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|  | **Volleyball PEI INC.**  **Section 2: BYLAWS** |
| **Article 1:** | **DEFINITIONS AND INTERPRETATION:**  **A. Generally:** In these bylaws, unless the context otherwise requires, any word(s) or expression defined or used but not defined shall have the same meaning as in The Non-Profit Corporations Act of the Province of Prince Edward Island. Words imparting the singular shall include the plural, visa versa, words imparting the feminine gender shall include the masculine gender, and words imparting persons shall include bodies corporate.  **B. Where they appear in these bylaws:**  a) **Volleyball** means Volleyball PEI Inc.  b) **Volleyball Canada** means Volleyball Canada, Inc.  c) **Board** means the Board of Directors of Volleyball PEI.  d) **Executive** means the Executive of Volleyball PEI.  e) **Ex officio** means by virtue of one’s office or position.  f) **Term** means the time between the annual general meeting and the immediate next annual general meeting.  g) **Amateur** means a volleyball player as interpreted and further defined by Volleyball PEI.  h) **Rules and Regulations** means rules and regulations of Volleyball PEI.  i) **Member in Good Standing** means a member who has paid their Volleyball PEI fee and adheres to the bylaws, constitution and policies of the association.  j) **Recreational Members** means amateur volleyball players/coaches in Prince Edward Island, who have been approved by the Board of Directors of Volleyball PEI and Volleyball Canada who pay an annual registration fee to Volleyball PEI and who are members in good standing of Volleyball Canada and Volleyball PEI.  k) **Full** **Members** means amateur players, coaches, officials and Volleyball PEI Board Members in Prince Edwards Island, as defined by Volleyball Canada, who shall pay an annual registration fee as set forth by Volleyball Canada and Volleyball PEI.  l) **Honorary Membership** includes those inducted into the Volleyball PEI Hall of Fame and anyone else who has made a substantial contribution or has performed outstanding service on behalf of the sport. as awarded by the Board of Directors.  m) **Associate Members** means anyone who promotes volleyball in Prince Edward Island, submits application to the Board of Directors for membership, and is approved by the Board of Directors.  n) **Sanctioned Club** is a club with registered amateur team(s), players, coaches and administrators who are members of good standing, pay an annual membership fee to Volleyball PEI, and appoint an individual to act as the club’s point of contact to Volleyball PEI.  **C.** The interpretation of these Bylaws, Constitution and Policies or of any other matters not, provided for herein shall be referred to the Board of Directors of Volleyball PEI whose decision in the matter shall be final.  **D.** Volleyball PEI shall operate as a Provincial member of Volleyball Canada. Volleyball PEI and its’ sanctioned clubs, full and recreational members, associate members and honorary members shall not contravene the constitution, bylaws and rules of Volleyball Canada. In the event of any inconsistency between the bylaws of Volleyball PEI and the Constitution and Operational Bylaws of the Volleyball Canada, those of the latter shall prevail.  **E. Conduct**  At all meetings of Volleyball PEI, the latest revised edition of Robert’s Rules of Order shall serve as a guide for the conduct of business. |
| **Article 2:** | **MEMBERSHIP AND AFFILIATION**  **2.1** Membership in Volleyball PEI shall include five classes of members:  1) Recreational Members\* (pay a fee);  2) Full Members\* (pay a fee);  3) Honorary Members (no fee);  4) Associate Members (no fee);  5) Sanctioned Club\* (pay a fee).  **2.2** The Board of Directors shall determine the conditions for membership.  **2.3** Membership fees payable to Volleyball PEI shall be prescribed by the Board.  **2.4** Admittance of members is effective upon registration and payment of fees and approval of the board. Such confirmation shall only be withheld for good and sufficient reason as prescribed in the Discipline Policy and shall be so recorded.  **2.5** Every member shall uphold the Articles and comply with the Bylaws and Policies of the organization.  **2.6** Any member may terminate membership by giving written notice to Volleyball PEI.  **2.7** Upon termination of membership for cause or otherwise, members are not entitled to any refund of membership fees paid.  **2.8** To maintain status in good standing, members shall meet the conditions for membership established by the Board.  **2.9** Any member may submit to Volleyball PEI notice of any matter that she proposes to raise and discuss at a Special and/or Annual General Meeting and notice of the proposal shall be given with the notice of the so named meeting.  **2.10** The Board shall have the right to discipline any member of Volleyball PEI in a manner consistent with the Policies of Volleyball PEI.  **2.11** Term of membership shall begin with the payment of Volleyball PEI membership fees and shall continue until the deadline for the subsequent year’s membership season. |
