

FORT MCMURRAY MINOR BASEBALL ASSOCIATION (2009)

BYLAWS

Amended
March 31, 2015



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ARTICLE 1 – INTERPRETATION

1.1 Definitions

Unless otherwise provided in these bylaws, the following terms shall have the following meanings:

- (a) 'Annual General Meeting' means an annual general meeting of the Members duly called and constituted in accordance with these bylaws.
- (b) 'Bylaws', means these bylaws of FMMBA together with any amendments to or replacements of these bylaws.
- (c) 'Directors' means the persons who are elected or appointed as directors of FMMBA from time to time in accordance with these bylaws.
- (d) "Majority" means a simple majority of the eligible voters who are present and voting at the time the vote is taken.
- (e) "Members" means the persons who are members of FMMBA from time to time in accordance with these bylaws.
- (f) "Officers" means the persons who are elected or appointed as officers of FMMBA from time to time in accordance with these bylaws.
- (g) "Societies Act" means the Societies Act (Alberta), as amended from time to time, and every statute that may be substituted there for and in the case of any such amendment or substitution, any reference in these bylaws to the Societies Act shall be read as referring to the amended or substituted provisions there for.
- (h) "FMMBA" or "Society" or "Association" means Fort McMurray Minor Baseball Association.
- (i) "RMWB" means Regional Municipality of Wood Buffalo

1.2 Number and Gender

Words importing the singular number only in these bylaws shall include the plural number and vice versa and words importing one gender only in these bylaws shall include all genders.

1.3 Headings

The headings used in these bylaws are for ease of reference only and shall not affect the meaning or the interpretation of these bylaws.

ARTICLE 2 – JURISDICTION

2.1 Territorial Jurisdiction

The territorial jurisdiction of FMMBA shall be as defined by Baseball Alberta.

ARTICLE 3 – MEMBERS

3.1 Categories of Members

FMMBA shall have the following categories of Members:

(a) Player / Coach Member

Any eligible person, who meets the requirements of Baseball Alberta and FMMBA, upon registration and/or selection and payment of fees, will become a player and/or coach member. Payment of said registration and/or selection fee shall constitute membership until May 1 of the following year.

(b) Family Members

Parent(s) or legal guardian(s) of a player Member.

(c) Members at Large

Any person who wishes to support the objects of FMMBA may become a member at large of FMMBA upon application for membership, payment of the membership fee prescribed by the Board of Directors and receipt of approval from the Board of Directors in their absolute and unfettered discretion.

(d) Import Player

Players residing outside FMMBA's territorial jurisdiction, as defined by Baseball Alberta transfer policy, may be admitted as non-voting members to play within the program on a year to year basis with the approval of the Board of Directors. Members admitted under Section 4.1(d) will not have voting privileges within the Association and will be subject to the annual surcharge as determined by the Board of Directors.

3.2 Membership Register

- (a) FMMBA shall maintain a register of all members.
- (b) Any member shall be entitled to inspect the register of members at FMMBA's registered office on any regular business day and during such hours and on such conditions as may be determine by the Board of Directors.

3.3 Fees

- (a) Registration fees and membership fees shall be determined from time to time by the Board of Directors and shall be due and payable at the time prescribed by the Board of Directors.
- (b) The Board of Directors, in their absolute and unfettered discretion, may waive the payment of registration fees or membership fees in circumstances of demonstrated financial hardship.

3.4 Meetings of Members

The terms and conditions governing meetings of the Members are as follows:

- (a) An Annual General Meeting shall be held once a year for the purpose of electing the Board of Directors, approval of the year-end financial statement and any resolutions so advertised. The AGM shall be held no later than October 30 at such date, time and place, as the Board of Directors shall determine.
- (b) Notice of the Annual General Meeting of the Members shall be given, not less than 21 days before such meeting, by written notice published in a newspaper circulating in the RMWB area.

