

**Ridge Meadows Minor
Baseball Association**

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KERRY TAYLOR

By-Laws

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Part 1: General

1. The Association may do such things as approved by the Board of Directors as may be necessary to raise funds to carry out the objects of the Association and may accept donations for this purpose.
2. The purposes of the Association shall be carried on without pecuniary gain to its members and no dividends shall be declared or paid and any profits or other Accretions to the Association shall be used in promoting its' objects. **This provision was previously unalterable and can only be amended by special resolution based on a unanimous vote of the membership present at an extraordinary meeting of the Association.**
3. Upon the dissolution of the Association, the assets of the Association remaining after satisfaction of its' liabilities and the proposed dissolution costs would become the property of the British Columbia Minor Baseball Association to be held in trust until such time as a new baseball association in the Maple Ridge/Pitt Meadows area is formed, whose objects would be compatible with those of the defunct Association, and incorporated under the Society Act. **This provision was previously unalterable and can only be amended by special resolution based on a unanimous vote of the membership present at an extraordinary meeting of the Association.**
4. No borrowing powers shall be exercised on behalf of the Association except by special resolution passed at a membership meeting in respect of which at least fourteen (14) days' notice has been given to the members of the Association.
5. The books and records of the Association shall be in the custody of the Secretary and Treasurer, and shall be open to the inspection of the board of Directors at all times except as otherwise provided by law or these by-laws. Other members of the Association may be permitted to inspect the books or records of the Association by advance appointment with the Secretary or Treasurer, having first notified the Board of Directors.
6. The seal of the Association may be in the custody of the Treasurer and shall be used by duly authorized by resolution of the Directors.
7. Annual Financial Review Requirements:
 - (a) The Association shall engage an independent third-party accounting firm to prepare and review the Association's financial statements for each fiscal year pursuant to a review engagement or compilation engagement to determine whether the statements fairly represent the society's financial position;
 - (b) The accounting firm must not have any principals/partners that are related to a current Director, Officer, employee, or immediate family member of the Association;
 - (c) The reviewed financial statements and the accountant's report shall be presented to the members at the Annual General Meeting;
 - (d) A copy of the reviewed financial statements shall be made available to any member upon request;

- (e) All reviewed financial statements and supporting documents shall be retained in the Association's records for a minimum of seven (7) years in accordance with the BC Societies Act; and
- (f) The costs related to the engagement of the independent third-party accounting firm shall be passed on to the members as a part of the member's annual registration fees.

Part 2: Interpretation

8. (1) In these by-laws, unless the context otherwise required:
 - (a) The "Association" means the RIDGE MEADOWS MINOR BASEBALL ASSOCIATION;
 - (b) The "Directors" or "Executive", or "Board of Directors" or "Board" means the Directors of the Association for the time being;
 - (c) "Special Resolution" means the resolution passed by a majority of the not less than three quarters (3/4) of members who are entitled to vote and are present in person at a meeting of the members of the Association. Quorum would not be less than 10% of the eligible voting membership to call a Special Resolution;
 - (d) "Executive" are individuals, either members in good standing or non-members voted into their positions at the Annual General Meeting for their term. Executive is the general term for the Board and does not assume voting at Board meetings and other matters unless the position is a voting position;
 - (e) "Director" are individuals, either members in good standing or non-members voted into their positions at the Annual General Meeting for their term;
 - (f) "Contractor" is any paid coach, instructor, or organization contracted by the Association to provide related services within a coaching, teaching, training, clinic, and/or development format, to players, teams, coaches, and/or umpires within this Association.
- (2) The definitions in the Society Act on the date these by-laws become effective will apply to these by-laws except as otherwise herein provided for.
9. In all by-laws of the Association, the singular shall include the plural and the plural the singular; the word "Person" shall include corporations and societies and the masculine shall include the feminine. Wherever reference is made to any statue or section thereof, such reference shall be deemed to extend and apply to any amendments to such statue or section as whatever the case may be.

Part 3: Membership

10. The members of the Association shall not be less than seven (7) in number and shall be the subscribers to the Constitution and By Laws and include every other person who applied for membership.
11. Application for Membership shall be acknowledged on the Association's On-

Line or Manual Player Registration form. As the participant is a Minor one or both parents or legal guardians designated on the registration form shall be considered full voting Members. All designated Executives shall be considered full voting Members.

