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ST. ALBERT MINOR BASEBALL ASSOCIATION BY-LAWS

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ARTICLE 1 - OBJECTS

1.1 General Objects

The objects of the Society are:

- to encourage and promote the development and growth of baseball in the territorial jurisdiction of the Society;
- to promote the ideals of good sportsmanship, honesty, loyalty, courage and respect; and
- to help the player members mature into responsible, respectable, healthy and trustworthy citizens.

1.2 Specific Objects

Without restricting the generality of Article 1.1, the Society will provide a comprehensive program of recreational and competitive baseball consistent with rules and policies established from time to time by Baseball Alberta and St. Albert Minor Baseball Association's Handbook.

ARTICLE 2 - INTERPRETATION

2.1 Definitions

Unless otherwise provided in these By-laws, the following terms shall have the following meanings:

- (a.) "Annual General Meeting" means an annual general meeting of the Members duly called and constituted in accordance with these By-laws.
- (b.) "By-laws" means these By-laws of St. Albert Minor Baseball Association (SAMBA) together with any amendments to or replacements of these By-laws.
- (c.) "Directors" means the persons who are elected or appointed as Directors of SAMBA from time to time in accordance with these By-laws.
- (d.) "Electronic Means" means facsimile, email, and other electronic, optic, magnetic methods, and includes anything that complies with the Electronic Transactions Act of Alberta.
- (e.) "Majority" means a simple majority of the eligible voters who are present and voting at the time the vote is taken.
- (f.) "Members" means the persons who are members of SAMBA from time to time in accordance with these By-laws.
- (g.) "Officers" means the persons who are elected or appointed as Officers of SAMBA from time to time in accordance with these By-laws.

(h.) "Societies Act" means the Societies Act (Alberta), as amended from time to time, and every statute that may be substituted there for and in the case of any such amendment or substitution, any reference in these By-laws to the Societies Act shall be read as referring to the amended or substituted provisions there for.

(i.) "SAMBA" or "Society" means St. Albert Minor Baseball Association.

2.2 Number and Gender

Words importing the singular number only in these By-laws shall include the plural number and vice versa and words importing one gender only in these By-laws shall include all genders.

2.3 Headings

The headings used in these By-laws are for ease of reference only and shall not affect the meaning or the interpretation of these By-laws.

ARTICLE 3 - JURISDICTION

3.1 Territorial Jurisdiction

The territorial jurisdiction of SAMBA shall be as defined by Baseball Alberta.

ARTICLE 4 - MEMBERS

4.1 Categories of Members

SAMBA shall have the following categories of Members:

(a.) Athlete Member

Any registered athlete with SAMBA may register as a member of SAMBA. If the Member is under the age of 18, a parent or guardian must register as acting for that athlete.

(b.) Non-Athlete Member

Any individual (such as a coach, manager, or team official) who participates in the activities of SAMBA may register as a member of SAMBA.

(c.) Lifetime Member

Lifetime Members are persons selected by the Board of Directors who are recognized for their contributions to SAMBA.

(d.) Director/Officer

A duly elected or appointed Director/Officer will be a member of the association for the duration of their appointment or term.

4.2 Registration

Each category of Member must register with SAMBA and agree to abide by the Society's By-laws, policies, procedures, rules and regulations. Members of SAMBA shall be 18 years of age or older. Members must be an active player, coach, umpire, parent or legal guardian of an active player or umpire with SAMBA or be an approved member at large to be eligible. Members must be in good financial standing with SAMBA. Membership is for one calendar year from date of membership application. Membership must be renewed annually. Lifetime members do not need to meet these requirements.

4.3 Membership Register

- (a.) SAMBA shall maintain a register of all members.
- (b.) Any member shall be entitled to inspect the register of members at SAMBA's registered office, with notice of 5 business days at an agreed upon time with the President, Secretary, or Registrar, and on such conditions as may be determined by the Board of Directors.

4.4 Fees

- (a.) Membership fees shall be determined from time to time by the Board of Directors and shall be due and payable at the time prescribed by the Board of Directors.
- (b.) The Board of Directors, in their absolute and unfettered discretion, may waive the payment of membership fees in circumstances of demonstrated financial hardship.
- (c.) The Board of Directors, in their absolute and unfettered discretion, may waive the payment of registration fees in circumstances of demonstrated financial hardship.

4.5 Meetings of Members

The terms and conditions governing meetings of the Members are as follows:

- (a.) An Annual General Meeting (AGM) shall be held once a year for the purpose of electing the Board of Directors, approval of the year-end financial statement and any resolutions so advertised. The AGM shall be held no later than November 30 at such date, time and place, as the Board of Directors shall determine. The meeting shall take place in person at a place determined by the Board, unless circumstances determined by the Board require that the meeting be held electronically. For electronic meetings any person entitled to attend may participate in the meeting by means of the electronic tools through which the meeting is being administered. A person participating in the meeting by such means is deemed to be present at the meeting. Notwithstanding any provision of this bylaw, any person participating in the electronic meeting may vote by the means that the Association has made available for that purpose.
- (b.) Notice of the Annual General Meeting of the Members shall be given, not less than 21 days before such meeting, by written or electronic notice to the members of SAMBA.

