

# Edmonton Seniors Slo-Pitch Association Bylaws

## Article 1- Preamble

**1.1 Name** - The name of this organization shall be the "Edmonton Seniors Slo-Pitch Association". It will hereinafter be referred to as "ESSPA".

**1.2 The Bylaws** -

## Article 2 -Defining and Interpreting the Bylaws

### 2.1 Definitions

**2.1.1 AGM** – Annual General Meeting is a mandatory meeting of the general membership of an organization. This is the meeting in which the election of the Board of Directors occurs.

**2.1.2 Board of Directors (Board)** – A board of directors is a group of people who jointly supervise the activities of an organization.

**2.1.3 Bylaw** – Bylaw is a rule established by an organization to regulate the actions of its members.

**2.1.4 Director** - Any member in good standing elected or appointed to ESSPA's Board of Directors.

**2.1.5 Member in good standing** - A member in good standing is regarded as having paid in full their dues, a member of the current season, and have no form of sanction, suspension, or disciplinary action against them. Associate members and Life Time members are part of this group but have exceptions defined below.

**2.1.6 Special Meeting** – a special meeting is called by the Board or members in good standing to discuss specific matters stated in the notice of the meeting.

**2.1.7 Special Resolution** - as per Section 1(d) of the Societies act:

(i) a resolution passed

a. at a general meeting or special meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and

b. by the vote of not less than 75% of those members who, if entitled to do so, vote in person or by proxy.

(ii) a resolution proposed and passed as a special resolution at a general meeting or special meeting of which less than 21 days' notice has been given, if all the members entitled to attend and vote at the general meeting or special meeting so agree, or

(iii) a resolution consented to in writing by all the members who would have been entitled at a general meeting or special meeting to vote on the resolution in person or, where proxies are permitted, by proxy.

**2.1.8 In Camera** - a private meeting for the Board of Directors only. Minutes of this meeting may not be published.

**2.1.9 Writing** – to include email, posted letter or hand delivered letter.

**2.1.10 Resolution**- a motion passed by the members at an AGM or Special Meeting.

**2.1.11 Motion**- a formal proposal put to a committee to request action on a recommendation.

## Article 3 - Membership

### 3.1 Classification of Members

There are 3 categories of members

**3.1.1 An associate member** is a non-playing, non-voting member who volunteers in the on-going operation of ESSPA. Voting privileges ONLY if Board Member. Free membership provided.

**3.1.2 A Life Time Member** is nominated by the membership and must have significant and long-term contributions to ESSPA. Final decision for a Life Time Membership rests solely on confirmation by the Board. Free membership for life and no voting privileges.

**3.1.3 An active or voting member** is anyone who meets the age requirement of the division they are registered in, who is a resident of Alberta, participates in the league, supports the objectives of ESSPA and has paid their fees.

**3.2 Membership fees** - membership fees are set by the Board and voted on by the Membership for the following year at a special meeting to be held at the end of each season (end of August or early September).

**3.3 Membership year** – April 1 to March 31 of each year of paid dues.

**3.4 Payment Date for Fees** – Fees are due March 31<sup>st</sup> of said year. Late fees, determined by the Board and voted on by membership at the AGM, apply if payment is made after this date.

### 3.5 Rights and Privileges of Members

**3.5.1 Rights & Privileges** - Any member in good standing is entitled to

- a. receive notice of AGM's and Special Meetings
- b. vote at any AGM, exception of Associate Members and Lifetime Members
- c. request to speak at an ESSPA meeting
- d. attend any meeting of ESSPA with the exception of Executive Meetings or In Camera Meetings
- e. participate on a committee

### 3.6 Suspension of Membership

**3.6.1 Suspension of Membership** - ESSPA may suspend a member for a set period from one day to a season or longer depending on the severity of the offense. Members can and will be suspended for one or more of the following:

- a. if a member has failed to pay their fees
- b. if a member has failed to abide by the bylaws

- c. if a member has disrupted meetings or functions of ESSPA
- d. if a member has done or failed to do anything that is judged to be harmful to ESSPA

### **3.6.2 Notice to the suspended member will be given in writing**

**3.6.2.1** In severe cases, supported by witnesses, or in cases where several attempts at reconciliation have been made with no success, the at fault member will receive written notice of their suspension pending the Board's meeting with the Conflict Resolution Committee to determine the length of suspension or expulsion. The length of time to reach a decision cannot exceed 2 weeks.

