

[Scan_20181209_140826.jpg](#)



**SOUTH EDMONTON ELITE BASEBALL
ASSOCIATION**

OBJECTS AND BYLAWS

8580846.3

[Scan_20181209_140826_001.jpg](#)

TABLE OF CONTENTS

1.0 NAME OF THE SOCIETY 3

2.0 OBJECTS 3

3.0 MEMBERSHIP 3

 3.1 Members 3

 3.2 Privileges of Voting Members 4

 3.3 Limited Liability of Members 4

4.0 ACCEPTANCE AND TERMINATION OF MEMBERSHIP 4

 4.1 Acceptance 4

 4.2 Withdrawal 4

 4.3 Termination and Suspension 4

5.0 OFFICERS AND DIRECTORS 5

 5.1 Board of Directors 5

 5.2 Duties of the Directors: 5

 5.3 Officers of the Society 5

 5.4 Duties of the Officers: 6

 5.5 Vacancies 6

 5.6 Removal of Directors and Officers 7

 5.7 Power of Directors 7

6.0 MEETINGS 7

 6.1 Board Meetings 7

 6.2 Annual General Meetings 7

 6.3 Special General Meetings of the Society 8

 6.4 Annual General and Special General Meeting Proceedings 9

7.0 COMMITTEES 10

8.0 CONDUCT OF MEMBERS 10

 8.1 Standard Suspensions of Team Staff and/or Players: 11

 8.2 Non-Standard Suspensions: 11

9.0 FINANCIAL MATTERS 11

 9.1 Record Keeping 11

 9.2 Budget 12

10.0 CUSTODY OF THE SEAL 12

11.0 PREPARATION AND CUSTODY OF MINUTES AND RECORDS 12

12.0 REMUNERATION 12

13.0 BORROWING POWERS 12

14.0 LIQUIDATION AND DISSOLUTION 12

15.0 ALTERING, RESCINDING AND ADDING BY-LAWS 12

16.0 EFFECTIVE DATE 13

8580846.3

- 3 -

1.0 NAME OF THE SOCIETY

The name of the Society is **South Edmonton Elite Baseball Association (SEEBA)** which may also be known or referred to as the Society.

2.0 OBJECTS

1. The Mission Statement of the Society is as follows:

"A sustainable, community supported baseball club representing the City of Edmonton, with the coaches, players and families contributing to the development of these young men and women in both baseball and in life".

2. The objects of the Society are as follows:

- (a) To support the promotion of the Performance Baseball Program to eligible registrants within the City of Edmonton and beyond.
- (b) To advise on funding opportunities, such as sponsorships and grants, in order to sustain the program.
- (c) To advise on operational elements of the organization and to continue to improve the quality of the program, its players and coaches.
- (d) To assist in raising funds for the organization through traditional fundraising efforts managed by the board and through application for available sponsorships and grants.

3.0 MEMBERSHIP

Members will subscribe to the Objects of the Society.

3.1 Members

Member means:

- (a) parent(s) or legal guardian(s) with players living within the geographical boundaries as set out by Zone 6 of Baseball Alberta and having one or more players registered with the Society;
- (b) parent(s) or legal guardian(s) with players from outside these boundaries shall be accepted if selected through the established process or transferred as permissible by Baseball Alberta policies and practices;
- (c) any person elected to the Board of Directors;

8580846.3

- 4 -

- (d) any eligible person, who meets the requirements of Baseball Alberta and SEEBA, upon selection and payment of any fees, will become a player and/or coach member;
- (e) all interested persons living within the geographical boundaries as set out by Zone 6 of Baseball Alberta.

3.2 Privileges of Voting Members

All Members who are in good standing are Voting Members of the Society.

All Voting Members in good standing are entitled to:

- (a) receive notice of General Meetings of the Society;
- (b) attend/participate in General Meetings;
- (c) attend/participate in Board Meetings with prior written approval of the Board of Directors and to have their comments heard subject to the rules of the meeting;
- (d) participate on Committees of the Society as selected by the Board of Directors;
- (e) nominate candidates for the Board of Directors;
- (f) be nominated as a candidate for the Board of Directors; and
- (g) exercise other rights and privileges given to Voting Members.