- (c.) A special meeting of the Members shall be called by the President of SAMBA upon receipt of a written request from at least a majority of the Board of Directors or upon receipt of a written request for such meeting signed by at least 10% of all voting members. Such special meeting shall be held within 45 days following receipt of such written request at such time and place as the Board of Directors may determine.
- (d.) Notice of a special general meeting shall indicate the date, time, and place of the meeting via by written or electronic notice to the members of SAMBA. Such notice must specify the general nature of the business to be transacted there at and no other business, than that specified, shall be transacted without the unanimous consent of all the members present.
- (e.) No error or omission in giving notice of any meeting of the Members shall invalidate such meeting or invalidate or make void any proceedings taken at such meeting and any Member at any time may waive notice of any such meeting and may ratify and approve any and all proceedings taken at such meeting.
- (f.) The President of SAMBA shall preside over any meeting of the Members and, at his discretion; he may appoint a chairperson to chair any meeting of the Members.
- (g.) A quorum at any meeting of the Members shall be 10 voting Members in good standing provided that if a quorum is not present within 30 minutes after the time at which such meeting is to commence, then the following terms and conditions shall be applicable:
 - (i) such meeting shall be postponed for a period of not more than 28 days and such meeting shall be held on such date, such time, and at such place as the President of SAMBA may designate; and
 - (ii) at such postponed meeting, those Members present shall constitute a quorum provided that at least 2-days' prior written notice of such postponed meeting has been given in the manner described in Section 4.5(c) hereof.
- (h.) Every question at a meeting of the Members shall be decided by a Majority of the votes of the Members present at such meeting unless otherwise required by these By-laws or by the Societies Act provided that if there is an equality of votes, then the chairperson of such meeting shall have a casting vote in order to eliminate such equality.
- (i.) Every question at a meeting of the Members shall be decided in the first instance by a show of hands (unless a poll is demanded by a Majority of the Members) and, upon such show of hands, a declaration by the chairperson of such meeting that a resolution has been carried or not carried and an entry to that effect in the minutes of the meeting shall be sufficient evidence of that fact without proof of the number or proportion of the votes recorded in-favour of or against such resolution. The president or designated chairperson shall vote only where necessary to break a tie.

- (j.) If a poll is demanded, then the question shall be decided by a Majority of the votes given by the Members present in person and the poll shall be taken in such manner as the chairperson of the meeting shall direct and the results of such poll shall be deemed to be the decision of the Members with respect to such question. The president or designated chairperson shall vote only where necessary to break a tie.
- (k.) Voting at a meeting of the Members shall not be by secret ballot unless the Majority of the Members present and entitled to vote at such meeting request that a secret ballot be held or unless otherwise specified in these By-laws.
- (l.) Any Member may participate in a meeting of the Members by means of telephone or other communication facility that permits all persons participating in the meeting to hear each other and any Members participating by such means are deemed to be present in person and entitled to vote, provided that the Society has made available a system of voting that allows the identity of the voter to be authenticated.
- (m.) A resolution in writing signed by all of the Members shall be as effective as a resolution passed at a meeting of the Members duly held and constituted.
- (n.) All meetings of the Members shall be conducted in accordance with these By-laws and where these Bylaws are silent, such meeting shall be conducted in accordance with "Robert's Rules of Order Newly Revised" or any summary thereof.
- (o.) The business at an Annual General Meeting shall be:
 - (i) to receive and consider the report of the Board of Directors;
 - (ii) to receive and consider the reviewed financial statements, completed in accordance with Article 9.3, for the most recent fiscal year;
 - (iii) to elect Officers and Directors; and
 - (iv) to consider any resolution or resolutions as may be properly brought before the meeting.

4.6 Voting Rights of Members

All Members in good standing shall be entitled to vote at an Annual General Meeting or at a special meeting of the Members, subject to the following restrictions:

- (a.) the Member does not receive a salary and or honorarium for services provided to SAMBA;
- (b.) Members who have not been Members for at least 30 days prior to the meeting in question shall not be entitled to vote at such meeting;
- (c.) Members are entitled to one vote. If a member is a guardian to more than one underage athlete, the member receives one vote. If an underage athlete has more than one guardian, each guardian if registered as a member receives one vote;

- (d.) Members shall vote in person only and not by proxy, mail or other method; and
- (e.) the President or designated chairperson shall vote only where necessary to break a tie vote.