**3.6.2.2** The notice will state the reasons for why the suspension is being considered.

### **3.6.3 Decision of the Board**

**3.6.3.1** The member will have an opportunity to appear before the Conflict Committee to address the matter. The Board may allow another member to accompany the member in question. The Board may limit the time the member has to address the Committee.

**3.6.3.2** Upon the recommendations of the Conflict Committee the Board will determine how the matter will be dealt with. The decision of the Board is final.

## **3.7 Termination of Membership**

### **3.7.1 Resignation**

**3.7.1.1** Any member may resign from ESSPA by sending written notice to Registrar, Secretary or the President.

**3.7.1.2** Once notice is received, the Member's name will be removed from the register and will no longer have membership privileges.

### **3.7.2 Death**

### **3.7.3 Withdrawal**

**3.7.3.1** If a Member has not paid their membership fee within 1 month of when the fees are due, the Member will be considered to have withdrawn their membership. Their name will be removed from the register.

### **3.7.4 Expulsion**

**3.7.4.1** ESSPA may, by Special Resolution at a Special Meeting called for the purpose of expulsion, expel any member for any cause deemed sufficient in the interests of ESSPA.

**3.7.4.2** The decision is final. The Member's name will be removed from the register.

**3.8 Liability for unpaid membership fees** - Liability for unpaid membership fees will be the responsibility of any member who ceases to be a member but still owes fees prior to resignation or removal.

## Article 4 -Meetings of ESSPA

### 4.1 The Annual General Meeting

**4.1.1 Date** - ESSPA holds its AGM no later than March 31<sup>st</sup> in each calendar year. The Board sets the date, time and place.

**4.1.2 Notice** - The Secretary, or assigned Board Member, will compose the email notice to be sent by the Registrar from the registration system to each member at least 10 days prior to the meeting. Notice will include any notice of Special Resolutions in which case 21 days' notice will be given.

#### 4.1.3 Agenda for the AGM

The AGM deals with the following matters:

- a. Adopting the Agenda
- b. Adopting the minutes of the previous AGM
- c. The President's report
- d. Reviewing the financial statements setting out the ESSPA's income, disbursements, assets, and liabilities and the auditor's report
- e. Appointing of auditors for the next audit
- f. Electing of directors and executive
- g. Any business deemed relevant by the Board

**4.1.4 Quorum** - Attendance by 10% of the Members will be considered at quorum.

### 4.2 Special Meeting

#### 4.2.1 Calling of a Special Meeting

A Special Meeting may be called at any time:

- a. By a resolution of the Board in writing or
- b. On the written request of at least 5 directors- stating the reason and motion intended to be submitted or
- c. On the written request of at least 1/3 of the voting members - stating the reason and the motion intended to be submitted at the meeting.

**4.2.2 Notice** - The Secretary, or assigned Board Member, will email members 21 days prior to the Special Meeting. This notice will state the date, time and place as well as the purpose of the meeting.

**4.2.3 Agenda of the Special Meeting** - Only the matter(s) set out in the notice for the Special Meeting are to be considered at the Special Meeting.

**4.2.4 Procedure at the Special Meeting** - Any Special Meeting has the same method of voting and the same quorum requirements as an AGM

### **4.3 Proceedings at an AGM or Special Meeting**

**4.3.1 Attendance by the Public** - AGM's are open to the public but they may be asked to leave by the Board or Members. They are not entitled to speak unless they have been invited to do so. They do not have any voting privileges.

**4.3.2 Failure to Reach Quorum** - The President will cancel the AGM if quorum is not present within ½ hour of the set time. If the meeting is cancelled it will be reset for the following week- same place and time. If quorum is not present again, the meeting will proceed as scheduled.

