

# Devon Baseball Association Bylaws

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# Devon Baseball Association Bylaws

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The name of the Society is Devon Baseball Association or DBA. The Association is the governing body for all minor baseball in the Town of Devon. The Association shall maintain membership with Baseball Alberta and as such be subject to the Bylaws, Rules and Regulations of both Baseball Alberta and Baseball Canada.

## 1 Definitions

'Affiliation' – The Association shall be guided by the Alberta Baseball Association (Baseball Alberta) an allied member of the Canadian Federation of Amateur Baseball (Baseball Canada).

'Annual General Meeting' – means an annual general meeting of members in good standing and constituted in accordance with these bylaws.

'Bylaws' – means by-laws of DBA together with any amendments to or replacements of these by-laws.

'Board' – means DBA Board of Directors.

'Boundary' – the area as recognized by Baseball Alberta that separates one Association from another and defines that area in which each member may register as a resident player in the Association. Area is determined by "players" physical home address.

"Coach" means a person registered with Baseball Alberta as a Coach of a Baseball Team;

"Committee" means a group of appointed Members, Coordinators, and Directors that coordinates the work of the Executive and/or the affairs of the Society. An Executive Director usually chairs any Committees decided by the Executive. Committees are accountable to the Executive as a whole.

"Coordinator" means a person that has been appointed by a majority vote by the Executive, to fulfill a specific support role and reports through a specific Executive Director;

"Director" means any person elected or appointed by the Members during an Annual General Meeting to fulfill a specific Executive board position, in a voting role. This includes the President and the immediate Past President.

"Executive" means persons' that have been elected or appointed by the Members during an Annual General Meeting to fulfill specific Director positions. The Executive is the administrative governing board of the Society between Annual General Meetings of the Association.

'Members' – any eligible person who wishes to support the objectives of DBA may become a member upon meeting the requirements outlined in these bylaws.

'Members in good standing' – any member who has fulfilled all membership requirements as follows:

- Has paid, in full all applicable registration fees as set by DBA Board of Directors.
- Has volunteered (if required) and fulfilled their job description as set by DBA.
- Has not been subject to any disciplinary action from DBA Board of Directors.

"Minutes" are the official records of the business conducted at the meetings of the Society and meetings of the Executive. Accurate minutes provide the legal and historical perspective of the Association. The Minutes of the meetings of the Members, and the Executive will be accessible for the Members on the DBA website within thirty (30) days after the Minutes are approved by those Members attending the respective meetings.



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'Officers' – the persons who are elected or appointed as Officers of the DBA Executive in accordance with these by-laws.

"Player" means a person properly registered with DBA;

"Regular Meetings" means Executive board meetings, as described in the Meetings of the Association section, Executive Meetings of these bylaws;

"Resolution" means an ordinary decision passed at an Annual General Meeting, Special Meeting, Regular Meeting by a vote of not less than fifty percent (50%) of either those

members or Executive members present in person plus one (1) meeting the quorum requirements;

"Rules and Regulations" means those regulations of DBA for the administration

"Society" means the Devon Baseball Association or DBA which is a Society incorporated or continued under the Societies Act;

"Special Meeting" means a Members meeting that is not the Annual General Meeting; as described in the Meeting of the Association section, Members Meetings of these bylaws and required in the Societies Act;

"Special Resolution" means a resolution passed at an Annual General Meeting or Special Meeting of the membership of the Society for any purposed mentioned in the Societies Act: changing the objects, amending the bylaws, issuing debentures, surrendering the certificate of incorporation;

## 2 Membership

### 2.1 Membership Criteria

Members shall be limited to both the parents and legal guardians of players registered with the Association for the Season, who have paid their annual registration fees. A "Member" may also be an individual with or without a player registered with DBA, who has been elected into an Executive position. Residency of said "Member" may or may not be in accordance with DBA rules and regulations.

Members must agree to abide by all Rules and Regulations of DBA and the agreement will be acknowledged during the online registration.

