



VOLLEYBALL YUKON BYLAWS

ARTICLE I GENERAL

- 1.1 Purpose – These By-laws relate to the general conduct of the affairs of Volleyball Yukon, a Society incorporated under the Yukon *Societies Act*.
- 1.2 Definitions – The following terms have these meanings in these By-laws
- a) "Act" means the *Societies Act, RSY 2018, c15* and, where the context requires, includes the Regulations made under it, as amended or re-enacted from time to time.
 - b) "Anniversary Month" means the fourth month after the month in which the Society's fiscal year end occurs.
 - c) "Annual General Meeting" means the mandatory annual general meeting of the Members.
 - d) "Board" – the Board of Directors of the Society
 - e) "Bylaws" means these Bylaws, as amended from time to time.
 - f) "Constitution" means the Constitution of the Society.
 - g) "Days" – days including weekends and holidays
 - h) "Director" means an individual elected or appointed to serve as a Director of the Society pursuant to these By-laws
 - i) "General Meeting" means a properly constituted meeting of the Members.
 - j) "Material Contract" means a contract that would, if entered into by the Society, have a significant effect on the financial situation of the Society.
 - k) "Material Interest" means an interest that might affect the decisions made by the person who has such an interest.
 - l) "Member" – all categories of membership pursuant to these By-laws
 - m) "Officer" means an individual elected or appointed to serve as an Officer of the Society pursuant to these By-laws
 - n) "Ordinary Resolution" means a resolution passed by a majority of the votes cast on that resolution.
 - o) "Person" means an individual, a corporate body, or a government.
 - p) "Professional Accountant" – an individual appointed by the Members at the Annual General Meeting of the Members to review the books, accounts and records of the Society for a report to the Members at the next Annual General Meeting. The Accountant will not be an Employee or a Director of the Society.
 - q) "Registrar" means the registrar of societies appointed under the Act
 - r) "Register of Members" means the register of all Members required to be kept by the Act.
 - s) "Registered Address" of a Member means the address as recorded in the Register of Members of the Society.
 - t) "Regulations" means the regulations made under the Act, as amended or re-enacted or in effect from time to time.
 - u) "Society" means Volleyball Yukon.
 - v) "Special Resolution" means a resolution passed by at least 2/3 of the votes cast by the Members on that resolution at a General Meeting; or consented to in writing by all of the Members.
 - w) "Voting Member" means a Member with the right to cast a vote at General Meetings.
- 1.3 Corporate Seal – The Society does not have a corporate seal.
- 1.4 No Gain for Members – The Society will be carried on without the purpose of gain for its Members, and any profits or other accretions to the Society will be used in promoting its objects.
- 1.5 Ruling on By-laws – Except as provided in the Act, the Board will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objectives of the Society.
- 1.6 Conduct of Meetings – Unless otherwise specified in the Act or these By-laws, meetings of the Members and meetings of the Board will be conducted according to *Robert's Rules of Order Newly Revised* (current edition).



1.7 Interpretation – Words importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include corporate bodies.

ARTICLE II MEMBERSHIP

Categories of Membership

2.1 Categories – The Society has the following categories of Member:

- a) Individual Member – Any individual who is a participant, coach, official, volunteer or administrator, who is registered with the Society, and who has agreed to abide by the Society's By-laws, policies, procedures, rules, and regulations (or, if the individual is under the age of 18, who has had a parent or guardian agree to abide by the Society's By-laws, policies, procedures, rules, and regulations on behalf of the individual).
- b) Honorary Member – Any individual approved by Ordinary Resolution of the Board who has contributed greatly to the development or promotion of the Society and who has agreed to abide by the Society's By-laws, policies, procedures, rules and regulations.

Admission of Members

2.2 Admission of Members – Any candidate will be admitted as a Member or renewed as a Member if:

- a) The candidate member makes an application for membership in a manner prescribed by the Society;
- b) 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;
- a) The candidate member has paid dues as prescribed by the Board;
- b) The candidate member agrees to uphold and comply with the Society's governing documents;
- c) The candidate member meets any other condition of membership determined by the Board;
- d) The candidate member has met the applicable definition listed in Section 2.1; and
- e) The candidate member has been approved by Ordinary Resolution by the Board or by any committee or individual delegated this authority by the Board.

