BY-LAWS

OF

RIMBEY/BLUFFTON MINOR BASEBALL ASSOCIATION

DATE:

TIME:

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OF

RIMBEY/BLUFFTON MINOR BASEBALL ASSOCIATION

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BY-LAWS

OF

RIMBEY/BLUFFTON MINOR BASEBALL ASSOCIATION

PART ONE

1. APPLICATION, DEFINITIONS AND INTERPRETATION

**1.1 By-laws in Force**

These By-laws have been adopted by the Members of the Association by Special

Resolution passed at a duly convened meeting of the Members, are By-laws relating

generally to the conduct of the affairs of the Association and come into force on the

Effective Date.

**1.2 Definitions**

The following definitions shall apply to all parts of these By-laws:

1.2.1 “Act” means the Societies Act R.S.A. 2000, c. S-14. and any statute or

statutes which may be passed in substitution for or replacement of such

act;

1.2.2 “Annual General Meeting” means the Annual General Meeting of the

Association duly called and constituted in accordance with these By-laws;

1.2.3 “Association” means Rimbey Bluffton Minor Baseball Association;

1.2.4 “Board” or “Board of Directors” means the Directors of the Association

for the time being;

1.2.5 “By-laws” means By-laws of the Association made pursuant to the Act;

1.2.6 “Director” means a person occupying the position of director by whatever

name called;

1.2.7 “Effective Date” means the date set out in the Special Resolution of the

Members adopting these By-laws and if no such date is specified, then the

Effective Date shall be the date of the said Special Resolution;

1.2.8 “General Meeting” means Annual General Meetings and Special General

Meetings of the Association;

1.2.9 “Baseball Alberta” means the Provincial Association affiliated with

Baseball Canada;

1.2.10 “Member” means any person who, by virtue of the provisions of these Bylaws, is a member of the Association and who, at the relevant time, is in good standing as prescribed in these By-laws; the terms used in subsection 3.1 hereof to describe the various types of Member, namely “Parent Members”, “Volunteer Members”, “Regular Members”, “Honorary Members”, “Corporate Members” and “Non-Voting Members” shall have the meanings set out in the relevant paragraph of the said subsection;

1.2.11 “Membership” means those different types and categories of membership

more particularly described and set out in these By-laws;

1.2.12 “Membership Year” means the period commencing on the 1st day of April

of any year and ending on the 31st day of May of the following year;

1.2.13 “Officers” means the Officers of the Association pursuant to these Bylaws who are the Directors of the Association that fill the offices of

President, the Vice Presidents, Secretary and Treasurer;

1.2.14 “Ordinary Resolution” means a resolution passed at a properly convened

General Meeting of the Association by a majority of the votes cast by the

Members who voted on that resolution;

1.2.15 “Person” includes an individual, partnership, association, corporation,

trustee, executor, administrator or legal representative;

1.2.16 “Registrar” means a member of the Board of Directors responsible for

handling all facets of registration of all members and maintaining a record

of the Members of the Association;

1.2.17 “Regulations” means the Regulations under the Act as amended and every

regulation that may be substituted therefore and in the case of such

substitution, any references in the By-laws to provisions of the

Regulations shall be read as references to the provisions substituted

therefore, in the amended Regulations;

1.2.18 “Seal” means the official seal of the Association;

1.2.19 “Signing Officer” means, in relation to any instrument, any Person

authorized to sign the instrument on behalf of the Association by virtue of

the Act, the Regulations, the By-laws or by a resolution of the Association or Directors;

 1.2.20 “Special General Meeting” means any General Meeting of the Association

other than an Annual General Meeting;

1.2.21 “Special Resolutions” means

1.2.21.1 a resolution passed

1.2.21.1.1 at a General Meeting of which not less than 21 days notice

specifying the intention to propose the resolution has been

duly given, and1.2.21.1.2 by the vote of not less than 66% of those Members who, if

entitled to do so, vote in Person,

1.2.22 a resolution proposed and passed as a Special Resolution at a General

Meeting of which less than 21 days notice has been given, if all the

Members entitled to attend and vote at the General Meeting so agree.

1.3 Changes of Number and Gender

These By-laws are to be read with all changes of number and gender required by the

context.

1.4 Headings for Reference Only

The headings in this By-law are for ease of reference only and shall not affect in any way

the meaning or interpretation of this By-law.

1.5 By-laws Subject to Act and Regulations

All provisions of this By-law are subject to the provisions of the Act and Regulations

whether or not any provision of the By-law is expressly stated to be so subject. All terms

which are contained in the By-laws and which are defined in the Act or the Regulations

shall have the meanings given to such terms in the Act or the Regulations.

PART TWO

2. MISSION STATEMENT AND OBJECTIVES OF THE ASSOCIATION

2.1 Statement

It is one of the major goals of the Association to provide to the children of the

community, through various baseball programs and events, opportunities for enhanced

personal development and the opportunity to learn and experience the ideals of team

work, good sportsmanship, and respect for others and for authority and to gain an

appreciation for the efforts by an importance of volunteers in our society; and to further

provide to the community all the advantages and opportunities associated with having a

well developed and organized baseball program operating therein.