3.3 Limited Liability of Members

No Member in their duties to the Society shall be liable for the debts of the Society.

4.0 ACCEPTANCE AND TERMINATION OF MEMBERSHIP

4.1 Acceptance

Anyone who meets the requirements of Paragraph 3.1 shall be accepted as a member of the Society.

4.2 Withdrawal

A Member may withdraw from membership in the Society by giving notice in writing to the Board of Directors.

4.3 Termination and Suspension

- (a) A Member can be terminated as a Member of the Society, or have their membership suspended at the sole discretion of the Board of Directors.
- (b) The Board may consider any circumstance which bring a Member's standing in the Society into question.

8580846.3

- 5 -

- (c) The Board shall convene a meeting to consider and review any information provided concerning the activities of a Member. The Member shall be notified of the meeting and be given an opportunity to be present and be heard.
- (d) After considering all of the information presented, the Board will make a final decision by vote held in camera. The decision of the Board to suspend or terminate the membership of a Member shall be final and binding upon the Member.

5.0 OFFICERS AND DIRECTORS

5.1 Board of Directors

The Board of Directors shall consist of a minimum of five (5) and a maximum of fifteen (15). The Directors shall be elected at the Annual General Meetings of the Society. The Directors may include and not be limited to the following Director Positions:

- (a) Registrar;
- (b) Tournament Directors;
- (c) Equipment Manager;
- (d) Gaming/Casino;
- (e) Coaching and Player Development;
- (f) Appeals or Grievance Committee;
- (g) Facilities (if applicable).

All terms of Directors are for a period of one (1) year. A Member of the Board may be re-elected to the Board of Directors at the next Annual General Meeting. Any person is eligible to serve on the Board of Directors.

All Directors and Officers shall be a minimum of eighteen (18) years of age. No Officer or Director may act as a Coach, Trainer or Manager of any team unless approved by the Board of Directors.

5.2 Duties of the Directors:

The Board of Directors will advise the Society on programming, planning, budgeting and fundraising.

The Board of Directors will review an annual budget and identify funding opportunities and financial assistance that may be available.

5.3 Officers of the Society

The Officers of the Society shall be President, Secretary and Treasurer and may include Past President and Vice-President.

Officers shall be appointed by the Board of Directors at the first meeting convened after the Annual General Meeting of the Society.

8580846.3

- 6 -

5.4 Duties of the Officers:**(a) President**

The President of the Society shall preside at all meetings of the Members of the Society and meeting of the members of the Board of Directors. In her/his absence, the Vice-President, or in her/his absence, the President's designated alternate shall preside at such meetings.

The President of the Society shall be a member, ex-officio, of all Committees except the Nominating Committee.

(b) Past President

The Past President will chair the Nominating Committee and carry out other duties as assigned by the Board of Directors.

(c) Vice-President

The Vice-President shall act for the President in her/his absence.

The Vice-President shall replace the President at various functions when asked to do so by the President or the Board of Directors.

The Vice President carries out other duties as assigned by the Board of Directors.

(d) Secretary

The Secretary shall be responsible and ensure that the official records, including all correspondence of the Society, except those specifically placed under control of another officer, are kept in order and shall oversee the records of the Membership of the Society. The Secretary shall be responsible for sending out of Notice of Meetings.

(e) Treasurer

The Treasurer is responsible for ensuring that accurate records are maintained on all accounts and how monies are received and disbursed. The treasurer will make sure a detailed account of revenues and expenditures is presented to the Board at each board meeting or as requested by the board. The official accounts of the Society shall be maintained by the Treasurer and shall be open to inspection and subject to call by the Society. At the Annual General Meeting the Treasurer shall present the financial statements of the Society and shall report on the financial activities of the Society.