| **Article 3:** | **MANAGEMENT**  The property and business of Volleyball PEI shall be managed by the Executive and Board of Directors which shall be responsible to the membership and shall do all such things and perform all such acts as may be necessary for the proper conduct of Volleyball PEI in accordance with the Non-Profit Corporations Act and with the Articles and Bylaws of Volleyball PEI. |
| **Article 4:** | **VOTING**  **4.1 At Executive and Board Meetings:**  **4.1.1** Except the President, each member of the Executive and Board of Directors shall be entitled to one vote on each question at any meeting of the Executive and Board;    **4.1.2** The President shall have the deciding vote in case of a tie;  **4.1.3** No proxy votes shall be permitted;  **4.1.4** In all voting matters a simple majority of votes cast shall decide;  **4.1.5** Fifty percent plus 1 of the members eligible to attend Board of Directors Meetings shall constitute a quorum providing that at least two Executive Officers are included.    **4.2** **At Annual General Meetings or Special Meetings of Membership:**  **4.2.1** Sanctioned Clubs (regardless of number of teams) get one vote.  **4.2.2** Officials Committee (representing all registered officials) get one vote.  **4.2.3** Each Senior League (rep from Men’s and Women’s) get one vote each.  **4.2.4** Each Volleyball PEI board member gets one vote.  **4.2.5** At the commencement of the meeting, the President must call for the identification of those members eligible to vote;  **4.2.6** All members of Volleyball PEI shall be entitled to attend the AGM and to participate in discussions but only those noted above shall be permitted to vote. |
| **Article 5:** | **BOARD OF DIRECTORS**  **5.1** The Board of Directors shall be elected at the Annual General Meeting from the membership of the Association.  **5.2** The Board of Directors is comprised of the following members: President, Vice-President, Treasurer, Secretary, 4-6 directors, and the Past-President.  **5.3** Directors are expected to demonstrate an ongoing interest in the affairs of the Volleyball PEI; to attend meetings whenever possible; and to undertake other assignments in support of Volleyball PEI including active membership on one or more committees. Failure to fulfill these responsibilities may lead to review of the member’s status by the Executive.  **5.4** Members retiring from office shall be deemed to hold office until the conclusion of the meeting at which they retire.  **5.5** In the event of a vacancy on the Board, (other than the Past President), the Board of Directors may call for nominations from the membership. From these nominations, they may appoint a member to fill such a vacancy until the next Annual General Meeting at which time the vacancy shall be filled by election for the unexpired term of office. Such appointment must be ratified by a majority vote of the Board.  **5.6** Should the immediate Past President resign, their position shall be left vacant. The immediate past President shall be the person who prior to the holding of elections at the Annual General Meeting of Volleyball PEI, held the office of President. Past President term shall be one year. The Past President is not required to attend Board of Director meetings, nor does he/she have voting powers.  **5.7** A Director may be removed before expiration of his/her term of office according to the Non-Profit Corporations Act only in a manner consistent with Volleyball PEI’s Discipline Policy.  **5.8** Where there is a vacancy in the number of Directors, the remaining Directors may exercise all powers of the Directors as long as a quorum remains in office.  **5.9** Directors shall serve without remuneration and no Director or their immediate family shall directly or indirectly receive any benefits from his position as such, with the exception that he is reimbursed expenses incurred in the performance of his duty in connection with the work of Volleyball PEI. Special consideration in the form of honorarium may be given Director(s) for exceptional contributions to Volleyball PEI.  **5.10** It shall be the duty of each Director who is directly or indirectly interested in a contract or arrangement or proposed contract or arrangement with Volleyball PEI to declare such interest, and to refrain from voting in respect of such contract or arrangement or proposed contract or arrangement.  **5.11** Each member of the Board of Directors must keep appropriate records covering the administration of activities under their jurisdiction. These records must be in a form that enables them to be turned over to succeeding members of such position. Board Members may dispose of material that is over five years old, only with permission of the Board. |