4.7 Liability of Members

A Member, when duly authorized to act for SAMBA, shall not be personally liable for any loss or damage or depreciation to the property of SAMBA except if such Member acted fraudulently, dishonestly or committed acts of gross misconduct or negligence.

4.8 Termination of Memberships

A Member's membership in SAMBA shall terminate upon the occurrence of one or more of the following events:

- (a.) the Board of Directors receives written notice from such Member stating that such Member wishes to terminate his membership in SAMBA and such request is not requesting a release;
- (b.) such Member fails to pay his registration or membership fees as prescribed by the Board of Directors;
- (c.) such Member dies;
- (d.) a committee of the Board of Directors composed of at least 3 Directors, upon review of the conduct of such Member, decides to expel such Member on the basis that such Member has conducted himself in an improper or unbecoming manner which is likely to endanger the interest or reputation of SAMBA or on the basis that such Member has willfully breached these By-laws and policies set out in the SAMBA Handbook. Such expulsion shall be effective if executed and transmitted in writing by Electronic Means. Such expulsion shall be subject to the appeal procedure described in Section 4.9 hereof;
- (e.) a majority of the Members present and entitled to vote at a meeting of the Members vote in favour of the expulsion of such Member provided that such expulsion shall be effective if executed and transmitted in writing by means of Electronic Means. Such expulsion shall be subject to the appeal procedure described in Section 4.9 hereof; or
- (f.) any Member who does not conduct himself in accordance with the policies, rules and regulations of the association or Baseball Alberta may have his membership suspended upon a majority decision of the members of the Board.

Upon the termination of any Member's membership in SAMBA, all rights, claims and interests of such Member in SAMBA, including but not restricted to any refund of registration or membership fees, shall be forfeited by such Member.

4.9 Appeal Procedure Applicable to Termination of Memberships

Any Member who is expelled from SAMBA pursuant to Section 4.8(d), 4.8(e) or 4.8(f) hereof shall be entitled to appeal such expulsion in accordance with the following procedure:

- (a.) such Member shall forward written notice to the Board of Directors, within 30 days following receipt or deemed receipt of written notice of such-expulsion with the decision considered effective if executed and transmitted by Electronic Means;
- (b.) such Member's appeal shall be heard by a committee of the Board of Directors composed of at least 3 Directors (excluding those Directors who sat on the committee described in Section 4.8(d) hereof) within 30 days of receipt of such Member's notice of appeal;
- (c.) the procedure governing the hearing of such Member's appeal shall be determined by such committee of the Board of Directors; and
- (d.) the decision of such committee of the Board of Directors shall be final and such Member shall have no further right of appeal.

5.0 Player Releases

No player eligible to play within the Association's jurisdiction shall be released without the approval of the members of the Board and in accordance with Baseball Alberta's transfer policy. Prior to approval, a written request stating the reasons for the release and indicating where the player intends to play is required.

ARTICLE 5 - BOARD OF DIRECTORS

5.1 Powers of Officers and Directors

Subject to the provisions of these By-Laws and the Societies Act, the Board of Directors shall manage the business and affairs of SAMBA and exercise all such powers of SAMBA as are not required to be exercised by the Members. Without restricting the generality of the foregoing, the Board of Directors shall be empowered to:

- (a.) receive donations, bequests, funds, trusts, grants, benefits and property for the purpose of furthering the objects of SAMBA provided that the Board of Directors in its absolute and unfettered discretion may refuse to accept any donations, bequests, funds, trusts, benefits and property;
- (b.) borrow money on the credit of SAMBA;

- (c.) mortgage, charge, hypothecate or pledge any real or personal property of SAMBA in order to secure any obligations or liabilities of SAMBA;
- (d.) establish and maintain a banking relationship with one or more chartered banks, trust companies, credit unions or treasury branches and, in that regard:
 - (i) open one or more bank accounts;
 - (ii) designate signing officers for the signing of cheques, bills of exchange, promissory notes or other evidences of indebtedness or orders for the payment of money;
- (e.) appoint agents and employees of SAMBA to perform such duties as may be prescribed by the Board of Directors or these By-laws;
- (f.) institute and amend policies, procedures, and standards of conduct of SAMBA's business and affairs;
- (g.) establish committees of the Board of Directors, standing or otherwise, as the Board of Directors deems necessary or desirable in order to carry on the business and affairs of SAMBA and, for such purpose, the Board of Directors may delegate any of its power to such committees provided that at least one member of each such committee shall be a Director; and
- (h.) exercise any powers which, in the opinion of the Board of Directors, pertain to or promote the carrying out of the objects of SAMBA.

5.2 Number of Officers and Directors

The Board of Directors shall consist of not more than 13 Officers and Directors at any given time.

5.3 Qualifications of Officers and Directors

Each Officer and Director shall meet all of the following qualifications at all times:

- (i) Member in good standing;
- (ii) 18 years of age or older; and
- (iii) shall not be an employee of SAMBA.

