

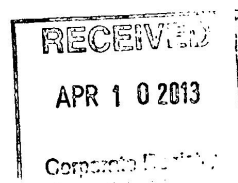
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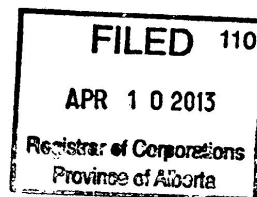
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**SOUTH EDMONTON MINOR SOFTBALL ASSOCIATION**  
**BYLAWS**



April 9, 2013



Name	Mailing Address
Position Held	

List all Officers of the Society:

Name	Mailing Address
Position Held	

List all Officers of the Society:

Name	Mailing Address
Position Held	

I, \_\_\_\_\_, certify that the information I have provided is true and correct to the best of my knowledge and that I am authorized to file this form on behalf of the Society.

(Authorized Representative)

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 20 \_\_\_\_\_

Telephone Number \_\_\_\_\_

Relationship to Society \_\_\_\_\_

Name of Authorized Representative (print name) \_\_\_\_\_

Signature \_\_\_\_\_

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2. **General Membership:** General membership shall be provided to the following individuals:
  - a. All parents and/or legal guardians of players who are registered in minor softball programs.
  - b. All registered coaches and managers of teams.
  - c. Community leagues and sponsoring organizations shall all be considered members provided their name appears on a list which is submitted annually to the Board of Directors.
3. **Associate Membership:** Associate memberships may be provided to other individuals who do not meet the above requirements, upon approval of the Board of Directors.
4. **Honorary Membership:** Honorary memberships may be provided to individuals who have made significant contributions to the Association, upon approval of the Board of Directors.
5. **Membership Fee and or Assessment:** Any fee or assessment in the Association shall be determined, from time to time, by the members at an annual general meeting.
6. **Withdrawal of Membership:** Any member wishing to withdraw from membership may do so by notifying the Board of Directors, through its Secretary, in writing. If any member is in arrears for fees or assessments for any year, his/her membership may be suspended at the expiration of six (6) months from the end of such fiscal year. In such case, the member shall thereafter be entitled to no membership privileges or powers in the Association until reinstated.
7. **Expulsion of Membership:** Any member, upon a majority vote of all members of the Association in good standing, may be expelled from membership for any cause which the Board of Directors may deem reasonable, including acting in a manner detrimental to the Association or the sport, providing such member is given the opportunity to have a proper hearing.

9. **Voting:** Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes cast at that meeting. In the case of an equality of votes, the Chairperson of the meeting shall not have a second or casting vote.
10. **Resolution in Writing:** A resolution in writing signed by all of the Directors shall be valid as if it had been passed at a meeting of the Board of Directors duly constituted. Such resolutions are valid if executed in counterpart, by email or facsimile. Duly executed resolutions in writing shall be identified within the minutes of the next meeting of the Board.
11. **Remuneration:** No Director or Officer shall be entitled to remuneration from the property or assets of the Association.

#### ARTICLE 5 – DUTIES AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS

1. **Authority:** The Board of Directors shall, subject to the bylaws or directions given it by majority vote at any meeting of members properly called and constituted, have full control and management of the affairs of the Association. The Board of Directors shall have responsibility to determine policies, programs and activities of the Association.
2. **Executive Committee:** The Board of Directors shall appoint from amongst the Board of Directors, an Executive Committee which shall be comprised of the offices of President, Vice President, Secretary, Treasurer and Registrar. The members of the Executive Committee shall hold office for a term to end at the next annual general meeting of members or until the member resigns the position in writing to the Board of Directors or ceases to be a Director of the Association. Each of the offices may be held by more than one individual.
3. **Committees, Subcommittees or Ad Hoc Committees:** The Board of Directors may appoint and establish such other Committees as may be required from time to time to ensure that the objectives of the Association are met. Such Committees shall remain constituted at the pleasure of the Board of Directors.
4. **Appointment of Other Officers:** The Board of Directors may appoint such other offices as the Board may determine from time to time.

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8. **Treasurer:** The Treasurer shall receive all monies paid to the Association and be responsible for the deposit of same in whatever Bank, Trust Company, Credit Union or Treasury Branch the Board may order. He/she shall properly account for the funds of the Association and keep such books as may be directed. He/she 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 of the financial position of the association and submit a copy of same to the Secretary for the records of the association. The Treasurer shall have such other duties as may be specified from time to time by the Board of Directors.
9. **Registrar:** The Registrar shall ensure all players are registered in the proper category, maintain a record of registration of all eligible players and such other duties as may be delegated by the Board of Directors. The Registrar shall have such other duties as may be specified from time to time by the Board of Directors.
10. **Books and Records:** The Board of Directors shall ensure that all necessary books and records of the Association required by the Bylaws of the Association or by any applicable statute or law are regularly and properly kept. 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 fourteen (14) days' notice and arranging a time satisfactory to the officer or officers having charge of same. Each member of the Board shall at all times have access to such books and records

#### ARTICLE 6 – CONFLICT OF INTEREST

1. **Conflict of Interest Rules:** A Director or Officer who is directly or indirectly interested in a proposed transaction or contract with the Association must:
  - a. Disclose fully and properly the nature of the interest to the Board of Directors;
  - b. Remove himself or herself from all deliberations regarding the said contract or transaction; and,
  - c. Not vote or otherwise attempt to influence the decision-making process regarding the said contract or transaction.