5.5 Vacancies

The Board of Directors shall have the power to appoint Members to fill vacancies on the Board of Directors. Directors so appointed shall hold office until the next election of Directors takes place.

85808463

- 7 -

5.6 Removal of Directors and Officers

Subject to the provisions of the Societies Act the Directors, by a majority vote at a meeting of Directors, may remove any one or more of the Directors or Officers from office. The Members of the Society, subject to the provisions of the Societies Act or a Unanimous Member Agreement, may by ordinary resolution at a special meeting of the Members remove any Director, Directors, Officer or Officers from office. A vacancy created by the removal of a Director or Officer may be filled at the meeting of the Members of the Society at which the Director is removed.

5.7 Power of Directors

The Directors shall manage the affairs of the Society as dictated by their position.

6.0 MEETINGS**6.1 Board Meetings****(a) Time and Place**

The Board of Directors will meet a minimum of seven (7) times a year at a place, day and time established by the Board.

(b) Quorum

Five members of the Board of Directors, constitutes a quorum.

(c) Proceedings

The fundamental principles of Robert's Rules of Order shall govern the proceedings of the Society, the Board of Directors and Committees, so far as they may be applicable without coming into conflict with these Bylaws.

6.2 Annual General Meetings**(a) Time and Place**

The Society holds its Annual General Meeting at a place, day and time established by the Board.

(b) Notice of Annual General Meeting

A written notice shall be mailed or delivered by electronic means to each Member at least twenty-one (21) days before the Annual General Meeting. This notice states the place, date and time of the Annual General Meeting, and any business requiring a Special Resolution.

(c) Notice of Nominations

8580846.3

- 8 -

A written notice is mailed or delivered by electronic means to each Member at least twenty-one (21) days before the Annual General Meeting. This notice states the place, date and time the prescribed nomination forms are to be received.

(d) **Agenda for the Annual General Meeting**

The Annual General Meeting deals with the following matters:

- Adopting the Agenda;
- Adopting the minutes of the previous Annual General Meeting;
- Receipt of the President's Report;
- Receipt of the Treasurer's Report including the financial statements, outlining the Society's income, disbursements, assets and liabilities;
- Election of the Officers and Directors;
- Consideration of specific matters as outlined in the Meeting Notice;
- New and other business as may be brought forward prior to the Annual General Meeting;
- Adjournment.

(e) **Quorum at the Annual General Meeting**

At least five (5) Officers and Directors in attendance at the Annual General Meeting constitutes a quorum.

6.3 Special General Meetings of the Society

(a) **Meeting Schedule**

A Special Meeting may be called at any time:

- By a resolution of the Board of Directors to that effect; or
- On the written request of a majority of the Directors. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at this Special General Meeting.

(b) **Notice of a Special General Meeting**

A notice is mailed or delivered by electronic means to each Member at least seven (7) days before the Special General Meeting. This notice states the place, date, time and purpose of the Special General Meeting.

(c) **Agenda for the Special General Meeting**

8580846.3

- 9 -

Only the matter(s) set out in the notice for the Special General Meeting are considered at the Special General Meeting.

(d) Proceedings at the Special General Meeting

Any Special General Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting.

(e) Special Resolution

Special Resolutions must be submitted to the membership in writing at least twenty-one (21) days prior to the date of an Annual General Meeting or Special General Meeting, at which time the submissions will be made. A two third (2/3) majority of the Membership present and authorized to vote shall be required to affect the Special Resolution.

6.4 Annual General and Special General Meeting Proceedings

(a) Failure to Reach Quorum

The Presiding Officer cancels the Annual General Meeting or Special General Meeting if quorum is not present within one-half (½) hour after the set time. If cancelled, the meeting is rescheduled within one month. If a quorum is not present within one-half (½) hour after the set time of the second meeting, the meeting will proceed with the Members in attendance.

