

SCHEDULE "A"
FORM 1
ACT

BYLAWS

1. THE NAME OF THE SOCIETY IS: GRANDE PRAIRIE
MINOR BASEBALL ASSOCIATION

BYLAWS OF
GRANDE PRAIRIE MINOR BASEBALL ASSOCIATION

ARTICAL 1 - INTERPRETATION

1.1 Definitions

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

- (a) “GPMBA” or “Society” means GRANDE PRAIRIE MINOR BASEBALL ASSOCIATION
- (b) “Annual General Meeting” means an annual general meeting of the Members duly called and constituted in accordance with these Bylaws
- (c) “Bylaws” means these Bylaws of GPMBA together with any amendments to or replacements of these Bylaws
- (d) “Directors” means the persons who are elected or appointed as directors of GPMBA from time to time in accordance with these Bylaws. A director’s position and duties shall be defined by the executive. These positions are not eligible for remuneration.
- (e) “Executive” means those persons elected or appointed officers of the GPMBA collectively responsible for the operation and policies of GPMBA
- (f) “Board of Directors” shall mean all the Executive Officers and Directors of the society
- (g) “Majority” means a simple majority of the eligible voters who are present and voting at the time the vote was taken
- (h) “Members” means the persons who are members of GPMBA in good standing and being of the full age of 18 years will have full voting privileges at any society meeting. Members have one (1) vote even though they may have paid multiple registration fees.

1.2 Headings

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

ARTICLE 2 – JURISDICTION

2.1 Territorial Jurisdiction

The territorial jurisdiction of GPMBA shall be defined by Baseball Alberta.

ARTICLE 3 - MEMBERS

3.1 Categories of Members

GPMBA shall have the following categories of Members:

(a) **Players / Coach Member**

any eligible person, who meets the requirements of Baseball Alberta and GPMBA, 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) **Associate Members**

Any non-parent volunteer who holds the position of Coach, Assistant Coach, Trainer, Manager, Director, Executive Officer or other such volunteer position as may be designated by the Executive during the current season shall be an Associate Member. Unless the Executive specifies otherwise, each Associate Member shall be considered to be in good standing.

(c) **Import Player**

players residing outside GPMBA'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 members of the Board.

Members admitted under Section 3.1(c) will not have voting privileges within the Association and will be subject to the annual surcharge as determined by the members of the board.

3.2 Membership Register

(a) GPMBA shall maintain a register of all members.

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 December 31st.** The AGM shall be held at such date, time, and place, as determined by the Board of Directors.
- (b) notice of the Annual General Meeting of the Members shall be given, not less than 21 days before such meeting, by means of last known email.
- (c) the president of GPMBA shall preside over any meeting of the Members and, at his/her discretion; may appoint a chairman to chair any meeting of the members.
- (d) a quorum at any general meeting of the Members shall be 20 voting Members in good standing providing that if 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 such place as the President of GPMBA 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 3.4 (b) hereof.
- (e) the President and/or appointed Chairperson shall have the casting vote in the event of a tie vote.
- (f) **elections held at the meeting of the Members shall be by secret ballot. After the close of the meeting, the ballots shall be destroyed.**
- (g) voting, **with exception of elections,** at a meeting of the Members shall not be by secret ballot unless the 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.

- (h) 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 financial statements for the most recent fiscal year, **which have been prepared and audited, as outlined by these bylaws**
 - (iii) to appoint an auditor(s) for the upcoming fiscal year.
 - (iv) to elect Officers and Directors
 - (v) to consider any resolution or resolutions brought before the meeting
- (i) voting privileges at Annual General Meetings will be extended to the following members in good standing:
 - (i) **ONE** parent/legal guardian shall have one vote even if multiple registrations were paid
 - (ii) for registered players 18 years of age or older, either the player **or** one parent/legal guardian
 - (iii) coaches who do not have children registered in the Association
 - (iv) Associate members

3.5 Calling Special Meetings

Members will be notified 10 business days in advance by means of email, for any special meetings held by Grande Prairie Minor Baseball Association. A quorum at any special meeting of the Members shall be 20 voting Members in good standing.

3.6 Remote Communication Meetings

Remote communication means any electronic communication including conference telephone, video conference, the internet, or any other method currently available or developed in the future by which members not present in the same physical location may simultaneously communicate with each other.

In the sole and reasonable discretion of the Board, a meeting of the Members of the Association may be held at a specific location or may be held by any means of remote communication. Where a meeting will employ remote communication, one or more Members may participate by means of remote communication or the meeting may be held solely by means of remote communication at the sole discretion of the Board. Where any remote communication is used in a meeting of the Members, all Members must be provided a reasonable opportunity to participate in the meeting. All votes or other actions taken at the meeting by means of electronic transmission must be maintained as a matter of record by the Association. Participation in a meeting using any form of remote communication will constitute presence in person at the meeting.