Membership Status and Dues

2.3 Year – Unless otherwise determined by the Board, the membership year of the Society will be 01 September – 31 August.

2.4 Dues – Membership dues will be determined annually by the Members.

2.5 Duration – Membership duration is accorded on an annual basis, and Members will re-apply for membership annually.

2.6 Deadline – Members will be notified in writing of the membership dues at any time payable, and if the membership dues are not paid within sixty (60) days of the membership renewal date or notice of default, the Member in default will automatically cease to be a Member of the Society.

Transfer, Suspension, and Termination of Membership

2.7 Transfer – Membership in the Society is non-transferable.

2.8 Suspension – A Member may be suspended:

- a) Pending the outcome of a discipline hearing in accordance with the Society's policies related to discipline, or
- b) By Ordinary Resolution by the Board at a meeting of the Board, provided five (5) days notice is given to the Member of such meeting, and the Member is provided with the reason(s) of suspension and the opportunity to be heard at such meeting. Notice will set out the reasons for the suspension of membership. If the member declines to be heard at the meeting, the membership becomes automatically suspended.

2.8.1 Suspension Timeline – A member may be suspended for up to three (3) months or till the end of the membership year, whichever is less.



2.8.2 Effects of Suspension – A suspended Member is not in good standing, may not vote at meetings of the Members, is not permitted to have any sport-related involvement with the Society, and may be subject to a probationary period before being reinstated to good standing.

2.9 Termination – Membership in the Society will terminate immediately upon:

- a) The expiration of the Member's annual membership unless renewed in accordance with these By-laws;
- b) The Member fails to maintain any of the qualifications or conditions of membership described in Section 2.2 of these By-laws;
- c) Resignation by the Member by giving written notice to the Society;
- d) Dissolution of the Society;
- e) Not being a member in good standing for sixty (60) consecutive days;
- f) A decision made by a panel in accordance with the Society's applicable discipline policies;
- g) The Member's death or dissolution; or,
- h) Ordinary Resolution by the Board at a meeting of the Board, provided ten (10) days notice is given to the Member, and the Member is provided with the reason(s) of termination and the opportunity to be heard at the meeting at which the resolution is to be voted on. Notice will set out the reasons for termination of membership. If the member declines to be heard at the meeting, the membership becomes automatically terminated.

2.9.1 Termination Timeline – Termination lasts until the end of the membership year. Terminated members may reapply in the following membership year.

2.10 Expulsion – A Member will be expelled from the Society:

- a) For failing to pay membership dues or monies owed to the Society by the deadline dates prescribed by the Board, or
- b) By Ordinary Resolution by the Members at a General Meeting, provided ten (10) days notice is given, and the Member is provided with the reason(s) of expulsion and the opportunity to be heard. Notice will set out the reasons for expulsion. If the member declines to be heard at the meeting, the Member becomes automatically expelled.

2.11 Discipline – A Member may be disciplined in accordance with the Society's policies and procedures relating to the discipline of Members.

2.12 Dues Payable – Any dues, subscriptions, or other monies owed to the Society by suspended or expelled Members will remain due.

Good Standing

2.13 Definition – A Member 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 By-laws, policies, and rules of the Society;
- e) 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;
- f) Has paid all required membership dues; and,
- g) Is not engaged in any legal action or complaint against the Board

2.14 Cease to be in Good Standing – Members that cease to be in good standing, as determined by the Board or a Disciplinary Panel, will not be entitled to vote at meetings of the Members or be entitled to the benefits and privileges of membership until such time as the Board is satisfied, by Ordinary Resolution, that the Member has met the definition of good standing.

2.15 Duties of Members – Every Member must uphold the Constitution and comply with these Bylaws.

2.16 Rights – Every Member is entitled to those rights afforded to members under the Act and these Bylaws, including, but not limited to, the right to vote on every matter in respect of which a vote of the members is held and the right to elect or appoint the Directors.



ARTICLE III MEETINGS of MEMBERS

3.1 Annual General Meeting – The Society will hold meetings of Members at such date, time and place as determined by the Board within Yukon Territory. The Annual General Meeting will be held within four (4) months of the Society's fiscal year-end. Any Member, upon request, will be provided, not less than ten (10) days before the Annual General Meeting and not more than sixty (60) days, with a copy of the approved financial statements and accountant's review report (if applicable).

