

# Lloydminster Minor Ball Association

## Bylaws

September 2018

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## **Bylaw Introduction**

The following bylaws will serve as the governance structure of the Lloydminster Minor Ball Association. Future references to the Association will refer to the Lloydminster Minor Ball Association (LMBA). The bylaws contained in this document will comply with the bylaws, rules and regulations of both the Saskatchewan Baseball Association (SBA) and Baseball Canada as applicable.

## **Section 1 – Title**

- 1.1 These bylaws may be cited as the Bylaws of the Lloydminster Minor Ball Association.

## **Section 2 – Interpretation**

- 2.1 In these bylaws:
- a) “Association” means Lloydminster Minor Ball Association;
  - b) “resident” means an individual who resides in Lloydminster or surrounding area.
- 2.2 The term “ex officio” means by virtue of his office and does not limit the rights, duties and capacity of any person who is, ex officio, a director, member of a committee or the holder of any other office.
- 2.3 In these bylaws any word or expression used but not defined has, unless the context otherwise requires, the same meaning as in the Act.

## **Section 3 - Association Purpose**

### 3.0 Purpose and Objective of the LMBA

- 3.1 To provide the ideal of good citizenship and fair play in amateur sport by providing and coordinating baseball competition at various age levels.
- 3.2 To promote the games of baseball as it fits into the community of Lloydminster.
- 3.3 To provide opportunities for children to develop fundamentals while experiencing fun and fitness.
- 3.4 To build lifelong citizenship skills in our children.

## **Section 4 – Membership**

- 4.0 Membership of the Association shall consist of:
- a) regular members; and
  - b) associate members.
- 4.0.1 A regular member is entitled to all privileges of membership including the right to vote at meetings of members.

4.0.2 An associate member is entitled to all privileges of members except the right to vote at meetings of members.

#### 4.1 Eligible Members

4.1.1 Any resident of Lloydminster or area who is at least 18 years of age is eligible for admission to membership as a regular member if they coach, volunteer, or are a parent of that participating player in the Lloydminster Minor Ball Association.

4.1.2 Any person 18 and under is eligible for admission to the membership as an associate member if he or she participates as a player in the Lloydminster Minor Ball Association.

4.1.3 A member of the Association is in or believes they are in a conflict of interest position, they must declare so and remove themselves from all discussion and voting on the item.

#### 4.2 Membership Fees

4.2.1 Membership fees payable to the Association shall be prescribed by the Executive.

4.2.2 Any person who is eligible for admission to membership may, upon payment of the prescribed fee, be admitted to membership by resolution of the directors in the class to which he or she is eligible. Executive holds the right to waive membership fees when deemed appropriate.

4.2.3 Upon termination of membership without just cause or otherwise, a member is not entitled to any refund of membership fees paid.

#### 4.3 Termination of Membership

4.3.1 Any member may withdraw from the Association by delivering a written resignation to an executive member.

4.3.2 Any member may be required to resign by vote of three-quarters (3/4) of the members at an annual meeting.

4.3.3 Persons expelled from the association shall forfeit all voting privileges, coaching and managing positions, hold an elected position within the LMBA, and lose all rights held within the association.

4.3.4 Persons expelled from the Association exercise the right to appeal the

decision in writing within (7) days of the Board's decision. Parameters of the appeal process will follow the description in section 7 of the LMBA bylaws.

## **Section 5 – Meetings**

### 5.0 Annual General Meeting

- 5.0.1 The LMBA Annual general Meeting (AGM) will be held prior to September 30th of each calendar year.
- 5.0.2 Notice of the time and place of a meeting of members shall be sent, not less than seven (7) days or more than thirty (30) days prior to the meeting to each member entitled to attend the meeting.
- 5.0.3 Voting at a meeting of members shall be by show of hands except where a ballot is demanded by a member either before or after a vote by a show of hands.
- 5.0.4 Voting on issues shall be decided by a simple majority of the eligible members present. There will be no proxy votes. Each member will have one (1) vote regardless of the position(s) held within the Association. The President is not entitled to a vote on an issue, unless it is to break a tie.
- 5.0.5 Six members personally present at the opening of the Annual General Meeting shall constitute a quorum.
- 5.0.6 The President will chair the meeting. If the President is unable to do so, another member of the executive appointed by the attending executive members will serve as chairperson.
- 5.0.7 The order of business for the annual meeting will be as follows:
  - o Reading of the minutes;
  - o Report of the President;
  - o Report of the Treasurer;
  - o Report of the Vice-President;
  - o Resolutions;
  - o Elections;
  - o General Business;
  - o Adjournment
- 5.0.8 The conduct of meetings shall be governed by the latest revised edition of Roberts Rules of Order.