- (c) A special meeting of the Members shall be called by the President of FMMBA upon receipt of a written request from at least a majority of the Board of Directors or upon receipt of a written request for such meeting signed by at least 10% of all voting Members. Such special meeting shall be held within 45 days following receipt of such written request at such time and place as the Board of Directors may determine.
- (d) Notice of a special general meeting shall indicate the date, time and place of the meeting via publication in a newspaper circulated in RMWB at least three days prior to the said meeting. Such notice must specify the general nature of the business to be transacted there at and no other business, than that specified, shall be transacted without the unanimous consent of all the Members present.
- (e) No error or omission in giving notice of any meeting of the Members shall invalidate such meeting or invalidate or make void any proceedings taken at such meeting and any Member at any time may waive notice of any such meeting and may ratify and approve any and all proceedings taken at such meeting;
- (f) The president of FMMBA shall preside over any meeting of the Members and at his discretion; he may appoint a chairman to chair any meeting of the Members;
- (g) A quorum at any meeting of the Members shall be 10 voting Members in good standing provided that if a quorum is not present within 30 minutes after the time at which such meeting is to commence, then the following terms and conditions shall be applicable:
 - i. Such meeting shall be postponed for a period of not more than 28 days and such meeting shall be held on such date, such time and at such place as the President of FMMBA may designate;
 - ii. At such postponed meeting, those Members present shall constitute a quorum provided that at least 2-days' prior written notice of such postponed meeting has been given in the manner described in Section 4.4(c) hereof;
- (h) Every question at a meeting of the Members shall be decided by a majority of the votes of the Members present at such meeting unless otherwise required by these bylaws or by the Societies Act provided that if there is an equality of votes, then the chairman of such meeting shall have a casting vote in order to eliminate such equality;

- (i) Every question at a meeting of the Members shall be decided in the first instance by a show of hands (unless a poll is demanded by a majority of the Members and, upon such show of hands, a declaration by the chairman of such meeting that a resolution has been carried or not carried and an entry to that effect in the minutes of the meeting - shall be sufficient evidence of that fact without proof of the number or proportion of the votes recorded in-favor of or against such resolution, In case of equality of votes at any meeting, whether upon a show of hands or at a poll, the chairman shall be entitled to a casting vote.
- (j) If a poll is demanded, then the question shall be decided by a majority of the votes given by the Members present in person and the poll shall be taken in such manner as the chairman of the meeting shall direct and the results of such poll shall be deemed to be the decision of the Members with respect to such question;
- (k) Majority of the Members present and entitled to vote at such meeting request that a secret ballot be held or unless otherwise specified in these bylaws;
- (l) A resolution in writing signed by all of the Members shall be as effective as resolution passed at a meeting of the Members duly held and constituted;
- (m) All meetings of the Members shall be conducted in accordance with these bylaws and where these bylaws are silent, such meeting shall be conducted in accordance with "Robert's Rules of Order Newly Revised" or any summary thereof;
- (n) The business at an Annual General Meeting shall be:
 - i. to receive and consider the report of the Board of Directors;
 - ii. to receive and consider the audited financial statements for the most recent fiscal year.
 - iii. to elect Officers and Directors
 - iv. to consider any resolution or resolutions as may be properly brought before the meeting.

3.5 Voting Rights of Members

All Members in good standing shall be entitled to vote at an Annual General Meeting or at a special meeting of the Members, subject to the following restrictions:

- (a) Members who are under 18 years of age shall not be entitled to vote.
- (b) Members who have not been Members for at least 30 days prior to the meetings in question shall not be entitled to vote at such meeting.
- (c) Members shall vote in person only and not by proxy, mail or other method.

3.6 Liability of Members

A Member, when duly authorized to act for FMMBA, shall not be personally liable for any loss or damage or depreciation to the property of FMMBA except if such member acted fraudulently, dishonestly or committed acts of gross misconduct or negligence.

3.7 Termination of Memberships

A Member's membership in FMMBA shall terminate upon the occurrence of one or more of the following events:

- (a) The Board of Directors receives written notice from such Member stating that such Member wishes to terminate his membership in FMMBA and such request is not requesting a release.
- (b) Such Member fails to pay his registration or membership fees as prescribed by the Board of Directors.
- (c) Such Member dies.
- (d) A committee of the Board of Directors composed of at least 3 Directors, upon review of the conduct of such Member, decides to expel such Member on the basis that such Member has conducted himself in an improper or unbecoming manner which is likely to endanger the interest or reputation of FMMBA or on the basis that such Member has willfully breached these bylaws and policies set out by FMMBA. Such expulsion shall not be effective until written notice of such expulsion has been forwarded by registered mail to such member at the address shown on his registration. Such notice shall be deemed to have been received by such Member on the 5th day following the mailing of such notice. Such expulsion shall be subject to the appeal procedure described in Section 4.8 hereof;