(b) Presiding Officer

- The President chairs every Annual General Meeting or Special General Meeting of the Society.
- The Vice-President chairs in the absence of the President.
- If neither the President nor the Vice-President is present within one-half (½) hour after the set time, the Members present choose one (1) of the Members to Chair the meeting.

(c) Voting at the Annual General Meeting or Special General Meeting

- A show of hands decides every vote at every Annual General Meeting and Special General Meeting.
- Each Member has one (1) vote.
- A Member may vote by proxy.
- The President does not vote unless his/her vote is needed to break a tie vote.
- If there is a tie vote, the motion is defeated or the President has the deciding vote to break the tie.

8580846.3

- 10 -

- A majority of the votes of the Members present decides each issue and resolution, unless the issue needs to be decided by Special Resolution.
- (d) Failure to give Notice of Annual General Meeting or Special General Meeting
- No action taken at an Annual General Meeting or Special General Meeting is invalid due to:
- Accidental omission to give notice to any Member;
 - Any Member not receiving any notice; or
 - Any error in any notice that does not affect the meaning of the notice.

7.0 COMMITTEES

The Board of Directors shall establish any committee, name a chairman and set forth the terms of reference and dissolve any special committee. The chairman of each committee shall be a member of the Board of Directors, and if so empowered under the terms of reference given, select the members of the said committee

8.0 CONDUCT OF MEMBERS

The South Edmonton Elite Baseball Association (SEEBA) expects board and committee members, team coaches and officers, program participants and anyone associated with SEEBA both on and off the field to exhibit qualities of good sportsmanship and decorum consistent with levels of propriety towards board and committee members, coaches, game officials, opponents, spectators and the public at large. As such, standards of behavior consistent with Baseball Alberta Code of Conduct, Baseball Canada, and league policies shall be maintained throughout the season, within a climate of mutual respect.

It is recognized, however, that from time to time sanctions may be necessary for behavior which transgresses acceptable standards. Such sanctions may be applied to any players, team officials, parents, or board/committee members for actions deemed to be unsportsmanlike or unacceptable, and will take the form of:

- (a) A verbal reprimand;
- (b) A written reprimand;
- (c) A suspension;
- (d) An expulsion; or
- (e) Any combination of the above.

The South Edmonton Elite Baseball Association, through its elected or appointed officials, has the authority to further discipline or reprimand players, team officials, parents or committee members after above protocols has been met. The President shall ensure that each disciplinary incident is:

8580846.3

- 11 -

- (a) Dealt with by a committee of not less than three (3) appointed officers or directors.
- (b) Treated fairly and that consistency is maintained across divisions/categories.
- (c) The right of appeal is extended.
- (d) Handled in such a way that the integrity and stature of all persons are respected.

8.1 Standard Suspensions of Team Staff and/or Players:

Where the Baseball Canada, Baseball Alberta or SEEBA policies dictate a suspension of team staff or players for a rule transgression and game officials determine by write-up that such a transgression took place, the suspension will be implemented by the Coach and/or Player Development Director in consultation with the League/Director as a matter of practice.

8.2 Non-Standard Suspensions:

When incidents occur that contravene SEEBA Bylaws and are not covered by Baseball Canada and Baseball Alberta Policy, game officials, coaches, and team officials may report the incident to the SEEBA Discipline Committee for their dispensation. Incidents should be reported as soon as possible should a coach, player, team official, committee member or parent feel that the SEEBA Discipline Committee has not satisfactorily resolved the issue, an appeal may be registered by a written letter to the SEEBA Secretary. The Appeals and Grievance Committee will then hear the appeal and rule accordingly

The secretary will assure the matter is placed on the agenda of the next SEEBA Board Meeting and inform the President and respective SEEBA Appeals and Grievance Committee members of its receipts. SEEBA shall provide up to thirty minutes of meeting time for the person(s) making the appeal.

The decision of the SEEBA Board shall be final and binding on all parties. If the appeal to the SEEBA Board results in endorsement of the decision of the SEEBA Appeals and Grievance Committee or an increase in penalty, such a sanction shall take effect as set out by the Board.

