

# Society Bylaw Change - Proof of Filing

**Alberta Amendment Date: 2021/01/11**

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The Bylaws are filed as of 2021/01/11

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**Service Request Number:** 34682745  
**Corporate Access Number:** 504875782  
**Business Number:** 874727878  
**Legal Entity Name:** LEDUC BASEBALL ASSOCIATION  
**Legal Entity Status:** Active

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## Annual Return

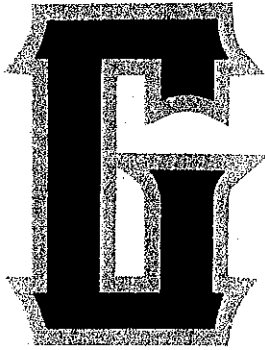
File Year	Date Filed
2020	2021/01/11
2019	2019/07/18
2018	2018/04/09

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## Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Annual Return Form	10000698000607841	1999/05/05
Annual Return Form	10000600000141327	2000/07/19
Annual Return Form	10000001000124815	2001/06/11
Annual Return Form	10000301000334906	2002/05/29
Audited Financial Statement	10000701000334909	2002/05/29
Audited Financial Statement	10000803000125419	2003/04/24
Annual Return Form	10000003000125418	2003/04/24
Audited Financial Statement	10000306101885418	2006/12/20
Audited Financial Statement	10000706101885416	2006/12/20
Audited Financial Statement	10000206101885414	2006/12/20
Annual Return Form	10000406101885413	2006/12/20
Annual Return Form	10000506101885417	2006/12/20
Supporting Documentation	10000606101885412	2006/12/20
Annual Return Form	10000906101885415	2006/12/20
Notice of Address	10000707105438455	2009/06/12

The Registrar of Corporations certifies that the information contained in this proof of filing is an accurate reproduction of the data contained in the specified service request in the official public records of Corporate Registry.



Leduc Baseball Association (LBA)  
 Suite 726, 101-5101 – 50<sup>th</sup> Avenue  
 Leduc, Alberta

RECEIVED  
 DR  
 JUN 26 2020  
 CORPORATE REGISTRY

June 8, 2020

Alberta Registries




10000307135512672

Re: Leduc Baseball Association  
 Corp # 504875782  
 Notice of By-Law changes

I hereby certify that the following special Resolution was passed at a duly constituted General Meeting of the members of the Leduc Baseball Association on February 11, 2020.

The following is the motion required to alter the by-laws:

Regan H. moves to accept the amended by-laws as presented. Kevin M. seconds. All in favor, none opposed- Carried.

  
 \_\_\_\_\_

Authorized Signature

Dawn Miller.

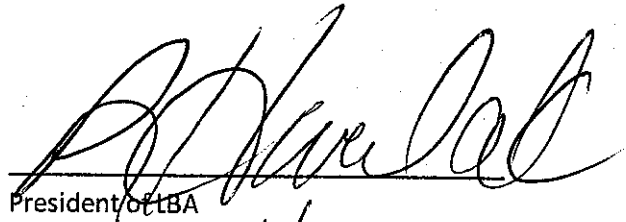
Printed name

Secretary.

Title

June 15/2020.

Date

  
 \_\_\_\_\_

President of LBA

Regan Havelak

printed name

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2020



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**Leduc Baseball Association (LBA)  
By-Laws 2020**

**Section 1.0 - The Association**

**1.1 - Introduction**

- 1.1.1 - The organization shall be known as the Leduc Baseball Association (LBA), hereinafter referred to as "The Association" or LBA for the purposes of this document.
- 1.1.2 - This association is the governing body for all minor baseball in the city of Leduc and surrounding areas in Alberta. The organization shall be in good standing with Baseball Alberta and Baseball Canada.

**1.2 - Definitions:**

- 'Annual General Meeting' - annual general meeting of members of the association.
- 'Bylaws' - means by-laws of LBA .
- 'Board' - means LBA Board of Directors.
- 'Boundary' - the area as recognized by Baseball Alberta that separates one Association from another and defines that area in which each member may register as a resident player in the Association. Area is determined by "players" physical home address.
- 'Members' - any eligible person who wishes to support the objectives of LBA may become a member upon meeting the requirements outlined in section 2.1.1.
- 'Member in good standing' - any member who has fulfilled all membership requirements as outlined in section 2.1.1.
- 'Officers' - the persons who are elected or appointed as Officers of the LBA Executive in accordance with these by-laws.
- 'Affiliation' - The Association shall be guided by the Alberta Baseball Association (Baseball Alberta) an allied member of the Canadian Federation of Amateur Baseball (Baseball Canada).