- (e) A majority of the Members present and entitled to vote at a meeting of the Members vote in favor of the expulsion of such Member provided that such expulsion shall not be effective until written notice of such expulsion has been forwarded by registered mail to such Member at the address on his registration. Such notice shall be deemed to have been received by such member on the 5th day following the mailing of such notice. Such expulsion shall be subject to the appeal procedure described in Section 4.8 hereof.
- (f) Any member who does not conduct himself in accordance with the policies, rules and regulations of FMMBA or Baseball Alberta may have his membership suspended upon a majority decision of the members of the Board. Upon the termination of any Member's membership in FMMBA, all rights, claims and interests of such Member in FMMBA, including but not restricted to any refund of registration or membership fees, shall be forfeited by such Member.

3.8 Appeal Procedure Applicable to Termination of Memberships

Any Member who is expelled from FMMBA pursuant to Section 4.7(d), 4.7(e) or 4.7(f) hereof shall be entitled to appeal such expulsion in accordance with the following procedure:

- (a) Such Member shall forward to the Board of Directors, within 30 days following receipt or deemed receipt of written notice of such-expulsion, written notice of such Member's decision to appeal such expulsion.
- (b) Such Member 's appeal shall be heard by a committee of the Board of Directors composed of at least 3 Directors (excluding those Directors who sat on the committee described in Section 4.7(d) hereof) within 30 days of receipt of such Member's notice of appeal.
- (c) The procedure governing the hearing of such Member's appeal shall be determined by such committee of the Board of Directors.
- (d) The decision of such committee of the Board of Directors shall be final and such Member shall have no further right of appeal.

3.9 Member Releases

No member eligible to play within the Association's jurisdiction shall be released without the approval of the Board of Directors and in accordance with FMMBA's and Baseball Alberta's player transfer policy. Prior to approval, a written request stating the reasons for the release and indicating where the player intends to play is required.

ARTICLE 4 - BOARD OF DIRECTORS

4.1 Powers of Directors

Subject to the provisions of these bylaws and the Societies Act, the Board of Directors shall manage the business and affairs of FMMBA and exercise all such powers of FMMBA as are not required to be exercised by the Members. Without restricting the generality of the foregoing, the Board of Directors shall be empowered to:

- (a) Receive donations, bequests, funds, trusts, grants, benefits and property for the purpose of furthering the objects of FMMBA; the Board of Directors in its absolute and unfettered discretion may refuse to accept any donations, bequests, funds, trusts, benefits and property.
- (b) Borrow money on the credit of FMMBA.
- (c) Mortgage, charge, hypothecate or pledge any real or personal property of FMMBA in order to secure any obligations or liabilities of FMMBA.
- (d) Establish and maintain a banking relationship with one or more chartered banks, trust companies, credit unions or treasury branches and, in that regard:
 - (i) open one or more bank accounts;
 - (ii) designate signing officers for the signing of cheques, bills of exchange, promissory notes or other evidences of indebtedness or orders for the payment of money.
- (e) Appoint agents and employees of FMMBA to perform such duties as may be prescribed by the Board of Directors or these bylaws.
- (f) Institute and amend policies, procedures and standards of conduct of FMMBA's business and affairs.
- (g) Establish committees of the Board of Directors, standing or otherwise, as the Board of Directors deems necessary or desirable in order to carry on the business and affairs of FMMBA and, for such purpose, the Board of Directors may delegate any of its power to such committees provided that at least one member of each such committee shall be an Officer or Director.
- (h) Exercise any powers which, in the opinion of the Board of Directors, pertain to or promote the carrying out of the objects of FMMBA.

4.2 Number of Directors

The Board of Directors shall consist of not more than 4 Officers and 9 Directors at any given time.

4.3 Qualifications of Officers and Directors

Each Officer and Director shall meet all of the following qualifications at all times that he is a Director:

- (a) Be a Member in good standing.
- (b) Be 18 years of age or older.
- (c) Shall not be an employee of FMMBA.
- (d) Shall hold a primary residence within the RMWB at time of election.