PART THREE

3. MEMBERSHIP

3.1 Membership

Members registered in the Association are precluded from registering in other baseball

associations except those Members registered in another Baseball Alberta registered

association and transferring to play within a program in the Association’s territorial

jurisdiction as defined by Baseball Alberta by-laws and complying with Baseball Alberta

transfer policies.

Membership in the Association shall consist of all of the following categories of

membership:

3.1.1 Parent Members – means the parents or legal guardians of any child

currently registered to participate in any of the programs or events offered

or operated by the Association. The registration fees paid by or on behalf

of a player shall be deemed to constitute membership fees for all parents

and legal guardians of that particular player.

3.1.2 Volunteer Members – means any individual who is actively participating

as a volunteer, other than merely as a parent, in the Association or in the

operation of any of its programs or events, or otherwise assisting the

Association in carrying out any of its day-to-day operating duties and who

is registered or listed as such in the register of Members maintained by the

Association. If there is any question or dispute as to whether an

individual’s activities are sufficient or qualify him or her as a Volunteer

Member, a resolution of the Board, one way or another, shall be final and

binding in that regard. However, once registered or listed, such individual

shall be deemed a Volunteer Member for all purposes regardless of any

question as to their level of activity, unless and until the Board determines

otherwise or such individual otherwise ceases to be a Member. The Board

may, from time to time, prescribe certain minimum criteria and levels of

service required for an individual to become qualified as a Volunteer

Member.

3.1.3 Regular Members – means any Person interested in the mission or

objectives of the Association who submits an application in the form and

manner and pays the fees, if any, from time to time prescribed by the

Board, may become a Regular Member by a favourable vote passed by a

majority of the Directors at a meeting of the Board.

3.1.4 Honourary Member – means those Persons who originally established the

Association, together with any Person who the Directors, by Resolution

duly passed at a meeting of the Board, wish to honour for service to the

Association, the community or the children of the community. Such

honourary membership shall be for such term as set out by the Board at

the time of passing the Resolution and failing the setting of a term, such

membership shall be for life or until specifically revoked by the Board.

3.1.5 Corporate Member – means any Person wishing to provide financial and

other support to the Association who applies for a corporate membership

and who meets such criteria prescribed, from time to time, by the Board

and pays such fees or amounts required by the Board. Such membership

shall be for such term as is then determined by the Board by Resolution at

the time of admission as a Corporate Member.

3.1.6 Non-Voting Member – means each Person who at the request of an officer,

director or agent of the Association, agrees to work for the Association as

a volunteer for, at or in connection with a casino, bingo, raffle or other

“lottery scheme” (as defined in the Criminal Code of Canada) which is

operated or conducted by the Association pursuant to a license granted by

the Alberta Gaming Commission or other governmental authority having

jurisdiction to issue such license. The execution by a person at the request

of an officer, director or agent of the Association of an application form or

other form whereby such person applies for or agrees to work as a

volunteer for the purposes aforesaid, shall be conclusive evidence that

such person has been admitted to membership in the Association.

3.2 Good standing

A Member that is up to date in the payment of all fees, dues or levies of the Association

and is not under suspension or termination is a Member in good standing of the

Association.

3.3 Eligibility

Any Person residing in Alberta, being the age of majority and who is in agreement with

the objects of the Association, may become a Member of the Association in the manner

set out in this Section 3.

3.4 Fees

3.4.1 Membership fees, including player registration fees, in the Association

shall be determined from time to time by the Board.

3.4.2 The Directors, in their absolute and unfettered discretion, may waive the

payment of registration fees or membership fees in circumstances of

demonstrated financial hardship.

3.5 Application for Membership

Any Person eligible for Membership may apply for Membership by submitting to the

Registrar of the Association the appropriate Membership fee, if any, together with a

request in writing to become a Member of the Association which shall include the

information required for the register of Members. Such formal application shall not be

required for Parent, Volunteer or Honourary Members.

3.6 Register of Members

The Registrar shall maintain a register of Members of the Association containing the

name of ever Person who is admitted as a Member of the Association together with the

following particulars of each Person:

3.6.1 The Persons’ full name and residential address;

3.6.2 The date on which the Person is admitted as a Member;

3.6.3 The date on which the Person ceases to be a Member;

The Association shall keep the register of its Members at its registered office and shall on

each regular business day, during not less than two regular business hours as determined

by the Association, permit a Member of the Association to inspect the register on such

conditions as may be determined by the Directors.

Parent Members shall be deemed to be sufficiently registered by the registration of the

player whose parent or legal guardian they are. The Association shall use its best efforts

at the time of registration, to obtain full particulars in respect of each Member, but failure

to obtain same shall not mean that such parent or legal guardian is not a member in good

standing. In fact, the opposite shall be deemed to be the case.