The Association must approve Members. Approvals, evidenced by the Registrar, are to be given after acceptance of proper registration and registration payment for player(s). Also, the residency must be consistent with the DBA Rules and Regulations, consistent with Alberta Baseball Regulations and DBA authorized categorization.

Members in good standing and Life Members present in person shall have one (1) vote at Members meetings of the Association. Only Members in good standing and Life Members may make a motion or nomination, and/or second a motion or nomination. Members in good standing and Life Members may not vote by proxy.

The Executive may award Life Membership or Annual Honorary Membership as it deems fit.

Honorary Members are board members that have fulfilled all required duties by the board of directors and are entitled to one free registration per calendar year.



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All Members are to conduct themselves in accordance with the "Respect in Sport" program.

Any member who does not conduct him or herself in accordance with DBA bylaws or policies, Baseball Alberta rules, or Baseball Canada rules can, upon a majority vote of the Board, be expelled as a member of DBA for the remainder of the present baseball year or such longer period of time as the board deems appropriate.

The Association reserves the right to terminate or restrict the level of involvement of any individual within the Association by majority vote of the Board for any of the following:

- Any act which is deemed by the Board of Directors to be detrimental to the game of Baseball.
- Behavior that is contrary to the interests or objectives of the Association or can endanger the reputation of DBA.
- Non-payment of fees.

Upon termination of any membership in DBA, all rights, claims and interests of such member in DBA, including but not restricted to any refund of registration fees, shall be forfeited by such Member.

DBA claims the right as the Rental Contract Carrier to bar any expelled, or suspended member from any of all facilities where the Association functions including where meetings, games and practices are taking place for a specified period of time as defined by the Board.

Members that have been expelled or are not in good standing, are not eligible to attend or vote at Special Meetings or the Annual General Meeting of The Association.

## **2.2 Rights of the Members:**

Members shall be entitled to such information and advice with regard to the affairs of the DBA, if requested may be able to supply.

Members in good standing shall have one (1) vote at the Annual General Meeting or Special Meeting. Family members are limited to one (1) vote per family. If there is question regarding interpretation of the quantity of votes allowed by mixed or blended families, the current DBA Board shall reserve the right to interpret the number of votes.

Members not in good standing forfeit all rights as members as defined in these bylaws.

All members in good standing have the right to attend, vote and be heard at any General Meeting or Special Meeting of The Association. Each member in good standing, including Board Members, are entitled to one vote on each issue polled, subject to the following restrictions:

- Voting will be by show of hands except where any member demands a secret ballot vote.
- In no event will voting by proxy be permitted.
- The Chair shall only vote when necessary to break a tie vote.
- Members holding multiple positions within the Association shall only be entitled to cast one vote on any issue polled. Family members shall only have one vote no matter how many Player Members of which they are the legal Guardians.



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## 3 Annual General Meeting

The Annual General Meeting (AGM) shall be held once a year for the purpose of electing Executive Directors, review and approval of year-end financial statements and any resolutions so advertised. The AGM shall be held at the discretion of the Board but not more than ninety (90) days from the end of the fiscal year, which is December 31<sup>st</sup>.

Due notice shall be given to all member being public posting and/or public advertising (email or Facebook page) at least fourteen (14) days prior to the date of the meeting.

The President shall preside over any meeting of the Members and, at their discretion, may appoint a chairperson to chair any meeting of the Members.

A quorum for the purpose of the Annual General Meeting any Special Meeting of the Association shall be a majority of elected board members or ten (10) voting Association members in good standing. If a quorum is not present within 30 minutes after the time the meeting was to commence:

- The meeting shall be postponed for a period of not more than 21 days, and the meeting shall be held at a time and place designated by the President of DBA.

### 3.1 Elections

The board will be determined by election at the Annual General Meeting based on the board member terms that expire at the AGM.

Every member of the Association shall have the privilege of nominating a qualified representative for each board position open for election in any given year.

During the AGM election, the call for nominations from the floor will be taken and nominations accepted.

All board members are to be elected at the Annual General Meeting for a one-year term. If a position is not filled or becomes vacant, the DBA Board may appoint a person the vacant position at any board meeting.