4.4 Designation of Officers and Directors of the Board of Directors

The Officers of the Association shall be as follows and are full voting members of the Board of Directors, subject to meeting chairman rules as specified in Section 4.6(f) of these bylaws:

:

- President;
- Vice-President;
- Secretary;
- Treasurer;

Every member of the Association in good standing is eligible to be elected as an Executive Officer.

The Directors of the Association shall be as follows and are full voting members of the Board of Directors, subject to meeting chairman rules as specified in Section 4.6(f) of these bylaws:

- House League Director;
- Competitive Director;
- Facilities Director;
- Marketing/Media/Public Director;
- Sponsorship Director;
- Uniform/Equipment Director;
- Safety Director.

4.5 Election or Appointment and Terms of Officers and Directors

The terms and conditions governing the election or appointment of Directors and Officers are as follows:

- (a) Subject to Sections 4.5(c), 4.5(d) and 4.5(e) hereof, all Directors and Officers shall be elected by the Members at an Annual General Meeting from the list of eligible persons presented at the Annual General Meeting duly nominated from the floor at the Annual General Meeting.
- (b) At each Annual General Meeting the Members shall elect:
 - (i) the President, Secretary, Competitive Director, Facilities Director, Uniform/Equipment Director; Sponsorship Director, every even numbered year, for a two year term,
 - (ii) the Vice-President, Treasurer, House League Director, Marketing/Media/Public Director, Safety Director every odd numbered year, for a two year term.
- (c) The immediate past President of FMMBA, after fulfilling his/her term, shall serve as a Director for a one year term following his term as President, after which time they are eligible to run for any elected position. If the immediate past President of FMMBA did not fulfill his/her term, they shall not sit as a past President Director following their term as President unless approved by a majority vote at a meeting of the Board of Directors.
- (d) In the event any vacancies exist on the Board of Directors following the election of Directors and Officers described in section 4.5(b) hereof, such vacancies shall be filled by persons appointed by a majority of the Board of Directors.
- (e) Any vacancy occurring in the Board of Directors between Annual General Meetings shall be promptly filled by persons appointed by a majority of the Board of Directors provided that such newly appointed Director or Officer shall hold office only for the unexpired portion of the vacating Director or Officer's term.

4.6 Meetings of the Board of Directors

The terms and conditions governing meetings of the Board of Directors are as follows:

- (a) Meetings of the Board of Directors shall be held at such times and dates as the Board of Directors may from time to time determine provided that at least 8 meetings of the Board of Directors shall be held in each fiscal year FMMBA.
- (b) A meeting of the Board of Directors may be convened at any date, time or place upon proper notice by the President of FMMBA.
- (c) Notice of meetings of the Board of Directors shall be given to each Officer and Director not less than 2 days before the meeting is to take place and such notice may be telephoned, e-mailed or included as part of the minutes of a previous meeting of the Board of Directors provided that any meeting of the Board of Directors may be held at any time without formal notice if all of the members of the Board of Directors are present or those present have waived notice and those absent have signified their consent in writing to the meeting being held in their absence or without notice.
- (d) Notice of any meeting of the Board of Directors or any irregularity in any meeting or notice thereof may be waived by any Officer or Director and no error or omission in giving such notice for a meeting of the Board of Directors shall invalidate such meeting or invalidate or make void any proceedings taken at such meeting and any Officer or Director may at any time waive notice of any such meetings and may ratify and approve any and all proceedings taken at such meetings.
- (e) A quorum at any meeting of the Board of Directors shall be 7 of the members of the Board of Directors.
- (f) With the exception of the meeting chairman, each Officer and Director shall have one vote and all matters shall be decided by a majority of votes. If there is an equality of votes, then the chairman of that meeting of the Board of Directors shall have a casting vote in order to eliminate such equality.
- (g) Resolutions in writing signed by all members of the Board of Directors shall be as effective as a resolution passed at a meeting of the Board of Directors duly held and constituted.
- (h) Any Officer or Director may participate in a meeting of the Board of Directors by means of telephone or other communication facility that permits all persons participating in the meeting to hear each other and any Officers or Directors participating in a meeting by such means are deemed to be present in person at the meeting.

- (e) The Board of Directors may invite any interested persons to attend any meeting of the Board of Directors provided that such invitees shall not be entitled to vote at such meeting.