12. Upon approval by the Board of an application for membership, the applicant shall be deemed to be a member for the current membership year in which the application was made.
13. The membership year shall commence at 12:01AM January 1st of each year and end at 11:59PM December 31st of the same year.
14. The Board shall have the power, by majority vote, to admit to membership the following:
 - (a) All persons who have obtained the age of 19 years or over
 - (b) Coaches under the age of 19 years may be admitted at the discretion of the Board and if so, admittance shall be accorded all right and privileges of membership
 - (c) Any person meeting requirements as the Board may from time to time set forth, shall be eligible to be an Associate Member.
15. The members of the Association shall:
 - (a) comply with the constitution, bylaws and regulations of the society from time to time in force and effect;
 - (b) comply with the British Columbia Baseball (BC Baseball) rules and general code of conduct, and shall work towards improvement of standards in the interest of baseball;
 - (c) hold the society and its officers harmless with respect to any action of discipline which may be imposed upon a member;
 - (d) generally, work towards the attaining of the goals and objectives of the society.

Part 3.1: Membership Dues

16. The dues or fees payable by members shall be as from time to time fixed by a majority vote of the Board of Directors. These membership dues or fees shall be payable annually. The Board of Directors may grant special dispensation for waiver of dues or registration fees at their discretion when a majority of the Board votes to do so. Annual registration procedures for all members shall be established by the Executive with fees payable at such time and in such manner as the Executive shall decide.

Part 4: Withdrawal & Expulsion

17. All members are in good standing except a member who has failed to pay their current registration fee, including Spring, Summer, and Fall Seasons, or any other subscriptions or debt due and owing to the Society. As long as debt is outstanding, the member is not in good standing. Any member who desires to withdraw from the membership in the Association may notify the Board of Directors in writing to that effect and on receipt by the Board of such notice, that person shall cease to be a member.

18. The Board of Directors shall have the power, by a vote of three quarters of the Directors, to expel or suspend any member from the Association whose conduct shall have been determined by the Directors to be improper, unbecoming or likely to endanger the interest or reputation of the Association or who willfully commits a breach of the Constitution or by-laws of this Association and the Board may declare that the member shall cease to be in good standing and shall stand suspended or expelled from membership in the Association from the date stated in a resolution of the Board.
19. Any member suspended or expelled by such action taken in clause 18 above, may appeal the Board's decision within 30 days of notice of such action. Such member will then be granted the right to express his or her reasons for believing that such action is unjust and upon a vote of three quarters of the Board, such action may be reversed.
20. Any member who withdraws or is expelled from the Association shall forthwith forfeit all rights arising from or associated with membership in the Association.
21. Any member who withdraws from the Association or who is expelled from the Association or who ceases to be a member in good standing of the Association shall remain liable for payment or any assessment or other sum levy or which became payable by him to the Association prior to his withdrawal or expulsion.
22. Non-payment of fees, or the default in payment of fees, shall be considered as reasonable grounds for immediate expulsion of a member. Any such member may, however, upon payment of all unpaid dues or fees, be reinstated by unanimous vote of the Board.
23. The Board may, from time to time, decide what, if any, refund of fees or dues a member withdrawn, expelled or suspended may receive.
24. A person shall cease to be a member of the Association on his/her death, or in the case of a corporation, on dissolution.

Part 5: Government

25. The Government of the Association shall be vested in a Board of Directors of at least nine persons who shall be elected semi-annually based on their even or odd 2 year term.
26. The Government of the Association shall be the persons elected to the positions of: President, First Vice-President, Second Vice President, Secretary, Treasurer, Senior Commissioner, Junior Commissioner, Equipment Manager, Special Events Coordinator and Divisional Coordinators, also referred to as "Commissioners". These positions will constitute the Board of Directors (the "Board") and will have voting power. Voting privileges remain subject to any conflict-of-interest provisions contained elsewhere in these Bylaws. In the event that a member holds two Director positions, they are limited to one vote at meetings of the Board. If members of the

same household hold Director positions, only one member of that household shall be entitled to vote at meetings of the Board.