3.7 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 meeting in question shall not be entitled to vote at such meeting
- (c) Members shall vote in person or by virtual means only and not by proxy, mail, or other method

3.8 Liability of Members

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

3.9 Termination of Memberships

A Member's membership in GPMBA 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/her membership in GPMBA, and such request is not requesting a release
- (b) such Member fails to pay his/her registration or membership fees 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 him/herself in an improper or unbecoming manner which is likely to endanger the interest or reputation of GPMBA or on the basis that such Member has wilfully breached these Bylaws and policies set out in the GPMBA Handbook. Such expulsion shall not be effective until written notice of such expulsion has been forwarded by either registered mail, at the address shown on his/her registration, or email, to the last known email address on file, to such member. Such notice shall be deemed to have been received by such Member on the 5th day following the mailing/emailing of such notice. Such expulsion shall be subject to the appeal procedure described in section 3.10 hereof.
- (e) any Member who does not conduct him/herself in accordance with the policies, rules and regulations of the association or Baseball Alberta may have his/her membership suspended upon a majority decision of the members of the board.

Upon the termination of any Member's membership in GPMBA, all rights, claims and interests of such Member in GPMBA, including but not restricted to any refund of registration or membership fees, shall be forfeited by such Member.

3.10 Appeal Procedure Applicable to Termination of Memberships

Any Member who is expelled from GPMBA pursuant to Section 3.9 (d) or 3.9 (e) hereof shall be entitled to appeal such expulsion in accordance with the following procedure:

- (a) such Member shall forward to the President of GPMBA, within 10 days following receipt or deemed receipt of written notice of such expulsion, written notice of such Members decision to appeal such expulsion. E-mail will be accepted as written notice.
- (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 3.9 (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 decisions of such committee of the Board of Directors shall be final and such Member shall have no further right of appeal.

3.11 Member Release

No Member eligible to play within the Association's jurisdiction shall be released without the approval of the Members of the Board and in accordance with Baseball Alberta's 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 – EXECUTIVE

4.1 Designation of Executive Officers and Directors of the Board of Directors

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

- (i) President
- (ii) Vice-President
- (iii) Past-President
- (iv) Secretary
- (v) Treasurer
- (vi) Registrar

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

- (vii) Technical Director
- (viii) House League Director(s) Lil Reds / Rally Cap / Rookie / 11U / 13U / 15U / 18U
- (ix) Equipment Director
- (x) Umpire Director
- (xi) Facility Director
- (xii) Rep Director
- (xiii) Female Director
- (xiv) Grant / Sponsorship / Fundraising Director
- (xv) Any other Director positions created at the Board of Directors discretion

4.2 Designation of Executive Officers

The specific duties of the Executive Officers shall be as follows:

(i) President

The President, within the jurisdiction of the GPMBA shall:

- (a) Preside at all meetings
- (b) Not act as Director in any minor ball league during his/her term in office
- (c) Not vote on any topic unless all members are equally divided, in which case he/she shall cast the deciding vote
- (d) Decide all questions of order and conduct all meetings in a business-like manner
- (e) Ensure that all members of the Executive perform their duties in adherence with these Bylaws
- (f) Be one of three members empowered to co-sign cheques for the GPMBA
- (g) Be the main spokesperson for the GPMBA
- (h) Present the report of the Board of Directors at the Annual General Meeting
- (i) Perform such other duties as may be specified from time to time by the Board of Directors or these Bylaws.

(ii) Vice-President

The Vice-President shall:

- (a) In the absence of the President or in the event of his/her inability to act, the Vice-President shall have and exercise all the powers of the President
- (b) Be responsible for all Directors and coaches
- (c) Be one of three members empowered to co-sign cheques for the GPMBA.
- (d) Perform such other duties as may be specified from time to time by the Board of Directors or these Bylaws.

(iii) Past President

The Past President shall:

- (a) The immediate Past President shall act in an advisory capacity and carry out such duties and assignments as may be delegated by the President.

(iv) Secretary

The Secretary shall:

- (a) Attend the meetings of the members and meetings of the Executive/Directors.
- (b) Record, prepare and maintain a record of all minutes and correspondence of all Executive, Special and/or General Meetings as designated by the President.
- (d) Distribute the minutes as recorded to the Board.
- (e) Perform all general secretarial duties on behalf of the GPMBA
- (f) Prepare and send notices of meetings of the Board of Directors
- (g) Perform such other duties as may be specified from time to time by the Board of Directors or these Bylaws.

