

ST. PAUL MINOR BALL ASSOCIATION

BYLAWS

2022



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ARTICLE 1 - INTERPRETATION

1.1 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 SPMB together with any amendments to or replacements of these By-laws;
- (c) "Directors" means the persons who are elected or appointed as Directors of SPMB 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 SPMB from time to time in accordance with these By-laws;
- (g) "Officers" means the persons who are elected or appointed as officers of SPMB 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) "SPMB" or "Society" means St. Paul Minor Ball.

1.2 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.

1.3 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 2 - OBJECTS

2.1 General Objects

The general objects of the Society are:

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

2.2 Specific Objects

Without restricting the generality of section 1.1, the Society will provide a comprehensive program of recreational and competitive baseball and softball consisted with rules and policies established from time to time by Baseball Alberta and Softball Alberta.

ARTICLE 3 - JURISDICTION

3.1 Territorial Jurisdiction

The territorial jurisdiction of SPMB shall be defined by Baseball Alberta and Softball Alberta.

ARTICLE 4 - MEMBERS

4.1 Categories of Members

SPMB shall have the following categories of Members:

(a) Player / Coach Member

Any eligible person, who meets the requirements of Baseball Alberta and Softball Alberta and SPMB, upon registration and/or selection and payment of fees, will become a player and/or coach Member. Payment of said registration and/or selection fee shall constitute membership until May 1 of the following year.

(b) Family Members

Parent(s) or legal guardian(s) of a player Member.

(c) Import Player

Players residing outside SPMB's territorial jurisdiction, as defined by Baseball Alberta and/or Softball Alberta transfer policy, may be admitted as non-voting Members to play within the program on a year to year basis with the approval of the Board of Directors. Members admitted under Section 4.1(d) will not have voting privileges within the Society and will be subject to the annual surcharge as determined by the Board of Directors.

(d) Director/Officer

A duly elected or appointed director or officer will be a Member of the Society for the duration of their appointment or term.

(e) Members at Large

Any person who wishes to support the objects of SPMB may become a Member at Large of SPMB upon application for membership and receipt of approval from the Board of Directors in their absolute unfettered discretion. Members at Large shall consist of not more than two (2) Members at any given time. Members at Large will have voting privileges and will serve a two (2) year term.

4.2 Membership Register

- (a) SPMB shall maintain a register of all Members.
- (b) Any Member shall be entitled to inspect the register of Members at SPMB's registered office on any regular business day and during such hours and on such conditions as may be determined by the Board of Directors.

4.3 Fees

- (a) Registration fees and 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 registration fees or membership fees in circumstances of demonstrated financial hardship.

4.4 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 February 15 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 a mass email to all previous Members and online social media platforms (Facebook and Instagram)
- (c) a special meeting of the Members shall be called by the President of SPMB upon a 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 publication online social media platforms at least three days prior to said meeting. Such notice must specify the general nature of the business to be transacted there at and no other business, then 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 SPMB 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 6 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 SPMB may designate;
 - (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 4.4(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 recorded in-favour of or against such resolution. In case of equality of votes at any meeting, whether upon a show of hands or at a poll, the chairperson shall be entitled to a casting vote.

- (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;
- (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 audited 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.

4.5 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) Members who are under 18 years of age shall not be entitled to vote;
- (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 shall vote in person only and not by proxy, mail or other method;
- (d) the President shall vote only where necessary to break a tie vote.

4.6 Liability of Members

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

4.7 Termination of Memberships

A Member's membership in SPMB 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 SPMB 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 SPMB or on the basis that such Member has willfully breached these By-laws and policies set out in the SPMB 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 4.8 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 Electronic Means. Such expulsion shall be subject to the appeal procedure described in Section 4.8 hereof.
- (f) Any Member who does not conduct himself in accordance with the policies, rules and regulations of the Society or Baseball Alberta may have his membership suspended upon a majority decision of the Board of Directors.

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

4.8 Appeal Procedure Applicable to Termination of Memberships

Any Member who is expelled from SPMB pursuant to Section 4.7(d), 4.7(e) or 4.7(f) hereof shall be entitled to appeal such expulsion in accordance with the following procedure:

- (a) such Member shall forward to the Board of Directors, within 30 days following receipt or deemed receipt of written notice of such-expulsion, written notice of such Member's decision to appeal such expulsion with the decision considered effective if executed and transmitted in writing 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 4.7(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;

- (d) the decision of such committee of the Board of Directors shall be final and such Member shall have no further right of appeal.