4.7 Removal of Officers and Directors

The terms and conditions governing the removal of an Officer or Director are as follows:

- (a) An Officer or Director shall be deemed to have resigned immediately upon such Officer or Director ceasing to meet all of the qualifications set out in Section 4.7 hereof.
- (b) Any Officer or Director, who without prior notice to the Board of Directors is absent from 3 consecutive meetings of the Board of Directors, may be removed by the Board of Directors by a resolution passed by a majority of the Officers and Directors present at a meeting of the Board of Directors duly held and constituted.
- (c) If any Officer or Director demonstrates a lack of interest in FMMBA by inactivity or if any Officer and Director is incompetent or unable to handle his elected or appointed tasks or if any Director conducts himself in an improper or unbecoming manner which is likely to endanger the interest or reputation of FMMBA, then such Officer or Director may be removed from the Board of Directors by a resolution passed by a majority of the Officers and Directors present at a meeting of the Board of Directors duly held and constituted.
- (d) Any Officer or Director who is removed from the Board of Directors in accordance with this Section .4.7 shall have the right to receive notice of and reasons for such removal but such removed Officer or Director shall have no right to appeal such removal.

4.8 Resignation of an Officer or Director

An Officer or Director may resign by notice in writing to the Board, which shall be effective upon the acceptance of the Board of Directors by a majority vote.

4.9 Limitation of Liability

Every Director and Officer in exercising his powers and discharging his duties shall act honestly and in good faith with a view to the best interests of FMMBA and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. No Director or Officer shall be liable for

the acts, omissions or defaults of any other Director or Officer or an employee, or for any loss, damage or expense happening to FMMBA through the insufficiency or deficiency of title to any property acquired for or on behalf of FMMBA, or for the insufficiency or deficiency of any security in or upon which any of the moneys of FMMBA shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous or criminal acts of any person with whom any of the moneys, securities or effects of FMMBA shall be deposited, or for any loss occasioned by any error of judgment, or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation to it.

4.10 Indemnity

Subject to the Societies Act, FMMBA shall indemnify Directors, Officers, former Directors or former Officers, and their heirs and legal representatives, against all costs, charges and expenses, including any amount paid to settle an action or satisfy a judgment, reasonably incurred by such Directors or Officers in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a Director or Officer if:

- (a) he acted honestly and in good faith with a view to the best interests of FMMBA; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful. FMMBA shall also indemnify such persons in other circumstances as the Societies Act permits or requires. Nothing in these Bylaws shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of these bylaws.

4.11 Remuneration of Directors and Officers

All Directors and Officers shall serve FMMBA without remuneration provided that the Board of Directors shall be entitled to reimburse any Director or Officer for all reasonable, authorized and substantiated expenses incurred by such person with respect to the business and affairs of FMMBA.

4.12 Duties and Responsibilities of Officers and Directors

(a) **President**

The President shall:

- Preside as chairman over all meetings.
- As required, delegate meeting chairman duties to a member of Board of Directors.
- Be the chief executive officer of FMMBA.
- Call Board of Director or Member meetings as needed.
- Present the report of the Board of Directors to the Annual General Meeting.
- Coordinate with the Secretary an agenda for every meeting.
- Oversee League operations.
- Assist other Board members and committee chairs, including attending meetings.
- Facilitate short and long-term planning.
- Be the signing authority for Association documents and contracts, and a signing authority of cheques along with the Treasurer.
- Be accountable for and aware of all budgets and expenditures.
- Be available to communicate with all Association members and stakeholders; provide feedback to the Board.
- Attend meetings for liaison purposes with other organizations including Baseball Alberta and the Wood Buffalo Baseball Association.
- To appoint committees and act as an ex-officio member at committee meetings.
- Be responsible for the formulation of policies and programs to ensure that FMMBA operates in accordance with its stated mission statement and primary objectives.
- To perform such other duties as the Board of Directors prescribes.

(b) **Vice-President**

The Vice-President shall:

- Oversee Winterball Program as organized by the Manager of Baseball Operations.
- Be the Chair of Disciplinary Committee.
- Supervise the Manager of Baseball Operations.
- Appoint and oversee the Umpire Coordinator.
- Perform such duties as may be specified from time to time by the Board of Directors or these bylaws.
- Be an ex-officio member of all committees of the Board of Directors.
- Perform duties as assigned by the President.