5.4 Election and Term of Directors and Officers

The terms and conditions governing the election or appointment of Directors and Officers are as follows:

- (a.) subject to Sections 5.4(c), 5.4(d) and 5.4(e) and 5.4(f) hereof, all Directors and Officers shall be elected by the Members at an Annual General Meeting from the list of eligible persons presented at the Annual General Meeting duly nominated from the floor at the Annual General Meeting;

- (b.) at each Annual General Meeting the Members shall elect:
- (i) the President, Secretary, Registrar, Junior Rep Director, Facilities Director, Junior House League Director, Technical Director; every even numbered year, for a two year term,
 - (ii) the Vice-President, Treasurer, Senior House League Director, Senior Rep Director, Marketing/Fundraiser Director, Special Events Director every odd numbered year, for a two year term
- (c.) the immediate past President of SAMBA shall serve as a Director for a one year term following his term as President;
- (d.) in the event any vacancies exist on the Board of Directors following the election of Directors and Officers described in section 5.4(b) hereof, such vacancies shall be filled by persons appointed by a majority of the Board of Directors provided;
- (e.) any vacancy occurring in the Board of Directors between Annual General Meetings shall be promptly filled by persons appointed by a majority of the Board of Directors provided that such newly appointed Director or Officer shall hold office only for the unexpired portion of the vacating Director's term;
- (f.) in order to be eligible for the role of President, a nominee must be a current member of the Board of Directors, with a minimum one (1) year of service. In absence of a current Board member being willing to be considered for the role of President, the Nomination Committee will consider volunteer members directly assisting the board firstly, followed by any registered member for nomination; and
- (g.) if a Member wishes to be considered for nomination, such Member is required to notify the Secretary no later than ten days before the date of the Annual General Meeting for inclusion on the list of eligible persons, in order to ensure they meet the required qualifications.

5.5 Removal of Officers or Directors

The terms and conditions governing the removal of an Officer or Director are as follows:

- (a.) an Officer or Director shall be deemed to have resigned immediately upon such Officer or Director ceasing to meet all of the qualifications set out in Section 5.3 hereof;
- (b.) any Officer or Director, who without prior notice to the Board of Directors is absent from 3 consecutive meetings of the Board of Directors, may be removed by the Board of Directors by a resolution passed by a majority of the Directors present at a meeting of the Board of Directors duly held and constituted;

- (c.) if any Officer or Director demonstrates a lack of interest in SAMBA by inactivity or if any Director is incompetent or unable to handle his elected or appointed tasks or if any Director conducts himself in an improper or unbecoming manner which is likely to endanger the interest or reputation of SAMBA, then such Director may be removed from the Board of Directors by a resolution passed by a majority of the Directors present at a meeting of the Board of Directors duly held and constituted; and
- (d.) any Officer or Director who is removed from the Board of Directors in accordance with this Section 5.5 shall have the right to receive notice of and reasons for such removal but such removed Director shall have no right to appeal such removal.

5.6 Resignation of an Officer or Director

An Officer or Director may resign by notice in writing to the Board, which shall be effective upon the acceptance of the Board of Directors by a majority vote.

5.7 Meetings of the Officers and Directors

The terms and conditions governing meetings of the Board of Directors are as follows:

- (a.) meetings of the Board of Directors shall be held at such times and dates as the Board of Directors may from time to time determine provided that at least 8 meetings of the Board of Directors shall be held in each fiscal year of SAMBA;
- (b.) a meeting of the Board of Directors may be convened at any date, time, or place upon proper notice by the President of SAMBA;
- (c.) notice of meetings of the Board of Directors shall be given to each Director not less than 2 days before the meeting is to take place and such notice may be communicated by electronic means or included as part of the minutes of a previous meeting of the Directors provided that any meeting of the Board of Directors may be held at any time without formal notice if all of the members of the Board of Directors are present or those present have waived notice and those absent have signified their consent in writing to the meeting being held in their absence or without notice;
- (d.) notice of any meeting of the Board of Directors or any irregularity in any meeting or notice thereof may be waived by any Director and no error or omission in giving such notice for a meeting of the Board of Directors shall invalidate such meeting or invalidate or make void any proceedings taken at such meeting and any Director may at any time waive notice of any such meetings and may ratify and approve any and all proceedings taken at such meetings;
- (e.) a quorum at any meeting of the Board of Directors shall be 7 of the members of the Board of Directors;

- (f.) each Director shall have one vote and all matters shall be decided by a majority of votes. If there is an equality of votes, then the chairperson of that meeting of the Board of Directors shall have a casting vote in order to eliminate such equality;
- (g.) resolutions in writing signed by all of the Directors shall be as effective as a resolution passed at a meeting of the Board of Directors duly held and constituted;
- (h.) any Director may participate in a meeting of the Board of Directors by means of telephone or other communication facility that permits all persons participating in the meeting to hear each other and any Directors participating in a meeting by such means are deemed to be present in person at the meeting;
- (i.) the Board of Directors may invite any interested persons to attend any meeting of the Board of Directors provided that such invitees shall not be entitled to vote at such meeting; and
- (j.) resolutions made in writing or by Electronic Means and passed by a majority of the Directors shall be as effective as a resolution passed at a meeting of the Board of Directors duly held and constituted.

