

**RED DEER MINOR BASEBALL ASSOCIATION  
BY-LAWS**

**ARTICLE I                      GENERAL**

1.1     Purpose – These By-laws relate to the general conduct of the affairs of the Red Deer Minor Baseball Association.

1.2     Definitions – The following terms have these meanings in these By-laws:

- a) *Act* – the *Alberta Societies Act* as amended from time to time and any legislation that may be substituted therefore.
- b) *Auditor* – an individual, partnership, or corporation appointed by the Members at the Annual Meeting to audit the books, accounts, and records of the Society for a report to the Members at the next Annual Meeting in accordance with the Act.
- c) *Board* – the Board of Directors of the Society.
- d) *Days* – days including weekends and holidays.
- e) *Director* – an individual elected or appointed to serve on the Board pursuant to these By-laws.
- f) *In Writing* – shall include both hard copy and electronic communication in a form determined appropriate by the Board.
- g) *Officer* – an individual elected or appointed to serve as an Officer of the Society pursuant to these By-laws.
- h) *Ordinary Resolution* – a resolution passed by a majority of the votes cast on that resolution or consented to by all voting Members entitled to vote on that resolution.
- i) *Registrar* – means the Registrar of Corporations or a Deputy Registrar of Corporations appointed under section 263 of the *Alberta Business Corporations Act*.
- j) *Society* – Red Deer Minor Baseball Association.
- k) *Special Resolution* –
  - i. A resolution passed by no less than three-fourths (3/4) of the votes cast at a meeting of Members for which at least twenty-one (21) days' notice has been given specifying the intention of the resolution; or
  - ii. A resolution proposed and passed as a special resolution at a meeting of Members of which less than twenty-one (21) days' notice has been given provided all the Members entitled to attend and vote at the meeting so agree; or
  - iii. A resolution consented to in writing by all Members who would have been entitled at a meeting of the Members to vote on that resolution.

1.1     Registered Office – The registered office of the Society will be located within the Province of Alberta. The Registrar shall be notified of any change in location of the head office in accordance with the Act.

1.3     No Gain for Members – The Society will be carried on without the purpose of gain for its Members and any profits or other accretions to the Society will be used in promoting its objects.

1.4     Ruling on By-laws – Except as provided in the Act, the Board will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Society.

1.5     Conduct of Meetings – Unless otherwise specified in these By-laws, meetings of the Members and meetings of the Board will be conducted according to Robert's Rules of Order (current edition).

1.6 Interpretation – Words importing the singular will include the plural and vice versa and words importing persons will include bodies corporate. Words importing an organization name, title, or program will include any successor organizational name, title, or program.

## **ARTICLE II MEMBERSHIP**

2.1 Categories – The Society has the following category of Member:

- a) Athlete Member – Any athlete who is registered directly with the Society.
- b) Non-Athlete Member – Any individual (such as a coach, manager, and team official) who participates in the activities of the Society and who has registered with the Society.

2.2 Registration – Each category of Member must register with the Society and agree to abide by the Society's By-laws, policies, procedures, rules and regulations or, if the Member is under the age of 18, have a parent or guardian agree to abide by the Society's By-laws, policies, procedures, rules and regulations on behalf of the Member.

### **Authority of Members**

2.3 Membership Authority – The Members of the Society will have the following powers:

- a) To appoint the Auditor
- b) To amend the By-laws
- c) To elect Directors; and
- d) As provided in the Act and in these By-laws

### **Admission and Renewal of Members**

2.4 Admission and Renewal of Members – Any candidate will be admitted or renewed as a Member if:

- a) The candidate member makes an application for membership in a manner prescribed by the Society;
- b) The candidate member was previously a Member, the candidate member was a Member in good standing when the candidate ceased to be a Member;
- c) The candidate member has paid fees as prescribed by the Board;
- d) The candidate member agrees to uphold and comply with the Society's governing documents;
- e) The candidate member meets any other condition of membership determined by the Board;
- f) The candidate member has met the applicable definition listed in Section 2.1; and
- g) The candidate member has been approved by Ordinary Resolution by the Board or by any committee or individual delegated this authority by the Board.