## 5.1 Meetings of the Executive

- 5.1.1. A minimum of (2) board meetings per year shall be held per year. There is no set date for these meetings.
- 5.1.2. Every executive member shall be given at least five days notice of every meeting of the executive.
- 5.1.3. The executive may at any meeting decide to hold regular meetings by adopting a resolution stating the day, hour and place of each regular meeting and no further notice of those meetings shall be required.
- 5.1.4. An executive member may waive notice of a meeting by his attendance at a meeting or, if not in attendance, by so stating by letter, telephone or otherwise.
- 5.1.5. A majority of the executive constitutes a quorum at an executive meeting.

## **Section 6 – Executive**

### 6.0 Executive Positions

- 6.0.1. The executive of the Association shall consist of:
  - a) a president (1 year term);
  - b) a vice-president (2 year term);
  - c) a treasurer (1 year term);
  - d) a secretary (2 year term);
  - e) a ways and means director (1 year term);
  - f) and an equipment manager (1 year term)

### 6.1 – Term of Office

- 6.0.2. Each member of the executive shall be elected at an annual meeting to hold office until the end of the term stated in 6.0.1. An executive member may resign his/her position prior to the end of term if circumstances arise.
- 6.0.3. The Association may, by ordinary resolution, at a meeting of members called for the purpose, remove any executive member from office.

6.0.4 The executive, or members in general meeting, may fill any vacancy among the executive by appointing a director to hold office for the unexpired term of the director who he is replacing.

## 6.1 Qualifications of a Member of the Executive

6.1.1 A member of the executive must be an association member to qualify or hold office as an executive member.

## 6.2 Duties of the Executive

6.2.1 The executive shall manage the activities and affairs of the Association.

6.2.2 Every member of the executive and officer of the Association shall act honestly and in good faith with a view to the best interests of the Association and shall exercise the care, diligence and skill that a reasonable prudent person would exercise in comparable circumstances.

6.2.3 The president shall be the chief executive officer of the Association and it shall be his/her duty to be vigilant and active in promoting the objects of the Association. The president shall preside at meetings of the Association and the executive and may be present at meetings of various leagues within the Association. If the President is unable to do so, another member of the executive appointed by the attending executive members will serve as chairperson.

6.2.4 The vice president shall assist the president in the performance of his/her duties and shall coordinate all baseball activities of the Association, including the appointment of the division directors.

6.2.5 The secretary shall be responsible for all official correspondence, minutes and distribution of the same.

6.2.6 The treasurer shall provide complete financial reports at each executive meeting and provide annual financial statements of the Association for approval at the annual meeting.

6.2.7 The ways and means director shall work with the members of the executive to implement and oversee the income generating activities of the association.

- 6.2.8 The equipment manager shall work with the president and vice-president to ensure that all necessary equipment is available to the association for the players' use.

## **Section 7 – Committees**

### 7.0 Standing Committees

- 7.0.1 Grievance Committee consisting of the president, vice president and the division officer for the age group involved.

### 7.1 Formation of Committees

- 7.1.1 The executive may provide for special committees and assign duties to them.
- 7.1.2 The committee chairman shall be appointed from the executive by the president but every appointment shall be subject to confirmation by the executive.
- 7.1.3 The members of each committee shall be appointed by its chairman and approved by the executive.
- 7.1.4 The number of members on a committee shall be determined by the chairman of the committee. A list of participants will be forwarded to the executive.
- 7.1.5 Committee members may meet, adjourn and otherwise regulate their meetings as they determine.