3.2 General Meeting – A General Meeting of the Members may be called at any time by the Board or upon the written requisition of twenty percent (20%) or more of the Members for any purpose connected with the affairs of the Society that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.

3.3 Participation/Holding by Electronic Means – Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting if the Society makes such means available. A person so participating in a meeting is deemed to be present at the meeting. The Directors or Members, as the case may be, may determine that the meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.

3.4 Notice – Written or electronic notice of the date of the Annual General Meeting of the Members will be given to all Members in good standing, Directors, and the Accountant (if applicable) at least ten (10) days and not more than sixty (60) days prior to the date of the meeting. Notice may be a proposed agenda, reasonable information to permit Members to make informed decisions, nominations of Directors, and the text of any resolutions or amendments to be decided. If a General Meeting is needed, at least ten (10) days notice will be given.

3.5 Waiver of Notice – Any person who is entitled to notice of a meeting of the Members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called in accordance with these By-laws.

3.6 Business – All business transacted at a General Meeting, and all business transacted at an Annual General Meeting except consideration of the financial statements, presentation of the accountant's report (if any), the election of Directors and Officers, and re-appointment of the incumbent accountant (if applicable) is deemed to be special business.

3.7 Agenda – The agenda for the Annual General Meeting may include:

- a) Call to order;
- b) Establishment of quorum;
- c) Appointment of scrutineers;
- d) Approval of the agenda;
- e) Adoption of minutes of the previous Annual General Meeting;
- f) Presentation and approval of reports;
- g) Report of Accountant/Treasurer;
- h) Appointment of Accountant;
- i) Presentation of budget;
- j) Approval of membership dues and related fees;
- k) Business as specified in the meeting notice;
- l) Election of new Officers
- m) Election of new Directors; and,
- n) Adjournment.

3.8 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.

3.9 Quorum – At any meeting of the Members, the quorum will be three (3) voting members.



3.10 Adjournments – With the majority consent of the Members present and after quorum is ascertained, the Members may adjourn a meeting of Members and no notice is required for continuation of the meeting if the meeting is held within ten (10) days. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

3.11 Attendance – The only persons entitled to attend a meeting of the Members are the Members, the parents or guardians of a Member if the Member is younger than eighteen (18) years old, the Directors, the accountants of the Society, and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person may be admitted only if invited by the Chair or with the majority consent of the Members present.

Voting at Meetings of Members

3.12 Voting Privileges – Members will have the following voting rights at meetings of Members:

- a) Individual Members who are sixteen (16) years old or older may exercise one vote at all meetings of the Members. Individual Members who are younger than sixteen (16) years old may have one vote exercised at meetings of Members by a parent or guardian. For clarity, a parent or guardian with three children registered with the Society who are younger than sixteen (16) years old may exercise three votes. Also, two parents of the same child who is registered with the Society and who is younger than sixteen (16) years old may both attend a meeting of the Members (if applicable) but may only exercise one vote at the Annual General Meeting.
- b) Honorary Members have one vote.

3.13 Proxy Votes – Voting by proxy will not be permitted.

3.14 Determination of Votes – Votes will be determined by a show of hands, orally, or by electronic ballot unless a secret or recorded ballot is requested by a Member. Elections require a secret ballot.

3.15 Majority of Votes – Except as otherwise provided in these By-laws, an Ordinary Resolution will decide each issue.

ARTICLE IV GOVERNANCE

Composition of the Board

4.1 Directors – The Board will have nine (9) Directors.

4.2 Composition – The Board will consist of the following:

- a. President
- b. Vice President
- c. Treasurer
- d. Secretary
- e. Five (5) Director-at-Large

Eligibility of Directors

4.3 Eligibility – To be eligible for election as a Director, an individual must:

- a) Be a member in good standing of the Society;
- b) Meet all the qualification requirements set out in the Act.

Election of Directors

4.3.1 Nominations Committee – The Board may appoint a Nominations Committee. The Nominations Committee will be responsible for soliciting, receiving nominations and determining the process for the elections of the Director.