(c) **Secretary**

The Secretary shall:

- Attend all Board of Directors meetings and record accurate minutes of the meetings, include motions and actions with due dates required of specific members.
- Prepare minutes for review by the entire Board of Directors.
- Be the custodian of all minutes and records belonging to the Association.
- Prepare an agenda for each meeting with the coordination of the President.
- To notify all Officers and Directors of Board of Director meetings.
- To perform duties as assigned by the President.
- Perform such other duties as may be specified from time to time by the Board of Directors or these bylaws.

(d) **Treasurer**

The Treasurer shall:

- Prepare with the help of the Board of Directors a yearly operating budget.
- Supervise expenditures and money collections of any and all Association activities and report on same to Board.
- Report the financial status monthly to the Board.
- Dispense all bills and charges under the direction of the Board.
- File tax returns and forms required to maintain non-profit status and report all filings to the Board.
- Complete Bingo and Casino reports.
- Supervise administrative staff.
- Arrange for the annual financial review of FMMBA following the close of each fiscal year for submission to the Board of Directors and Members at the Annual General Meeting.
- Be responsible for the financial affairs of FMMBA, including but not limited to the preparation of budget, the dispensing of funds, and the maintenance of proper records and accounts.
- Perform such other duties as may be specified from time to time by the Board of Directors or these bylaws.
- Perform duties as assigned by the President.

(e) **House League Director**

The House League Director shall:

- Propose league structure to the Board of Directors.
- Communicate with Administration and Manager of Baseball Operations to ensure facilities has been booked for evaluations.
- Work with facilities Director to ensure that diamonds have been secured with Regional Municipality of Wood Buffalo for summer ball season.
- Ensure houseleague/tournament schedules are to be set up in line with established FMMBA policy and will take into consideration all house league and competitive teams.
- Communicate with competitive director in regards to scheduling tournaments/practices and house league schedule.
- Appoint and provide direction to divisional coordinators.
- Liaise with house league coaches – communicate rules and expectations.
- Communicate the completed schedule to all appropriate personnel including Umpire Coordinator, Administration and Manager of Baseball Operations;
- Perform such other duties as may be specified from time to time by the Board of Directors or these bylaws.
- To perform duties as assigned by the President.

(f) Competitive Director

The Competitive Director shall:

- Offer support to the Manager of Baseball Operations with coach and manager recruitment and retention.
- Oversee required documentation for all coaches (signed application and code of ethics declaration, copy of Baseball Canada Certification, and security clearance for all managers and coaches). Ensure that proper documents are on file for all managers and coaches.
- Work with the Manager of Baseball Operations on tryouts and rules for drafts; serve as Board's scrutinizer at tryouts and drafts.
- Liaise with all managers and coaches, on an ongoing basis to monitor cooperation with Association's policies and procedures and code of conduct.
- Chair competitive Coach Selection committee.
- Liaise with the Umpire Coordinator and meet with him/her when necessary.
- Ensure inventory of competitive attire is at level required for all competitive teams.

- Ensure post season evaluations of competitive coaches are completed.
- Work with Uniform/Equipment Director to purchase competitive uniforms with Board of Director approval.
- Organize and supervise the distribution and collection of all competitive uniforms.
- Prepare and approve all invoices in area of responsibility for payment.
- Perform such other duties as may be specified from time to time by the Board of Directors or these bylaws.
- Perform duties as assigned by the President.

(g) **Facilities Director**

The Facilities Director shall:

- Plan, oversee maintenance and upkeep of diamonds inside RMWB lease and buildings;
- Communicate and work with the Regional Municipality of Wood Buffalo to achieve goal of upgrading fields;
- Work with the Competitive Director and House League Director in preparing the field schedule;
- Ensure inspection of equipment;
- Assist in preparing the budget as pertained to facilities;
- Work within the approved budget ;
- Communicate with local School Boards;
- Work with Sponsorship Coordinator to ensure sponsor signs current;
- Oversee year end Municipal inspections;
- Perform such other duties as may be specified from time to time by the Board of Directors or these bylaws;
- Perform duties as assigned by the President.

