

Bylaws of the Olds Minor Softball Association

ARTICLE I - MEMBERSHIP

- A. Membership in the Association may be obtained by any person interested in furthering the goals of the Association by applying in writing for membership with the Secretary of the Association. Annual registration forms are deemed to be written membership applications.
- B. Memberships are issued at one per family unit. All parents/guardians and siblings under the age of eighteen (18) living at the same address are recognized under a single membership. The administration of membership rights for family arrangements outside this situation will be considered by the Board on a case by case basis.
- C. Membership is limited to residents of Alberta but those residing outside Alberta may apply in writing to the Board for special exemption. A quorum vote is required to grant exemption.
- D. Members have the right to enjoy the full benefits and privileges of belonging to the Association. This includes, but is not limited to, the ability to cast a vote at any general meeting, the ability to stand for election to a Board position and the ability to be appointed to committees or to roles on teams by the Board.
- E. Members may voluntarily withdraw from the Association and may notify the Secretary in writing as to their intentions.
- F. If any member shall wilfully violate or fail to comply with the bylaws, policies, rules, guidelines or procedures of this Association, decisions of the Board or be guilty of any conduct which is deemed detrimental to the welfare of the Association, or be in arrears for fees and assessments for any year, such member shall be liable to suspension by a 75% majority of the Board, provided that such member shall have the opportunity to appear before and be heard by the Board prior to any vote to suspend such membership.
- G. Any legal action, including but not limited to court action, taken against the association, executive, and/or board shall be deemed conduct detrimental to the welfare of the association.
- H. The Board may restrict or deny a member's benefits or privileges as part of a disciplinary process.
- I. In emergent situations, the President shall be empowered to temporarily suspend a member for a period of up to 14 days.
- J. The Board may suspend a member for a specified period of time, until specified conditions are met or both. Suspensions cannot extend beyond the term of the membership, but the circumstances related to the suspension can certainly be considered should a new application for membership be filed. Suspensions may be applied to the entire membership unit or to individual(s) within that unit.
- K. Voting on any matter may only occur in person by the member, unless specifically designated by the Board on an individual matter.
- L. Unless renewed prior to expiration, all memberships except those of duly elected Board members, will be deemed to expire on March 31 following the ball season.

ARTICLE II - MEETINGS

- A. The Association shall hold an Annual General Meeting in the month of October and a pre-season General Meeting prior to May 1 in each year publicized by email, on the Association website (if applicable), or in the local paper(s), not less than seven days prior to the said meeting.
- B. Every other meeting of the members, other than an Annual General Meeting or General Meeting, is a Special Meeting.
- C. All Special Meetings shall be called by the President or, in his absence, the Vice-President by publicizing the reason and the date for the meeting by email, on the Association website (if applicable), or in the local paper(s) not less than seven days prior to the said meeting.
- D. Any member in good standing wanting to call a Special Meeting may present the President with a petition, signed by at least 10 members of the Association, stating the reason for such meeting. Upon receipt of such petition, the President shall call a Special Meeting of the members stating the reason for such meeting.
- E. Any 4 members present at a General or Special Meeting shall constitute a quorum.
- F. Meetings of the Board or the Executive shall be called by the President or, in his absence, the Vice-President. At least 50% of the members of the Board or Executive shall be required to be present to constitute a quorum at any meetings of the Board or Executive.
- G. Elections shall occur at the October General Meeting for the following season.

ARTICLE III - DIRECTORS AND OFFICERS

- A. The Association will be governed by a Board of Directors consisting of a minimum of 4 and a maximum of 14 members. The Executive members will be the President, Vice-President, Secretary, and Treasurer. Other Board members may include the Past President, Registrar, Equipment Coordinator, Coach Coordinator, Scheduling Coordinator, Apparel Coordinator, Player Development Coordinator, U10 Coordinator, U12 Coordinator, U14 Coordinator, U16/U19 Coordinator.
- B. All members of the Board shall be deemed to be directors. The Executive members will be deemed to be officers.
- C. All Board positions will be elected to a two-year term except for Past President which is a transitional position. President, Vice-President, Registrar, Equipment Coordinator, Scheduling Coordinator, U10 Coordinator and U12 Coordinator shall be elected in even years. Secretary, Treasurer, Coach Coordinator, Apparel Coordinator, Player Development Coordinator, U14 Coordinator and U16/U19 Coordinator shall be elected in odd years. Should any position become vacant prior to its term expiring, at the discretion of the board it may a) appoint a member to the position for the remaining duration of the term OR b) wait until the next general meeting to have an election to fill the position for the remaining duration of the term OR c) operate with the position vacant until the next scheduled election of that position.

