

BYLAWS GOVERNING THE PROCEDURE AND BUSINESS OF
COCHRANE MINOR BASEBALL ASSOCIATION
("THE SOCIETY")

BE IT HEREBY ENACTED as a By-Law of the Society as follows:

SECTION 1 - INTERPRETATION

1.1 Definitions

In all By-Laws of the Society, unless the context otherwise specifies or requires:

- "Act" means the *Societies Act*, as amended from time to time and any legislation that may be substituted therefore.
- "By-Laws" means this By-Law and all other By-Laws of the Society from time to time in force and effect.
- "Active Member" or "Member" or "Membership" means an individual, or any other membership class holder, in good standing appointed pursuant to Section 2.
- "Board" means the Board of Directors of the Society.
- "Director" is an individual elected or appointed to serve on the Board pursuant to these Bylaws
- "Ordinary Resolution" is a resolution passed by not less than the majority of votes cast at a meeting of the Board, meeting of the Executive, meeting of a Committee or a meeting of Members.
- "Special Resolution" is a resolution passed by no less than three-fourths (3/4) of votes cast at a meeting of the Board, meeting of the Executive, meeting of a Committee or a meeting of Members.
- "Society" refers to Cochrane Minor Baseball Association (commonly referred to as CMB)

1.2 Interpretation

Save as aforesaid, all terms contained in the By-Laws of the Society which are defined in the Act or regulations shall have the meaning given to such terms in the Act or regulations. Words importing the singular number include the plural and the converse shall also apply. Words importing gender include the masculine, feminine and neutral genders.

1.3 Registered Office

The Society shall at all times have a registered office within Cochrane, Alberta.

1.4 Ruling on Bylaws

Except as provided in the Act, The Board will have the authority to interpret any provision of these Bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Society.

1.5 Seal

The seal of the Society shall be such that the Board may from time to time adopt. The seal of the Society shall be under control of the President of the Board and responsibility for its custody and use from time to time shall be as determined by the Board.

SECTION 2 – MEMEBERSHIP

Any individual who normally resides in Alberta and is a minimum of 18 years of age, with a significant interest in the development of baseball or softball in the Town of Cochrane, may become an Active Member by registering to become a member, and should one exist, by payment of the membership fee.

Each Active Member shall be entitled to one (1) vote at any meeting of the Society.

2.1 Membership Category

- a. Active Member (any individual who is an athlete, parent, coach, manager, official or administrator who has been accepted as a member of the Society and who has agreed to abide by the Society’s Bylaws, policies, procedures and regulations).
- b. Honorary Member (any individual or organization approved by ordinary resolution by the Board who has contributed greatly to the development or promotion of baseball and/or softball in Cochrane)
- c. Special Interest Groups (will include any group that has agreed to abide by the Society’s Bylaws, policies procedures and regulations and is registered with the Society).

2.2 Term of Membership

The Membership year shall be the current fiscal year (September 30th) until one day prior to the next fiscal year.

However, a Member may not resign from the Society when the Member is subject to disciplinary investigation or action of the Society.

2.3 Expulsion

A three (3) member Grievance Committee, comprised of current Directors within the Board and appointed by the President will act to expel any member whose conduct shall have been determined to be improper, unbecoming, or likely to undermine the interests or reputation of the Society.

No member shall be expelled without first having been notified of the charge or complaint and without having first been given an opportunity to be heard by the

Grievance Committee at a meeting called for such purpose, where notice of such meeting was sent to the member involved not less than 48 hours before the date of the meeting. Upon the Board's resolution expelling a member, such member shall stand expelled from the membership of the Society as from the date specified in such resolution and any such member shall be removed from the register of members.

The Grievance Procedure shall be followed when dealing with expulsion and disciplinary actions within the society. This procedure shall be available and communicated with membership on a bi-annual basis.

2.4 Register of Members

The Society shall maintain a register of members and their particulars and which shall be conclusive as to the matter of membership in the Society.

