

# **Manitoba 5 Pin Bowlers' Association, Inc.**

**Manitoba 5 Pin Bowlers' Association, Inc.**

**Constitution – Revised July, 2004**

**Constitution—Revised August, 2008**

**Constitution ---Revised June, 2009**

The Manitoba 5 Pin Bowlers Association Inc. is an organization of zones consisting of local bowling associations in Manitoba and shall operate as the governing body of five pin bowling in the Province of Manitoba.

## **Objectives**

1. To provide, adopt and legislate for and amongst its members, uniform rules and regulations governing the manner and method of playing the sport of five-pin bowling.
2. To fix and determine by rules and regulations, the qualifications of all bowlers, teams and local associations who are members of the association, for participation in any events under the jurisdiction of the Association and as directed by the Canadian 5 Pin Bowlers' Association.
3. To maintain proper communication and liaison between the local Associations and the Canadian 5 Pin Bowlers' Association.
4. To encourage, promote and develop amongst its members and all bowlers in general the sport of five-pin bowling in the province of Manitoba and to assist others interested in the sport.

## **Membership and Organization**

1. This association shall be a representative, legislative and executive body and shall be comprised of zones as defined by the by-laws of this Association. Only one membership application shall be accepted from each zone.
2. Application for membership in the Association shall be made to the Secretary no later than July 31<sup>st</sup> of each year, accompanied by a list of the officers of the local association.
3. As a requirement for membership each zone must pay an affiliation fee no later than September 1<sup>st</sup> of each year.

4Proposed changes to the constitution must be submitted in writing thirty (30) days prior to the Annual General Meeting of the Association.

5. It shall be in order for any accredited representative to move the suspension of the above rule to discuss an amendment. Only one change shall be discussed on such suspension and the motion shall be deemed to have been passed if two-thirds of the votes cast are in favor.

### **Board of Directors, Officers and Committees**

Effective July 1<sup>st</sup>, 1988, the election of a director will be for a two-year term. One half of the directors will be elected at an Annual General Meeting hosted in an even year and one half will be elected in the subsequent and odd years. Should the position of an elected director be vacated due to death, resignation or any other cause, the president or by majority of the board, will have the authority to fill that vacancy for the balance of the current season. At the next Annual General Meeting, any uncompleted portion of the term will be filled by election by the person receiving the highest number of votes after those who were elected to the position subject to election at that meeting.

1a. The Board of Directors of the M5PBA is made up of eight (8) members. At the Annual General Meeting, there shall be four (4) people elected to the Board each year, to serve for a two year term. All Board positions will be voted on in selected years as follows:

1b. Starting in the 2010 season and continuing each even year that follows, positions will be voted on for a two (2) year term in the following order:

President  
Assistant Tournament Chairperson  
Chairperson of Marketing  
Chairperson of Public Relations

1c. Starting in the 2011 season and continuing each odd year that follows, positions will be voted on for a two (2) year term in the following order:

Vice President/Advisory & Constitution  
Secretary  
Treasurer  
Tournament Chairperson

1d. Should a sitting director, in mid-term, desire to run for office in a position outside his/her term, he/she must first vacate/resign from their current position. Following the normal election process, a new election shall be held among all delegates to elect a director for the vacated position on a one (1) year term until the next normal election cycle for that particular position.

1e. Any director missing three (3) consecutive meetings without due cause may be suspended from the board.

1f. The Board of Directors will be elected by the two (2) Voting Delegates of each of the zones, two (2) voting delegates from the Board of Directors and one (1) from the Master Bowlers Association of Manitoba

2(a) Each zone shall be allowed to appoint two (2) delegates to the board. At no time will the appointed delegates exceed Directors.

2 (b). In the event that an increase in zones is established within the association during an Annual General Meeting, the board of directors shall have the authority to establish additional “Member Without Portfolio” positions, as a Director of the Board, in order to satisfy the requirement of item two 2(a) above

2 (c) The Board of Directors will, from time to time, establish committees as determined by the bylaws of the association.

3. The association delegates to the C5PBA meetings shall be the president and any director of the association as elected by the voting delegates

## **Duties**

### **President**

The President shall preside at all meetings and shall perform the duties pertaining to that office. In the case of a tie vote, the President shall have the deciding vote. In the absence of the President, the Vice-President, and in his/her absence, shall perform the duties of this office. The President shall be the Chairman of the Executive Committee.