3.7 Resignation

Any Member wishing to resign from Membership may do so by the Member submitting a

letter of resignation to the Board and such a resignation shall be effective upon the date of

receipt of the letter by the Board.

3.8 Suspension

3.8.1 If any Member is in arrears for fees or assessments for any year, such

Member may be suspended by the Board at the expiration of 30 days from

the date such fees or assessments were due and shall thereafter be entitled

to no Membership privileges or powers in the Association until reinstated

by the Directors.

3.8.2 If any Member registers with another association or team, then the

Member will be suspended until permission has been granted by the

Directors as per clause 3.12.5.

3.8.3 Any Member who does not conduct himself in accordance with the bylaws, policies, rules and regulations of the Association or Baseball Alberta

may have his membership suspended upon a majority decision of the

Directors.

3.9 Duration of Membership

Membership in the Association, if not renewed or continued, shall expire or lapse at the

end of the relevant Membership Year. Honourary and Corporate Memberships shall

expire at the time set out in the Resolution of the Board in appointing such Member. A

Non-Voting Member shall automatically cease to be a Non-Voting Member of the

Association:

3.9.1 at the conclusion of the event for which the Non-Voting Member agreed to

work as a volunteer for the Association; or,

3.9.2 at the time of the passing of a resolution of the Directors terminating the

membership of such Non-Voting Member;

which ever shall first occur.

3.10 Termination of Membership

Membership in the Association may be terminated:

3.10.1 Upon a resolution of the Directors plus 1 board member for the default of the payment of any

fee, penalty, cost due or levy payable under the Act, Regulations or Bylaws and such termination shall be effective upon the date of the resolution

by the Directors terminating the Membership unless another date is

specified by the Directors; or,

3.10.2 Upon a resolution of the Directors for failure by the Member to comply

with the Association’s conduct requirements or expectations; or,

3.10.3 Upon a resolution of the Directors, after review of the conduct of a

Member, determining that such Member has conducted himself in an

improper or unbecoming manner which is likely to endanger the interest

or reputation of the Association or on the basis that such Member has

willfully breached these By-laws and policies of the Association; or

3.10.4 Upon a resolution of the Directors for failure by the Member to provide

suitable evidence of or demonstrate cancellation of membership in any

other baseball association, league or team; or

3.10.5 Upon a resolution of the Directors for any cause which the Association

may deem reasonable;

Upon the termination of any Member’s membership in the Association, all rights, claims

and interests of such Member in the Association, including but not restricted to any

refund of registration, membership, and team fees, shall be forfeited by such Member.

3.11 Privileges of Membership – Board Membership and General Membership

All Members in good standing are entitled to:

3.11.1 Attend all General Meetings of the Association and to participate in

discussions at such General Meetings;

3.11.2 Vote on all matters affecting the Association at a General Meeting of the

Association;

3.11.3 Receive the Association’s publications and all other regular mailings of

the Association;

3.11.4 Be elected or appointed as a member of any committee of the Association;

3.11.5 Be elected or appointed by the Board (pursuant to by-law 5.3).

3.12 Obligations of Membership

All Members of the Association are obligated to:

3.12.1 Comply with the By-laws of the Association;

3.12.2 Pay to the Association as and when requested all fees, dues and levies

assessed together with any penalties or interest for late payment;

3.12.3 Provide to the Registrar any information that is to be contained in the

Register of Members for that Member;

3.12.4 Advise the Registrar of any changes to the information contained in the

Register with respect to that Member within a reasonable time of such

change;

3.12.5 Request permission in writing of the Member wanting to register in

another baseball association or a team of another association. Such

permission may be granted by an affirmative vote of the majority of the

Directors;

3.12.6 Conduct themselves at all times, in accordance with the highest principles

of good sportsmanship and always with the best interests of the individual

children, their physical and mental well-being and emotional and personal

development, as the paramount concern.

3.13 Member Releases

No Member eligible to play within the Association’s territorial jurisdiction shall be

released without the approval of the officers and in accordance with Baseball Alberta’s

transfer policy. A Member may appeal the decision at the next regular scheduled

Directors’ meeting.

PART FOUR

4. POWERS & DUTIES OF THE ASSOCIATION

4.1 Association

The Association is a society governed by the Act and Regulations and subject to the Act

has the capacity, rights, powers and privileges of a natural person.

4.2 Governed by Board of Directors

The Association shall be governed by the Board of Directors. The Board of Directors

shall manage and conduct the business and affairs of the Association and exercise the

rights, powers and privileges of the Association in the name and on behalf of the

Association.

4.3 Annual General Meeting

The Association shall hold an Annual Meeting at least once in each Membership Year.

4.4 Special General Meeting

The Association shall hold a Special General Meeting when required pursuant to the

provisions in these By-laws.

4.5 Retain Valuable Documents

The Association shall at all times keep and maintain for the benefit of the Association

copies of all contracts, agreements, certificates, approvals and valuable documents

provided to the Association.