2.5 Member Rights, Privileges and Responsibilities

- (a) Every Member in good standing is entitled to:
- i) receive notice of General Meetings;
 - ii) have the opportunity to attend and speak at General Meetings;
 - iii) vote on any matter put before the Members of the Society unless otherwise specified in these By-laws;
 - iv) hold office, subject to these bylaws; and
 - v) exercise any other rights and privileges given to Members in these By-laws
- (b) Members shall at all times:
- i) observe the By-laws of the Society and such other rules, policies and procedures of the Society; and
 - ii) exert every effort to raise the professional standards of the Society, to promote a climate that encourages the free exercise of professional judgment, to foster cooperative relationships among colleagues and to assist in promoting and advocating of the Objects of the Society.

2.6 Meetings of Members

Annual General Meeting:

The Annual General Meeting of members of the Society shall be held on or before November 30th in each year at a time and place determined by the Board. Notification of this meeting will be communicated with the membership via email, no less than 30 days from the scheduled date and time. The Annual General Meeting shall be called for the purpose of:

- electing Directors, if the term of Directors expires in the given year, in accordance with section 3;

- receiving the annual report of the Directors and a financial statement setting out the income, disbursements, assets and liabilities for the last Fiscal Year of the Society, audited and signed by the Society's auditor
- revisions to the By-Laws
- appoint an auditor or auditors
- transacting such other business as may properly come before the meeting.

Special General Meetings:

The Board may at any time call a Special General Meeting of members of the Society to be held on such day and at such time and, at such place within Cochrane as the Directors may determine. Notification via email for a special general meeting will be no less than 7 days from the scheduled date and time.

Chairperson of any Meeting:

Except as otherwise stated in these bylaws, the President of the Board shall Chair all General and Special General Meetings. In their absence, the VP Baseball or designate, assigned by the President will be responsible for the meeting process.

Minutes of Society Meetings and Director Meetings:

The administrator for the society is responsible for preparing and keeping the minutes of any meetings. If the administrator is unavailable any board member can fulfill the duties in the absence of the administrator.

2.7 Votes

Votes at meetings of members shall be given personally. Every question submitted to any meeting of members shall be decided on a show of hands except when a ballot is required by the Chairperson of the meeting or is demanded by a voting delegate. A delegate may demand a ballot either before or on the declaration of the result of any vote by show of hands. The Chairperson of the meeting shall not have the right to vote, unless there is an equality of votes, in which case the Chairperson will have the casting vote.

2.8 Quorum

A quorum for the transaction of business at any meeting of members shall consist of at least one half (1/2) of the members in good standing or ten (10) members whichever is the lesser.

2.9 Dissolution of the Society

If the Society is dissolved, any funds or assets remaining after paying all the debts of the Society shall be paid to a non-profit organization that has objects similar to those of the Society. If no Cochrane non-profit organization exists, the assets may be paid to KidSport Alberta. This decision will be made at the special meeting of the Society, called to dissolve the Society.

SECTION 3 – BOARD of DIRECTORS

3.1 Board of Directors

The business and affairs of the Society shall be managed by the Directors of the Society, being a maximum of twelve and no less than six, who may exercise all such powers and do all such acts and things as may be exercised or done by the Society and are not by the Act, the By-laws, any special resolution of the Society, or by statute expressly directed or required to be done in some other manner.

The Board of Directors will consist of volunteers in the following positions:

- a) President
- b) Vice-President (Baseball)
- c) Vice-President (Softball)
- d) Treasurer
- e) Director at Large (Safety)
- f) Director at Large (Umpire)
- g) Director at Large
- h) Director at Large
- i) Director at Large
- j) Director at Large

Every effort will be made to select individuals to the Board who possess the following skills and attributes:

- i. Commitment and capacity
- ii. Ethical and value based behaviour
- iii. Ability to strategically think, analyse and problem solve
- iv. Knowledge about the sport of baseball and / or softball
- v. Legal Designation (LL.B)
- vi. Accounting Designation (CA, CMA, CGA)
- vii. Professional Qualifications (PhD, MBA)
- viii. Media, Marketing or Fundraising Experiences
- ix. Government Relations
- x. Other skills valued by the Board of Directors

3.2 Term

The Directors are elected for a term not to exceed three (3) years. Each member of the Board will be eligible to run for two consecutive terms, before being required to resign from their position. Any Director expressing interest in continuing to serve for a 3rd term, will be required to submit a special request to the membership and must reach a majority vote (51% of quorum) at the Annual General Meeting.