### **Membership Fees and Duration**

2.5 Duration – Unless otherwise determined by the Board, membership with the Society begins on the date the Board (or designate) accepts the candidate member's registration and ends on a date determined by the Board (or designate) common to all Members or when the Member resigns or is terminated from membership.

2.6 Fees – Membership fees will be determined by the Board.

2.7 Deadline – Members will be notified in writing of the membership fees at any time payable, and if the membership fees are not paid within sixty (60) days of the membership renewal date or notice of default, the Member in default will automatically cease to be a Member of the Society.

### **Transfer, Suspension, and Termination of Membership**

2.8 Transfer – Membership in the Society is non-transferable.

2.9 Suspension – A Member may be suspended, pending the outcome of a discipline hearing in accordance with the Society’s policies related to discipline, or by Special Resolution of the Board at a meeting of the Board provided the Member has been given notice of and the opportunity to be heard at such meeting.

2.10 Effects of Suspension – A suspended Member is not in good standing, may not vote at meetings of the Members, is not permitted to have any sport-related involvement with the Society, and may be subject to a probationary period before being reinstated to good standing.

2.11 Termination – Membership in the Society will terminate immediately upon:

- a) The expiration of the Member’s membership, unless renewed in accordance with these By-laws;
- b) The Member fails to maintain any of the qualifications or conditions of membership described in Section 2.1 of these By-laws;
- c) Resignation by the Member by giving written notice to the Society;
- d) Dissolution of the Society;
- e) A decision made by the Board (or designate) or a disciplinary panel in accordance with these By-laws or the Society’s policies;
- f) The Member’s death; or
- g) By Ordinary Resolution of the Board or of the Members at a duly called meeting, provided fifteen (15) days’ notice is given and the Member is provided with reasons and the opportunity to be heard. Notice will set out the reasons for termination of membership and the Member receiving the notice will be entitled to submit a written submission opposing the termination.

2.12 May Not Resign – A Member may not resign from the Society when the Member is subject to disciplinary investigation or action by the Society.

2.13 Arrears – A Member will be expelled from the Society for failing to pay membership dues or monies owed to the Society by the deadline dates prescribed by the Board. Any dues, subscriptions, or other monies owed to the Society by suspended or expelled Members will remain due.

2.14 Discipline – A Member may be disciplined in accordance with the Society’s policies and procedures relating to the discipline of Members or, upon fifteen (15) days’ written notice to a Member the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles or By-laws. The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than five (5) days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

### **Good Standing**

2.15 Definition – A Member will be in good standing provided that the Member:

- a) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
- b) Has completed and remitted all documents as required by the Society;
- c) Has complied with the By-laws, policies, and rules of the Society;
- d) Is not subject to a disciplinary investigation or action by the Society, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
- e) Has paid all required membership fees.

2.16 Privileges of Good Standing - Subject to these By-laws and other governing documents of the Society, Members in good standing may be entitled to the following privileges:

- a) To attend, participate, and vote at meetings of the Members;
- b) To participate in the Society's activities; and
- c) To participate in other events associated with the Society.

2.17 Cease to be in Good Standing – Members that cease to be in good standing, as determined by the Board (or designate) or a disciplinary panel, will not be entitled to vote at meetings of the Members or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing.

### **ARTICLE III MEETINGS OF MEMBERS**

3.1 Annual Meeting – The Society will hold meetings of Members at such date, time and place as determined by the Board within the Province of Alberta. The Annual Meeting will be held within fifteen (15) months of the last Annual Meeting and within six (6) months of the Society's fiscal year end. Any Member, upon request, will be provided, not less than ten (10) days before the annual meeting, with a copy of the approved financial statements and auditor's report (if any).

3.2 Special Meeting – A Special Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of ten percent (10%) or more of the voting Members for any purpose connected with the affairs of the Society that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.

3.3 Participation/Holding by Electronic Means – Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting if the Society makes such means available. A person so participating in a meeting is deemed to be present at the meeting. The Board or Members, as the case may be, may determine that the meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.

3.4 Notice – Written or electronic notice of the date of the Annual Meeting of the Members will be given to all Members in good standing, Directors, and the Auditor (if appointed) at least ten (10) days and not more than fifty (50) days prior to the date of the meeting. A further notice will be provided ten (10) days prior to the date of the meeting containing a proposed agenda, and reasonable information to permit Members to make informed decisions.