| **Article 6:** | **DUTIES AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS**  **6.1** To perform such duties and take such actions as may be necessary in managing the activities and affairs of Volleyball PEI and to rule on all points not explicitly provided for therein. These duties should remain consistent with Volleyball PEI Inc.  **6.2** Four Executive Officers shall be elected by majority vote at an Annual General Meeting for a two year term with a recommended maximum of two terms.  a) President  b) Vice President  c) Secretary  d) Treasurer  The election of the President and Secretary will be held in alternate years from the election of the Vice President and Treasurer.  **6.3** In case of death, resignation or incapacity of any Executive officer of Volleyball PEI, to declare the office vacant and appoint another person for the balance of the term.  **6.4** To appoint Committees from time to time, as deemed necessary. Duties of such committees shall be prescribed by the Board of Directors.  **6.5** To establish terms of reference and approve membership of committees, provide resources for committee functions, ensure committee reporting procedures and maintenance of policy documents.  **6.6** To appoint the Nominating Chair and/or Committee.  **6.7** To formulate the Operating Policies and propose programs for Volleyball PEI.  **6.8** To ratify, reverse or amend the actions of the Executive.  **6.9** To appoint signing officers.  **6.10** To receive and act upon concerns relative to Volleyball PEI.  **6.11** To exercise financial control over the affairs of the Association by maintaining proper records and accounts of all transactions of Volleyball PEI.  **6.12** To be responsible for the securing, control and accounting of the finances of Volleyball PEI and for placing and keeping all operating funds of Volleyball PEI in legal accounts approved by the Board.  **6.13** To approve financial statements, the budget submission and annual budget.  **6.14** To prescribe the manner in which cheques, agreements, letters, contracts and other documents shall be signed on behalf of Volleyball PEI.  **6.15** To determine the conditions for membership in Volleyball PEI.  **6.16** To set all fees.  **6.17**  To take such steps as deemed necessary to enable Volleyball PEI to receive donations and benefits for the purpose of furthering the objectives of Volleyball PEI.  **6.18** To be responsible for the appointment of such employees as deemed necessary, to prescribe their duties, to determine policies relative to those appointments and assess their performance.  **6.19**  To Approve Minutes of Board Meetings and make them available to members. |
| **Article 7:** | **BOARD OF DIRECTORS MEETINGS**  **7.1** The Board of Directors Meetings shall be held on a regular basis, preferably monthly via whatever method the board deems necessary.  **7.2** Fifty percent plus 1 of the members eligible to attend Board of Directors Meetings shall constitute a quorum providing that at least two Executive Officers are included.  **7.3** Robert’s Rules of Order shall apply at all meetings at which jurisdictional disputes and parliamentary procedure queries arise. |
| **Article 8:** | **EXECUTIVE**  **8.1** The Executive Committee of Volleyball PEI shall consist of the following Executive Officers who are elected for two-year terms at the Annual General Meeting:  b) President  c) Vice President  d) Secretary  e) Treasurer    Meetings of the Executive Committee will be closed to members of the general public and/or staff of Volleyball PEI, except by invitation of the Committee.  **8.2** In the event of a vacancy in the position of President, the Vice President will assume the position for the balance of the term. In the event of a vacancy in any other office, the Board of Directors may, by a majority vote, elect a person to serve for the unexpired portion of the term after all board positions are filled.  **8.3** The Executive shall perform such duties as are set for their respective positions. |
| **Article 9:** | **DUTIES AND RESPONSIBILITIES OF THE EXECUTIVE**  **9.1** To carry out the business of Volleyball PEI and hold such meetings as it deems necessary.  **9.2** The actions and decisions of the Executive will be reported to the Board of Directors for ratification.    **9.3** The Minutes of Executive meetings will be circulated within 5 business days to the Board of Directors, and will be adopted at the next meeting of the Board.  **9.4** The Executive of Volleyball PEI will take office immediately after adjournment of the Annual General Meeting at which they are elected. |