4.9 Member Releases

No Member eligible to play within the Society's jurisdiction shall be released without the approval of the Board of Directors and in accordance with Baseball Alberta and/or Softball 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 Directors

Subject to the provisions of these By-Laws and the Societies Act, the Board of Directors shall manage the business and affairs of SPMB and exercise all such powers of SPMB 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 SPMB 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 SPMB;
- (c) mortgage, charge, hypothecate or pledge any real or personal property of SPMB in order to secure any obligations or liabilities of SPMB;
- (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 SPMB 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 SPMB'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 SPMB 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;
- (h) exercise any powers which, in the opinion of the Board of Directors, pertain to or promote the carrying out of the objects of SPMB.

5.2 Number of Directors

The Board of Directors shall consist of not more than 15 Directors at any given time.

5.3 Qualifications of Directors

Each Director shall meet all of the following qualifications at all times that he is a Director:

- a Member in good standing;
- 18 years of age or older;
- shall not be an employee of SPMB; paid directors do not have voting power.

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, Marketing Director, Fundraising/Sponsorship Director, Facilities Director, Technical Director;
every even numbered year, for a two year term,
 - (ii) the Vice-President, Treasurer, U6/U8 Director, Baseball Director, Softball Director, Equipment/Uniform Director; Umpire Director
every odd numbered year, for a two year term
- (c) the immediate past President of SPMB shall serve as a Director for a one year term following his/her 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 the Board of Directors provided that such newly appointed Director or Director and 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 voting board member with minimum (2) years of experience on the SPMB Board of Directors;
- (g) if a Member wishes to be considered for nomination and is not on the list of eligible persons, such Member is required to notify the Secretary no later than five 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 Directors

The terms and conditions governing the removal of a Director are as follows:

- (a) a Director shall be deemed to have resigned immediately upon such Director ceasing to meet all of the qualifications set out in Section 5.3 hereof;
- (b) any 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 Director demonstrates a lack of interest in SPMB 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 SPMB, 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;
- (d) any 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 a Director

A 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 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 6 meetings of the Board of Directors shall be held in each fiscal year of SPMB;
- (b) a meeting of the Board of Directors may be convened at any date, time or place upon proper notice by the President of SPMB;
- (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 telephoned, e-mailed 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 6 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.
- (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 SPMB 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 SPMB through the insufficiency or deficiency of title to any property acquired for or on behalf of SPMB, or for the insufficiency or deficiency of any security in or upon which any of the moneys of SPMB 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 SPMB 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, SPMB 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 SPMB; 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. SPMB 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 SPMB 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 SPMB.

ARTICLE 6 - OFFICERS

6.1 Designation of Officers

The Officers shall be as follows:

- (a) President;
- (b) Vice-President;
- (c) Secretary;
- (d) Treasurer;
- (e) Registrar;
- (f) Baseball Director;
- (g) Softball Director;
- (h) U6/U8 Director;
- (i) Marketing Director;
- (j) Fundraising/Sponsorship Director;
- (k) Technical Director;
- (l) Facilities Director;
- (m) Equipment/Uniform Director
- (n) Umpire Director

6.2 Election or Appointment of Officers

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:

- Attend all board meetings;
- be the chief executive officer of SPMB;
- Oversee and supervise the affairs of the association;
- Be the voice of the associated or appoint a member to represent the association when called upon to do so;
- Ensure the association operates in a cost efficient and cost effective manner;
- present the report of the Board of Directors to the Annual General Meeting;
- be an ex-officio Member of all committees of the Board of Directors;
- oversee formulation of policies governing the management of SPMB's business and affairs, and

- 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:

- Attend all board meetings;
- perform such duties and assignments as may be delegated by the President;
- Provide guidance and direction to the Board with regards to policies, procedures and By-laws;
- perform the duties and responsibilities of the President in the absence of the President; and
- 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:

- Attend all board meetings;
- be responsible for the keeping of accurate minutes of the meetings of the Board of Directors and the meetings of the Members;
- Ensure that minutes, correspondence, records and other association documents are properly maintained and ensure that all relevant documents (as per legislation) are available to all Members for a period of seven (7) years;
- Maintain the By-laws and policies;
- prepare and send notices of meetings of the Board of Directors and meetings of the Members;
- assist with any correspondence sent out to the membership at large; and
- 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:

- Attend all board meetings;
- be responsible for the financial affairs of SPMB, including but not limited to the preparation of budget, the dispensing of funds, and the maintenance of proper records and accounts;
- arrange for the annual audit of SPMB in accordance with Article 9.3 following the close of each fiscal year for submission to the Board of Directors and Members at the Annual General Meeting;
- monitor expenditures as compared to budgeted expenditures and recommend corrective action when required;
- file the financial statements, annual returns and other necessary documents with the Registrar of Corporations as required by the Societies Act;
- report on the financial affairs of SPMB periodically to the Board of Directors and annually to Members at the Annual General Meeting;
- file annual returns and other necessary documents with the Alberta Gaming and Liquor Commission as required;
- coordinate with Registrar in overseeing registrations, camps and clinics; and
- perform such other duties as may be specified from time to time by the Board of Directors or these By-laws.