4.6 Obey Act and By-laws

The Association shall do all things required of it by the Act, Regulations and By-laws.

4.7 Enforce By-laws

The Association may do all things reasonably necessary for the enforcement of the Bylaws and for the government, management and conduct of the Association’s affairs.

4.8 Annual Report

The Association shall submit such annual reports and other information relating to the

business and affairs of the Association as required by the Act or the Regulations.

4.9 Determine Fees

The Association may determine from time to time the amounts to be raised and collected

from the Members for the government, management and conduct of the Association’s

affairs.

4.10 Seal of the Association

The Association shall have a Seal, which shall have inscribed thereon “Rimbey Bluffton

Minor Baseball Association”. The Seal shall be kept in the custody of the President of

the Association or the President’s designate. Any instrument to which the Seal is affixed

shall be signed by at least two Directors authorized to do so.

4.11 Signing Officers

The Association shall have at least two Persons, who shall be Directors, who are

authorized by the Board to sign contracts, documents, cheques or any instruments in

writing requiring the signature of authorized signing officers of the Association. All such

contracts, documents, cheques and instruments shall be signed by at least two such

authorized Persons.

4.12 Acquire Assets

The Association may acquire and take by purchase, donation, devise or otherwise all

kinds of real estate and personal property and may sell, exchange, mortgage, lease, let,

improve and develop it, and may erect and maintain any necessary buildings.

4.13 Borrow

The Association may, for the purpose of carrying out the objects of the Association,

borrow or raise or secure the payment of money in any manner it thinks fit.

4.14 Negotiable Instruments

The Association may, for the purpose of carrying out the objects of the Association,

draw, make accept, endorse, discount, execute and issue promissory notes, bills of

exchange and other negotiable or transferable instruments.

PART FIVE

5. BOARD OF DIRECTORS

5.1 Board has Powers of Association

The Board shall have vested in it all the powers of the Association, whether derived from

the Act, Regulations, these By-laws or otherwise, and shall enforce the provisions hereof

subject always; however, to any restrictions imposed herein or in the Act or Regulations.

5.2 Composition of the Board

The Board shall consist of a minimum of seven (7) and a maximum of thirty-five (25)

Members of the Association who are eligible to the Board of Directors. The precise

number of Directors shall be established and determined by the Board, from time to time.

5.3 Eligibility

For a Member to be eligible to fill a position on the Board of Directors, the Member must

be a Member in good standing with the Association, be the age of majority and shall not

be an employee of the Association.

5.4 Continuity Principle

In order to ensure continuity of management, it is the intention of these By-laws to

stagger the terms of office of the Directors so that in any one year approximately 50% of

the Board will continue in office for a second year and the other 50% will have to be

elected.

5.5 Term of Office

Directors shall be elected and shall hold office for a term of two years or until their

successors are elected. Notwithstanding the above and in order to provide continuity, theBoard elected next following the adoption of these By-laws shall be made up of

Directors, one-half of whom are elected to hold office for a one year term, and one half of

whom are elected to hold office for a two year term.

5.6 Annual Election

At each Annual General Meeting of the Association those Directors then in office whose

term expires shall retire, but, if qualified, shall be eligible for re-election. The number of

Directors to be elected at any such meeting shall be approximately one half of the number

of Directors then in office unless the Directors or the Members otherwise determine. The

election shall be by Ordinary Resolution. If an election of Directors is not held at the

proper time, the incumbent Directors shall continue in office until their successors are

elected.

5.7 Re-Election and Term Limits

There is no limit on the number of consecutive or non-consecutive terms a Director may serve.

5.8 Nomination Procedure

The Board, prior to each Annual General Meeting at which Directors are to be elected,

shall constitute a Nomination Committee of not less than three Directors who shall

submit to the Board a list of those Members who are prepared and have consented to

stand for election to the Board. Further nominations may be made, provided they are in

writing and signed by not less than five Members. Such further nominations shall also be

consented to by the nominated Member and received by the Secretary prior to the

General Meeting at which the election is to take place.

5.9 Procedure for Election

At any election for Directors, each Member entitled to vote shall be entitled to vote for as

many Directors as there are vacancies to be filled on the Board.

5.10 Shortage of Directors

If at an election of Directors all vacancies on the Board are not filled, the Members

elected to the Board may appoint additional Directors as required.

5.11 Vacancy

Where a vacancy occurs on the Board, the Board may appoint a Person to fill that

vacancy for the remainder of the former Director’s term. If the Board determines that

additional Directors are required, then the Board may appoint persons to fill those

positions for a term expiring at the next following Annual General meeting at which an

election of Directors is to occur. The Board shall not make such additional appointments

if the total number of Directors exceeds the maximum number set out by these By-laws,

as amended from time to time.