| **Article 10:** | **EXECUTIVE MEETINGS**  **10.1** The meetings of the Executive will be held at such time and in such place as the President shall designate. Reasonable notice of meetings will be given to all Executive in writing, by telephone or otherwise. Business may be conducted by whatever method deemed necessary by the Executive.  **10.2** Executive meetings will be held when necessary to deal only with matters requiring immediate or executive action.  **10.3** Three Executive members will constitute a quorum for a meeting of the Executive.  **10.4** Robert’s Rules of Order will apply at all meetings at which jurisdictional disputes and parliamentary procedure queries arise. |
| **Article 11:** | **ANNUAL GENERAL MEETING**  **11.1** The Annual General Meeting (AGM) of Volleyball PEI will be held at a time and place as determined by the Board of Directors and will normally be held on or before the 31st day of May. This meeting is for receiving written reports, approving the annual financial statements, electing the Board of Directors, appointing auditors for the ensuing year (if required), and for the transaction of such other business relative to the affairs of the Association which may properly be brought before the meeting.  **11.2** Notice of the AGM, its location, date, time, agenda will be sent, by the Secretary, to the Board of Directors, the Chairs of Committees, clubs and individual members at least 45 days prior to the Annual General Meeting. Notice of the AGM will be sent via electronic means to all registered members and registered clubs and will also be posted on the Volleyball PEI website.  **11.3** Notices of motion to enact repeal or amend the bylaws or rules and regulations of the association will be forwarded in writing to the Secretary of Volleyball PEI at least 30 days prior to the AGM at which such motion is to be considered.  **11.4** The President of the Volleyball PEI will forward all notices of motion not less than 15 days prior to the AGM.  **11.5** Each group eligible to vote will submit to the President of Volleyball PEI, at least 7 days priorto the AGM, a certificate of appointment for its representatives and alternates.  **11.6** The membership will be notified in writing of the AGM. All such notices may be sent by ordinary prepaid mail or electronic mail to the last known address and will be deemed to have been received on the day following their posting.  **11.7** Notice to the public at large of the AGM will be made through the press and/or other means as deemed necessary by the Board.  **11.8** Five voting members must attend the AGM to constitute a quorum**.**  **11.9** The regular order of business at the AGM, which shall take precedence over all other business, shall be:  1. Call to Order  2. Presentation of Credentials  3. Approval of Agenda  4. Approval of Minutes of previous AGM  5. Business arising from the Minutes  6. Directors, Committee and Staff Reports  7. Financial Report/Presentation of Budget  8. Club Reports  9. New Business  10. Nomination report  11. Adjournment  **11.10** The Secretary will ensure that “draft” minutes of the AGM are forwarded to all members of the Board of Directors within 30 days. The “draft” AGM minutes will also be made available to the public on the website by the next board meeting  **11.11** Robert’s Rules of Order shall apply at all meetings. |
| **Article 12:** | **ROLES AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS**  **12.1** The Board shall consist of the following positions:  a) President  b) Past-President  c) Vice President  d) Secretary  e) Treasurer  f) Directors  **12.2 PRESIDENT**  1) Will call and preside at all Executive and Board of Directors meetings.  2) Will cast the deciding vote in case of a tie.  3) Will monitor committees.  4) Will monitor the duties of other officers of Volleyball PEI.  5) Will conduct any business arising between meetings.  6) Will represent Volleyball PEI as required and ensure that the decisions and concerns of the Board of Directors are raised accordingly.  7) Will be an ex-officio member of all committees.  8) Will be one of the signing officers.  9) Will maintain close contact with Volleyball Canada and all its factions.  10) Will maintain close contact with Sport PEI.  11) Will maintain close contact with Prince Edward Island’s Department of Health & Wellness - Recreation & Sport Division.  12) Will scrutinize correspondence and delegate to appropriate committees.  