4.4 Nomination – Any nomination of an individual for election as a Director will:

- a) Include the written or oral consent of the nominee with documentation in the minutes.
- b) Comply with the procedures established by the Nominations Committee.

4.4.1 Nominations from the Floor – An individual may be nominated from the floor of the meeting of the Members, subject to Section 4.3.1.



4.4.2 Circulation of Nominations – Valid nominations will be circulated to Members at the Annual General Meeting prior to the elections.

4.5 Election – Directors will be elected at each Annual General Meeting as follows:
a) The President, Treasurer, and two (2) Director-at-Large will be elected at the first Board meeting following Annual General Meetings held in even-numbered years.
b) The Vice President, Secretary, and three (3) Directors-at-Large will be elected at the first Board meeting following Annual General Meetings held in odd-numbered years.

4.6 Elections – Elections for each non-Director-at-Large position will be decided by a majority vote of the Members in accordance with the following:
a) One Valid Nomination – Winner declared by Ordinary Resolution.
b) Two or More Valid Nominations – The nominee(s) receiving the most votes and an Ordinary Resolution will be elected. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees, and a second vote will be conducted. If there continues to be a tie and more nominees than positions, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains the appropriate number of nominees for the position(s) or until a winner is declared.

4.7 Director-at-Large Elections – Elections for the Director-at-Large positions will be decided by a majority vote of the Members in accordance with the following:
a) Equal number of Nominations and Available Positions – Winners declared by Ordinary Resolution.
b) More Nominations than Available Positions – The nominee(s) with the highest number of votes and an Ordinary Resolution will fill the available positions until all the available positions have been filled. In the case of a tie for the final available position, a second vote will be conducted between the tied nominees.

4.8 Terms – Directors will serve terms of two (2) years and will hold office until they or their successors have been duly elected in accordance with these By-laws, unless they resign, or are removed from or vacate their office.

4.9 Term Limits – Any Director may not serve more than four (4) consecutive terms. Any partial term of two years or less assumed by a Director because of a vacancy or removal of a previous Director will not be considered a term for the purposes of term limits. A partial term exceeding two (2) years will be considered a term for the purposes of the maximum term limits.

Resignation and Removal of Directors

4.10 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 on the date on which the notice is received by the Secretary or Chair, or at the time specified in the notice, whichever is later. When 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.

4.11 Vacate Office – The office of any Director will be vacated automatically if:
a) The Director becomes no longer eligible to be a Director, or
b) The Director dies.

4.12 Removal – An Director may be removed from office by Ordinary Resolution at a General Meeting of which notice specifying the intention to pass such a resolution has been given. If the Director is removed and holds a position as an Officer, the Director will automatically and simultaneously be removed from his position as an Officer.

Filling a Vacancy on the Board

4.13 Vacancy – Where the position of a Director becomes vacant for whatever reason, and there is still a quorum of Directors, the Board may appoint by Ordinary Resolution a qualified individual to fill the vacancy for the remainder of the previous Director's term.

Meetings of the Board

4.14 Call of Meeting – A meeting of the Board will be held at any time and place as determined by the President, or by written requisition of at least two (2) Directors.



4.15 Chair – The President will be the Chair of all meetings of the Board unless otherwise designated by the President. In the absence of the President, or if the meeting of the Board was not called by the President, the Vice-President (or designate) will be the Chair of the meeting.

4.16 Notice – Written notice, served other than by mail, of meetings of the Board 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 is required if all Directors waive notice or if those absent consent to the meeting being held in their absence. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the Annual General Meeting of the Society.

4.17 Board Meeting With New Directors – For a first meeting of the Board held immediately following the election of Directors at a meeting of the Members, or for a meeting of the Board at which a Director is appointed to fill a vacancy on the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director(s).

4.18 Quorum – At any meeting of the Board, the quorum will be three (3) voting members.

4.19 Voting – Each Director is entitled to one vote. Voting will be by a show of hands, written, or orally unless a majority of Directors present request a secret ballot. Resolutions will be passed by Ordinary Resolution.

4.20 No Alternate Directors – No person shall act for an absent Director at a meeting of the Board, except as described in Section 5.3.

