary, on the request of a director, shall convene a meeting of the directors.

7.5 The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.

7.6 A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.

7.7 A committee shall elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be chair of the meeting.

7.8 The members of a committee may meet and adjourn as they think proper.

7.9 For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.

7.10 A director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter, telegram, telex, cable or fax, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn:

- a) no meeting of directors shall be sent to that director, and
- b) any and all meetings of the directors of the Society, notice of which has not been given to that director, shall, if a quorum of the directors is present, be valid and effective.

7.11 Questions arising at a meeting of the directors and committee of directors shall be decided by a majority of votes.

7.12 In the case of a tie vote, the chair does not have a second or casting vote.

7.13 A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution.

7.14 A resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

Part 8: DUTIES OF OFFICERS

8.1 The president shall preside at all meetings of the Society and of the directors.

8.2 The president is the chief executive officer of the Society and shall supervise the other officers in the execution of their duties.

8.3 The president shall fulfill such other duties as the directors may determine from time to time.

8.4 The vice-president shall carry out the duties of the president during the president's absence.

8.5 The vice-president shall perform such other duties as the directors of the Society may determine from time to time.

8.6 The secretary shall:

- a) conduct the correspondence of the Society;
- b) issue notices of meetings of the Society and directors;
- c) keep minutes of all meetings of the Society and directors;
- d) have custody of all records and documents of the Society except those required to be kept by the treasurer;
- e) have custody of the common seal of the Society; and
- f) maintain the register of members.

8.7 The treasurer shall:

- a) keep the financial records, including books of account, necessary to comply with the Society Act; and
- b) render financial statements to the directors, members and others when required.

8.8 The offices of secretary and treasurer may be held by one person who shall be known as the secretary treasurer.

8.9 If a secretary treasurer holds office, the total number of directors shall not be less than 7 or the greater number that may have been determined pursuant to Bylaw 6.4

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

8.11 The creation and duty of any additional officers of the Society shall be as determined and prescribed by the directors from time to time.

8.12 At the request of an officer, the directors may delegate any or all of the duties of such officer to a member of the Society.

Part 9: SEAL

9.1 The directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.

9.2 The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the president and secretary or president and secretary treasurer.

Part 10: BORROWING

10.1 In order to carry out the purposes of the Society the directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.

10.2 A debenture must not be issued without the sanction of a special resolution.

10.3 The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

Part 11: AUDITOR

11.1 This Part applies only where the Society is required or has resolved to have an auditor.

11.2 The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.

11.3 At each annual general meeting the Society shall appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.

11.4 An auditor may be removed by ordinary resolution.

11.5 An auditor shall be promptly informed in writing of the auditor's appointment or removal.

11.6 A director or employee of the Society must not be its auditor.

11.7 The auditor may attend general meetings.

Part 12: NOTICES TO MEMBERS

12.1 A notice may be given to a member, either personally, by mail or by electronic means to the member at the member's registered address.

12.2 A notice sent by mail shall be deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.

12.3 Notice of general meeting shall be given to:

- a) every member shown on the register of members on the day notice is given;
and
- b) the auditor, if Part 11 applies.

12.4 No other person is entitled to receive a notice of general meeting.

Part 13: BYLAWS

13.1 On being admitted to membership, each member is entitled to, and the Society shall give the member, without charge, a copy of the constitution and Bylaws of the Society.

13.2 These Bylaws shall not be altered or added to except by special resolution.