5.12 Deemed Vacancies

The office of the Director shall be deemed to be vacated if:

5.12.1 The Director becomes insolvent or falls into arrears greater than 30 days in

payment of any fees, due or levies assessed by the Association;

5.12.2 The Director become of unsound mind, mentally incompetent or dies;

5.12.3 The Director is convicted of an indictable offence;

5.12.4 The Director resigns in writing;

5.12.5 The Director is absent from three consecutive meetings of the Board

without permission of the Board and it is resolved at a subsequent meeting

of the Board that the Director’s office be vacated.

5.13 Removal from Board

The Members of the Association may by Special Resolution at a General Meeting

remove any Director from the Board. A vacancy created by the removal of a Director

may be filled at the General Meeting at which the Director is removed. Members of the

Association entitled to vote may requisition the General Meeting of the Association for

the purpose of removing any Director from the Board in the manner prescribed for

requisitioning meetings set out in these By-laws.

Board members can be removed by missing 3 consecutive meetings.

5.14 Written Resolutions

A written resolution of the Board signed by all of the Directors entitled to vote has the

same effect as a resolution of the Board adopted at a meeting of the Board duly convened

and held.

5.15 Good Faith

All acts done in good faith by the Board are, notwithstanding that there was some defect

in the appointment or continuance in any office of any Director, as valid as if the Director

had been duly appointed, or had duly continued in office.

5.16 Limitation of Liability

Every Director and Officer in exercising his powers and discharging his duties shall act

honestly and in good faith with a view to the best interests of the Association and

exercise the care, diligence and skill that a reasonably prudent person would exercise in

comparable circumstances. No Director or Officer shall be liable for the acts, omissions

or defaults of any other Director or Officer or an employee, or for any loss, damage or

expense happening to the Association through the insufficiency or deficiency of title to

any property acquired for or on behalf of the Association, or for the insufficiency or

deficiency of any security in or upon which any of the monies of the Association shall be

invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous or

criminal acts of any person with whom any of the monies, securities or effects of the

Association shall be deposited, or for any loss occasioned by any error of judgment, or

oversight on his part, or for any other loss, damage or misfortune whatever which shall

happen in the execution of the duties of his office or in relation to it.

5.17 Indemnification of Directors

The Association shall and hereby does indemnify each and every Director and his or her

heirs, executors and administrators against all losses, costs and expenses, including

solicitor and client fees, reasonably incurred in connection with any action, suit or

proceeding to which the Director may be made a party by reason of the Director being or

having been a Director or Officer of the Association, except to the extent such losses,

costs and expenses are attributable to the negligence or willful misconduct of the party in

question. All liability, losses, damages, costs and expenses incurrent or suffered by the

Association by reasons arising out of or in connection with the foregoing indemnification

provisions shall be treated and handled by the Association as an expense of the

Association

PART SIX

6. POWERS & DUTIES OF THE BOARD OF DIRECTORS

6.1 Govern the Association

The Board of Directors shall manage and conduct the business and affairs of the

Association and exercise the rights, powers and privileges of the Association in the name

of and on behalf of the Association. The Board shall establish and revise policy, carry

out the activities and affairs of the Association, and take such action as is necessary to

further the objectives of the Association. Except as otherwise provided in these By-laws,

and as directed in the Act, the Board of the Association shall have full power to operate

and manage the Association subject to specific directions given by the Members entitled

to vote by way of Ordinary Resolution at a General Meeting. The Board may delegate to

one or more of its Directors or Officers such of its powers and duties as it thinks fit, and

may at any time revoke such delegation.

6.2 Keep Minutes

The Board shall cause minutes to be kept of its proceedings and meetings which shall,

unless the Board otherwise decides, be kept by the Secretary.

6.3 Keep Accounts

The Board shall cause proper books of account to be kept in respect of all sums of money

received and expended by the Association which shall, unless the Board otherwise

decides, be kept by the Treasurer.

6.4 Committees

Without restricting the generality of the foregoing, the Directors shall be empowered to

establish committees of the Board of Directors, standing or otherwise, as the Directors

deem necessary or desirable in order to carry on the business and affairs of the

Association and, for such purpose, the Board of Directors may delegate any of its powerto such committees provided that at least one member of each such committee shall be a

Director.

6.5 Employees or Agents

The Directors shall be empowered to appoint employees or agents of the Association to

perform such duties as may be prescribed by the Directors or these By-laws.

6.6 Fiscal Year

The fiscal year of the Association shall end of the 31st day of August in each year or such

other date as may from time to time be determined by the Board of Directors.

6.7 Audit

The books, accounts and records of the Association shall be audited at least once each

year by a duly qualified accountant or by two Members of the Association elected for that

purpose at the Annual General Meeting. A complete and proper statements of the

standing of the books for previous year shall be submitted by such auditor at the Annual

General Meeting of the Association.

6.8 Inspection of Accounts

The books and records of the Association may be inspected by any Member of the

Association at the Annual General Meeting or at any time upon giving reasonable notice

and arranging a time satisfactory to the Person having charge of same. Each Member of

the Board shall at all times have access to such books and records.

6.9 Annual Budget

The Treasurer shall cause a budget to be prepared and it must be approved by a majority

of the members of the Board of Directors. The budget shall form the basis for the

registration fee.