#### **4.3.3 Presiding Officer**

**4.3.3.1** The President chairs every AGM. The VP will chair if the President is unavailable.

**4.3.3.2** If neither the President or VP are in attendance the members in attendance will choose a chair.

#### **4.3.4 Voting**

**4.3.4.1** Each voting member has 1 vote. A show of hands decides every vote. A ballot may be used if at least 10 voting members request it.

**4.3.4.2** The President will cast a vote in the case of a tie.

**4.3.4.3** A voting member may not cast a vote by proxy.

**4.3.4.4** A majority vote of the Members present decides a motion or resolution.

**4.3.4.5** The President or Meeting Chair declares a resolution lost or carried. The decision is final. The number of votes for or against does not need to be recorded.

**4.3.4.6** The President, in good faith, decides any dispute on any vote.

**4.3.5 Failure to give notice of a meeting** - No action taken at an AGM is invalid due to:

- a. Accidental omission to give any notice to a Member
- b. Any Member not receiving notice
- c. Any error in any notice that does not affect the meeting

## **Article 5 - Governance of ESSPA**

### **5.1 The Board of Directors**

**5.1.1 Governance and Management of ESSPA** - The Board governs and manages the affairs of ESSPA with assistance from Robert's Rules of Order.

**5.1.2 Powers and Duties of the Board** - The Board has the powers stated by ESSPA, except as stated by the SOCIETIES ACT.

The powers and duties of the Board include:

- a. Promoting the objectives of ESSPA

- b. Promoting membership in ESSPA
- c. Maintaining and protecting ESSPA's assets and property
- d. Approving an annual budget for ESSPA
- e. Make policies to protect the health & safety of the Members
- f. Paying all expenses for operating and managing ESSPA
- g. Paying persons for services and protecting persons from the debts of ESSPA
- h. Financing the operations of ESSPA and borrowing or raising money
- i. Making policies for managing and operating ESSPA
- j. Maintaining all accounts and financial records of ESSPA
- k. Appointing legal counsel as necessary
- l. Making policies and rules and regulations for operating ESSPA and using its facilities and assets
- m. Approving all contracts for ESSPA
- n. Selling, disposing of any property of ESSPA
- o. Delegating powers and responsibilities of the Board, without limiting their power

### **5.1.3 Composition of the Board**

The Board consists of:

- a. President
- b. Vice President
- c. Secretary
- d. Treasurer
- e. Maintenance Director
- f. Facilities and Bookings Director
- g. Tournaments Director
- h. Marketing and Recruitment Director
- i. Registrar
- j. Media Director
- k. Equipment Director
- l. The immediate Past President
- m. Division Co-ordinators

### **5.1.4 Election of the Board**

**5.1.4.1** At the AGM, the voting Members will vote in the positions whose terms have expired or replacements for any positions that have been vacated (resignations, deaths, terminations, etc.).

**5.1.4.2** Voting Members may re-elect a director to a specific position only twice. No director should serve more than 2 terms in one position. The exception may be ONLY if no other candidate stepped forward.

### **5.1.5 Resignation, Death or Removal of a Board Member**

**5.1.5.1** Any member of the Board can resign giving 1 months' notice in writing. The resignation takes effect once accepted by the Board or on the date specified.

**5.1.5.2** Voting Members may remove any Board member by calling a Special Meeting and voting to remove the board member.

**5.1.5.3** If there is a vacancy on the Board, the remaining Directors may appoint a Member in good standing to fill the vacancy for the remainder of the term. This does not apply to Past President.

### **5.1.6 Meetings of the Board**

**5.1.6.1** The Board will hold a meeting as required, at least every 3 months. The President or designate will call the meeting and the Secretary will inform the Board members. The President can call a meeting at the request of at least 3 Board Members if they request the meeting in writing and state the purpose of the meeting.

**5.1.6.2** When possible, notice of meetings will be given a minimum of 1 month in advance.

**5.1.6.3** A majority of Board Members present will constitute a quorum. In the event that Board Members have resigned or left for any reason, and no replacement has been chosen - quorum will be a majority of currently serving Board Members.

**5.1.6.4** If there is no quorum, the meeting will be adjourned and held the same time and place the following week. Quorum will be considered with 50% plus 1 of the currently serving Board Members present.