(v) Treasurer

The Treasurer shall:

- (a) Keep an accurate record of all monies received and disbursed
- (b) Deposit all monies in the bank and prepare cheques for disbursements
- (c) Be one of 3 members empowered to co-sign cheques
- (d) Ensure that all monies held in trust be maintained in a separate account
- (e) Provide a financial statement for all general and executive meetings
- (f) Ensure that an annual audit is performed by whomever is appointed at the most recent Annual General Meeting.
- (g) Perform such other duties as may be specified from time to time by the Board of Directors or these Bylaws.

(vi) Registrar

The Registrar shall:

- (a) Annually coordinate the registration process
- (b) Maintain a record of team rosters (players and team officials) for all leagues
- (c) Annually coordinate with the Rep Director, the registration of players and team officials for Rep Teams with the Baseball Alberta Association
- (d) Document all incidents requiring disciplinary action against players and/or team officials
- (e) Perform such other duties as may be specified from time to time by the Board of Directors or these Bylaws.

4.3 Designation of Directors

The director positions shall:

- (a) Attend meetings, receive updates, and vote on matters of the Board.
- (b) Fulfill their respective obligations and duties as outlined by these Bylaws and GPMBA's Policies & Procedures.
- (c) Perform such other duties as may be specified from time to time by the Board of Directors.

4.4 Powers of the Executive

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

- (a) receive donations, bequests, funds, trusts, grants, benefits and property for the purpose of furthering the objects of GPMBA provided that the Executive 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 GPMBA:
- (c) 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
- (d) appoint agents and employees of GPMBA to perform such duties as may be prescribed by the Executive or these Bylaws
- (e) institute and amend policies, procedures, and standards of conduct of GPMBA's business and affairs.
- (f) establish committees of the Board of Directors, standing otherwise, as the Executive deems necessary or desirable in order to carry on the business and affairs of GPMBA and, for such purpose, the Executive may delegate any of its powers to such committees provided that at least one member of each such committee shall be a director.

4.6 Qualifications of Executive Officers/Directors

Each Executive Officer/Director shall meet all the following qualifications, at all times, that he/she is an Executive Officer/Director

- (i) a Member in good standing
- (ii) 18 years of age or older; and
- (iii) shall not be an employee of GPMBA
- (iv) shall not hold an officer/director position on any other organization's board, where that board is deemed to have conflicting interests with GPMBA.
- (v) a person(s) sitting on an outside baseball associations Board of Directors (not including the Baseball Alberta, Baseball Canada, or Alberta Amateur Baseball Council boards) will not be permitted to attend any GPMBA proprietary meeting; this includes but is not limited to any meeting involving the following: discussion of financial statements, allocation of funds and revenue generating discussions

4.7 Election and Term of the Executive

The terms and conditions governing the election or appointment of the Executive are as follows.

- (a) the Executive shall be elected at the Annual General Meeting of GPMBA, and the term of office is two years. Elections are to be as follows:
 - (i) President, Vice-President, and Secretary are to be elected on even years
 - (ii) Registrar, and Treasurer are to be elected on odd years

This will ensure that there is past experience on the Executive at all times.

- (b) the immediate past President of GPMBA shall serve as a Director for a one-year term following his/her term as President
- (c) in the event any vacancies exist within the Executive following the election, such vacancies shall be filled by persons appointed by a majority of Executives provided.
- (d) any vacancies occurring in the Executive between Annual General Meetings shall be promptly filled by persons appointed by a majority of the Executive, provided that such newly appointed Executive shall hold office only for the unexpired portion of the vacating Executives term.
- (e) in the event that 3 or more Executive positions become vacant, appointments shall be made by the majority of the remaining Executives and Directors.

4.8 Removal of Executives/Directors

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

- (a) an Executive and/or Director shall be deemed to have resigned immediately upon such Executive and/or Director ceasing to meet all of the qualifications set out in Section 4.6 hereof.
- (b) any Executive and/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 vote of the Executives present at a meeting of the Board of Directors duly held and constituted
- (c) if any Executive and/or Director demonstrates a lack of interest in GPMBA by inactivity or if any Executive and/or Director is incompetent or unable to handle his/her elected or appointed tasks or if any Executive and/or Director conducts him/herself in an improper or unbecoming manner in which is likely to endanger the interest or reputation of GPMBA, the such Executive and/or Director may be removed from the Board of Directors by a resolution passed by a majority vote of the Executive present at a meeting of the Board of Directors duly held and constituted
- (d) any Executive and/or Director who is removed from the Board of directors in accordance with this Section 4.8 shall have the right to receive notice of and reasons for such removal but such removed Executive and/or Director shall have no right to appeal such removal.