The Secretary shall establish a list of all persons wishing to run for election, complete with telephone numbers and e-mail addresses.

A person who has been nominated to a vacant position may refuse the nomination prior to the election.

If more than one nomination is made for any vacant position, a vote will be cast. The nominee with the most votes for each vacant position will be announced and shall be elected to the board.

Following the elections, where a change to the President is made, the incumbent President shall turn over the meeting to the President-elect. The President may then make any statements regarding the Board, welcoming the new members, etc. and will adjourn the meeting.

After the Annual General Meeting, the responsibility for the efficient change of Board Members shall be placed upon the President.

After the Annual General Meeting, the President is responsible for coordinating the submission of all bylaws or objective changes to the Board of Directors for approval.



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## 3.2 Order of Business

At the Annual General Meeting or a Special General Meeting of the Association, the following shall be the order of business:

- Roll call of the Board
- Adoption of the minutes
- Report of the President
- Report of the Treasurer
- Committee Reports (Coaching Director VP) and Sponsorship / Fundraising Coordinator).
- Association Goals.
- Election of board members.
- Resolution and amendments to the bylaws.
- New business.
- Election and Voting of new members.
- Adjournment.

## 4 Special General Meetings

A Special General Meeting may be called at any time by the Secretary under instructions from the President or by written petition signed by at least two-thirds of the Board. Such petitions must be sent to the President and shall state the reason for requesting the Special Meeting. A majority of elected board members or ten (10) voting members in good standing shall constitute a quorum at any Special Meeting.

## 5 Special Meetings

A Special Meeting may be called at any time during the year. The Board and membership of the association will be given seven (7) calendar days' notification by personal contact from the Board and notification of social media or by email to members. This notification will include time and place of the meeting and contact number for any questions concerning the announced meeting.

## 6 Regular Meetings

The Board of the DBA shall meet a minimum of three (3) times annually.

## 7 Governance of the Associations Executive, Directors and Coordinators

### 7.1 Executive Board Voting members:

- Past President
- President
- Vice President
- Treasurer
- Secretary
- Registrar
- Coach Director
- Diamond Director
- Ump Director
- Equipment Director
- Sponsorship/Fundraiser Director



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## 7.2 Duties of the Executive Board

**Past President:** The Past President will serve an advisory role to the President and the rest of the Executive based on the Past Presidents experience as President.

**President:** The President when present, chairs all meetings of the Members, the Executive, and assigned Committees. In addition, the President shall represent DBA at Baseball Alberta meetings. The President supervises the affairs of the Executive and they also act as the main spokesperson for the Association.

Note: DBA does not have a Society Seal. Should one be adopted, the President will be responsible for keeping the seal and deciding who has permission to use it. The Executive will decide how and when the DBA logo is used.

**Vice President:** The Vice President shall, in the absence or inability of the President, assume the duties of the President and shall, in that event, have all the powers, authority, and restrictions of the President. The Vice President is also responsible to coordinate evaluations. In addition, the Vice President should chair any Committees for personnel or Member concerns if their involvement has no conflicts of interest due to their presents.

**Treasurer:** The Treasurer will be responsible for preparing and keeping the finances of the Society. They will also file the annual return, changes in the Executive, Special Resolutions, and other incorporating documents with the Corporate Registry. Annually the Treasure should chair the preparation of the annual budget Committee.

The Treasurer works with the assigned accounting firm and/or auditors assigned by the Society to make sure the audited financial reports are completed and presented to the Members for approval at the Annual General Meeting.

**Secretary:** The Secretary will be responsible for preparing and keeping minutes of meetings of the Members, and the Executive throughout the year. They will also keep amendments made to DBA Rules and Regulations and DBA Bylaws and should chair any Committees that reviews these Association documents. The Secretary will also make sure all notices of Members and Executive meetings are sent.

**Registrar:** The Registrar will maintain an accurate and up to date record of all players registered with DBA. They will also be responsible for registering players and team staff with Baseball Alberta. The Registrar also makes sure all records of names and addresses of all Members of the Association are kept.