27. Other Volunteer Members who may attend board meetings shall be, but not necessarily limited to, Registrar, the Umpire-In-Chief, Tournament Coordinator, Sponsorship Manager, Uniform Manager, Webmaster and any other position as may be deemed necessary from time to time and appointed or contracted by a majority vote of the Board. These members who may attend shall not have voting power.
28. All members of the Board of Directors shall hold office for a period of two (2) years, and are eligible for re-election for subsequent terms.
29. The Board shall have the power to fill for the unexpired terms any vacancies occurring in their members between annual elections.
30. Quorum for a board meeting shall be at least fifteen (15) Board Members and must include the President and Vice-Presidents. At least twelve (12) of the voting board members must be present for any votes or motions to be raised or actioned.
31. The Board shall have the power to source and establish contracts for the paid positions or other roles as established by vote during General or Special General meeting where quorum is met.
32. "Member Proposal". The Directors shall call a special meeting of the Association upon receiving a written request for such a meeting, signed by at least 10% of the members of the Association. The said written request shall state the purpose for which the meeting is requested. Within ten (10) days of the receipt of such a written request, the Board shall cause a notice to be written, or by any means the Board deems advisable, to be sent to all members specifying the time and place for holding such meeting. Such meeting shall be held not less than seven (7) days not more than fourteen (14) days from the date of the notices. At any special meeting called on request, only the business specified in the request shall be discussed, except any further business that the Directors may wish to bring before the meeting. This would constitute a "Special Resolution" and the rules within.
33. Candidates for the Board shall be nominated in writing by a member in good standing or by a Director of the Association within 14 days of an annual meeting and no less than 10 days from that meeting date. Nominations may also be made from the floor, if position is vacant, at the annual general meeting of the Association and these nominations from the floor need not be in writing. A contractor can be nominated and if voted in for a voting position, they are not allowed to vote on subjects they are being paid for as this would be a conflict of interest.
34. A Director may be removed from office by a special resolution. A replacement Director may be elected at a meeting of the membership or may be appointed by the Board to serve during the balance of the term. A Director may be removed by breeching the Constitution or By-laws of the Association, missing more than three (3) consecutive scheduled Board meetings without cause, misconduct of the Association assets or resources, inflammatory or slander against the Association or its members. This would include social media or other mechanisms that

impact the operation of the Association that cause undue hardship on the Association or its members.

Part 6: Duties – Board of Directors

35. President

- (a) 2-year term (Odd Year);
- (b) Shall preside at all meetings of the Executive, Volunteer Coordinators, and the Association;
- (c) Is the Chief Executive Officer of the Association and shall perform the duties usual to the office of President;
- (d) Shall have the power to suspend any team, player, team official, parent/guardian or umpire for conduct unbecoming of a member of the society on or off the field, for abusive language to any of the officials, players or coaches, or for failure to comply with the Association's Constitution, By-laws and regulations, pending review of the incident by the executive, such a review shall take place no later than seven (7) days after the date of the suspension.
- (e) The President shall not have a vote in any matters, save in case of an equality of votes wherein he/she will cast the deciding ballot.

36. First Vice-President

- (a) 2-year term (Even Year);
- (b) Shall assist the President in all matters pertaining to the Association and in the absence of, shall perform the duties of the President;
- (c) Shall be responsible for Governance and Compliance of the Association and act as Risk Management Officer to track criminal records checks by coaches and volunteers as described by the society's policies
- (d) Act as the Society's Sponsorship by working either directly with sponsors or through Association volunteers be responsible for all aspects of the Association's fundraising efforts;
- (e) In addition, they may assume such other duties as may be prescribed by the Board and which are not already duties of other officers as specified herein.

37. Second Vice-President

- (a) 2-year term (Odd Year)
- (b) Act as the Association's Parks and Leisure Services liaison, including completion of annual fields and special events requests;
- (c) Shall attend BC Baseball Annual General Meeting and make recommendations for changes to BC Baseball rules and regulations in addition, assume such other duties as may be prescribed by the Board and which are not already duties of other officers as specified herein.

38. Secretary

- (a) 2-year term (Even Year)
- (b) Shall take the minutes of all meetings and shall be responsible for circulating these among the members of the Board within 5 days of said meeting(s)
- (c) Minutes of Annual General Meetings, Special Meetings, etc., shall be circulated or read out at the next membership meeting.

39. **Treasurer**

- (a) 2-year term (Odd Year)
- (b) Shall be the custodian of all monies, or other property paid or donated to the Association and shall disburse same upon authority from the Board.
- (c) The Treasurer shall keep a true and accurate record of receipts and disbursements and shall render a true account when required.

40. **Junior Commissioner**

- (a) 2 Year term (Even Year)
- (b) Shall be responsible for the setting up of any clinics deemed necessary for the training of players and coaches in the Junior Divisions (Tadpole, Mosquito, and Peewee).
- (c) Assist in the selection of coaches for teams. May have such other duties as may from time to time be assigned by the Board.

41. **Senior Commissioner**

- (a) 2 Year term (Odd Year)
- (b) Shall be responsible for the setting up of any clinics deemed necessary for the training of coaches and players in the Senior Divisions (Bantam & Midget).
- (c) Assist in the selection of coaches for teams. May have such other duties as may from time to time be assigned to by the Board.