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## Section 2.0 - Membership of the Association

### 2.1 - Membership Criteria

2.1.1 - The Current members of the LBA shall consist of:

- Any parent or legal guardian, eighteen (18) years of age or older, having a player registered with LBA.
- Coaching staff and/or Managers of each baseball team that is registered with LBA.
- Any other community member interested in furthering the objectives of the LBA as approved by the Board through an Associate Membership.

2.1.2 - LBA shall have the following categories of members:

- Player members - Any person who meets the age requirement for the division offered by LBA will become a player member of The Association upon registration and payment of applicable registration fees.
- Coaching members - Any person who meets the requirements of Baseball Alberta and is a member of the coaching staff at any division level shall be a member of The Association
- Family members - Parent(s) or legal guardian(s) of a player member shall be a member of The Association providing they are 18 years of age or older.
- Associate membership - any community member interested in furthering the objectives of the LBA as approved by the Board.

2.1.3 - Members shall agree to abide by the bylaws, policies, code of conduct(s) and regulations of both Baseball Alberta and The Association. Membership shall be valid from February 1- January 31<sup>st</sup> of the following year. This agreement will be indicated by the completion of the member's registration.

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

### 2.2 - Suspension, termination and Resignation of members:

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

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

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

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- 2.2.3 - LBA reserves the right to enforce any prior suspension, expulsion or banning by any facility carrier contract that LBA holds.
- 2.2.4 - Any member may at any time resign his or her membership by providing written notice thirty(30) days prior to the date of effect.
- 2.2.5 - All decisions, ruling and interpretations of the board are final and binding upon the members, teams, players, board members, and officials.
- 2.2.6 - Any member of the Board will be, without recourse, expelled from LBA by a quorum of board members, for any proven action on his or her part that is contrary to the LBA bylaws or discipline procedures for any conduct that is detrimental to any operation of the association of fellow members.

**2.3 - Rights of Members**

- 2.3.1 - Members can request information and advice with regards to the affairs of the LBA in writing. Every effort will be made to accommodate the request, minding that the request is within the regulations of the LBA, LBA by-laws and Baseball Alberta. Any financial request will be dealt with under section 5.0, Auditing and records.
- 2.3.2 All members are able to attend any public meeting of the LBA Board.

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### Section 3.0 - Meetings

All meetings of the Association shall be governed by these by-laws, any standing rules of order and policies or procedures that may apply. In the absence of any rule, the Association will defer to Roberts Rules of Order, current edition.

#### 3.1 - Annual General Meeting

- 3.1.1 - The Annual General Meeting (AGM) shall be held once a calendar year for the purpose of electing Executive Officers, electing the Board of Directors, review and approve year-end financial statements, consider proposed resolutions and any other business deemed necessary and as required under the Societies Act.
- 3.1.2 - Due notice shall be given to all members via public posting (i.e social media) and/or public advertising (email or website) at least fourteen (14) days prior to the date of the meeting.
- 3.1.3 - The President shall preside over any meeting of the Members and, at their discretion, may appoint a chairperson to chair any meeting of the Members. In the chairs absence, the Vice-President of Operations will chair the meeting, followed by the Vice-President of Administration then the Vice-President of Finance.
- 3.1.4 - At the Annual General Meeting of the Association, the following shall be the business of the meeting:
  - Roll call of the board
  - Adoption of the Agenda
  - Adoption of the previous AGM minutes
  - Old Business
  - Report of the President
  - Report of the Secretary
  - Report of the Treasurer, including the audited financial statements according to the *Societies Act of Alberta*
  - Director and committee reports
  - Election of the board
  - Resolutions and amendments to the bylaws
  - New Business



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3.1.5 - If more than one (1) candidate is nominated for any vacant position, an election by secret ballot will be held by all members attending in accordance with Robert's Rules of Order, current edition.