6.10 Non-budget Expenditures

Any expenditures not included in the budget may be approved by the Directors on a

majority vote.

6.11 Team Accounting

Each representative team must submit a budget prior to the commencement of the season,

keep a set of financial records, and provide a full accounting of funds raised and used to

the Association by August 31 of the current year. The team must obtain approval from

the Directors prior to the release of any team funds remaining at the end of the season.

6.12 Distribution of Assets

Any surplus funds that may have accrued to a team upon the dissolution of the team, the

surplus funds which are over and above the parent’s contribution, must be donated to a

baseball cause in the Association with the funds being forwarded to the Association.

6.13 Regular Meetings

The Board of Directors shall meet in the ordinary course of events once each month to

transact the Association’s business. A yearly schedule of meetings may be established at

the first meeting of a new Board of Directors.

6.14 Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the

President or any three Directors. Notice of any special meeting of the Directors shall be

given at least two days prior to that meeting.

6.15 Conflict of Interest

A director shall not have any financial interest, direct or indirect in:

6.15.1 Any contract or proposed contract with the Association; or,

6.15.2 Any contract or proposed contract that is reasonably likely to be affected

by a decision of the Board of Directors; or,

6.15.3 Any other matter in which the Board of Directors is concerned;

unless the interest is disclosed to the Board of Directors and made a matter of record prior

to the contract or matter being entered into.

6.16 Declaration of Interest

6.16.1 A Director having an interest pursuant to Section 6.15 and who has

declared his interest as required shall not vote, or use his influence on the

matter in question and shall not be counted in determining a quorum for

the vote on that matter. The minutes of the meeting shall reflect such

disclosure, abstention from voting and change in quorum.

6.16.2 A contract entered into contrary to section 6.15 is voidable at the option of

the Board.

6.16.3 Nothing in this section shall prevent a Director from briefly stating his

position or interest in the matter or from answering relevant questions

from the Directors.

6.17 Compensation

Directors shall serve without compensation, but reasonable expenses incurred may be

reimbursed if approved by the Board.

PART SEVEN

7. OFFICERS OF THE ASSOCIATION

7.1 General Provisions Applicable to All Officers

The Officers of the Association must be duly elected or appointed Directors of the

Association. The Officers shall consist of:

President,

Vice President,

Secretary,

Treasurer

and such other Officers as the Directors, from time to time, deem expedient. All Officers

shall respectively perform such duties, in addition to those specified in these By-laws, as

shall from time to time be prescribed by the Board. The same person may hold more than

one office, except for the offices of President, Vice President - Rep, Vice President -

House League, and Treasurer, which shall each be held by different persons. In the case

of the absence or inability to act of any Officer of the Association or for any other reason

that the Directors may deem sufficient, the Directors may delegate all or any of the

powers of such Officer to any other Officer or to any Director for the time being,

provided that a majority of the Directors concur therein.

7.2 Officers of the Board

Each Officer of the Association shall be elected by the Directors at the first meeting of

the Board held after each Annual General Meeting of the Association, and shall hold their

respective offices for a one year term or until such Officer dies, resigns, or a successor is

chosen, whichever shall first occur, subject always to removal as provided in these Bylaws.

7.3 Term Limits

7.3.1 Unless otherwise provided for in this Section, after the Effective Date,

none of the President, Vice Presidents, Secretary or Treasurer shall hold

those offices for more than three consecutive terms.

7.3.2 In absence of a successor, candidate for any of the President, Vice

Presidents, Secretary or Treasurer, the Board of Directors may reinstate

the immediate past incumbent for an additional one year term.

7.4 President

The President shall:

7.4.1 Be the chief executive officer of the Association and as such shall exercise

general supervision and administration over the activities and affairs of the

Association.

7.4.2 Be an ex-officio member of all committees;

7.4.3 Preside over all General Meetings and meetings of the Board of Directors

and shall be chairperson of all such meetings;

7.4.4 Have a casting vote to decide any questions before a General Meeting

other than for the election of Directors;

7.4.5 Have such other powers and perform such other duties as the Directors

may from time to time determine or prescribe.

7.5 Vice Presidents

The Vice Presidents shall have such powers and perform such duties as are prescribed

from time to time by the Board, and the Vice Presidents shall perform the duties of the President if the President is absent, unable or unwilling to perform his duties, or if the

President requests one of the Vice Presidents to perform such duties.

7.6 Secretary

The Secretary shall:

7.6.1 Attend all meetings of the Association and of the Board and keep accurate

minutes of those meetings;

7.6.2 Have charge and conduct of all correspondence of the Board and the

Association as directed by the President or Board;

7.6.3 Send all notices of the various meetings as required.

7.7 Treasurer

The Treasurer shall have general charge of the finances of the Association. The

Treasurer shall receiver all monies paid to the Association and shall be responsible for the

deposit of same in whatever bank, trust company, credit union or Treasury Branch the

Board may order. He shall be responsible for and properly account for the funds and the

financial condition of the Association and shall have charge and custody of and be

responsible for keeping such books and accounts as may be directed by the Board or as

may be required pursuant to the laws governing the Association or which may be prudent

and desirable in any event. He shall perform all acts incidental to the office of Treasurer

subject to the control of the Board. He shall present a full detailed account of receipts

and disbursements to the Board whenever requested and shall prepare for submission to

the Annual General Meeting, a statement duly audited as set forth herein of the financial

position of the Association and submit a copy of same to the Secretary for the records of

the Association.