### **Vice-President/Advisory & Constitution**

The Vice-President shall act as chair in the absence of the President. The function of this portfolio shall include:

- The complete operation of the annual Cash Draw, and to provide leadership to the M5PBA in regards to fundraising opportunities by way of raffles, etc. in co-operation and with the assistance of the Marketing chair.
- To ensure the integrity of the organization is upheld by all executive members, members at large and the general body of 5-pin bowling.
- To review the operating by-laws and constitution are current and contain the most effective guidance in the operation of our board and our sport.
- Maintenance of the membership lists for the province based on information received from the zones

### **Secretary**

The Secretary shall keep an accurate record of attendance and of the minutes of all meetings. To ensure copies of minutes are presented, by mail or email, to all executive members of the board of directors and to all zone delegates, within a maximum time frame of two (2) weeks after each meeting. A complete copy of all minutes, agendas and **the book of motions** shall be maintained

by the secretary of the M5PBA and be presented or available at each meeting in its complete context.

### **Treasurer**

The Treasurer shall be responsible for carrying out all duties of that office in regard to the receipt and disbursement of funds, and the maintenance of a proper set of records. Cheques must bear the signature of 2 of the following Directors; Treasurer, President, Vice President Tournament Chair. A complete set of records must be maintained according to standards of the general acceptance guidelines for financial record keeping. An up to date monthly statement must be available to all members in good standing attending board minutes. A complete financial report must be maintained and available at all meetings or upon request by any member of the board of directors

### **KHP & Marketing**

To provide pertinent information, documentation and support for the complete operation of the Kid's Help Phone campaign. To maintain records from year to year, to forward money's raised to the Treasurer in a timely fashion and to keep the board of directors up to date on results, events, etc pertaining to this portfolio.

To chair the Marketing Committee, with a membership of four active participants, to actively peruse a marketing campaign by recognizing community support opportunities whereas financial gain and/or reward can be gathered to gain benefit to both the M5PBA and it's members. To continue support of current sponsorship and keep a record of contributions for all events as:

- “ \_\_\_\_\_ ” Youth Challenge
- “ \_\_\_\_\_ ” Open Provincial Championships
- “ \_\_\_\_\_ ” Inter-Provincial Challenge Provincial Championships
- “ \_\_\_\_\_ ” Hi-Lo Provincial Championships

### **Tournament Chair**

To oversee the complete operation of all M5PBA tournaments as outlined and agreed upon at the Annual General Meeting. To work in harmony with the local zone tournament directors hosting each event. To chair the tournament committee meeting prior to the Annual General Meeting and to report, to the board of directors, recommendations and outlines for each scheduled event of the season.

### **Assistant Tournament Chair**

The Assistant Tournament Chair shall act as Tournament Chair in the absence of the Tournament Chair. This position shall assist the Tournament Chair in the operation of all tournaments within the jurisdiction of the board of directors of the M5PBA.

### **Public Relations & Website Chair**

To actively pursue recognition for our sport by regular communication with all media outlets, sport affiliations, web sites, etc. To design a community relation's portfolio to assist in the flow

of information to all bowlers, proprietors, provincial sport bodies and the general communities located in the province of Manitoba.

### **Meetings**

1. The Board of Directors will hold meetings at a minimum of every two months, general meetings and special meetings in accordance with the by-laws of this Association.
2. An Annual General Meeting of the Association must be held once a year no later than June 30<sup>th</sup>.
3. Each zone shall be allowed two (2)-voting delegates at the Annual General Meeting. These representatives shall be named prior to the start of the AGM.
4. A Quorum for all meetings shall consist of not less than fifty percent (50%) of the eligible voting delegates, both directors and zone representatives.
5. Voting by proxy shall not be permitted.
6. Minutes of the Annual General meeting shall be completed and mailed to all zones and voting delegates **within sixty (60) days after** the meeting
7. The Order of Business for the Annual General Meeting shall be:
  - ◆ Roll Call
  - \* Identification of Delegates
  - \* Approval of agenda
  - ◆ Reading of the Minutes and Adoption of Same
  - ◆ Business Arising From the Minutes
  - ◆ Correspondence
  - ◆ Reports of Officers/Committees
  - ◆ Reports of Zone Delegates
  - ◆ Special Reports
  - ◆ Unfinished Business
  - ◆ Election of Officers

- ◆ New Business
- ◆ Adjournment

### **By-Law No. 1**

**A by-law relating generally to the  
Transaction of the affairs  
MANITOBA 5 PIN BOWLERS' ASSOCIATION INC.  
(Hereinafter referred to as the Corporation)**