3.5 Waiver of Notice – Any person who is entitled to notice of a meeting of the Members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called in accordance with these By-laws.

3.6 Error or Omission in Giving Notice – No error or omission in giving notice of any meeting of the Members shall invalidate the meeting or make void any proceedings taken at the meeting.

3.7 New Business – No other item of business will be included in the notice of the meeting of the Members unless notice in writing of such other item of business, or a Member's proposal, has been submitted to the Board thirty (30) days prior to the meeting of the Members in accordance with procedures as approved by the Board. Copies of all such proposals together with copies of any amendments thereto then proposed by the Board and copies of all resolutions put forward by the Board shall be sent to all Members with the agenda and the notice calling an Annual Meeting.

3.8 Quorum – Ten (10) Members (or parents/guardians voting on behalf of a Member who is younger than 18 years old) present will constitute a quorum. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

3.9 Scrutineers – At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.

3.10 Adjournments – With the majority consent of the Members present and after quorum is ascertained, the Members may adjourn a meeting of Members and no notice is required for continuation of the meeting if the meeting is held within thirty (30) days. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

3.11 Attendance – The only persons entitled to attend a meeting of the Members are the Members, the parents or guardians of a Member if the Member is younger than 18 years old, delegates representing Members, the Directors, the auditors of the Society, and others who are entitled or required under any provision of the Act to be present at the meeting. Any other person may be admitted only if invited by the Chair or with the majority consent of the Members present.

3.12 Chair – The President will be the Chair of all meetings of Members unless another individual is designated by the President or appointed by the Board and approved by an Ordinary Resolution of the voting Members in attendance in person.

### **Voting at Meetings of Members**

3.13 Voting Rights – Members in good standing at the time of the meeting of the Members at which a vote is to be taken have the following voting rights at all meetings of the Members:

- a) Athlete Members have one vote each, subject to Section 3.14.
- b) Non-Athlete Members may attend meetings of Members but are not entitled to vote.

3.14 Voting Powers – Voting Members who are 18 years old or older at the time of the meeting of the Members may exercise their own vote. Voting Members who are younger than 18 years old at the time of the meeting may have their vote exercised at meetings of Members by a parent or guardian. A parent or guardian with multiple children registered with the Society who are younger than 18 years old may exercise a maximum of one vote per family. Also, two parents/guardians of the same child who is registered with the Society and who is younger than 18 years old may both attend a meeting of the Members but may only exercise one vote.

3.15 Record Date for Voting – The Board may set a date as the record date for the purpose of determining Members entitled to vote at any meeting of Members. The record date must not precede the date on which the meeting is to be held by more than ten (10) days. If no record date is set, the record date is 11:59pm on the day immediately preceding the date of the member's meeting.

3.16 Proxy Voting – Proxy voting is prohibited.

3.17 Voting by Mail or Electronic Means – A Member may vote by electronic means if:

- a) The Society has made available a procedure that permits voting by electronic means;
- b) The votes may be verified as having been made by the Member entitled to vote; and
- c) The Society is not able to identify how each Member voted.

3.18 Determination of Votes – Votes will be determined by a show of hands, orally, or electronic ballot, except in the case of elections which require a secret ballot, unless a secret or recorded ballot is requested by a Member.

3.19 Majority of Votes – Except as otherwise provided in these By-laws, an Ordinary Resolution will decide each issue. In the case of a tie, the issue is defeated.

## **ARTICLE IV GOVERNANCE**

### **Composition of the Board**

4.1 Directors – The Board will consist of a minimum of eleven (11) Director positions.

4.2 Composition of the Board – The Board will consist of the following:

- a) President
- b) Vice President – Operations
- c) Vice President – Baseball Operations
- d) Secretary
- e) Treasurer
- f) Minimum of Six (6) Directors-at-Large

4.3 Directors-at-Large – Elected Directors-at-Large may be selected, by the Board, to serve as Directors of various portfolios related to the operations of the organization (e.g., League Director, Communications Director, Discipline Director, etc.). Directors-at-Large may have more than one portfolio and may be assigned and removed duties by Ordinary Resolution of the Board.