**5.1.6.5** Each Board member has 1 vote except the President or Past President. The President, in good faith, decides any dispute on any vote.

**5.1.6.6** Meetings of the Board are open to Members in good standing. They are not allowed to vote and are only able to participate in discussion or to present to the Board with the Board's permission. At any time, a majority of the Board in attendance may ask the Member to leave.

**5.1.6.7** All Board Members may agree to and sign a resolution. This resolution is as valid as any passed at a Board meeting. The date on the resolution is the date it is passed.

**5.1.6.8** A meeting of the Board may be held by conference call or using other media formats like Google Meets, Zoom, etc. Anyone participating in this meeting is considered present for the meeting.

**5.1.6.9** Irregularities or errors made in good faith do not invalidate acts done by any meeting done by the Board.

## **5.2 Officers and Duties**

### **5.2.1 President**

Voted in ODD year

- Supervises the affairs of the Board
- When present chairs all meetings of ESSPA, the Board and the Executive
- Is an ex officio member of all committees
- Negotiate insurance, Home Base and Lease Agreements and other policies in conjunction with the Vice President
- Acts as a spokesperson for ESSPA
- Carries out other duties assigned by the Board

### **5.2.2 Vice President**

Voted in EVEN year

- Presides at meetings in the President's absence
- Replaces the President at various functions when asked to do so by the President or the Board
- Chairs the Conflict Committee
- Receives all game sheets
- Negotiate insurance and other policies in conjunction with the President
- Is a member of the executive committee
- Carries out other duties assigned by the Board

### **5.2.3 Secretary**

Voted in EVEN year

- Attends all meetings of ESSPA, the Board and the Executive
- Keeps accurate minutes of the meetings
- Has charge of all of the Board's correspondence
- Makes sure all notices of meetings are sent
- Keeps the Seal of the Society/Association
- Files the annual return, changes of directors, amendments to the bylaws and other incorporating documents with the Corporate Registry
- Carries out other duties assigned by the Board

### **5.2.4 Treasurer**

Voted in ODD year

- Makes sure annual fees are collected and deposited in consultation with the Registrar
- Makes sure monies paid to ESSPA are deposited in a chartered bank, treasury branch, or trust company chosen by the Board
- Makes sure detailed account of revenues and expenditures is presented to the Board as requested
- Makes sure an audited statement of the finances of ESSPA are prepared and presented at the AGM
- Is a member of the Executive Committee
- Carries out any duties assigned by the Board
- Recommends the treasurer have book keeping, accounting or similar experience

### **5.2.5 Past President**

- Functions as a mentor/advisor for the new president and vice president
- Has no voting privileges
- Serves only 1 year, may be called upon for assistance if needed after that
- Carries out duties assigned by the Board

### **5.2.6 Maintenance Director**      Voted in ODD year

- Supervises and creates contract with Maintenance and Cleaning staff. Contract is approved by the Board.
- Sources prices for equipment, materials, etc.
- Collect and review and approve time sheets prior to submitting to the Treasurer
- Deal with any maintenance issues
- Present a report at year end as to costs to develop a budget for the following year and to aid in determining rental charges
- Carries out other duties as assigned by the Board

### **5.2.7 Facilities and Bookings Director**      Voted in ODD year

- Is the Board's liaison with the City for determining bookings of both ESSPA and any outside groups
- Serves as chair/liasion for social committee
- Is the contact person for any groups wishing to access ESSPA facilities or equipment
- Ensures access forms are completed: maintains list of access (keys, locks or codes)
- Arranges for changes to codes at the end of season
- Prepares contracts for user groups
- Passes all bookings to Maintenance Director for scheduling of preparation of workers
- Passes all contract info for billing to the Treasurer
- Present a report at year end as to booking numbers to assist in budgeting and follow up expected payment from the City
- Carries out other duties as assigned by the Board