3.3 Elections & Decision

The election of Directors will take place at the Annual General Meeting by a majority (50%) vote by the Members. In the case of one nomination for a Board position, that member shall be declared the winner by acclamation; when two or more members are nominated for a Board position, the member who receives the majority of votes will be declared the winner. In the case of a tie vote, the Board of Directors will decide the winner nomination based on a special resolution.

3.4 Eligibility

Any individual who is eighteen (18) years of age, who has the power under law to contract the Society and is in good standing with the Society, may be nominated for election as a Director.

3.5 Removal of Directors

Subject to the Act, the Society may, by a Special Resolution passed at a General Meeting specifically, remove any Director.

3.5 Remuneration and Expenses

The payment of any dividend or remuneration out of the funds of the Society to any of the Directors is prohibited. Any reimbursement for reasonable expenses of any Director in the execution of his or her office is allowed, and subject to approval by the Board.

3.6 Limitation of Liability

Every Director of the Society in exercising the powers and discharging the duties of the Director shall be honestly and in good faith with a view to the best interests of the Society and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no Director shall be liable for the acts, receipts, neglects or defaults of any other Director, Officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired for or on behalf of the Society.

3.7 Indemnity

Subject to the Act, the Society shall indemnify a Director, a former Director or a person who acts or acted at the Society's request as a Director of a body corporate of which the Society is or was a shareholder or creditor, and such person's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment

3.8 Conflict of Interest

A Director of the Society who is a party to a material contract or proposed material contract with the Society, or is a Director of or has a material interest in any person who is a party to a material contract or proposed material contract with the Society shall disclose fully the nature and extent of his interest. No such Director of the Society shall vote on any resolution to approve such contract. If a material contract is made between the Society and one or more of its Directors or Officers, or between the Society and another person of which a Director or Officer of the Society is a Director or Officer or in which he has a material interest,

- (i) the contract is neither void nor voidable by reason only of that relationship, or by reason only that a Director with an interest in the contract is

- present at or is counted to determine the presence of a quorum at a meeting of Directors that authorized the contract, and
- (ii) a Director or former Director of the Society to whom a profit accrues as a result of the making of the contract is not liable to account to the Society for that profit by reason only of holding office as a Director, if the Director or Officer disclosed his interest in accordance herewith and the contract was approved by the Directors.

SECTION 4 – MEETINGS of DIRECTORS

4.1 Meetings

Meetings of the Board shall be held at such time and on such days as the President of the Society may, from time to time, determine. The holding of any meeting in the form of a telephone conference call and/or Internet based conferencing is permitted.

4.2 Special Meetings

Meetings of the Board may be called on the requisitions of any two (2) Directors provided that such request shall be made to the President, in writing or electronically to call such meeting and such request shall state the business to be brought before the meeting. The holding of any meeting in the form of a telephone conference call and/or Internet based conferencing is permitted.

4.3 Notice of Meeting

Meetings of the Board shall be called by (5) days notice, in writing, by email to each Director. Directors may waive or abridge notice of meetings as the Board may deem appropriate.

4.4 Quorum

A quorum for the transaction of business at any meeting of the Board of Directors shall consist of at least one half (1/2) of the Directors or six (6) Directors whichever is the lesser

4.5 Voting

Questions arising at any meeting of the Board shall be decided by a majority of votes cast at that meeting. In the case of an equality of votes, the Chairperson of the meeting shall have the right to vote.

SECTION 5 - APPOINTMENT AND DUTIES OF OFFICERS

5.1 President

The President shall preside at all meetings of the Society and of the Directors and should be entrusted to carry out all orders and resolutions of The Board of Directors. The President shall NOT have a voting privilege at all proceedings of the Society, except and only when a tied vote is cast among the Directors of the Board on any meeting matters.

5.2 Vice-President

Any one of the Vice-Presidents (Baseball, Softball or Sport Development) shall, in the absence of the President, exercise the duties of the President and shall preside at all meetings of the Society and of the Board of Directors as Chairperson of those meetings. The Vice-President shall be entitled to a vote at all proceedings of the Society, unless acting as Chairperson of such meeting, while the President is absent.