**Coaches Director:** The Coaches Director will be responsible for recruiting coaches and chair the Coach Selection Committee interviews. They will also be responsible for communicating necessary information with coaches throughout the year with respect to Coach and player development. In addition, the Coaches Director should chair any Baseball Alberta player development program change Committees.

**Diamond Director-** The Diamond Director will be responsible to coordinate diamond schedules for all practices and games.

**Ump Director:** The Ump Director will be responsible for recruiting, coordinating training through Baseball Alberta NUCP Clinics and scheduling umpires to support gameplay.





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**Equipment Director:** The Equipment Director will be responsible for the distribution, collection, and maintenance management of equipment and jerseys. In addition, the Equipment Director will also maintain a list of all DBA equipment and jerseys and provide recommendations for new equipment purchases.

**Fundraising Director:** The Fundraising Director will be responsible for organizing fundraising activities and should chair any fundraising Committees required as determined by the Executive. They will also be the primary contact person with the Alberta Gaming and Liquor Commission with respect to tournament raffles and draws.

## 8 Powers and Proceedings of the Executive

A majority of attending voting board members shall constitute a quorum at all board meetings.

Voting by proxy will not be accepted.

The board members shall control and manage all the affairs and property of the DBA and may exercise all such powers of the DBA, and do so on behalf of the DBA, all such acts may be exercised and done by the DBA.

Provide all those governance functions required to effectively achieve the aims and objectives of the Association including the mediation and arbitration of disputes. All issues, questions, and disputes, which involve the game of baseball and are referred to in the operating and playing rules, are within the jurisdiction of the board and it has the sole right and final authority with respect to the resolution of such issue, question or dispute. Exercise any powers which, in the opinion of the Board, pertain to or promote the Associations goals and objectives.

From time to time, there may be a need to seek the Board's approval from items that cannot wait until the next meeting. At the discretion of the President, an email vote may be taken to avoid calling an Emergency Meeting as long as there are not more than five (5) board members that do not want to vote via email. If the email method of voting is approved, one email will be sent by the Secretary with the motion to all voting positions stating the motion and who it is made by. The person that seconds the motion must "reply all". The Secretary then must "reply all" and ask the board members to vote. Each board member must "reply all" with their vote. Secret ballots cannot be done via email. This vote must be documented in the minutes of the next board meeting.

Without restricting the generality of the foregoing, the Board is accountable to the membership and is responsible for the following:

- Establish and attain annual and long-term objectives for The Association.
- Prepare operational plans to achieve the Association objectives and assign operational duties and responsibilities to members of the Board through the establishment of committees and otherwise.
- Receive donations, funds, trusts, grants, and property for the purpose of furthering the aims and objectives of, but DBA may also, in its absolute and unfettered discretion, refuse to accept any donations, funds, trusts, grants and property.
- Institute and amend policies, procedures, and standards of conduct for DBA business practices and affairs.
- Interpret and enforce the policies, procedures, and bylaws of the Association.
- Establish and maintain a banking relationship with one or more chartered banks, trust companies, credit union or treasury branches regarding:



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- i. The opening of one or more bank accounts.
- ii. Designate signing officers for the signing of Association cheques for the payment of money from said accounts.
- iii. Establish committees as the Board deems necessary or desirable in order to carry on the business and affairs of DBA, and in turn, monitor and evaluate the performance of the committees and the members responsible for the performance of such business and affairs.

## 8.1 Indemnity of Board Members

Each and every board member shall be deemed to have assumed office on the express condition that the board member, his/her heirs, executors, administrators and estate and effects respectively shall at all times be indemnified and saved harmless out of the funds of the DBA against all costs, charges and expenses whatsoever, such board member sustains or incurs in any action or proceeding which is brought or prosecuted against him/her in respect of any act or matter done or permitted by him/her in the execution of the duties of his/her office and also costs, charges and expenses which he/she may sustain or incur in relation to the affairs of the DBA except such costs, charges and expenses as are occasioned by his/her own fraud, dishonesty, willful, neglect or default.