42. **Equipment Manager**

- (a) 2 Year term (Even Year)
- (b) Will have overall responsibility for the inventory, disbursement and care of the equipment, etc. for use by the teams in the Association.
- (c) May have such other duties as may from time to time be assigned him by the Board.

43. **Special Events Coordinator**

- (a) 2 Year term (Odd Year)
- (b) Will be responsible for management of any special events planned for the members of the Association, such as but not limited to, fund raising, dances, raffles, etc.
- (c) May have such other duties as may from time to time be assigned by the Board.

44. If a member of the Board of Directors shall resign his or her office before his or her term, or without reasonable excuse, absent themselves from three (3) or more board meetings, or be suspended or expelled by the Association, the Executive may declare their office vacated and may appoint a successor in place to hold office until the next Annual General Meeting, at which the Board of Directors for the ensuing year are elected.

Part 7: Duties – Volunteer Coordinators

45. The Fields Manager is responsible for field maintenance and ensures field equipment and consumables are dispersed in lockups as needed. Liaise with Parks & Leisure Services as required. Is responsible for inventory and accounting of field care equipment. May have such other duties as may from time to time be assigned by the Board.

46. The Umpire-in Chief for the Association shall be responsible for the setting up of any clinics deemed necessary for the training of umpires and for the scheduling of umpires at games as necessary. May have such other duties as may from time to time be assigned by the Board.
47. Divisional Coordinators “Commissioners” for each division will be responsible for the day to day activities of the teams in the league over which they have jurisdiction. They may also have such other duties as may from time to time be assigned to them by the Board. Divisions include Rally Cap, Super-T, Tadpole, Mosquito, Peewee, Bantam, Midget, and Juniors.
48. The Uniform Manager will have the overall responsibility for the inventory, disbursement and accountability for the uniforms. He may have such other duties as may from time to time be assigned by the Board.
49. The Tournament Coordinator is responsible for planning, preparation and execution of the association’s Invitational Tournaments. Works with an appointed Tournament Lead for each event to ensure that the event is properly managed and fiscally viable. May have such other duties as may from time to time be assigned by the Board.
50. The Registrar shall be responsible for ensuring that registration is carried out each year. Duties include managing physical and online registration process. Is the first contact for any issues related to registration by members and will be responsive to the same within a reasonable timeframe or as prescribed by the Board. May have such other duties as may from time to time be assigned by the Board.
51. The Webmaster is responsible for the administration and operation of the RMMBA website. Creative control and input will be a joint compilation of the executive and administered by the Webmaster. Responsible for updating the website in a timely fashion and liaising with the Host Server. May have such other duties as may from time to time be assigned by the Board.
52. The Sponsorship Manager shall be responsible for contacting sponsors for the Association and soliciting new sponsors. May have such other duties as may from time to time be assigned by the Board.

Other member volunteers shall have such duties as may from time to time be assigned to.

Part 8: Proceedings of Directors

53. Proceedings
 - a) The Board may meet together at the places they deem fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

- b) The Board may from time to time fix the quorum necessary to transact business, and unless so fixed, the quorum shall be a majority of the Directors then in office.
- c) The President shall be chairperson of all meetings of the directors, but if at a meeting the President is not present within 30 minutes after the time appointed for holding the meeting, the First Vice-President shall act as chairperson' but if neither is present, then the Second Vice President shall act as chairperson; and if none are present, the Directors present may choose one of their number to be chairperson at the meeting.

54. The Board of Directors shall have the power to appoint such committees as they see fit, and any such committee appointed may perform such duties and exercise such power as delegated to them by the Directors from time to time.

55. Each committee appointed shall, from its members, elect a chairperson of the committee and a majority of the committee shall constitute a quorum of any committee meeting.

Part 9: Proceedings – General Meeting

56. A meeting shall be conducted annually for the election of members of the Board for the ensuing year. Additional meetings may be called by the President or upon written request of at least three (3) members of the Board of Directors.

57. Notice in writing of the annual general meeting of the Association shall be given to each member at least fourteen (14) days prior to the date of the meeting, and such notice shall set forth the time and place at which the meeting is to be held, provided that such notice may, pursuant to Section 39 (5) of the Society Act, be given by advertising in a newspaper circulating within the Municipalities of Maple Ridge and Pitt Meadows, or otherwise as the Board of Directors shall from time to time decide.

58. Each member present in person shall be entitled to one vote. Voting by proxy shall not be allowed, voting by telephone and/or another electronic medium shall not be allowed.

59. A record of signatures of all members attending each and any meeting shall be kept by the Secretary and a copy securely attached to the minutes of such meetings.