5.8 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 SAMBA 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 SAMBA through the insufficiency or deficiency of title to any property acquired for or on behalf of SAMBA, or for the insufficiency or deficiency of any security in or upon which any of the moneys of SAMBA 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 moneys, securities or effects of SAMBA 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.

5.9 Indemnity

Subject to the Societies Act, SAMBA shall indemnify Directors, Officers, former Directors or former Officers, and their heirs and legal representatives, against all costs, charges and expenses, including any amount paid to settle an action or satisfy a judgment, reasonably incurred by such Directors or Officers in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a Director or Officer if:

- (a.) he acted honestly and in good faith with a view to the best interests of SAMBA; and
- (b.) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

SAMBA shall also indemnify such persons in other circumstances as the Societies Act permits or requires. Nothing in these By-laws shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of these By-laws.

5.10 Remuneration of Directors and Officers

All Directors and Officers shall serve SAMBA without remuneration for performing their duties as Directors and Officers provided that the Board of Directors shall be entitled to reimburse any Director or Officer for all reasonable, authorized and substantiated expenses incurred by such person with respect to the business and affairs of SAMBA.

5.11 Conflict of Interest

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

ARTICLE 6 - OFFICERS

6.1 Designation of Officers

The Officers shall be as follows:

- (a.) President;
- (b.) Vice-President;
- (c.) Secretary;
- (d.) Treasurer; and
- (e.) Executive Director (non voting / non-elected position).

6.1 Designation of Directors

- (a.) Junior Rep Director;
- (b.) Senior Rep Director;
- (c.) Facilities Director;
- (d.) Marketing/Fundraising Director;
- (e.) Registrar;
- (f.) Technical Director;
- (g.) Junior House League Director (7U, 9U, and 11U);
- (h.) Senior House League Director (13U, 15U, and 18U); and
- (i.) Special Events Director.

6.2 Election or Appointment of Officers and Directors

Subject to Section 5.4 of these By-laws, the terms and conditions governing the election or appointment of Officers are described in sections 5.4(b), 5.4(d) and 5.4(e) of these By-laws.

6.3 Duties and Responsibilities of Officers

(a.) President

The President shall:

- (i) be the chief executive officer of SAMBA;
- (ii) preside at all meetings of the Board of Directors and at all meetings of the Members;
- (iii) present the report of the Board of Directors to the Annual General Meeting;
- (iv) be an ex-officio member of all committees of the Board of Directors;
- (v) oversee formulation of policies governing the management of SAMBA's business and affairs, and
- (vi) perform such other duties as may be specified from time to time by the Board of Directors or these By-laws.

(b.) Vice President

The Vice-President shall:

- (i) perform such duties and assignments as may be delegated by the President;
- (ii) be an ex-officio member of all committees of the Board of Directors;
- (iii) perform the duties and responsibilities of the President in the absence of the President; and
- (iv) perform such duties as may be specified from time to time by the Board of Directors or these By-laws.

(c.) Secretary

The Secretary shall:

- (i) be responsible for the keeping of accurate minutes of the meetings of the Board of Directors and the meetings of the Members;
- (ii) prepare and send notices of meetings of the Board of Directors and meetings of the Members;
- (iii) oversees the Bingo / Casino Coordinator; and
- (iv) perform such other duties as may be specified from time to time by the board of Directors or these By-laws.

(d.) Treasurer

The Treasurer shall:

- (i) be responsible for the financial affairs of SAMBA, including but not limited to the preparation of budget, the dispensing of funds, and the maintenance of proper records and accounts;
- (ii) arrange for the annual review of SAMBA in Accordance with Article 9 following the close of each fiscal year for submission to the Board of Directors and Members at the Annual General Meeting;
- (iii) monitor expenditures as compared to budgeted expenditures and recommend corrective action when required;
- (iv) file the financial statements, annual returns and other necessary documents with the Registrar of Corporations as required by the Societies Act;
- (v) report on the financial affairs of SAMBA periodically to the Board of Directors and annually to Members at the Annual General Meeting;
- (vi) file annual returns and other necessary documents with AGLC as required;
- (vii) coordinate with Registrar in overseeing registrations, camps and clinics; and
- (viii) perform such other duties as may be specified from time to time by the Board of Directors or these By-laws.