### **5.2.8 Registrar**      Voted in ODD year

- Sets up registration procedures
- Keeps the registry of ESSPA members for the use of ESSPA
- Ensures members register and consults with the Treasurer on fee payment
- Assists Division Co-ordinators with creating teams in the registration program
- Setting up schedules
- Assists Tournament Director or other assigned Director with registering teams in SPN
- Works with division coordinators with reports for evaluations
- Looks after ESSPA website
- Ensures that all media is up to date, appropriate and reflects the objectives of ESSPA
- Makes changes to media as requested by the Board
- Posts only Board approved information

- Carries out other duties as assigned by the Board

**5.2.9 Tournament Director**                      Voted in EVEN year

- Chairs tournament committees
- Acts as Liaison with any Slo-pitch governing bodies (eg. SPN, etc.)
- Arrange umpires for league and tournament play as required
- Schedule umpires for Division 1 in conjunction with Division Coordinator
- Carries out other duties as assigned by the Board

**5.2.10 Marketing Director**                      Voted in EVEN year

- Oversees activities meant to promote ESSPA and encourage membership growth
- Oversees advertising of registration dates, tournaments and other ESSPA functions
- Coordinates with Bookings and Facilities (social committee), Media, and Tournament Directors to assist and streamline practices
- Looks after social media sites
- Ensures that all media is up to date, appropriate and reflects the objectives of ESSPA
- Makes changes to media as requested by the Board
- Posts only Board approved information??
- Carries out other duties as assigned by the Board

**5.2.11 Equipment Director**                      Voted in ODD year

- Inventories and assigns equipment to teams, including uniforms
- Makes sure all equipment is in good repair
- Researches prices and gets quotes on new and replacement equipment to submit as part of budget to the Board
- Collects and assesses all equipment at end of the season
- Carries out other duties as assigned by the Board

**5.2.12 Division Co-ordinators**                      Voted in EVEN years

- Oversee their assigned division when voted in at the AGM
- Will work with Rule Committee to ensure rules for ESSPA are consistent as much as possible but reflect the needs of their particular division
- Will serve on the Conflict Resolution Committee
- Work with the Registrar to access reports for evaluations
- Will work with team leaders to choose balanced teams in divisions where teams are drafted
- Will work with the Registrar to register teams in the registration system and SPN or other insurance group
- Will work together to create schedules
- Will submit all division meeting minutes for posting on the website
- Will oversee that team leaders are given the equipment, etc. needed and that they are aware of the rules, expectations and procedures of the league

### 5.3 Standing Committees

The Board establishes all committees:

- a. Executive Committee
- b. Conflict Resolution Committee
- c. Rules Review Committee
- d. Social Committee
- e. Tournament Committee
- f. Any other committee the Board deems necessary

#### 5.3.1 Executive Committee

a. Consists of President, Vice President, Secretary, Treasurer, and one other voting Director as appointed by the Board

b. responsible for

- Planning agendas for Board meetings
- Carrying out emergency and unusual business between Board meetings
- Reporting on action taken between Board meetings
- Carrying on other duties as assigned by the Board

**5.3.1.1** All Executive Officers may agree to and sign a resolution as with any other groups of ESSPA. A meeting may be held by conference call or another media format as earlier stated. Irregularities and errors done in good faith do not invalidate acts done by the Executive Committee.

#### 5.3.2. All other Board Approved Committees

a. Consist of one Board Member and any other members who volunteer

b. responsible for

- Defining the focus/scope of the committee for board approval
- Planning and reviewing anything relevant to the committee
- Reporting to Board and or members as necessary
- Organizing and carrying out any activities as needed

## Article 6 – Finance and Other Management Matters

**6.1 The Registered Office** - The Registered Office is currently located at the ESSPA Clubhouse, 11303 – 113 Street, Edmonton, Alberta T5G 0J3. This may be changed by a resolution of the Board as long as the change is communicated to the Corporate Registry.

## **6.2 Finance and Auditing**

**6.2.1 Fiscal Year** - The fiscal year end of ESSPA is December 31 of each year.

**6.2.2 Audit** - There must be an audit of the books, accounts and records of ESSPA at least once each year. A qualified accountant or 2 members with accounting experience may be appointed at the AGM. The Audit is to be presented at the AGM.