(h) **Marketing/Media Director**

The Marketing/Media Director shall:

- Serve as a communicator/facilitator for the Board of Directors.
- Run advertisements in various media regarding registration.
- Produce registration information flyers and distribute them to local schools and public bulletin boards.
- Write, solicit and submit articles to the local media/newspaper for the Association.

- Update and monitor social media accounts website, facebook, twitter etc. to ensure all post and comments reflect a positive image of FMMBA.
- Promote our Association, players, special events, tournaments, etc. to local newspapers and other media.
- Perform such other duties as may be specified from time to time by the Board of Directors or these bylaws.
- Perform duties as assigned by the President.

(i) **Sponsorship Director**

The Sponsorship Director shall:

- Contact prior year's sponsors for the upcoming season and if necessary ask the league Membership for leads for new sponsors.
- Work with Board of Directors to prepare sponsorship packages.
- Ensure sponsors' logos are in an appropriate file format and given to the Administrative Staff to ensure are placed on the website.
- Ensure recognition for sponsorship.
- Liaise with Treasurer/Administration to ensure payment of sponsorship fees.
- Ensure logos are given to Uniform Coordinator/Administrative Staff to ensure logos are place on uniforms.
- Perform such other duties as may be specified from time to time by the Board of Directors or these bylaws.
- Perform duties as assigned by the President.

(f) **Uniform/Equipment Director**

The Uniform/Equipment Director shall:

- Prepare an annual inventory report.
- Select and purchase uniforms/equipment with Board of Director approval, work with Administrative staff.
- Organize and supervise the distribution and collection of all uniforms/equipment with support of Competitive Director.
- Supervise the storage and security of all uniforms/equipment.
- Work closely with Sponsorship coordinator to ensure logos are placed on uniforms.
- Ensure equipment is inspected for safety and meets Baseball Alberta specifications.
- Assist in preparing the budget as pertained to uniforms/equipment.
- Perform such other duties as may be specified from time to time by the Board of Directors or these bylaws.
- Perform duties as assigned by the President.

(g) Safety Director

The Safety Director shall:

- Be responsible for the developing and implementing FMMBA Safety Manual.
- Work with the Facilities Director to ensure all fields and equipment are in good repair.
- Develop safety check list for fields and equipment and perform regular audits to ensure check list are being used in a correct and timely manner.
- Ensure all teams have an acceptable and stocked first aid kit, as well ensure an acceptable and fully stocked first aid kit is being maintained at a central location at designated facilities.
- Perform such other duties as may be specified from time to time by the Board of Directors or these bylaws.
- Perform duties as assigned by the President.

ARTICLE 5 – COMMITTEES

5.1 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.

ARTICLE 6 – VOLUNTEERS

6.1 Appointment of Volunteers

The President, with the approval of the Board of Directors, may appoint Members to perform such duties as may be prescribed by the Board of Directors to further the objects of FMMBA.

6.2 Appointment of Baseball Alberta representative

The President, with the approval of the Board of Directors, may appoint, on an annual basis, any Director to act as FMMBA' s Baseball Alberta representative.

ARTICLE 7– ACCOUNTS

7.1 Accounts

The Board of Directors shall cause accounts to be kept of all assets and liabilities of FMMBA, all monies received and expended by FMMBA and all matters in respect of which such receipts and expenditures took place.

7.2 Fiscal Year

The fiscal year of FMMBA shall end on the 31st day of December in each year or such other date as may from time to time be determined by the Board of Directors.

7.3 Annual Audit

An audited financial statement setting out FMMBA's assets, liabilities, income and expenses shall be prepared on an annual basis and presented at each Annual General Meeting.

The annual audit shall be completed by:

- a) Two members of the Association, duly appointed by the Board of Directors as set out in these bylaws; or
- b) An independent public accountant duly appointed by the Board of Directors as set out in these bylaws.

ARTICLE 8 - BOOKS AND RECORDS

8.1 Books and Records

The Board of Directors shall ensure that all necessary books and records of FMMBA required by the Societies Act or these bylaws or by any other applicable statute or law are regularly and properly kept by FMMBA.

8.2 Records Office

The books of account, minute book and other books and records of FMMBA shall be kept at such place in the Province of Alberta as the Board of Directors thinks fit and such books of account, minute book and other books and records shall be open for inspection by any Officer or Director at any reasonable time.