4.4 Board Observers – At its discretion, the Board may assign portfolios (such as age division responsibilities) to non-Director volunteers. The Board may invite these volunteers to attend meetings of the Board of Directors in a non-voting role.

4.5 Board Observer – General Manager – The General Manager is a Board Observer and is not a member of the Board of Directors. The General Manager may speak at meetings of the Board but does not vote. The General Manager may be asked to leave any part of any meeting of the Board for any reason.

### **Eligibility of Directors**

4.6 Eligibility – To be eligible to serve as a Director, an individual must:

- a) Be eighteen (18) years of age or older;
- b) Not be a paid employee of the Society;
- c) Have not been declared incapable by a court in Canada or in another country; and
- d) Not have the status of bankrupt.

4.7 Eligibility of Officer – To be eligible to assume a position of President, Vice President – Operations, Vice President – Baseball Operations, Secretary or Treasurer, an individual must have served as a Director-at-Large for at least one (1) year. This requirement may be waived by Ordinary Resolution of the Board.

### **Election of Directors**

4.8 Nominations Committee – The Board may appoint a Nominations Committee. If appointed, The Nominations Committee will be responsible to solicit and receive nominations for the election of the Directors.

4.9 Nomination – Any nomination of an individual for election as a Director will:

- a) Include the written consent of the nominee by signed or electronic signature;
- b) Comply with the procedures established by the Nominations Committee (if appointed); and

- c) Be submitted to the Registered Office of the Society ten (10) days prior to the Annual Meeting. This timeline may be extended by Ordinary Resolution of the Board.

4.10 Nominations from the Floor – An individual will be permitted to be nominated from the floor at a meeting of the Members. Such nomination will require a nominator and seconder from the voting Members present and will also require the attendance at the meeting and verbal or written acceptance of the nomination by the individual.

4.11 Circulation of Nominations – Valid nominations will be circulated to Members at the Annual Meeting prior to the elections.

4.12 Election – At each meeting of the Members at which elections are held, elections will be held for any Director position for which the incumbent Director's term is expiring and/or any Director position that is vacant.

4.13 Elections – Elections for each non-Director-at-Large position will be decided in accordance with the following:

- a) One Valid Nomination – Winner elected by Ordinary Resolution.
- b) Two or More Valid Nominations – The nominee(s) receiving the greatest number of votes and an Ordinary Resolution will be elected. In the case of a run-off ballot, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be more nominees than positions, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains the appropriate number of nominees for the position(s) or until a winner is declared. If a winner is not declared after a maximum of three (3) run-off ballots, the Executive Committee holding office will decide by Ordinary Resolution between the tied candidates. In the case of a conflict of interest because an Executive Committee member is the subject of the election, that Executive Committee member will recuse themselves from decision making and the first conflict free person will assume their spot on the Executive for this decision in the following order: Treasurer, Secretary.

4.14 Director-at-Large Elections – Elections for Director-at-Large positions will be decided by Ordinary Resolution of the Members in accordance with the following:

- a) Equal number of Nominations and Available Positions – Winners elected by Ordinary Resolution.
- b) More Nominations than Available Positions – The nominee(s) receiving the greatest number of votes and an Ordinary Resolution will be elected. In the case of a run-off ballot, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be more nominees than positions, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains the appropriate number of nominees for the position(s) or until a winner is declared. If a winner is not declared after a maximum of three (3) run-off ballots, the Executive Committee holding office will decide by Ordinary Resolution between the tied candidates. In the case of a conflict of interest because an Executive Committee member is the subject of the election, that Executive Committee member will recuse themselves from decision making and the first conflict free person will assume their spot on the Executive for this decision in the following order: Treasurer, Secretary.

4.15 Post-Election Eligibility – An elected Director who does not meet the eligibility requirements for election as Director will have fourteen (14) days to become eligible for the position or will be removed as a Director of the Society.

4.16 Terms – Directors will serve terms of two (2) years and will hold office until they or their successors have been duly elected in accordance with these By-laws, unless they resign, or are removed from or vacate their office.