2. **Banking Arrangements:** The banking business of the Association shall be transacted as specified by the Board of Directors.
3. **Cheques, Drafts and Notes:** All cheques, drafts or orders for the payment of money and all notes, acceptances and bills of exchange shall be signed in such manner and by such Directors of the Association as the Board of Directors may from time to time designate by resolution.

#### ARTICLE 9 - BORROWING POWERS

1. For the purpose of carrying out its objects, the Association may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Board of Directors, and in no case shall debentures be issued without the sanction of a special resolution of the members of the Association.

#### ARTICLE 10 - FINANCIAL YEAR

1. The fiscal year of the Association shall end on September 30 in each year.

#### ARTICLE 11 – ANNUAL REVIEW OF FINANCIAL RECORDS

1. The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant or by two members of the Association elected for that purpose at the annual general meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the annual general meeting of the Association.
2. The accounting firm shall be appointed by the members at the annual general meeting on the recommendation of the Board of Directors.

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#### ARTICLE 7 – MEETINGS OF MEMBERS

1. **Annual General Meeting:** The Association shall hold an annual meeting on or before November 1 in each year, of which notice in writing to the last known address of each member shall be delivered in the mail, or by email, fourteen (14) days prior to the date of the meeting.
2. **Notice of Annual General Meeting:** Annual general meetings of the Association may be called at any time by the Secretary upon the instructions of the President or Board of Directors by notice in writing to the last known address of each member, delivered in the mail or by email fourteen (14) days prior to the date of such meeting. A special meeting shall be called by the President or Secretary upon receipt of a petition signed by one-third of the members in good standing, setting forth the reasons for calling such meeting, which shall be by letter to the last known address of each member, delivered in the mail or by email fourteen (14) days prior to the date of such meeting.
3. **Quorum:** A majority of members in good standing shall constitute a quorum at any meeting of members.
4. **Voting:** Each member of the Association shall be entitled to one (1) vote. Voting shall be by a show of hands or by secret ballot if so requested by the Chairman or by a majority of those members present.
5. **Special Meeting:** A Special Meeting of members of the Association may be called by the Chairperson as required. Notice of meeting shall be given to each member in the same manner as provided with respect to the notice of the Annual General Meeting. A Special meeting shall be called by the Chairperson upon receipt of a petition setting forth the reasons for calling such meeting signed by one-third (1/3) of the members in good standing.

#### ARTICLE 8 – EXECUTION OF INSTRUMENTS

1. **Signing Authority:** Any and all documents, deeds, transfer, assignments, obligations, certificates and other instruments may be executed on behalf of the Association by the President or his/her designate and one other member of the Executive Committee. In addition, the Board of Directors may from time to time, designate by resolution the manner in which and the person(s) by whom any particular instrument may be executed and all such instruments shall be binding upon the Association.

5. **President:** The President shall assume primary responsibility for the discharge of duties related to policies, programs and activities of the Association. He/she shall be an ex-officio member of all Committees. He/she shall represent the Association and maintain the Association's interests within the community and liaise with all key groups and agencies. He/she shall, when present, preside as Chairman at all meetings of the Association and of the Board. In his/her absence, the Vice President shall preside at any such meetings. In the absence of both, a chairperson may be elected at the meeting to preside.
6. **Vice President:** The Vice President shall assume such duties as determined by the President. In the absence of the President, the Vice President shall assume responsibility for the discharge of duties related to policies, programs and activities of the Association. He/she shall be an ex-officio member of all Committees. In the absence of the President, he/she shall represent the Association and maintain the Association's interests within the community and liaise with all key groups and agencies. He/she shall in the absence of the President, when present, preside as Chairman at all meetings of the Association and of the Board. The Secretary shall have such other duties as may be specified from time to time by the Board of Directors
7. **Secretary:** It shall be the duty of the secretary to attend all meetings of the Association and of the Board, and to keep accurate minutes of the same. He/she shall have charge of the Seal of the association which whenever used shall be authenticated by the signature of the Secretary and the President, or, in the case of inability of either to act, by the Vice-President. In case of the absence of the Secretary, his/her duties shall be discharged by such officer as may be appointed by the Board of Directors. The Secretary shall have charge of all the correspondence of the Association and be under the direction of the President and the Board of Directors.