No board member of the DBA shall be liable for the acts, receipts, neglects or defaults of any other board member or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the DBA through the insufficiency or deficiency of title to any property acquired by order of the board members for or on behalf of the DBA for the insufficiency or deficiency of any security in or upon which any loss or damage arising from bankruptcy, insolvency or wrongful act of any person, firm or corporation with whom any moneys, securities or effects shall be lodged deposited or for any loss occasioned by an oversight or error in the judgment on his/her part or for any other loss, damage or misfortune which may happen in the exercise of his/her respective duties or trust or in relation thereto unless the same shall happen by his/her own or through his/her own willful act or default.

## 8.2 Qualifications

Board Members must be 18 years of age or older at the time that the board member is elected or appointed to the board.

Any person nominated for a board position must be a member in good standing.

Experience and general knowledge of the specific position is recommended and should be discussed when appointing a board member.

## 8.3 Resignations

A board member may resign from office upon giving verbal or written notice to the board.

The resignation of a board member shall be effective upon acceptance by the board. Any member wishing to withdraw membership from DBA, may do so with written or verbal notice.

Any member in good standing may request, in writing, to any member of the Board, the removal of an elected member. Upon receipt of such request, the President will call a board meeting with sufficient members to form a quorum to vote on the request.



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## 8.4 Disclosures

Board Members must disclose any possible conflict of interest with an issue under motion prior to the commencement of the vote of the motion.

## 8.5 Remuneration

No board member shall receive any remuneration for their volunteer services as it relates to their DBA position and duties relating to that position.

## 8.6 Removal

Any member of the Board will be, without recourse, expelled from DBA by majority vote of the entire current Board, for any proven action on his or her part that is contrary to the DBA bylaws or discipline procedures for any conduct that is detrimental to any operation of the association of fellow members.

The Members, by resolution passed by a majority of the votes cast at a Board Meeting or Special Meeting of members duly called for that purpose, may remove any Board Member before expiration of his/her term of office. The members, by a majority of votes cast at that Board Meeting or Special Meeting may elect another person to the vacated position for the remainder of the term of the Board Member so removed.

The Board may, by majority vote of the entire current Board, remove a Board Member who, in the opinion of the Board has been or is being remiss or neglectful of duty or by conduct tending to impair his/her usefulness and/or discretion as a Board Member.

Any Board Member who fails to attend Board Meetings on three (3) consecutive occasions, without just cause (which shall be determined by the Board), may be removed as a Board Member upon a motion to that effect passed by a majority of the Board Members.

## 9 Auditing and Records

The Executive is responsible to ensure the financial statements are completed as of the Society's fiscal year end of Dec 31 of each year.

The Executive is responsible to ensure the financial records and books of the Society are audited at least once a year before the Annual General Meeting by a dually qualified accountant or by at least two members of the Society elected for that purpose. These two members will be appointed at the Annual General Meeting. At each Annual General Meeting of the Society the auditor(s) submits a "complete statement" of the books for the previous year.

The Society's Members have the right to inspect the books and financial records whenever a Member would like to set up an appointment and meet with the Treasurer and another Executive with signing authority at such place agreed upon.

A complete and proper statement for the year shall be submitted by the Treasurer at the Annual General Meeting of the Association.

## 10 Amendments to Bylaws

Amendments to the by-laws shall be made at a duly called Annual Meeting or a Special General Meeting.

Any proposed amendment or addition to the by-laws must receive seventy-five percent (75%) of the votes cast at the duly called Annual Meeting or Special General Meeting to be approved.



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An amendment may be considered at the Annual Meeting without required notice in the unanimous consent of the voting members present.

## **11 Dissolution**

In the event of dissolution of The Association, all its remaining assets, after payment of liabilities shall be distributed to one or more community-based organizations as determined by its members at a special general meeting called for that purpose.

## **12 Borrowing Powers**

The society may not borrow or secure payment of money in any way for the purpose of carrying out its objects.