4.9 Resignation of an Executive / Director

An Executive and/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.

4.10 Meetings of the Executive and 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 of GPMBA
- (b) a meeting of the Board of Directors may be convened at any date, time, or place upon proper notice by the Secretary of GPMBA
- (c) meetings of the Board of Directors may be held in person or by way of remote communication. Remote communication means any electronic communication including conference telephone, video conference, the internet, or any other method currently available or developed in the future by which Executives and Directors not present in the same physical location may simultaneously communicate with each other.

- (d) notice of meetings of the Board of Directors shall be given to each member at least 2 weeks before the meeting is to take place and such notice may be telephoned, e-mailed; Meetings of the Board of Directors that need to be called outside the scheduled monthly meeting will require a minimum notice of 2 days.
- (e) a quorum at any meeting of the Board of Directors shall be half of the eligible voting Executive Officers and Directors
- (f) 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
- (g) any action or vote to be taken at any meeting of the Executive and Directors may be taken without a meeting if all members of the Board or committee consent to it in writing, or by electronic means and record of the consent, along with minutes of the proceedings are maintained and filed as required by these bylaws.

4.11 Remuneration of Executive / Directors

All Executive and/or Director (with exception to the Executive Directors position) shall serve GPMBA without remuneration provided that the Board of Directors shall be entitled to reimburse any Executive or Director for all reasonable, authorized, and substantiated expenses incurred by such person with respect to the business and affairs of GPMBA.

4.12 Indemnity

Subject to the Societies Act, GPMBA shall indemnify Executive, Directors, Former Executive or former Directors, 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 Executive or Directors in respect of any civil, criminal or administrative action or proceeding to which he/she is made a party by reason of being or having been a Executive or Director if:

- (a) he/she acted honestly and in good faith with a view to the best interests of GPMBA; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he/she had a reasonable grounds for believing that his/her conduct was lawful.

GPMBA 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.

ARTICAL 5 – 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.

ARTICAL 6 – BOOKS AND RECORDS

6.1 Books and Records

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

6.2 Inspection of Books and Records by Society Members

Society members will have access to Grande Prairie Minor Baseballs books and records, any requests to inspect the books and records must be made in writing to the President by means of email president@gpmba.ca or regular mail. Requests will be honoured within 30 days of receipt of request. Books and records will be inspected at the clubhouse located at Evergreen Park, County of Grande Prairie Legal Land Description NW-31-50-5-W6. If the Clubhouse is not accessible a mutual meeting place will be decided between the President and the requester.

6.3 Annual Audit

An official financial statement setting out GPMBA's assets, liabilities, income, and expenses shall be prepared on an annual basis, after the close of the fiscal year, and be presented at each annual general meeting. The financial statement must be prepared by a registered professional accountant/accounting firm.

The official financial statement must be audited by either:

- (a) Two members of the Association, duly appointed by the Board of Directors as set out in these Bylaws; or
- (b) Two auditing designates, duly appointed by the Board of Directors as set out in these Bylaws.

In the event that the official statement is not available for the AGM, a Special Meeting of the Members will be called at a later date to approve the financials, which have been audited per 6.3 (a) or (b).

6.4 Team Accounting

Each representative team must keep a set of financial records and provide a full accounting of funds raised and used to the Association.

ARTICLE 7 – FUNDS & INVESTMENTS

7.1 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 Executive members present at the time of the vote.

7.2 Investments

Any funds invested on behalf of GPMBA must be done so in a product that is considered low risk to the society. A low-risk investment shall be a product where the initial investment is safe, and any expected returns are reliable.

ARTICLE 8 – DISSOLUTION

8.1 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 Grande Prairie Minor Baseball Association.

8.2 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 Executive may see fit. In the event of the winding up of the affairs of the GPMBA, including cash on hand or in the bank, after the payment of all outstanding accounts and other liabilities, shall be donated to a charity in Grande Prairie or non-profit organization in Grande Prairie as determined by a resolution passed by the members at a general meeting.

All monies acquired by GPMBA and held in the account(s) titled Grande Prairie Minor Baseball Association Casino account and/or Grande Prairie Minor Baseball Association Gaming Account in the event of the dissolution of the Association any assets remaining after paying debts and liabilities are to be:

- (i) disbursed to eligible charitable or religious groups or purpose; or
- (ii) transferred in trust to a municipality until such time as the assets can be transferred from the municipality to a charitable or religious group or purpose approved by the Board of the AGLC.

ARTICAL 9 - SOCIETY SEAL

Grande Prairie Minor Baseball Association does not adopt a Society seal

ARTICAL 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.