**3.2 - Special General Meetings**

3.2.1 - A Special General meeting may be called at any time by the Secretary under instructions from the President or by written petition signed by at least two-thirds of the Board. The membership may also call a Special General Meeting by written petition signed by at least 20% of the membership. Such petitions must be sent to the President and shall state the reason for requesting the meeting. No other business may be conducted at a Special General meeting other than what has been given notice for.

3.2.2 - Due notice for a Special General Meeting shall be given to all members via public posting and/or public advertising (email or website) at least fourteen (14) days prior to the date of the meeting.

**3.3 - Regular General Meetings**

3.3.1 - The board of the LBA shall meet a minimum of three (3) times annually

3.3.2 - Due notice for a Regular Meeting shall be given to all members via public posting and/or public advertising (email or website) at least seven (7) days prior to the date of the meeting.

**3.4 - Special Regular Meeting**

3.4.1- A Special Regular Meeting of the Board may be called at any time during the year. The business of this meeting must pertain to only what is on the agenda.

3.4.2- The Board and if necessary, membership of the association will be given twenty-four (24) hours' notice by public posting and/or public advertising of the agenda(email or website). Where possible, personal contact may be considered notice of such meeting.

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**3.5 - Voting**

- 3.4.1 - 50% of voting board members shall constitute a quorum at all regular board meetings.
- 3.4.2 - All members of the Association who are members in good standing are entitled; and as such have the right to attend, vote and be heard at any Annual or Special General Meeting of the Association. Each member in good standing is entitled to one (1) vote on each issue brought forward, subject to the following restrictions and process:  
Voting will be by show of hand except where any member requests a secret ballot vote.
- 3.4.3 - At the discretion of the president, an email vote may be taken to avoid calling a Special Meeting as long as there are not more than five (5) board members that do not want to vote via email. This vote must be documented in the minutes of the next board meeting.
- 3.4.4 - The president shall only vote when there is a tie thus casting the decided vote.
- 3.4.5 - Board members must disclose any possible conflict of interest with an issue under motion prior to the commencement of the vote of a motion.

**3.6 - Quorum**

- 3.6.1 - A quorum for the purpose of the Annual General meeting, Special General meeting and Regular general meeting of the Association shall be majority of elected board members or ten(10) association members in good standing.
- 3.6.2 - If quorum is not present within thirty (30) minutes after the time the meeting was to commence, the following process will follow:
- 3.6.3 - The meeting shall be postponed for a period of not more than twenty-one (21) days, and the meeting shall be held at a time and place designated by the President.
- 3.6.4 - At such postponed meeting, those members present shall constitute quorum.

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## Section 4.0 - LBA Board of Directors

### 4.1 Composition

The composition of the Board of Directors may consist of up to twelve (12) elected and/or appointed voting directors. A president, Past Vice-President of Operations, Vice-President of Administration and the Vice President of Finance create the executive of the board.

4.1.1 - The following director positions are considered voting members of the board:

President, Past President, Vice President of Operations, Vice-President of Administration, Vice-President of Finance, Grassroots Director, Coaching & Risk management Director, Competitive Program Director, Recreational Director, Female Sport Director. Any voting directors of the board shall not be an employee of the LBA.

4.1.2 - The following appointed positions are considered non-voting positions:

Treasurer, Secretary, Technical Director, Umpire Coordinator, Facility Director, Marketing & Sponsorship, Procurement Director, Communications director, Registrar, Volunteer Coordinator, All level directors, Jersey & uniform coordinator, Picture Day coordinator, year-end wrap-up coordinator, any committee chair, Bingo coordinator, Casino coordinator, Fundraiser Coordinator and any other position as named by the LBA board of directors.

### 4.2 Duties of Directors

#### 4.2.1 President:

- The President shall be ex-officio a member of all Committees.
- Chair meetings of the association and of the Board.
- The president shall oversee and supervise the affairs of the association
- The President shall be the voice of the association or appoint a member to represent the association when called upon to do so.
- Adhere to the LBA Code of Conduct
- Ensure The Board of Directors follows the bylaws and policies of The Association.
- Ensure all committees are active and have adequate volunteer support.
- Ensure The Association operates in a cost efficient and cost effective manner.
- Mentor the President of Operations
- Perform any other tasks as requested by the board.

#### 4.2.2 Vice-President of Operations

- Attend all board meetings.
- In the presidents absence, chairs board meetings
- Support the President in the day-to-day operation of the association
- In the event that the President is removed or steps down the Vice-President of Operations shall assume the role of President until an election of Executive for The Association can be completed.