4.17 Director Consent – An individual who is elected or appointed to be a Director must consent in writing to hold office as a Director before or within ten (10) days of their election or appointment. Any individual who does not provide consent within the time limit is not a Director and is deemed not to have been elected or appointed to hold office as a Director. The requirement to consent does not apply to a Director who is re-elected or reappointed when there has been no break in their term of office.

### **Resignation and Removal of Directors**

4.18 Resignation – A Director may resign from the Board at any time by presenting their notice of resignation to the Board. This resignation will become effective the date on which the notice is received by the President (or their delegate) or at the time specified in the notice, whichever is later. When a Director who is subject to a disciplinary investigation or action of the Society resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

4.19 Vacate Office – The office of any Director will be vacated automatically if:

- a) The Director resigns;
- b) The Director is found by a court to be incapable;
- c) The Director becomes bankrupt; or
- d) The Director dies.

4.20 Removal – An elected Director may be removed by Ordinary Resolution of the Members at a Special Meeting of the Members provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting.

4.21 Ineligibility – A Director who fails to complete their full term as a Director because of resignation or removal will be ineligible to hold a position as a Director of the Society for a period of one full year from the date of their resignation or removal. Notwithstanding this Section 4.21, the Board of Directors may waive this prohibition by Ordinary Resolution.

### **Filling a Vacancy on the Board**

4.22 Vacancy – When the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the position for the remainder of the term. Alternatively, the Board may decide, by Ordinary Resolution, that one or more Directors will execute the duties of the vacant Director position for the remainder of the unexpired term.

### **Meetings of the Board**

4.23 Call of Meeting – A meeting of the Board will be held at any time and place as determined by the President or by written requisition of at least three (3) Directors.

4.24 Chair – The President will be the Chair of all meetings of the Board unless another individual is designated to be the Chair by the President. In the absence of the President, or if the meeting of the Board was not called by the President, the Board will appoint an individual to Chair the meeting.

4.25 Notice – Written notice, served other than by mail, of meetings of the Board will be given to all Directors at least five (5) days prior to the scheduled meeting. Notice served by mail will be sent at least ten (10) days prior to the meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the Annual Meeting of the Society.



4.26 Board Meeting with New Directors – For a first meeting of the Board held immediately following the election of Directors at a meeting of the Members, or for a meeting of the Board at which a Director is appointed to fill a vacancy on the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director(s).

4.27 Number of Meetings – The Board will hold at least four (4) meetings per year.

4.28 Quorum – At any meeting of the Board, quorum will be a majority of Directors.

4.29 Voting – Each Director is entitled to one vote. Voting will be by a show of hands, written, or orally unless at least one (1) Director present requests a secret ballot. Resolutions will be passed by Ordinary Resolution. In the case of a tie, the resolution is defeated.

4.30 No Alternate Directors – No person shall act for an absent Director at a meeting of the Board.

4.31 Written Resolutions – A resolution in writing signed by all the Directors is as valid as if it had been passed at a meeting of the Board.

4.32 Attendance at Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board.

4.33 Meetings by Telecommunications – A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting. Additionally, for an in-person meeting of the Board, a Director may, if all the Directors of the Society consent, participate in a meeting of the Directors by telephonic or electronic means provided that all participants are able to adequately communicate during the meeting.

#### **Duties of Directors**

4.34 Standard of Care – Every Director will:

- a) Act honestly and in good faith with a view to the best interests of the Society; and
- b) Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

#### **Powers of the Board**

4.35 Powers of the Society – Except as otherwise provided in the Act or these By-laws, the Board has the powers of the Society and may delegate any of its powers, duties, and functions.

4.36 Empowered – The Board is empowered, including but not limited to:

- a) Make policies and procedures or manage the affairs of the Society for the purpose of furthering the objects and purposes of the Society in accordance with the Act and these By-laws;
- b) Make policies and procedures relating to the discipline of Members, and have the authority to discipline Members in accordance with such policies and procedures;
- c) Make policies and procedures relating to the management of disputes within the Society and deal with disputes in accordance with such policies and procedures;
- d) Employ or engage under contract such persons as it deems necessary to carry out the work of the Society;
- e) Determine registration procedures, determine membership fees, and determine other registration requirements;
- f) Enable the Society to receive donations, benefits, bequests, distribution of investment capital and income for the purpose of furthering the objects and purposes of the Society;

- g) Make expenditures for the purpose of furthering the objects and purposes of the Society;
- h) Invest funds for the purpose of furthering the objects and purposes of the Society;
- i) Manage the Society's assets and resources expenditures for the purpose of furthering the objects and purposes of the Society;
- j) Borrow money upon the credit of the Society as it deems necessary in accordance with these By-laws; and
- k) Perform any other duties from time to time as may be in the best interests of the Society.