7.8 Removal

The Directors, by an affirmative vote of the majority of the Directors, may remove and

discharge any or all of the Officers, either with or without cause, at any meeting called

for that purpose and may elect or appoint others in their place or places.

7.9 Remuneration

An Officer shall not be paid any compensation by the Association for his or her services

as an Officer. By resolution of the Directors, an Officer may be reimbursed by the

Association for all reasonable out-of-pocket expenses necessarily incurred in the

performance of that person’s duties as an Officer. Provided that nothing in this paragraph

contained shall preclude the Association from paying a salary or other remuneration to an

Officer who is also an employee or contractor of the Association on account of such

employment or contract.

PART EIGHT

8. MEETINGS OF THE ASSOCIATION

8.1 Annual General Meeting

The Association shall hold an Annual General Meeting one each Membership Year on or

before the 30th day of November in each year. All General Meetings of the Association

other than Annual General Meetings shall be called Special General Meetings.

8.2 Parliamentary Procedure

All General Meetings of the Association shall be conducted according to the

Parliamentary rules of procedure as set out in the most recent edition of Robert’s Rules of

Order except as otherwise provided for herein.

8.3 Convening of Meetings

The Board may whenever it thinks fit, and shall upon a request in writing made by 50

Members entitled to vote, convene a Special General Meeting. The Board will convene

an Annual General Meeting as and whenever required by the provisions of these By-laws.

8.4 Notice of Meetings

Notice of General Meeting specifying the place, the date and the hour of meeting and a

brief list or summary of the nature of the business proposed to be submitted to the

meeting, shall be deemed to be given to all Members, if published in a local newspaper at

least 21 days prior to the date of the meeting.

8.5 Chairperson

The President, and in the President’s absence, one of the Vice Presidents, shall act as

Chairperson of the meeting. In the absence of both the President and both the Vice Presidents then at the commencement of the meeting, a Chairperson of the meeting shall

be elected from amongst the Directors present in Person. The Chairperson shall not be

entitled to vote except to break a tie.

8.6 Quorum

Except as otherwise provided in these By-laws, no business shall be transacted at any

General Meeting unless a quorum of Members entitled to vote is present at the time when

the meeting proceeds to business. A quorum for a General Meeting consists of not less

than 7 of the Members entitled to vote being present in Person.

8.7 Adjournment for Lack of Quorum

If within 15 minutes from the time appointed for a General Meeting, a quorum is not

present, the Members entitled to vote who are present shall constitute a quorum.

8.8 Tie Vote

In the case of a tie vote, the Chairperson of the meeting is entitled to a tie breaking vote.

8.9 Order of Business

The order of business at an Annual General Meeting and as far as practicable at all

General Meetings shall be:

8.9.1 If the President and the Vice President shall be absent, the election

of the Chairperson of the meeting;

8.9.2 Call to order by the Chairperson;

8.9.3 Proof of notice of meeting or waiver of notice, if required by a majority of

those Members present at the meeting and entitled to vote;

8.9.4 Announcements;

8.9.5 Ratification of Agenda;

8.9.6 Approval of the Minutes of the previous Annual General Meeting and any

Special General Meetings held since the previous Annual General

Meeting;

8.9.7 Any business arising out of the minutes of the previous meetings;

8.9.8 Report of the President;

8.9.9 Report of the Committees;

8.9.10 Consideration of financial statements;

8.9.11 New business as directed by the Board or arising out of a properly

presented notice of motion;

8.9.12 Nomination and election of the Board of Directors;

8.9.13 Adjournment.

8.10 Notice of Motion Procedure

No business requiring the vote of the Membership or which would be binding on the

Association, other than specifically set out in subsection 8.9 hereof, shall be considered at

any General Meeting unless notice of such item of business has been provided to the

Secretary, in writing, in sufficient detail and sufficiently prior to the General Meeting in

question to allow due consideration by the Board of the issues raised in the notice prior to

the said General meeting and in any event at least 30 days prior to the said General

Meeting. Thereafter, if the Board determined that it is appropriate to deal with such meeting and the Secretary, in the notice of the General Meeting, shall in brief summary

form describe such item of business.

In- season operational changes may be addressed in an emergency committee if an issue interferes with operations of In season play.

8.11 Method of Voting

Every question submitted to a General Meeting shall be decided, unless a ballot is

demanded, by a show of hands and, if a ballot is requested, then by secret written ballot.