## Section 8 – Financial Affairs

### 8.0 Fiscal Year

- 8.0.1 The fiscal year of the Association shall end on the 31<sup>st</sup> day of August of each year.

### 8.1 Records

- 8.1.1 The executive shall cause to be kept proper records and accounts of all transactions of the Association. The books and records of the Association may be inspected by any member at the annual meeting and at any other time upon giving reasonable notice to the treasurer or other officers having charge

of the same. Each executive member shall at all times have access to such books and records.

## 8.2 Budget

8.2.1 Each year, on or before the commencement of the new fiscal year, a budget setting forth the details of the estimated revenues and expenditures of the Association for the ensuing fiscal year shall be prepared and submitted to the executive.

8.2.2 For the purpose of carrying out its objects, the association may borrow or raise or secure the payment of money in such manner as it thinks fit. This authority shall only be exercised with the approval of three-quarters (3/4) of the regular members at a special or annual meeting.

## 8.3 - Financial Disclosure

8.3.1 The directors shall place before the members at every annual meeting:

- a) financial statements for the past fiscal year;
- b) the report of the auditor/reviewer (if completed); and
- c) any information in respect to the financial affairs of the Association.

8.3.2 The executive shall approve the financial statements and shall evidence their approval by the signature of two members.

8.3.3 No financial statement shall be released or circulated unless it has been approved by the executive and/or is accompanied by the report of the auditor.

8.3.4 The Association shall make available at the office of the Association all financial records and that any member may, upon request, obtain a copy free of charge to his address or by contracting the president.

8.3.5 The financial statements shall be audited at least once each year by either:

- a) a duly qualified accountant; or
- b) two of the Association's executive members.

## 8.4 Funds to be in the Name of the Association

8.4.1 All funds are to be deposited in one or more accounts in the name of the Association at a chartered bank, trust company or credit union, designated by the executive.

8.4.2 All cheques, promissory notes, bills of exchange or other negotiable

8.4.3 instruments shall be executed in the name of the Association and signed in accordance with resolutions passed by the executive for that purpose.

## 8.5 Remuneration of Executive

- 8.5.1 No remuneration shall be paid to the members of the Association other than compensation for travel and sustenance while on Association business at rates approved by the members in general meeting.

## Section 9 – Liquidation and Dissolution

### 9.0 Distribution of Remaining Property

- 9.0.1 The remaining property of the Association shall, in the course of liquidation and dissolution, be distributed in accordance with the articles of the Association.
- 9.0.2 The articles provide that the remaining property of the Association shall, in the course of a liquidation and dissolution, be transferred to a registered charity or “qualified done” within the meaning of the Income Tax Act of Canada.

## Section 10 – Amendment to Bylaws

### 10.0 Procedures to Amend

- 10.0.1 – The by-laws of the Association, may be repealed or amended by “special resolution” of the membership as defined under the Non-Profit Corporations Act of Saskatchewan.
- 10.0.2 – The by-law shall not take effect until it is filed with the Corporations Branch.
- 10.0.3 – All amendments to the by-laws shall be filed with the Minutes of the Association.
- 10.0.4 – Notice of amendment of the by-laws shall be submitted to all members of the Association at the next annual meeting.
- 10.0.5 – The secretary of the Association shall hold and provide, upon request, a copy of the by-laws and any amendments thereto.
- 10.0.6 – Every by-law and every amendment or repeal thereof shall be distributed to the membership before its effective date.

Dated the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_.

\_\_\_\_\_  
President (Signature)

\_\_\_\_\_  
Name Printed

\_\_\_\_\_  
Vice-President (Signature)

\_\_\_\_\_  
Name Printed

\_\_\_\_\_  
Secretary (Signature)

\_\_\_\_\_  
Name Printed

\_\_\_\_\_  
Treasurer (Signature)

\_\_\_\_\_  
Name Printed

\_\_\_\_\_  
Ways and Means Director (Signature)

\_\_\_\_\_  
Name Printed

\_\_\_\_\_  
Equipment Manager (Signature)

\_\_\_\_\_  
Name Printed