(e.) Executive Director

Executive Director is a paid position, is not a Director, and is not a member of the Board. The Executive Director will oversee the day-to-day operations of SAMBA and will perform such other duties as may be specified from time to time established by the Board.

6.3 Duties and Responsibilities of Directors

(a.) Junior Rep Director

The Junior Rep Director shall:

- (i) be responsible for heading up the operation of the Rep teams in the 11U and 13U divisions;
- (ii) prepare a brief summary of the Junior Rep Division for the AGM;
- (iii) prepare a final Baseball Alberta registration form and give same to the Registrar a week before filing of such registration form with Baseball Alberta;
- (iv) work with the Executive Director, Senior Rep Director, and Technical Director in preparing and executing player evaluations; and
- (v) perform such other duties as may be specified from time to time by the Board of Directors or these By-laws.

(b.) Senior Rep Director

The Senior Rep Director shall:

- (i) be responsible for heading up the operation the Rep teams in the 15U and 18U divisions;
- (ii) prepare a brief summary of the Senior Rep Division for the AGM;
- (iii) prepare a final Baseball Alberta registration form and give same to the Registrar a week before filing of such registration form with Baseball Alberta;
- (iv) work with the Executive Director, Junior Rep Director and Technical Director in preparing and executing player evaluations; and
- (v) perform such other duties as may be specified from time to time by the Board of Directors or these By-laws.

(c.) Junior House League Director

The Junior House League Director shall:

- (i) be responsible for heading up the operation of the House League teams in the 7U, 9U, and 11U, divisions;
- (ii) prepare a brief summary of the League for the AGM;
- (iii) work with the Senior House League Director and the Executive Director in preparing the field schedules;
- (iv) work as a liaison between the respective House League division coordinators, coaches, players and parents, and
- (v) perform such other duties as may be specified from time to time by the Board of Directors or these By-laws.

(d.) Senior House League Director

The Senior House League Director shall:

- (i) be responsible for heading up the operation of the House League teams in the 13U, 15U, and 18U divisions;
- (ii) prepare a brief summary of the League for the AGM;
- (iii) work with the Junior House League Director and the Executive Director in preparing the field schedule;
- (iv) work as a liaison between the respective House League division coordinators, coaches, players and parents, and
- (v) perform such other duties as may be specified from time to time by the Board of Directors or these By-laws.

(e.) Facilities Director

The Facilities Director shall:

- (i) be responsible for contacting the City of St. Albert to book fields for House League games;
- (ii) work with the Junior Rep Director, Senior Rep Director, and House League Directors in preparing the field schedule;
- (iii) oversee the Legion fields and clubhouse;
- (iv) oversee the Equipment Coordinator; and
- (v) perform such other duties as may be specified from time to time by the Board of Directors or these By-laws.

(f.) Marketing/Fundraising Director

The Marketing/Fundraising Director shall:

- (i) be responsible for developing and implementing a marketing and fundraising strategy;
- (ii) work with other board Members to look for and pursue grants; and
- (iii) perform such other duties as may be specified from time to time by the Board of Directors or these By-laws.

(g.) Registrar

The Registrar shall:

- (i) be responsible for registration of all SAMBA members;
- (ii) maintain the members' register;
- (iii) file the appropriate forms to support expected fees to Baseball Alberta on such date(s) as defined by Baseball Alberta;
- (iv) coordinates with the Treasurer in overseeing registrations, camps and clinics; and
- (v) perform such other duties as may be specified from time to time by the Board of Directors or these By-laws.

(h.) Technical Director

The Technical Director shall:

- (i) be responsible for developing a technical program for coaches and players;
- (ii) oversee player evaluation process;
- (iii) oversee camps and clinics;
- (iv) work with the volunteer position of umpire coordinator;
- (v) develop a program for the House League and Rep divisions;
- (vi) liaise with House League and Rep Directors to assist with programming as required;
- (vii) arrange and confirm N.C.C.P. coach certification; and

(viii) perform such other duties as may be specified from time to time by the Board of Directors or these By-laws.

(i) Special Events Director

The Special Events Director shall:

- (i) work with other board Members to coordinate and host any special events;
- (ii) work with other board Members to look for and pursue grants;
- (iii) develop and maintain a volunteer database; and
- (iv) perform such other duties as may be specified from time to time by the Board of Directors or these By-laws.

6.4 Terms of Office of Officers and Directors

The Directors and/or officers shall be entitled to serve their term of two consecutive years. The Treasurer will be entitled to serve a term of 2 years with a maximum 2 consecutive terms limit in that position.

ARTICLE 7 - COMMITTEES

The Board of Directors shall establish any committee, name a chairperson and set forth the terms of reference and dissolve any special committee. The chairperson of each committee shall be a member of the Board of Directors, and if so empowered under the terms of reference given, select the members of the said committee.