4.21 Written Resolutions – A resolution in writing signed by all the Directors is as valid as if it had been passed at a meeting of the Board.

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

4.23 Meetings by Telecommunications – A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting.

4.24 Residency – At least one of the Directors must be ordinarily a resident in Yukon.

Duties of Members of the Board

4.25 Standard of Care – Every Director will:

- a) Act honestly and in good faith with a view to the best interests of the Society; and
- b) Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Powers of the Board

4.26 Powers of the Society – Except as otherwise provided in the Act or these By-laws, the Board has the powers of the Society and may delegate any of its powers, duties, and functions.

4.27 Empowered – The Board is empowered, including but not limited to:

- a) Make policies and procedures or manage the affairs of the Society in accordance with the Act and these By-laws;
- b) Make policies and procedures relating to the discipline of Members, and have the authority to discipline Members in accordance with such policies and procedures;
- c) Make policies and procedures relating to the management of disputes within the Society and deal with disputes in accordance with such policies and procedures;
- d) Employ or engage under contract such persons as it deems necessary to carry out the work of the Society;
- e) Determine registration procedures, recommend membership dues, and determine other registration requirements;
- f) Enable the Society to receive donations and benefits for the purpose of furthering the objects and purposes of the Society;
- g) Make expenditures for the purpose of furthering the objects and purposes of the Society;



- h) Borrow money upon the credit of the Society as it deems necessary in accordance with these By-laws; and
- i) Perform any other duties from time to time as may be in the best interests of the Society.

ARTICLE V OFFICERS

5.1 Composition – The Officers will comprise the President, Vice President, Secretary, and Treasurer and will be appointed by the Board from among the Directors.

5.2 Duties – The duties of Officers are as follows:

- a) The President will be the chair of the Board, will preside at the Annual and General Meetings of the Society and at meetings of the Board unless otherwise designated, will be the official spokesperson of the Society, shall exercise general control of and supervision over the affairs and business of the Society on a day-to-day basis, and will perform such other duties as may from time to time be established by the Board.
- b) The Vice President will, in the absence or disability of the President, perform the duties and exercise the powers of the President and will perform such other duties as may from time to time be established by the Board.
- c) The Secretary will be responsible for ensuring documents and records of the Society are properly kept and filed in accordance with the Act, will record the minutes of all meetings, will prepare and submit to each Meeting of the Members and other meetings a report of all activities since the previous Meeting of the Members or other meetings, will give due notice to all Members of the Meeting of the Members of the Society, and will perform such other duties as may from time to time be established by the Board.
- d) The Treasurer will, subject to the powers and duties of the Board, keep proper accounting records as required by the Act, will cause to be deposited all monies received by the Society in the Society's bank account, will supervise the management and the disbursement of funds of the Society, when required will provide the Board with an account of financial transactions and the financial position of the Society, will prepare annual budgets, will oversee and supervise office staff with financial duties, and will perform such other duties as may from time to time be established by the Board.
- e) All Officers shall be authorized to sign such contracts, documents or instruments as are required and shall respectively have and perform all powers and duties incident to their respective offices as assigned to them by the Board or these By-Laws.

5.3 Delegation of Duties – At the discretion of the Officer and with approval by Ordinary Resolution of the Board, any Officer may delegate any duties of that office to appropriate staff or committee of the Society or to another Director.

5.4 Vacancy – Where the position of an elected Officer becomes vacant for whatever reason, the Board will appoint by Ordinary Resolution another Officer to fill the vacancy until the end of the term.

5.5 Other Officers – The Board may determine other Officer positions and appoint individuals to fill those positions. Other Officers need not be Directors.

ARTICLE VI COMMITTEES

6.1 Appointment of Committees – The Board may (i) form such committees as it deems necessary for managing the affairs of the Society, (ii) appoint members of committees or provide for the election of members of committees, (iii) prescribe the duties of committees, and (iv) delegate to any committee any of its powers, duties, and functions except where prohibited by the Act or these By-laws.

6.2 Quorum – A quorum for any committee will be the majority of its voting members.



- 6.3 Operations – The Board may establish the terms of reference and operating procedures for any committee.
- 6.4 Honoraria – The Board, at its discretion, may provide honoraria for members of committees.
- 6.5 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.
- 6.6 President Ex-officio – The President will be an ex-officio non-voting member of all Committees of the Society.
- 6.7 Removal – The Board may remove any member of any Committee.
- 6.8 Debts – No Committee will have the authority to incur debts in the name of the Society.