## **ARTICLE V                      OFFICERS**

5.1     Composition – The Officers will be the President, Vice President - Operations, Vice President – Baseball Operations, Secretary, Treasurer, and General Manager.

5.2     Duties – The duties of Officers are as follows:

- a) The President will be the chair of the Board, will preside at the Annual and Special Meetings of the Society and at meetings of the Board unless otherwise designated, will be the official spokesperson of the Society, and will perform such other duties as may from time to time be established by the Board.
- b) The Vice President – Operations will oversee the administrative operations of the Society, and, in the absence or disability of the President, perform the duties and exercise the powers of the President, and will perform such other duties as may from time to time be established by the Board.
- c) The Vice President – Baseball Operations will oversee the baseball operations and will perform such other duties as may from time to time be established by the Board.
- d) The Secretary will be responsible for the documentation of all amendments to the Society's By-laws, will ensure that all official documents and records of the Society are properly kept, cause to be recorded the minutes of all meetings, will prepare and submit to each meeting of the Members and other meetings a report of all activities since the previous meeting of the Members or other meetings, will give due notice to all Members of the meeting of the Members of the Society, and will perform such other duties as may from time to time be established by the Board.
- e) The Treasurer will, subject to the powers and duties of the Board, file all financial and corporate returns required by the Act and any other provincial or federal legislation in accordance with applicable legislation, keep proper accounting records as required by the Act, will cause to be deposited all monies received by the Society in the Society's bank account, will supervise the management and the disbursement of funds of the Society, when required will provide the Board with an account of financial transactions and the financial position of the Society, will prepare annual budgets, and will perform such other duties as may from time to time be established by the Board.
- f) The General Manager is a paid position, is not a Director, and is not a member of the Board. The General Manager will oversee the day-to-day operations of the Society and will perform such other duties as may from time to time be established by the Board.

5.3     Delegation of Duties – At the discretion of the Officer and with approval by Ordinary Resolution of the Board, any Officer may delegate any duties of that office to appropriate staff or committee of the Society, or to another Officer or Director.

5.4 Other Officers – The Board may determine other Officer positions and appoint individuals to fill those positions. Other Officers need not be Directors and would not be members of the Board.

## **ARTICLE VI COMMITTEES**

### **Committees**

6.1 Appointment of Standing and Ad-Hoc Committees – The Board may appoint such standing and ad-hoc committees as it deems necessary for managing the affairs of the Society. The Board may appoint and remove members of these committees or provide for the election of members of these committees, may prescribe the duties and terms of reference of these committees, and may delegate to any of these committees any of its powers, duties, and functions.

6.2 Executive Committee – The Society will have an Executive Committee composed of the President, Vice-President Operations, Vice-President Baseball Operations and the General Manager. The Executive Committee will make decisions on behalf of the Board of Directors between Board meetings.

6.3 Composition – The Board may appoint and remove any member of a standing or ad-hoc committee at any time and for any reason.

6.4 President Ex-officio – The President (or designate) will be an ex-officio and non-voting member of all standing and ad-hoc committees of the Society.

6.5 Debts – No committee will have the authority to incur debts in the name of the Society.

## **ARTICLE VII FINANCE AND MANAGEMENT**

7.1 Fiscal Year – Unless otherwise determined by the Board, the fiscal year of the Society will be January 1<sup>st</sup> – December 31<sup>st</sup>.

7.2 Bank – The banking business of the Society will be conducted at such financial institution as the Board may determine.

7.3 Auditors – At each Annual Meeting the Members may appoint an auditor to audit the books, accounts and records of the Society in accordance with the Act. The auditor will hold office until the next Annual Meeting. The auditor will not be an employee, Officer, or Director of the Society.