## **6.3 Seal of the Society**

**6.3.1 Seal of the Society Usage** - The Board has a seal and is used by only authorized members of the Board to authenticate and make official any document the Board deems necessary. The seal remains in the custody of the Secretary.

## **6.4 Cheques, E-transfers and Contracts of ESSPA**

**6.4.1 Authorization** - The designated officers of the Board will sign all cheques and authorize all withdrawals of monies. Two designated people must authorize with signatures or by filling out the proper documentation any transactions of this nature. The 2 people signing must not be related by blood or marriage/common-law or related to someone working at a company that the Board is employing.

**6.4.2 Contracts** - All contracts of ESSPA must be signed by 2 Officers with signing authority or those authorized by a resolution of the Board.

## **6.5 Keeping and Inspection of the Books and Records of ESSPA**

**6.5.1 Minutes** - The Secretary keeps a copy of the minutes of any Board meeting, AGM, Executive meeting or Special meeting at the registered office and on a digital storage device. All minutes (excluding those in camera, or special meetings that may contain sensitive information) should be posted on the website in draft and updated after their approval.

**6.5.2 Records** - The Board keeps and files all necessary books and records as required by the Bylaws, the SOCIETIES ACT, or any other statute or laws.

**6.5.3 Financial and Record Inspection** - A Member wishing to inspect the books or records of ESSPA must give reasonable notice to the President, Treasurer or Secretary of their intention to do so. Inspection will take place at the registered office during regular business hours where possible and/or at a mutually convenient time.

## **6.6 Borrowing Powers**

**6.6.1 Borrowing Powers** - ESSPA may borrow or raise funds to meet its objectives and operations. The Board makes this decision. This decision must be voted on by the Board and confirmed by a Special Resolution of ESSPA.

## **6.7 Payments**

**6.7.1 Board of Director Payments** - No Member, Director or Officer should receive payment for their services.

**6.7.2 Reasonable Expenses** - Reasonable expenses incurred while carrying out duties of the Board may be reimbursed upon approval. If there is a budget for these expenses this will be considered approval unless the expense is in excess of \$250, in which case it will need Board approval. Any purchases of equipment, or procurement of services in excess of \$500 requires three (3) quotes and the Board will make their decision based on sound business practices and vetting of businesses or service providers. In the event this is an ongoing purchase (eg. Purchase and re purchase of equipment from the same vendor each year) then it can be considered a contract with that business and it is not necessary to repeat the procurement process each time. Price comparisons should be completed every 2 years.

## **6.8 Protection and Indemnity of Directors and Officers**

**6.8.1 Indemnity** - Each Director or Officer holds office with the protection from ESSPA. ESSPA indemnifies each Director or Officer against all costs or charges that result from an act done in their role for ESSPA. ESSPA does not protect any Director Officer for acts of fraud, dishonesty or bad faith.

**6.8.2 Liability** - No Director or Officer is liable for the acts of any other Director or Officer or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency or wrongful act of any person, firm or corporation dealing with ESSPA. No Director or Officer is liable for any loss due to an oversight or error in judgement or by an act in their role for ESSPA unless the act is fraud, dishonesty or bad faith.

**6.8.3 Liability for Audit** - Director and Officers can rely on the accuracy of any statement or report prepared by ESSPA's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on a statement of that report.

## **Article 7 – Amending Bylaws**

**7.1 Amendment** - These Bylaws may be cancelled, altered or added to by a Special Resolution at any AGM or Special Meeting of ESSPA.

**7.2 Notice** - The 21 days' notice of the AGM must include details of the proposed resolution to change the Bylaws.

**7.3 Implementation** - The amended bylaws take effect after approval of the Special Resolution at the AGM or Special Meeting and accepted by the Corporate Registry.

## **Article 8 – Distributing Assets and Dissolving the Society/Association**

**8.1 Property** - ESSPA does not pay any dividends or distribute any of its property to members.

**8.2 Dissolution**- If ESSPA is dissolved, any funds or assets remaining after paying all debts are to be paid to a non-profit organization.

**8.3 Asset distribution** - Members are to select the organization to receive the assets by special resolution. No Members will receive any assets from ESSPA.