9.0 FINANCIAL MATTERS

9.1 Record Keeping

The books, accounts, records and financial statement shall be kept and prepared by the Treasurer.

A complete and proper balance sheet as at the fiscal year end and a statement of operations for the year shall be submitted by the Treasurer at the Annual General Meeting of the Society.

The accounts prepared by the Treasurer shall be audited by the Board of Directors not later than sixty days before the date those accounts are placed before the Members of the Society at the Annual General Meeting of Members. The Board of Directors may require, or the

8580846.3

- 12 -

Members by a vote passed by a majority of the Members present at the Annual General Meeting may require, that the accounts prepared by the Treasurer be reviewed by an independent firm of Public Accountants retained for that purpose.

9.2 Budget

The President, Treasurer or any board member shall cause a budget to be prepared annually and it must be approved by a majority of the members of the Board of Directors. The budget shall form the basis for the operations of the organization, establishing of registration fees and any other expected revenues or expenditure. The budget must at no time put the association into a deficit position.

10.0 CUSTODY OF THE SEAL

The Society does not have a corporate seal. Should the Society acquire a corporate seal, then the Treasurer or Secretary should maintain custody of the seal.

11.0 PREPARATION AND CUSTODY OF MINUTES AND RECORDS

The Secretary shall ensure that notices of meetings are issued and keep minutes of all meetings of the Society. These books and records shall be retained at the Society's registered office or by the Secretary at their discretion and shall be open to inspection by the Board of Directors, the members and subject to call by the Society with seven (7) days notice. The Secretary shall ensure that reports required by law are filed. The Secretary shall be responsible for keeping all other books and records.

12.0 REMUNERATION

Unless authorized at any meetings and notice of the same has been given no Officer, Director or Member of the Society shall receive any remuneration for her or his services.

13.0 BORROWING POWERS

The Board of Directors of the Society may, when they deem it expedient for the purposes of carrying out its objectives, borrow or raise or secure the payment of money in such manner as it deems fit, and in particular by the issue of debentures by Special Resolution, but this power shall be exercised only on majority vote of 75% of the members present at a special general or annual general meeting.

14.0 LIQUIDATION AND DISSOLUTION

If the Society is dissolved, any funds or assets remaining after payment of debt shall be turned over to Baseball Alberta or any non-profit baseball organization within the City of Edmonton to continue the development of baseball in the City of Edmonton or as required by the mandate of funding agencies. Members must approve this by Special Resolution. In no event will any Members receive any assets of the Society.

15.0 ALTERING, RESCINDING AND ADDING BY-LAWS

8580846.3

Amendments, alterations, revisions and additions to these by-laws shall be proposed by a special resolution at an Annual General Meeting or Special General Meeting of the Society and not come into force until they have been approved by not less than 75% of the general members present at a General Meeting and been approved by Corporate Registry.

It shall be the duty of the Secretary to give notice of such proposed amendments to all members of the Society by public notice at least twenty-one (21) days before the Annual General Meeting or Special Meeting of the Society.

16.0 EFFECTIVE DATE

The Bylaws shall come into full force and effect upon approval by Corporate Registry.

Dated the 3 day of January, 2014

| | |
|---|--|
| Print Name: Duane Robertson, President Signature: <i>[Signature]</i> | Address: (including postal code) 4312 McClung Crescent Edmonton, Alberta T6R 0N1 |
| Witness Signature: <i>Manuela Staric</i> | Address: (including postal code) #512, 10142-111st Edmonton, AB T5K 1K6 |
| Print Name: Carmen Varona, Treasurer Signature: <i>Carmen Varona</i> | Address: (including postal code) 11827 - 10 Avenue NW Edmonton, Alberta T6J 7A6 |
| Witness Signature: <i>MARIA SALAMON</i> | Address: (including postal code) #40 1717-9B Ave Edmonton, AB T6J 7B1 |

9550-46-1