The Secretary shall keep a record of all the members of the Association and their addresses and also send all notices of the various meetings as required, and collect and receive the annual dues or assessments levied, if any, by the Association. Such monies shall be promptly turned over to the Treasurer for deposit in a Bank, Trust Company, Credit Union or Treasury Branch as required. The Secretary shall have such other duties as may be specified from time to time by the Board of Directors.



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#### ARTICLE 4 - BOARD OF DIRECTORS

1. **Composition:** The affairs of the Association shall be governed by a Board of Directors comprising not more than fifteen (15) Directors and not less than five (5) Directors elected from the membership at an annual general meeting.
2. **Election/Appointment:** Any member in good standing shall be eligible to stand for election as a Director of the Association. A person appointed or elected a Director becomes a Director if they were present at the meeting when being appointed or elected, and did not refuse the appointment. They may also become a Director if they were not present at the meeting but consented in writing, to act as Director before the appointment or election or within ten (10) days after the appointment or election.
3. **Term:** The Directors shall serve for a term expiring at the close of the next annual general meeting. Any vacancy occurring during the year shall be filled by the Board of Directors until the next annual general meeting of members.
4. **Vacancy:** The Board of Directors shall fill any vacancy on the Board through appointment. Any replacement Director shall hold the position until the close of the next annual general meeting of members.
5. **Removal:** The Association may, by special resolution of members in good standing passed at a special general meeting, specifically called for the purpose of removing a Director/Officer, remove any Director/Officer.
6. **Meetings:** Meetings of the Board of Directors shall be held as often as may be required, but at least once every three months, and shall be called by the President.
7. **Special Meetings:** A special meeting may be called on the instructions of any two Directors provided they request the President in writing to call such meetings, and state the business to be brought before the meeting. The holding of any meeting in the form of a telephone conference is permitted.
8. **Notice of Meeting/Quorum:** Meetings of the Board of Directors shall be called by seven (7) days' notice in writing mailed to each Director or by three (3) days' notice by fax or electronic communication. A quorum for the transaction of any business shall be a majority of Directors, and meetings shall be held without notice if a quorum of the Board of Directors is present, provided however, that any business transactions at such meeting shall be ratified at the next regularly called meeting of the Board of Directors; otherwise such business shall be null and void.

This information is being collected for the purposes of corporate registry records in accordance with the *Societies Act*. Questions about the collection of this information can be directed to the Freedom of Information and Protection of Privacy Coordinator for the Alberta Government, Box 3140, Edmonton, Alberta T5J 2G7, 780-427-7013.

Corporate Access Number:		Date of Incorporation of Society (yyyy-mm-dd)
Name of Society:		
Address of Society's Registered Office:		
City	Province	Postal Code

This Annual Return covers the year ending (yyyy-mm-dd)

List all Directors of the Society:

Name	Mailing Address
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List all Directors of the Society:

Name	Mailing Address
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List all Directors of the Society:

Name	Mailing Address
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List all Officers of the Society:

Name	Mailing Address
Position Held	

List all Officers of the Society:

Name	Mailing Address
Position Held	

List all Officers of the Society:

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#### ARTICLE 1 - DEFINITIONS

1. **"Act"** means the Province of Alberta *Societies Act*, as amended, and all regulations under the Act in force from time to time;
2. **"Association"** means the South Edmonton Minor Softball Association;
3. **"Board of Directors"** means the governing body of the South Edmonton Minor Softball Association;
4. **"Bylaws"** means this bylaw and all other bylaws of the Association from time to time in force;
5. **"Registrar"** means Registrar as defined in the *Business Corporations Act*.

#### ARTICLE 2 - NAME AND REGISTERED OFFICE

1. **Name:** The name of the Association shall be the **South Edmonton Minor Softball Association**.
2. **Registered Office:** The registered office will be at such location at the City of Edmonton in the Province of Alberta as the Board of Directors shall determine.
3. **Change of Registered Office:** The Board of Directors may, at any time, change the location of the registered office from one location to another in the City of Edmonton in the Province of Alberta. A notice of change shall be filed with the Registrar within fifteen (15) days after a change in the location of the registered office.

#### ARTICLE 3 - MEMBERSHIP

1. **Membership:** Membership allows individuals to participate in the organization and development of the Association.

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**ARTICLE 12 – AMENDMENT OF BYLAW**

1. Any amendment of the Bylaws of the Association shall be required to be passed as a Special Resolution by a majority of members entitled and present to vote at a special general meeting or annual general meeting.

Date: 09 April 2013