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- Oversee the Competitive Director, Recreational Director, Grass roots director, coaching & Risk Management director and the female sport director and their respective committees. Also to work with the umpire coordinator, technical director and the year-end wrap up coordinator
- Adhere to the LBA Code of Conduct
- Performs any other duties as assigned by the President or by the board.

**4.2.3 - Past President**

- Attend board meetings.
- Authorized to perform such duties as delegated by the Board.
- Shall, given the extent of his/her past experience, provide to the Board guidance and support in the control and management of the business and affairs of The Association
- Adhere to the LBA Code of Conduct
- Performs any other duties as assigned by the President or by the board.

**4.2.4 - Vice President of Administration**

- Attend all board meetings.
- Adhere to the LBA Code of Conduct
- Oversee the duties of the Secretary, Communications Director, Registrar, Volunteer Coordinator and the committees they may chair
- Chair the policy and governance committee
- Ensure that minutes, correspondence, records and other association documents are properly maintained and ensure that all relevant documents (as per legislation) are available to the membership, for a period of seven (7) years
- Maintain a dated record of all the Members of the LBA who have knowingly provide their contact information, in compliance with PIPA
- Books meeting rooms for LBA business as required.
- Maintain the bylaws, policy manuals and other important association documents.
- Ensures all notices are duly given in accordance with the provisions of the bylaws or as required by law.
- Performs any other duties as assigned by the President or by the board.

**4.2.5 Vice-President of Finance**

- Attend all board meetings.
- Adhere to the LBA Code of Conduct
- Review and update the board on all account balances.
- Oversee the duties and responsibilities of the treasurer, facility director, marketing & Sponsorship, Procurement Director and assist the team managers with their duties as they apply to finances
- Ensure proper financial documentation is in order and submission all gaming reports to Alberta Gaming.
- Ensure all financial reports of the association are audited as stated in the bylaws.
- Performs any other duties as assigned by the President or by the board.

**4.2.6 - Coaching & Risk Management Director:**

- Attend all board meetings.

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- Adhere to the LBA Code of Conduct
- Oversee the selection, mentorship and retention of coaches at all levels with LBA according to the policies of the association. Further to Chair the Coach Selection committee
- Coordinates reports, and requests in regards to Risk Management for the association
- Prepare Emergency Report Plans for LBA.
- Any other duties as assigned by the President or by the Board.

**4.2.7 Competitive Program Director:**

- Attend board meetings.
- Adhere to the LBA Code of Conduct
- Member of the Coach Selection committee
- Chair and coordinate evaluation and tryouts for the LBA competitive program
- Liaison of Competitive Program
- Any other duties as assigned by the President or by the Board

**4.2.8 Grass Roots Program Director: (Intro to baseball, Rally cap, Rookie)**

- Attend board all meetings.
- Appoint level coordinators and provide mentorship
- Member of the Recreational Coach selection committee
- Assist with player and team evaluations
- Adhere to the LBA Code of Conduct
- Any other duties as assigned by the President or by the Board

**4.2.9 Recreational Program Director:**

- Attend all board meetings.
- Appoint level coordinators with consultation of coaching director and provide mentorship
- Member of the Coach selection committee
- Assist with player and team evaluations to ensure evenly skill team placements
- Adhere to the LBA Code of Conduct
- Any other duties as assigned by the President or by the Board

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**4.2.10 Female Sport Director**

- Attend all board meetings.
- Coordinate and promote female athletes in the Leduc Baseball Association
- Assist with player evaluations, tryouts and team placement selections
- Adhere to the LBA Code of Conduct
- Any other duties as assigned by the President or by the Board

**4.2.11 – All other roles and duties as appointed by the Board of Directors shall:**

- Attend board meetings as required.
- Adhere to the LBA Code of Conduct
- Adhere to duty roles in LBA policy
- Any other duties as assigned by the President or by the Board