8.12 Declaration of Results

At every General Meeting, unless a poll is demanded by the chairman or by a Member

entitled to vote (which poll may be demanded before or immediately after a vote by show

of hands), a declaration by the chairman of the meeting that a resolution has been carried

or carried by a particular majority or lost or not carried or carried by a particular majority

and an entry to that effect in the books of proceedings of the Association shall be

conclusive evidence of the fact without proof of the number or proportion of the votes

recorded in favour of or against such resolution.

PART NINE

9. MEETINGS OF THE BOARD OF DIRECTORS

9.1 Regular Meetings

The Board shall meet in the ordinary course of events once each month to transact the

Association’s business. A yearly schedule of meetings may be established at the first

meeting of a new Board.

9.2 Parliamentary Procedure

All meetings of the Board shall be conducted according to the Parliamentary rules of

procedure as set out in the most recent edition of Robert’s Rules of Order except as

otherwise provided for herein.

9.3 Convening of Meetings

The President may at any time, and the Secretary shall at the request of any three

Directors, convene a meeting of the Board.

9.4 Notice of Meeting

Notice of the time, date and place of each meeting of the Board shall be given to each

Director not less than 48 hours before the time when the meeting is to be held.

9.5 Members may Attend Board Meetings

Members are entitled to attend Board Meetings except for any part of a meeting that is

held in camera. The Association shall use its best efforts to notify Member or non-receipt

of that notice by any Member does not invalidate any proceedings or business transacted

at any meeting. Members shall be entitled to make brief submissions respecting relevant matters during the portion of the agenda when new business is dealt with or when

submissions are solicited by the Board.

9.6 Periodic Meetings Without Notice

The Board may appoint a regular time and place for its meetings. A copy of any

resolution by which it is determined to hold such periodic meetings shall be sent to each

Director forthwith after it is passed and forthwith to each Director who is subsequently

elected or appointed. No other notice is required for any such periodic meeting, except

where this By-law requires the purpose of the meeting or the business to be transacted at

the meeting to be specified.

9.7 Waive Notice of Meeting

Any Director may waive notice of a meeting before, during or after the meeting and such

waiver shall be deemed the equivalent of receipt of due notice of the meeting.

9.8 Adjourned Meeting

If a meeting of the Board is adjourned, notice of the new meeting is not required if the

time and place of the new meeting is announced at the time the original meeting is

adjourned.

9.9 Quorum

No business shall be transacted at any meeting of the Board unless a quorum of Directors

is present at the time when the meeting proceeds to business. A quorum for a meeting of

the Board of Directors consists of eight Directors.

9.10 Majority Vote

Matters considered at any meeting of the Board shall be decided by a majority of votes

cast upon each matter, by the Directors present.

9.11 Tie Vote

In cases of an equality of votes, the Chairperson shall have a deciding vote to break the

tie.

9.12 Chairperson of Meeting

The President, and in the President’s absence one of the Vice Presidents, shall act as

Chairperson of the meeting of the Board of Directors. In the absence of both the

President and both the Vice Presidents, then at the commencement of the meeting a

Chairperson of the meeting shall be elected.

9.13 Resolutions in Writing

A resolution in writing signed by all of the Directors without their meeting together shall

be as valid as if it had been passed at a meeting of the Board of Directors duly called and

held, and consent to such resolution may be evidenced by means of several documents in

the same form each signed by one or more Directors, or by means of telegram, telex,

telecopier, word processor or any other method of transmitting written material.

PART TEN

10. MISCELLANEOUS PROVISIONS

10.1 Limitation of Liability of Members

A Member, when duly authorized to act for the Association, shall not be personally

liable for any loss or damage or depreciation to the property of the Association except if

such Member acted fraudulently, dishonestly or committed acts of gross misconduct or

negligence.

10.2 Arbitration

A dispute arising out of the affairs of the Association and between:

10.2.1 A Member of the Association; or

10.2.2 A person who ceased to be a Member at any time in the six months prior

to the dispute;

and:

10.2.3 A Director or Officer of the Association; or,

10.2.4 the Association

shall be decided by arbitration pursuant to the Arbitration Act of Alberta.

A decision made pursuant to an arbitration is binding on all parties and may be enforced

on application to the Court of Queen’s Bench, and there shall be no appeal from that

decision.

10.3 Fines

The Association may impose a penalty of $100.00 on a Member contravening a By-law

of the Association for each contravention of the By-law.

A penalty may be recovered as a debt due from the Member of the Association, and all

penalties so recovered belong to the Association.

10.4 Severability

The provisions hereof shall be deemed independent and severable and the invalidity in

whole or in part of any part of this By-law does not affect the validity of the remainder of

the By-law which shall continue in full force and effect as if such invalid portion had

never been included herein.

10.5 Amendment of By-laws

These By-laws or any of them may be added to, amended or repealed in whole or in part

by a Special Resolution of the Association.

These By-laws were adopted by a Special Resolution of the Members of the Association

at a duly called General Meeting held on the \_\_\_ day of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_