8.3 Inspection of Books and Records by Members

The minute book of FMMBA may be inspected by any Member in good standing at any Annual General Meeting. Any Member in good standing who wishes to inspect the books of account, minute book or other books and records of FMMBA shall forward a written request to the Board of Directors and, at their next meeting, the Board of Directors shall designate a time and place at which such books of account, minute book and other books and records of FMMBA may be inspected by such Member. No Member shall be entitled to remove the books of account, minute book or other books and records of FMMBA from FMMBA's records office. Any Member in good standing wishing to copy any portion of the books of account, minute book or other books and records of FMMBA shall indicate that desire in such Member's written request to the Board of Directors and the Board of Directors shall be entitled, in its absolute and unfettered discretion, to determine whether or not such request is granted. All inspections of the books of account, minute book or other books and records of FMMBA by a Member - in good standing shall be performed in the presence of a Director or Officer and if the duration of such inspection exceeds one hour, then such Director or Officer shall be entitled to receive payment from such- inspecting Member at such reasonable hourly rate as the Board of Directors may determine from time to time.

8.4 Annual Budget

The Board shall cause a budget to be prepared and it must be approved by a majority of the members of the Board of Directors in attendance at the meeting. The budget shall form the basis for the registration fee.

8.5 Non-Budget Expenditure

Any expenditures not included in the budget may be approved by the Board of Directors on a majority vote of those present.

8.6 Building Fund

The building fund of the Association shall not be used for any other purpose except to fund capital expenditures to the baseball facilities for the Association. Said funds may only be expended with the approval of a majority of the members of the Board of Directors present at the meeting.

8.7 Competitive Team Surcharge

A competitive player and/or team surcharge may be established by the members of the Board of Directors and approved by such members present at the time of the meeting.

8.8 Travel Fund

The Association may give financial assistance to a representative team or player qualifying for Westerns or Nationals. The amount will be established by the Competitive Director and approved by the members of the Board present at the time of the meeting.

8.9 Start-up Funds

The Association may give financial assistance to any team up to a maximum amount, for the purpose to purchase equipment, pay for tournament fees, cost associated with team travel. These funds are for the exclusive use of players and team representatives, not to fund parent/siblings travel, accommodation or meals. The amount will be established by the Competitive Director and approved by the members of the Board present at the time of the meeting. These funds are considered repayable to the league at the conclusion of the team's season, unless otherwise approved by the Board of Directors.

8.10 Team Accounting

Each representative team must keep a set of financial records in accordance with FMMBA competitive team financial policy and provide a full accounting of funds raised and used to the Association by the last day of September of the current year.

8.11 Distribution of Assets on Dissolution of a Team

Any surplus funds that may have accrued to a team upon the dissolution of the team, the surplus funds which are over and above the parent's contribution, must be donated to a baseball cause in the Fort McMurray Minor Baseball Association.

8.12 Distribution of Assets on Dissolution of the Association

Any surplus that may accrue to the Association during the time it is in operation shall be used for the purpose of the Association as the Board of Directors may see fit. In the event of the winding up of the affairs of the Association, all the assets of the Association, including cash on hand or in the bank, after the payment of all outstanding accounts and other liabilities, shall be transferred in trust to the Regional Municipality of Wood Buffalo until such time as the assets can be transferred from the Regional Municipality of Wood Buffalo to a not-for-profit group whose purpose is to support minor baseball in the Regional Municipality.

Article 9 - Execution of Documents and Seal

9.1 Signing Officers

Unless otherwise resolved by the Board of Directors with respect to any specific document, all contracts, documents or other instruments in writing (excluding cheques) requiring execution and delivery by FMMBA shall be signed and delivered by the President or persons designated by the President and any Director of FMMBA and all contracts, documents or other instruments in writing so signed shall be binding upon FMMBA without any further authorization or formality.

Article 10 - Amendment of Bylaws

10.1 Special Resolution

These bylaws shall not be rescinded, altered or amended except by a special resolution of the Members as defined in Section 1(d) of the Societies Act.

10.2 Registration of Amendments

Each rescission, alteration or amendment to these bylaws shall be registered with the Registrar of Corporations (Alberta) in accordance with the Societies Act.