- D. Notwithstanding Article III(c) above, if the position of President becomes vacant prior to the expiration of the term the Vice-President will immediately assume the position of President. The board, at its discretion, may then a) appoint a member to the position of Vice-President for the remaining duration of the term OR b) wait until the next general meeting to have an election to fill the position of Vice-President for the remaining duration of the term OR c) operate with the position of Vice-President vacant until the next scheduled election of that position.
- E. The Board shall, subject to the Societies Act, the bylaws, or direction through policy given it by a 75% majority vote at any general meeting of the members of the Association properly called and constituted, have control and management of the day-to-day business and affairs of the Association.
- F. The Board of the Association shall be empowered by a 75% majority vote of the members of the Board, to dismiss any member of said Board a) whose conduct is detrimental to the best interest of the Association b) who misses 3 consecutive meetings or who fails to attend 75% of the meetings over a twelve-month period.
- G. The Board shall supervise the collections and authorize the expenditures of the funds of the Association provided always that funds coming into the Association shall be allocated in accordance with the purpose so intended.
- H. The Board shall interpret, define and settle all provisions of the bylaws of the Association and shall adjudicate all disputes arising within the Association. The Board shall have the authority to institute policies or arbitration proceedings to deal with grievances.
- I. The Board shall appoint a delegate to liaison with the Alberta Amateur Softball Association (aka Softball Alberta).
- J. Members of the Board shall not be entitled to any income for duties performed as officers or directors of the Association. They shall however be entitled for reimbursement of out-of-pocket expenses upon providing documentation of such expenditures.
- K. The Board shall be empowered to set up any committee or sub-committee to further the goals of the Association.

ARTICLE IV - DUTIES OF THE OFFICERS

- A. The President, or Vice-President in his absence, shall arrange the time, place and the agenda for all meetings of the Association, the Board and the Executive and shall sit as chair for all of these meetings.
- B. The President shall arrange to include on the agenda at the Annual General Meeting a full report of all activities of the Association including an audited financial report and reports of activities of the Board and committees. The President shall be ex-officio a member of all Committees.
- C. It shall be the duty of the Secretary to attend all meetings of the Association, the Board and of the Executive and to keep accurate minutes of the same. In case of the absence of the Secretary, the duties will be discharged by such officer as may be appointed by the Chair. The Secretary shall have charge of all the correspondence of the Association and be under the direction of the

President. Previous meeting adopted minutes and current meeting draft minutes for Board or executive meeting minutes shall be distributed by email to all board or executive members within 14 days of meeting. Previous general meeting adopted minutes and current general meeting draft minutes shall be distributed by email to board members and posted on the association website (if applicable) within 14 days of the general meeting.

- D. The Secretary shall also keep a current list of all the members of the Association and Board as well as their addresses, phone numbers and email addresses. The Secretary shall send notices of the various meetings as required.
- E. The Treasurer shall keep proper accounting records of the financial affairs of the Association and present regular reports to the Board as directed by the President.
- F. In the event that the President of the Association is unable or unwilling to fulfil his duties, the Vice-President will assume the role of President of the Association.

ARTICLE V - FINANCES AND FINANCIAL RECORDS

- A. All funds of the Association shall be deposited in an accredited banking institution, authorized by the Board, to an account in the name of the Association. For the purpose of carrying out its objectives, the Association may borrow, raise or secure the payments of money in such a manner as the Board deems necessary.
- B. The signing authorities shall be any two of the President, Vice-President, Treasurer or Secretary of the Association. Furthermore, the Board, from time to time, may deem it necessary to add another person to the list of those eligible to sign on behalf of the Association.
- C. No one with signing authority for the Association shall sign a cheque payable to themselves.
- D. The fiscal year end of the Association shall be Dec 31st.
- E. The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant or by two members of the Association appointed for that purpose. A complete and proper financial statement shall be presented by such auditor to the Board at their meeting in October prior to the Annual General Meeting of the Association, where a copy of the auditor's report will be available for review.
- F. The books and records of the Association may be inspected by any member of the Association at any time upon giving 5 business days notice and arranging a time satisfactory to the officer or officers having charge of same. Each member of the Board shall have reasonable access to such books and records at all times.

ARTICLE VI - VOTING

- A. If two or more names are nominated for any Board or Executive position, voting shall be conducted by secret ballot.
- B. The Past President will not cast a vote at Board meetings.

- C. The vote of the President at any meeting shall be cast only in the event of a tie.
- D. All members in good standing present at a General Meeting or Special Meeting and all members of the Board in good standing present at a meeting of the Board will have the right to vote.
- E. Unless a secret ballot is requested by any member or director entitled to vote at any meetings, all resolutions (except special resolutions or where otherwise specified) shall be passed by a simple majority show of hands.

ARTICLE VII - AMENDMENTS

- A. Amendments or alterations to the bylaws shall only be at a general meeting of the members of the Association called for that purpose, after notice in writing to the members provided by the Secretary 21 days prior to the meeting, and then, only by a 75% majority vote of the members present, or otherwise as provided by the Societies Act. Posting the information to the web site will be considered a form of providing notice in writing. The Secretary shall communicate each proposed amendment or alteration with the notice of the general meeting.

ARTICLE VIII - DISSOLUTION

- A. Upon dissolution of the Association, any assets remaining after paying all debts and liabilities shall be disbursed to STARS Air Ambulance, Charitable Registration #895094761RROOL.

ARTICLE IX – SEAL

- A. The Association shall have a corporate seal which shall be of such form and device as may be adopted by the Directors, and the Directors may make such provisions as they see fit with respect to the affixing of the said seal and the appointment of a Director or Directors or other persons, to attest by their signatures that such seal was duly affixed.
- B. The corporate seal shall be retained in the office of the Association by the Secretary or Secretary-Treasurer of the Association.

Approved December __, 2018

Signature: _____ Print Name: _____	Address: _____ Street # _____ City/ Town _____ Province _____ Postcode _____
Signature: _____ Print Name: _____	Address: _____ Street # _____ City/ Town _____ Province _____ Postcode _____
Signature: _____ Print Name: _____	Address: _____ Street # _____ City/ Town _____ Province _____ Postcode _____
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