**BE IT ENACTED IT IS HEREBY ENACTED AS A BY-LAW OF THE CORPORATION:**

#### **Directors and Officers**

1. Notice of Meetings – Notice of meetings of the board shall be given to each director not less than 48 hours before the time when the meeting is to be held unless notice is dispensed with in writing by each director.
2. Votes to Govern – At all meetings of the board every question shall be decided by a majority of the votes cast on the question; and in case of an equality of votes, the chairman of the meeting shall be entitled to a second vote.
3. Interest of Directors and Officers Generally In Contracts – No director or officer shall be disqualified by his office from contracting with the Corporation nor shall any contract or arrangement entered into by or on behalf of the Corporation with any director or officer or in which any director or officer is in any way interested be liable to be voided nor shall any director or officer so contracting or being so interested be liable to account or arrangement by reason of such profit realized by any such contract or arrangement by reason of such director or officer holding that office or of the fiduciary relationship thereby established; provided that the director or officer shall have complied with the provisions of the Act.
4. Expenses—Subject to approval by the board, the directors shall be entitled to be reimbursed for traveling and other expenses properly incurred by them in attending meetings & tournaments thereof. Any director may serve the Corporation in any other capacity and receive remuneration thereof.

## Indemnification

5. Indemnification of Directors and Officers – The Corporation shall indemnify a director or officer of the Corporation, a former director or officer of the corporation, or a person who acts or acted at the Corporation’s request as a director or officer of a body corporate of which the Corporation is or was a member or creditor, and his heirs and legal representatives, to the extent permitted by the act.
6. Indemnity of Others – Except as otherwise required by paragraph 7 and subject to paragraph 5, the Corporation may from time to time indemnify and save harmless any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or other proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right corporation) by reason of the fact that he is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, association or enterprise, against expenses (including legal fees, judgments, fines and any amount actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted honestly and in good faith with a view to the best interests of the Corporation, and with respect to any criminal or administrative action or proceeding that is enforced by a monetary penalty, has reasonable grounds for believing that his conduct was lawful. The termination of any action, suit or proceeding by judgment order, settlement, or conviction, shall not, of itself, create a presumption that the person did not act honestly and in good faith with a view to the best interests of the Corporation, and, with respect to any criminal or administrative action or proceeding that is enforced by a monetary penalty, had no reasonable grounds for believing that his conduct was unlawful.
7. Successful Defense – To the extent that a person who is or was an employee or agent of the Corporation has achieved complete or substantial success as a defendant in any action, suit or proceeding referred to in paragraph 6, he shall be indemnified against all costs, charges and expenses actually and reasonably incurred by him in connection therewith.
8. Right of Indemnity Not Exclusive – The provisions for indemnification contained in the by-laws of the Corporation shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of members or disinterested directors or otherwise, both as to action in his official capacity, and shall continue as to a person who has ceased to be a director, officer, employee, or agent, and shall ensure to the benefit of the heirs, executors and administrators of such a person.
9. No Liability of Directors or Officers For Certain Acts, etc. – To the extent permitted by law, no director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or happening to the Corporation through the insufficiency or deficiency of title to any property acquired by

the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency or any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited or which any loss, conversation, misapplication or misappropriation of or any damage resulting from dealings with any moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever which may happen in relation thereto unless the same shall happen by or through his failure to act honestly and in good faith with a view to the best interests of the Corporation and in connection therewith to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. If any director or offices of the Corporation shall be employed by or shall perform services for the Corporation otherwise than as a director or officer or shall be a member of a firm or a shareholder, director or officer of a company which is employed by or performs services for the Corporation shall not disentitle such director or officer or such firm or company, as the case may be, from receiving proper remuneration for such services.

#### Banking Arrangements, Contracts, etc.

10. Banking Arrangements – The banking business of the corporation, or any part thereof, shall be transacted with such banks, trust companies or to her financial institutions as the board may designate, appoint or authorise from time to time be resolutions and all such banking business, or any part thereof, shall be transacted on the Corporation’s behalf by such one or more officers and/or other persons as the board may designate, direct or authorise from time to time be resolution and to the extent therein provided.
11. Execution of Instruments – Contracts, documents or instruments in writing requiring execution by the Corporation may be signed by the president and secretary or any two directors designated by the boards and all contract, documents, or instruments in writing so signed shall be binding upon the Corporation without any further authorisation or formality. The board of directors is authorised from time to time by resolution to appoint any officer or officers or any other person or persons on behalf of the corporation to sign and deliver contracts, documents or instruments in writing generally or to sign either manually or be facsimile signature and deliver specific contracts, documents or instruments in writing. The term “contracts, documents or instruments in writing” as used in this by-law shall include deeds, mortgages, charges, conveyances, transfers and assignments or property of all kinds, including specifically but without limitation transfers and assignments or shares, warrants, bonds, debentures or other securities and all paper writings.
12. Borrowing – The delegates at the General Meeting must approve the Board of Directors authorization to:
  - a) Borrow money upon the credit of the Corporation