7.1 List of Committees

The committees of the Board of Directors shall consist of the following:

- (a.) Nominating Committee;
- (b.) Technical Development Committee;
- (c.) Finance Committee;
- (d.) Fundraising and Special Projects Committee; and
- (e.) any other committees as may be established from time to time by the Board of Directors.

(a.) Nominating Committee

- (i) The Nominating Committee shall be composed of three (3) Members and be appointed by the Board of Directors, on an annual basis, at least 3 months prior to each Annual General Meeting. The Board of Directors shall also appoint the chairperson of the Nominating Committee.

- (ii) The Nominating- Committee shall be responsible to create the list of individuals for the nomination of eligible candidates for election as Directors and Officers. The list of eligible candidates for election as Directors and Officers shall be prepared for submission to the Board of Directors and subsequently to the Members at each Annual General Meeting.
- (iii) The notice requirements, procedure for voting, quorum and other rules regarding meetings of the Nominating Committee shall be determined by that committee from time to time.

(b.) Technical Development Committee

- (i) The Technical Development Committee shall be composed of a minimum of three (3) Members, who shall be appointed by the Board of Directors on an annual basis. The Board of Directors shall also appoint the chairperson of the Technical Development Committee.
- (ii) The Technical Development Committee shall be responsible for implementing and modifying from time to time as necessary a program to advance the technical development of baseball within SAMBA focusing on athletes, coaches, and officials. In addition, the Technical Development Committee shall perform other functions as may be specified from time to time by the Board of Directors.
- (iii) The notice requirements, procedure for voting, quorum and other rules regarding meetings of the Technical Development Committee shall be determined by that Committee from time to time.

(c.) Finance Committee

- (i) The Finance Committee shall be composed of a minimum of three (3) Directors including the Treasurer, who shall serve as chairperson of that committee, who shall be appointed to the Board of Directors on an annual basis.
- (ii) The Finance Committee shall be responsible for seeking and implementing ways to improve and stabilize the financial affairs of SAMBA. In addition, the Finance Committee shall perform other functions as may be specified from time to time by the Board of Directors.
- (iii) The notice requirements, procedure for voting, -quorum and other rules regarding meetings of the Finance Committee shall be determined by that Committee from time to time.

(d.) Fundraising and Special Projects Committee

- (i) The Fundraising and Special Projects Committee shall be composed of a minimum of three (3) Members, who shall be appointed by the Board of Directors on an annual basis. The Board of Directors shall also appoint the chairperson of the Fundraising and Special Projects Committee. The Committee is made up of the Marketing Director, Special Events Director, and other appointed members.

- (ii) The Fundraising and Special Projects Committee shall be responsible for establishing a program of public relations and membership information as well overseeing SAMBA's social and related special projects. In addition, the Fundraising and Special Projects Committee shall perform other functions as may be specified from time to time by the Board of Directors.
- (iii) The notice requirements, procedure for voting, quorum and other rules regarding meetings of the Fundraising and Special Projects Committee shall be determined by that Committee from time to time.

ARTICLE 8 - VOLUNTEERS

8.1 Appointment of Volunteers

The President, with the approval of the Board of Directors, may appoint Members to perform such duties as may be prescribed by the Board of Directors to further the objects of SAMBA. These appointments may include but are not limited to the following:

- (a.) 7U coordinator;
- (b.) 9U coordinator;
- (c.) 11U coordinator;
- (d.) 13U coordinator;
- (e.) 15U-18U coordinator;
- (f.) equipment coordinator;
- (g.) umpire coordinator;
- (h.) bingo / casino coordinator;
- (i.) Girls Baseball Coordinator; and
- (j.) Accounting coordinator.

8.2 Appointment of Baseball Alberta representative

The President, with the approval of the Board of Directors, may appoint, on an annual basis, any Officer or Director to act as SAMBA's Baseball Alberta representative.

ARTICLE 9 - ACCOUNTS

9.1 Accounts

The Board of Directors shall cause accounts to be kept of all assets and liabilities of SAMBA, all monies received and expended by SAMBA and all matters in respect of which such receipts and expenditures took place.

9.2 Fiscal Year

The fiscal year of SAMBA shall end on the 30th day of September in each year or such other date as may from time to time be determined by the Board of Directors.

9.3 Annual Audit/Informal Review

At each Annual General Meeting the Members may appoint an auditor to audit the books, accounts and records of the Society in accordance with the Act, or two (2) members of the Association to perform an informal review of the financial statements to the best of their training and abilities. The auditor or members will hold office until the next Annual General Meeting. The auditor or members selected will not be an employee, Officer, or Director of the Society.

An audited financial statement setting out SAMBA's assets, liabilities, income and expenses shall be prepared on an annual basis and presented at each Annual General Meeting.