60. Unless otherwise provided by resolution of the Board of Directors, a quorum for the transaction of the business at any meeting of the members shall consist of not less than forty (40) members in good standing present in person who are entitled to vote at a meeting of the members. Voting would be two thirds (2/3) at or above the eligible attending quorum members to pass. In the event of lower than quorum attendance at a General Meeting, three quarters (3/4) of the vote is required to pass.

61. Any meetings of the Association or of the Directors may be adjourned to any time

and from time to time, and such business may be transacted at such adjourned meeting(s) as might have been transacted at the original meeting(s) from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

62. At all meetings, every seconded motion shall be decided by 2/3 of the votes of those entitled to vote who are present in person, unless otherwise required by the By Laws of the Association or the Society Act. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands, every member having voting rights shall have one vote and, unless a poll be demanded, a declaration by the Chairperson that a resolution has been carried or not carried and an entry to the effect in the Minutes of the meeting shall be sufficient evidence of the fact without proof of the number of proportion of the votes accorded in favor of, or against such resolution. The demand for a poll may be withdrawn, but if a poll is demanded and not withdrawn, the question shall be decided by a majority of votes given by the members present in person, and such poll shall be taken in such manner as the Chairperson shall direct and the result of such poll shall be deemed to be the decision of the Association in a meeting upon the matter in question.
63. Unless otherwise herein provided for, Roberts Rules of Order will be followed at all meetings of the Association.
64. The order of business for the Annual General Meeting of the Association will be as follows and may include other items deemed necessary by the Board from time to time:
 - A. Call to Order
 - B. Minutes of the Previous Meeting
 - C. Treasurer's Report
 - D. League Reports
 - E. President's Report
 - F. Committee Reports
 - G. Correspondence
 - H. Old Business
 - I. Nominations of Officers
 - J. Election of Officers
 - K. New Business
 - L. Announcements
 - M. Adjournment
65. A quorum for the transaction of business at any General Meeting or Special General Meeting shall be no less than 20 members.

Part 10: Finance

66. All revenue shall be placed in the Association treasury. Disbursements shall be in such a manner as to give no individual or team an advantage over the others.
67. The Association and Board of Directors shall decide on all matter of finances of

the Association and the final decision to purchase is to be based on the majority decision of the Board of Directors.

- a) For any single expenditure over \$5,000 (exclusive of taxes), the Association shall obtain at least three written quotes from independent suppliers or contractors.
- b) For expenditures between \$2,000 and \$5,000, the Association shall obtain at least two written quotes where practicable.
- c) Expenditures under \$2,000 may be made at the discretion of the Board or its delegated officers, provided they are consistent with the approved budget.
- d) Directors or Officers must disclose any personal, family, or business interest in any proposed contract or expenditure and must recuse themselves from discussion and voting on the matter.
- e) All contracts or commitments exceeding \$10,000 must be approved by resolution of the Board of Directors.
- f) A summary of all contracts exceeding \$5,000 shall be reported to members at the Annual General Meeting, and all quotes shall be retained in the Association's records for at least six years.

Part 11: Seal

68. The Board may adopt a seal which shall be the common seal of the Association and shall from time to time be resolution provided for its' custody and use.

Part 12: Fiscal Year

69. The fiscal year of the Association shall be September 1 to August 31 of each year. The financial statements of the Association's affairs shall be made up to that date for presentation to the members at the Annual General Meeting.

Part 13: By Laws

- 70. The By Laws shall not be altered or added to except by special resolution at the Annual General Meeting of the Association.
- 71. Any alterations or additions to the Constitution and by Laws must be by a special resolution and passed by a 3/4 vote of the quorum present at the Annual General Meeting. If quorum is not achieved, three quarters (3/4) of the attending members is required to pass.
- 72. On being admitted to membership, each member is entitled to and the Association shall make available to him, without charge, a copy of the Constitution and By Laws of the Association.

Part 14: Rules

- 73. The coaches and managers of all teams shall be selected and approved annually by the Baseball Operations and shall be responsible for the conduct of their players

both on and off the field.

74. The term of tenure for coaches and team managers shall be from the time of his/her appointment by the Board of Directors until the close of the playing season.

75. Each Divisional Commissioner shall have the power to administer his/her division subject to any approval the Board of Directors may wish to apply.

76. Rules and regulations shall be as laid down by the British Columbia Minor Baseball Association (BC Minor Baseball) or the Baseball British Columbia Association (Baseball BC) except where local house league amendments apply.

DATED THIS 8th DAY OF NOVEMBER 2025