ARTICLE VII FINANCE AND MANAGEMENT

- 7.1 Bank – The banking business of the Society will be conducted at such financial institution as the Board may determine.
- 7.2 Requirement for an Accountant – If the Society is a Class B society, the Society is not required to have an accountant. If the Society is a Class A society, the Society is required to have an accountant. However, the Society may, by Special Resolution at an Annual General Meeting, waive the requirement to have an accountant for the fiscal year for which financial statements will be presented at the next year's Annual General Meeting. The Society may not waive the requirement to have an accountant for more than two consecutive fiscal years.
- 7.3 Professional Accountant – At each Annual General Meeting, the Members may (or must, when required) appoint a professional accountant to review the books, accounts and records of the Society in accordance with the Act. The accountant will hold office until the next Annual General Meeting. The accountant will not be an employee, Officer, or Director of the Society.
- 7.5.1 Removal of a Professional Accountant - The Members may remove a Professional Accountant by Ordinary Resolution at a General Meeting and appoint a new Professional Accountant in its place.
- 7.4 Property – The Society may acquire, lease, sell, or otherwise dispose of securities, land, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine. The Society will not sell, lease or otherwise dispose of all or substantially all of its property unless the Society has been authorized to do so by Special Resolution.
- 7.5 Borrowing – The Society may borrow funds under such terms and conditions as the Board may determine, as permitted by the Act, and authorized by Special Resolution.
- 7.6 Borrowing Restriction – The Members may, by Special Resolution, restrict the borrowing powers of the Board, but a restriction so imposed expires at the next Annual General Meeting.

Remuneration

- 7.7 No Remuneration – All Directors, Officers (with the exception of paid employees of the Society who have been appointed as Officers), and members of Committees (except as permitted by these By-laws) will serve their term of office without remuneration (unless approved by a meeting of Members) except for reimbursement of expenses as approved by the Board. This section does not preclude a Director or member of a Committee from providing goods or services to the Society under contract or for purchase. Any Director or member of a Committee will disclose the conflict/potential conflict in accordance with these By-laws.

Conflict of Interest

- 7.8 Conflict of Interest – A Director, Officer 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 the 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 VIII AMENDMENT OF BY-LAWS

8.1 Amendments – These By-laws may be amended, revised, repealed or added to by Special Resolution, but any change is not effective until filled with and approved by the Registrar.

ARTICLE IX NOTICE

9.1 Date of Notice – Date of notice will be the date on which receipt of the notice is confirmed verbally, where the notice is hand-delivered, electronically where the notice is faxed or emailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is postmarked.

9.2 Error in Notice – The accidental omission to give notice of a meeting of the Board or of 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 – The Society may be dissolved in accordance with the Act. Upon dissolution, any funds or assets remaining after paying all debts shall be distributed to one or more not-for-profit organization(s) incorporated under the Societies Act, which has objectives consistent with those of Volleyball Yukon, as determined by the Board.

ARTICLE XI INDEMNIFICATION

11.1 Will Indemnify – The Society will indemnify and hold harmless out of the funds of the Society each Director and any individual who acts at the Society's request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director or and any individual who acts at the Society's request in a similar capacity.

11.2 Will Not Indemnify – The Society will not indemnify a Director or any individual who acts at the Society's request in a similar capacity for acts of fraud, dishonesty, bad faith, or breach of any statutory duty or responsibility imposed upon him or her under the Act. For further clarity, the Society will not indemnify an individual unless:

- a) The individual acted honestly and in good faith with a view to the best interests of the Society; and
- b) If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

11.3 Insurance – The Society will, at all times, maintain in force such Directors and Officers liability insurance.

11.4 Arbitration or Mediation of Disputes - Any dispute concerning the interpretation or application of the bylaws, and any dispute concerning the rights of Members or the powers of a Director, that cannot be resolved first through means of the Volleyball Yukon Dispute Resolution Policy or mediation, shall be submitted to and decided by arbitration under the Arbitration Act of Yukon.