The annual audit shall be completed by:

- (i) Two members of the Association, duly appointed by the Board of Directors as set out in these By-Laws; or
- (ii) an independent public accountant duly appointed by the Board of Directors as set out in these By-Laws.

ARTICLE 10 - BOOKS AND RECORDS

10.1 Books and Records

The Board of Directors shall ensure that all necessary books and records of SAMBA required by the Societies Act or these By-laws or by any other applicable statute or law are regularly and properly kept by SAMBA.

10.2 Records Office

The books of account, minute book, and other books and records of SAMBA shall be kept at such place in the Province of Alberta as the Board of Directors think fit and such books of account, minute book and other books and records shall be open for inspection by any Director at any reasonable time.

10.3 Inspection of Books and Records by Members

The minute book of SAMBA may be inspected by any Member in good standing at any Annual General Meeting. Any Member in good standing who wishes to inspect the books of account, minute book or other books and records of SAMBA shall forward a written request to the Board of Directors and, at their next meeting, the Board of Directors shall designate a time and place at which such books of account,

minute book, and other books and records of SAMBA may be inspected by such Member. No Member shall be entitled to remove the books of account, minute book, or other books and records of SAMBA from SAMBA's records office. Any Member in good standing wishing to copy any portion of the books of account, minute book or other books and records of SAMBA shall indicate that desire in such Member's written request to the Board of Directors and the Board of Directors shall be entitled, in its absolute and unfettered discretion, to determine whether or not such request is granted. All inspections of the books of account, minute book or other books and records of SAMBA by a Member in good standing shall be performed in the presence of a Director or Officer and if the duration of such inspection exceeds one hour, then such Director or Officer shall be entitled to receive payment from such inspecting Member at such reasonable hourly rate as the Board of Directors may determine from time to time.

10.4 Annual Budget

- (i) The Board shall cause a budget to be prepared and it must be approved by a majority of the members of the Board of Directors in attendance at the meeting. The budget shall form the basis for the registration fee.
- (ii) No budget which provides for a deficit shall be either submitted or approved by the Board of Directors. A contingency fund in an amount not to exceed 10% of the total budget should be incorporated in the budget if at all possible.
- (iii) The proposed budget shall be approved at the Annual General Meeting.

10.5 Non-Budget Expenditure

Any expenditures not included in the budget may be approved by the Board of Directors on a majority vote of those present, provided such expenditures do not exceed the amount of the contingency in any one year, or the amount approved replaces a budget amount no longer required.

10.6 Capital Fund

The capital fund may be created if approved by the Board of Directors on a majority vote of those present. The capital fund of the Society of the Association shall not be used for any other purpose except to fund capital expenditures to the baseball facilities for the Association. Said funds may only be expended with the approval of a majority of the members of the Board present at the time of voting.

10.7 Representative Team Surcharge

A representative player and or team surcharge may be established by the members of the Board and approved by such members present at the time of the vote.

10.8 Travel Fund

The Association may give financial assistance to a representative team or player qualifying for Westerns or Nationals.

The amount will be established by SAMBA's Handbook and/or the Board and approved by the members of the Board present at the time of the vote.

10.9 Team Accounting

Each representative team must 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.

10.10 Distribution of Assets on Dissolution of a Team

Any surplus funds that may have accrued to a team which are over and above the parents' contributions, must be donated to a baseball cause in the St Albert Minor Baseball Association upon dissolution of the team.

10.11 Distribution of Assets on Dissolution of the Association

Any surplus that may accrue to the Association during the time it is in operation shall be used for the purpose of the Association as the Directors may see fit. In the event of the winding up of the affairs of the Association, all the assets of the Association, including cash on hand or in the bank, after the payment of all outstanding accounts and other liabilities, shall be donated to a charity in St. Albert or non-profit organization in St. Albert as determined by a resolution passed by the Members at a general meeting.

Article 11 - Execution of Documents and Seal

11.1 Signing Officers

Unless otherwise resolved by the Board of Directors with respect to any specific document, all contracts, documents or other instruments in writing (excluding cheques) requiring execution and delivery by SAMBA shall be signed and delivered by the President and any Director of SAMBA and all contracts, documents or other instruments in writing so signed shall be binding upon SAMBA without any further authorization or formality.

ARTICLE 12 - AMENDMENT OF BY-LAWS

12.1 Special Resolution

These By-laws shall not be rescinded, altered or amended except by a special resolution of the Members as defined in Section 1(d) of the Societies Act.

12.2 Registration of Amendments

Each rescission, alteration or amendment to these By-laws shall be registered with the Registrar of Corporations (Alberta) in accordance with the Societies Act.

ARTICLE 13 – ADOPTION OF THESE BY-LAWS

13.1 Ratification

These By-laws were ratified by the Members of the Society at a meeting of the Members duly called and held on April 17, 2024.

13.2 Repeal of Prior By-laws

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

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