## **By-Law No. 2**

1. All zones shall be responsible for holding qualifying rounds leading to all Provincial Championships and Tournaments. Zones shall be responsible to the Association for the proper conduct of such qualifying rounds.
2. The official year-end of the Association shall be June 30th.
3. Expenses, as approved by the Board of Directors, shall be paid to any/all Board of Directors.
4. No executive member shall be entitled to any remuneration for acting as an executive member but each member shall be entitled to reasonable out-of-pocket expenses incurred in carrying out his duties as Director or on behalf of the Association.
5. The annual affiliation fee for each zone shall be decided by the board at the Annual General Meeting.
- 6.(a) **Zones within the jurisdiction of the Association shall be as follows:**

Zone 1 – CENTRAL MANITOBA, consisting of all associations in south and central Manitoba, west of Winnipeg, bounded by the 53rd parallel, Saskatchewan border and a line drawn from North to South, west of Winnipeg, excluding Westman and Winnipeg zones and including Swan River, Birch River, Benito, Gilbert Plains, Dauphin, Russell, Elphinstone, Ericson, Plumas, Minnedosa, Neepawa, Portage La Prairie, Treherne, Carman, Pilot Mound, Rapid City and Rivers.

Zone 2 – WINNIPEG, bounded by a line drawn from South of the 53rd parallel to the United States border and east to the Ontario Border and including Winnipeg, Pine Falls, Gimli, Stonewall Selkirk and Beausejour.

Zone 3 – WESTMAN, bounded on the east by PTH 5; west to the Saskatchewan border; south to the United States border and North to the 50<sup>th</sup> parallel ( Highway 25) to meet PTH 5 and including Brandon, Carberry, Glenboro, Melita, Ninette, Boissevain, Killarney and Shilo.

Any changes to any boundaries of the above zones for any reason, is subject to the approval of the Board of Directors.

- 6(b) The Manitoba Five Pin Bowlers' Association, Inc. at its sole discretion shall approve all affiliated members. Manitoba 5 Pin Bowlers Association, Inc. approved affiliated members are:
  - Master Bowlers Association of Manitoba  
The affiliated members shall be allowed to appoint one (1)-voting Delegate to the Board

7. There will be eight (8) elected directors on the Board of the Manitoba 5 Pin Bowlers' Association, Inc. The elected directors will be volunteers and that a bowling proprietor, cannot sit as a Director of the Manitoba 5 Pin Bowlers' Association, Inc.
8. The committees of this Association shall be:  
EXECUTIVE COMMITTEE, FINANCE COMMITTEE, TOURNAMENT COMMITTEE, TECHNICAL & EQUIPMENT COMMITTEE, CONSTITUTION & BY-LAWS COMMITTEE AND MARKETING COMMITTEE

The Chairperson of each of these committees must be a Director of the Manitoba 5 Pin Bowlers' Association, Inc. Each committee shall set its own policies, procedures and programs subject to approval by the Board of Directors. Each committee shall submit reports to the monthly meetings.

9. The Board of Directors shall hold a minimum of four (4) monthly meetings per year and an Annual General Meeting. The President has the right to call meetings of the Board of Directors at his/ her discretion. Special meetings can also be requested in writing, sent to the Secretary, signed by six (6) Directors of the Board outlining the purpose of the meeting. Such meeting is held within seven (7) days of receipt of notification.
10. Voting by Directors – All Directors will have one (1) vote at all monthly meetings, except the General Meeting whereby two appointed Directors and two delegates from each of the zones will have the vote.
11. Nominations for director – Nominations for the Board of Directors will only be accepted from persons resident in one of the Provincial Zones who carry current Canadian 5 Pin Bowlers' Association membership cards. Nominations will be accepted on official forms, signed by two (2) other Canadian 5 Pin Bowlers' Association card carrying members and signed by the nominee indicating acceptance of the nominations. The official nomination form must be received at the Manitoba 5 Pin Bowlers' Association, Inc. office prior to the AGM. Nominations will be accepted from the floor
12. The Board of Directors may replace any Director not fulfilling their duties. This decision is to be made by the Board of Directors at a Special Meeting. Any director missing three (3) consecutive meetings without due cause will be suspended from the board.
13. That all those in attendance at meetings of the organization, with the exception of special guests for the purpose of education or presentation, must hold a valid C5PBA membership card and be a member in good standing.
14. Changes to Constitution – changes to Constitution can be made only at an Annual General meeting. Such changes must be submitted in writing to the office of the Secretary. All changes require a vote.

15. Changes to By-Laws – By-Laws can be changed or voted on at any Board of Directors meeting. All changes require a vote. Votes are to be cast by the directors and delegates in attendance at the meeting. In the case of an equality of votes, the Chairman of the meeting will have the deciding vote. Changes are to be ratified at the Annual General Meeting.