**4.3 – Role of the Board**

- 4.3.1 – All members of the board are expected to conduct their duties such as to promote good business practices.
- 4.3.2 – Two or more board positions may be held by one member through a motion of the board.
- 4.3.3 – All decisions, rulings and interpretations of the board are final and binding upon the members, teams, players, board members and officials.
- 4.3.4 – No LBA voting board member shall receive any remuneration for their volunteer services as it relates to their LBA position and duties relating to that position.
- 4.3.5 - Each and every board member shall be deemed to have assumed office on the express condition that the board member, his/her heirs, executors, administrators and estate and effects respectively shall at all times be indemnified and saved harmless out of the funds of the LBA against all costs, charges and expenses whatsoever, such board member sustains or incurs in any action or proceeding which is brought or prosecuted against him/her in respect of any act or matter done or permitted by him/her in the execution of the duties of his/her office and also costs, charges and expenses which he/she may sustain or incur in relation to the affairs of the LBA except such costs, charges and expenses as are occasioned by his/her own fraud, dishonesty, willful neglect or default.

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- 4.3.6 - No board member of the LBA shall be liable for the acts, receipts, neglects or defaults of any other board member or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the LBA through the insufficiency or deficiency of title to any property acquired by order of the board members for or on behalf of the LBA for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the association shall be placed out or invested or for any loss or damage arising from bankruptcy, insolvency or wrongful act of any person, firm or corporation with whom any moneys, securities or effects shall be lodged or deposited or for any loss occasioned by an oversight or error in the judgment on his/her part or for any other loss, damage or misfortune which may happen in the exercise of his/her respective duties or trust or in relation thereto unless the same shall happen by his/her own or through his/her own willful act or default.
- 4.3.7 - Board members may rely upon the accuracy of any statement or report prepared by the LBA's auditors and shall not be responsible or held liable for any loss or damage resulting from acting upon such statement or report.

**4.4 - Term of Office**

- 4.4.1 - That upon acceptance of these by-laws, that all voting members be elected at an AGM, in compliance with these by-laws, in the year these by-laws are accepted.
- 4.4.2 A term is defined for voting members as two (2) years, from the end of an AGM where an election took place, to the conclusion of the following AGM in the appropriate year.
- 4.4.3 That after the initial AGM of electing a new board as above, the following voting members are elected in even years: President, Vice President of Administration, Coaching & Risk Management Director, Recreational Director and Female Sport Director.
- 4.4.4 That after the initial AGM of electing a new board as above, the following voting members are elected in odd years: Vice-President of Operations, Vice-President of Finance, Competitive Director, Grass Roots Director.
- 4.4.5 All appointed, positions are for a term of one (1) year, from the end of an AGM to the conclusion of the following AGM.
- 4.4.6 In the event that any position is not filled or becomes vacant, the LBA Board may appoint a person to the vacant position at any board meeting, according to policies and procedures of the Association until the next AGM where the position is then open to elections

**4.5 Committees of the Board**

- 4.5.1 The board may form committees at any time during the year as it sees fit in order to fulfill its duties, obligations and goals

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- 4.5.2 The board of directors will appoint Chairs to each committee, in accordance with these by-laws. Any Chair of a committee must be a member in good standing with the association and may be a member of the LBA board.
- 4.5.3 The committee chair will ensure that the committee adheres to the policies of the Association
- 4.5.4 Any member in good standing of the Association may be on any committee as agreed to by the Chair of the Committee and the Board of Directors

**Section 5.0 - Auditing and Records**

- 5.1 The books, accounts and records of the Secretary and Treasurer shall be audited once each year by two (2) members of LBA that do not have signing authority on any LBA financial accounts.
- 5.2 - The books and records of the Association may be inspected by any member in good standing of the LBA at the Annual Meeting or any time upon giving reasonable, written notice.
- 5.6.5 - All financial records shall be kept in accordance with the *Societies Act of Alberta*

**Section 6.0 - Amendments to Bylaws**

- 6.1 - Amendments to the By-Laws shall be made at an Annual General Meeting or a Special General Meeting called for that purpose.
- 6.2 - Any proposed amendment or addition to the By-Laws must receive seventy-five percent (75%) of the votes. Any proposed amendment to the by-laws may be submitted to the Vice-President of Administration at least seven days prior to the date of the scheduled AGM.
- 6.3 - An amendment may be considered at the Annual Meeting without required notice in the unanimous consent of the voting members present.

**Section 7.0 - Dissolution:**

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

**Section 8.0 - Borrowing Powers:**

- 8.1 - For the purpose of carrying out its objects, the society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the society, and in no case shall debentures be issued without the sanction of a special resolution of the society.