7.4 Annual Financial Statements – The Directors will approve financial statements (evidenced by signature of one or more Directors) of the Society of the last fiscal year of the Society and present the approved financial statements before the Members at every Annual Meeting. The Financial Statements will include:

- a) The financial statements;
- b) The auditor's report (if any); and
- c) Any further information respecting the financial position of the Society.

7.4 Books and Records - The necessary books and records of the Society required by these By-laws or by applicable law will be necessarily and properly kept at the registered office of the Society. The books and records of the Society may be inspected by any Member of the Society at any time upon giving reasonable notice and arranging a time and place satisfactory to the Board. Directors shall at all times have access to such books and records.

7.5 Signing Authority – The signing authority of the Society shall be vested in the Officers of the Society and such other persons as the Board, by Ordinary Resolution, may authorize in specific instances. The signatures or

electronic authorization of any two of these Officers or persons shall be required on any financial instrument of the Society.

7.6 Property – The Society may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

7.7 Borrowing – The Board may from time to time:

- a) Borrow money on the credit of the Society;
- b) Upon confirmation of the Members by Special Resolution, issue, reissue, sell or pledge debt obligations including bonds, debentures, debenture stock, notes or other like liabilities (whether secured or unsecured) of the Society;
- c) Give a guarantee on behalf of the Society to secure performance of an obligation of any person; and
- d) Charge, mortgage, or pledge all or any currently owned or subsequently acquired real or personal, moveable or immovable property of the Society, including book debts, rights, powers, franchises and undertakings, to secure any debt or liability of the Society.

7.8 Borrowing Restriction – The Members may, by Special Resolution, restrict the borrowing powers of the Board but a restriction so imposed expires at the next Annual Meeting.

#### **Remuneration**

7.9 No Remuneration – All Directors, Officers and members of committees will serve their term of office without remuneration (unless approved at a meeting of the Members) except for reimbursement of expenses as approved by the Board. This section does not preclude a Director or member of a committee from providing goods or services to the Society under contract or for purchase. Any Director or member of a committee will disclose the conflict/potential conflict in accordance with these By-laws.

#### **Conflict of Interest**

7.10 Conflict of Interest – A Director, Officer or member of a committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Society will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction, will refrain from influencing the decision on such contract or transaction, and will otherwise comply with the requirements of the Act regarding conflict of interest.

### **ARTICLE VIII AMENDMENT OF BY-LAWS**

8.1 Voting – These By-laws may only be amended, revised, repealed or added to by Special Resolution of the Members.

8.2 Effective Date – By-laws amendments are effective from the date they are registered with the Registrar.

### **ARTICLE IX NOTICE**

9.1 Written Notice – In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, electronic mail or courier to the address of record of the individual, Director, Officer, or Member, as applicable. It is the obligation of the Director, Officer or Member (as applicable) to provide a current address for notification under this provision to the Board.

9.2 Date of Notice – Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or emailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is post-marked.

9.3 Error in Notice – The accidental omission to give notice of a meeting of the Board or of the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the meeting.

#### **ARTICLE X                      DISSOLUTION**

10.1 Dissolution – Upon dissolution of the Society and after payment of all debts and liabilities, its remaining property shall be distributed to charitable organizations which carry on their work solely in the province of Alberta.

#### **ARTICLE XI                      INDEMNIFICATION**

11.1 Will Indemnify – The Society will indemnify and hold harmless out of the funds of the Society each Director and any individual who acts at the Society’s request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director or and any individual who acts at the Society’s request in a similar capacity.

11.2 Will Not Indemnify – The Society will not indemnify a Director or any individual who acts at the Society’s request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon them under the Act. For further clarity, the Society will not indemnify an individual unless:

- a) The individual acted honestly and in good faith with a view to the best interests of the Society; and
- b) If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

11.3 Insurance – The Society will maintain in force Directors and Officers liability insurance at all times.

#### **ARTICLE XII                      ADOPTION OF THESE BY-LAWS**

12.1 Ratification – These By-laws were ratified by the Members of the Society at a meeting of Members duly called and held on January 8, 2024.

12.2 Repeal of Prior By-laws – In ratifying these By-laws, the Members of the Society repeal all prior By-laws of the Society provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.