13) Will be the Board Liaison with the Executive.  14) Will be the Chairperson of Legislation.  **12.3 PAST PRESIDENT**  1)Will act as an advisor to the incoming President  2) Will be the Chairperson of the Nominating Committee.    **12.4 VICE PRESIDENT**  1) Will perform the duties of the President in the absence of the President or inability to act.  2) Will assist the President in every way in the operation of Volleyball PEI’s activities.  3) Will update the Bylaws, Policies and Procedures on an annual basis.    4) Will initiate and monitor long range planning.    5) Recommended as one of the signing officers.  **12.5 SECRETARY**    1) Will record all minutes of all meetings of the Board of Directors and the Executive  2) Will ensure a copy of said minutes is sent to all members of the Board, within 14 days.  3) Recommended as one of the signing officers  **12.6 TREASURER**  1) Will ensure proper accounting records are kept as required by the Act,  2) Will review all deposits received and payment made by Volleyball PEI in Volleyball PEI’s bank account,    3) Will complete all reports on the disbursement of funds of Volleyball PEI,  4) When required will provide the Board of Directors with an account of financial transactions and the financial position of Volleyball PEI,  5) Will review annual budgets  6) Will be aware of and assist with the preparation of submissions for financial assistance.  7) Will be one of the signing officers.  8) Will be available as required for a financial review by Sport PEI.  9) Will advise Board Members, budgetary planning groups, etc., as to the state of Volleyball PEI’s finances.  10) Will perform such other duties as may from time to time be established by the Board of Directors.   * 1. **EXECUTIVE DIRECTOR**   1) Will be directed by the Board of Directors  2) Will be the liason between the Board of Directors and any other staff;  3) Will support the Board of Directors in carrying out its duties;  4) Will have overall management responsibility for all programs and activities of the Association.  5) Will be one of the signing authorities.  \*A full job description is available in the Appendix of the VPEI Operations Manual.   * 1. **TECHNICAL DIRECTOR**   1) Will be directed by the Executive Director and overseen by the Board of Directors. |
| **Article 13:** | **RULES, REGULATIONS, AND POLICIES**  The Board of Directors may prescribe Rules, Regulations, and Policies consistent with these bylaws relating to the management and operation of Volleyball PEI. |
| **Article 14:** | **FISCAL YEAR**    The fiscal year for Volleyball PEI shall be April 1st to March 31st. |
| **Article 15:** | **DISSOLUTION**  Upon dissolution of the Association, the Board of Directors shall, after paying or making arrangements for the payment of all liabilities of the Association, distribute remaining funds and equipment of Volleyball PEI Inc. to some charitable or similar organization on PEI. |
| **Article 16:** | **INDEMNITY**  **16.1** Volleyball PEI will indemnify and hold harmless out of the funds of Volleyball PEI each Director and Officer, their heirs, executors and administrators from and against all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer.  **16.2** Volleyball PEI will not indemnify a Director or Officer or any other person or entity for acts of fraud, dishonesty or bad faith.  **16.3** Volleyball PEI will, at all times, maintain in force such director’s and officer’s liability insurance as may be approved by the Board of Directors. |
| **Article 17:** | **AMENDMENTS TO THE BYLAWS**    **17.1** Bylaws of Volleyball PEI may be repealed or amended by a quorum of the Board of Directors and must be sanctioned by a majority of the votes cast at an Annual or Special General Meeting of Volleyball PEI.  **17.2** If any bylaws or any amendment or repeal is rejected by the voting members or is not submitted to the next meeting of the members, the bylaws, amendment or repeal ceases to be effective. No subsequent bylaws, amendment or repeal having substantially the same purpose or effect shall be effective until confirmed as amended by the voting members.  **17.3** Amendments to the bylaws will become effective immediately upon adoption unless the motion to adopt or a previous motion specifies otherwise.  **17.4** Any member in good standing supported by a seconder (who is also a member of good standing) may propose amendments to the bylaws by submitting written Notices of Motion to the President at least 30 days prior to the Annual or Special General Meeting at which such amendments are to be considered.  **17.5** The membership of Volleyball PEI shall be notified of amendments to the bylaws within 45 days of their adoption at an Annual or Special General Meeting |