5.3 Treasurer

The Treasurer shall receive all monies paid to the Society and shall be responsible for the deposit of same in whatever bank, trust company, credit union or Treasury Branch that the Board may order. The Treasurer shall properly account for the funds of the Society and keep such books as may be directed. The Treasurer shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall ensure that there is prepared, for submission to the Annual Meeting, an audited statement of the financial position of the Society. The Treasurer shall be entitled to a vote at all proceedings of the Society.

SECTION 6 – COMMITTEE or SUBCOMMITTEES

The Board of Directors may appoint and establish such Committees or Subcommittees as may be required from time to time to ensure that the objectives of the Society are met. Such Committees or Subcommittees shall remain constituted at the pleasure of the Board of Directors.

FINANCE COMMITTEE

The Finance Committee shall be constituted by the Board of Directors and shall be composed of the Treasurer and two (2) members of the Board who shall meet at such times as is required.

Such committee shall be responsible for the financial affairs of the Society and shall form the formal link between the Board of Directors and the external accountants of the Society if they should exist.

GRIEVANCE COMMITTEE

The Grievance Committee shall be composed of three (3) members of the Board, assigned at any time, by the President of the Society who shall meet at such times as is required.

Such committee shall be responsible for the Grievance Procedure of the Society and shall act in accordance to the procedures to ensure a fair, honest and transparent process when dealing with any act, behaviour or conduct which is determined to be improper, unbecoming, or likely to undermine the interests or reputation of the Society.

BY-LAWS COMMITTEE

The By-Laws' Committee shall be appointed from time to time by the Board of Directors and shall review the By-Laws and objectives of the Society on an ongoing

basis, receive input from the members and the community at large and shall make such recommendations to the Board of Directors for amendment of the By-Laws at each Annual Meeting.

SECTION 7 - EXECUTION OF INSTRUMENTS

7.1 Signing Authority

Any and all documents, deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be executed on behalf of the Society by the President of the Society or his/her designate and one (1) or more other Directors. In addition, the Board may, from time to time, designate by resolution the manner in which and the persons by whom any particular instrument or class of instruments may or shall be executed and all instruments so executed shall be binding upon the Society without further authorization or formality.

SECTION 8 - BY-LAWS

8.1 Interpretation of By-Laws

Save as aforesaid, all terms contained in the By-Laws of the Society which are defined in the Act or regulations shall have the meaning given to such terms in the Act or regulations. Words importing the singular number include the plural and the converse shall also apply. Words importing gender include the masculine, feminine and neutral genders.

8.2 Ruling on Bylaws

Except as provided in the Act, The Board will have the authority to interpret any provision of these Bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Society.

8.3 Amendment of By-Laws

Any amendment of the By-laws of the Society shall be required to be passed as a Special Resolution by a seventy-five (75%) percent majority of members entitled at such Special Meeting or such Annual Meeting.

SECTION 9 - RECORDS, FISCAL YEAR, ANNUAL REPORT

9.1 Books and Records

The Board shall see that all necessary books and records of the Society required by the By-Laws of the Society or by any applicable statute or law are regularly and properly kept and shall, at all reasonable times during regular business hours be open to inspection by the Active Members.

9.2 Fiscal Year

Subject to the Act, the fiscal year of the Society shall terminate on the 30th day of September in each year.

9.3 Annual Report

The Society shall prepare and by April 30 of the fiscal year, submit to the Membership an Annual Report, which shall include the audited financial statements and any other statements and reports that the Board may require.

SECTION 10 – FUNDS, INVESTMENTS, BANKING AND BORROWING POWERS

10.1 Funds

The Society Board may establish any operating, capital, reserve, trust and other funds for such purposes and on such conditions as the Society Board considers appropriate.

10.2 Authorized Investments

The Society may invest in investments authorized by the Board on such terms and conditions as the Board may prescribe.

10.3 Banking Operations

Banking operations of the Society shall be carried on with the banks or other financial institutions designated by the Board of Directors. The Board of Directors shall also designate the Treasurer and one or more persons to carry out the banking operations on behalf of the Society.

10.4 Borrowing Powers

The Board may from time to time:

- borrow or raise money on the credit of the Society; and
- issue, sell or pledge securities of the Society; and
- charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Society, including, without restriction, book debts, rights, powers, franchises or undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Society;
- provided that debentures shall not be issued without the sanction of a special resolution of the Society.

DATED this 09th day of November, 2020