(e) Registrar

The Registrar shall:

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

(f) Baseball Director

The Baseball director shall:

- Attend all board meetings;
- be responsible for heading up the operation of the baseball teams in the U9 through U18 divisions;
- Propose league structure to the Board of Directors;
- prepare a brief summary of the Baseball Division for the AGM;
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- work with the Umpire and Facilities director in preparing the field schedules;
- Assist with year end tournaments organization and scheduling, should SPMB be hosting;
- work as a liaison between the respective teams, coaches, players and parents;
- perform such other duties as may be specified from time to time by the Board of Directors or these By-laws.

(g) Softball Director

The Softball director shall:

- Attend all board meetings;
- be responsible for heading up the operation of the softball teams in the U9 through U17 divisions;
- Propose league structure to the Board of Directors;
- prepare a brief summary of the Softball Division for the AGM;
- work with the Umpire and Facilities director in preparing the field schedules;
- Assist with year end tournaments organization and scheduling, should SPMB be hosting;
- work as a liaison between the respective teams, coaches, players and parents;
- perform such other duties as may be specified from time to time by the Board of Directors or these By-laws.

(h) U6/U8 Director

The U6/U8 director shall:

- Attend all board meetings;
- be responsible for heading up the operation of the teams in the U6 and U8 divisions;
- Propose league structure to the Board of Directors;
- prepare a brief summary of the U6/U8 division for the AGM;
- work with the Umpire and Facilities director in preparing the field schedules;
- work as a liaison between the respective teams, coaches, players and parents;
- perform such other duties as may be specified from time to time by the Board of Directors or these By-laws.

(i) Marketing Director

The Marketing Director shall:

- Attend all board meetings;
- Serve as a communicator/facilitator for the Board of Directors;
- Run advertisements in various media platforms regarding registration and camps;
- perform such other duties as may be specified from time to time by the Board of Directors or these By-laws.

(j) Fundraising/Sponsorship Director

The Fundraising/Sponsorship Director shall:

- Attend all board meetings;
- Obtain AGLC licence for any raffles during the season;
- Design and order raffle tickets through AGLC;
- Work with registrar to organize ticket distribution to necessary members;
- Ensure all raffle ticket stubs are returned by date requested;
- Perform raffle draw towards seasons end;
- Contact prior years sponsors for upcoming season
- Look after all aspects of the casino fundraisers (casino license application required by AGLC, coordinate 10 workers, book hotel reservations and casino advisors)
- perform such other duties as may be specified from time to time by the Board of Directors or these By-laws.

(k) Technical Director

The Technical Director shall:

- Attend all board meetings;
- Be responsible for developing a technical program for coaches and players;
- Oversee player evaluation process;
- Oversee camps and clinics;
- Support coaches with skill development and organize coach meetings
- Work with the umpire coordinator;
- Arrange and confirm N.C.C.P. coach certification
- perform such other duties as may be specified from time to time by the Board of Directors or these By-laws.

(l) Facilities Director

The Facilities Director shall:

- Attend all board meetings;
- Plan, oversee maintenance and upkeep of the diamonds inside the Town of St. Paul;
- Communicate and work with the Town of St. Paul to achieve goal of upgrading fields;
- Work with the baseball, softball, U6/U8, and umpire coordinator in preparing field schedules;
- perform such other duties as may be specified from time to time by the Board of Directors or these By-laws.

(m) Equipment/Uniform Director

The Equipment/Uniform Director shall:

- Attend all board meetings;
- Prepare an annual inventory report;
- Select and purchase uniforms/equipment/merchandise with Board of Director approval, work with administrative staff;
- Organize and supervise all 'Shack' activities as well as workers;
- Organize and supervise the distribution and collection of all uniforms/equipment with support of shack workers and baseball/softball/U6/U8 directors;
- Supervise the storage and security of all uniforms/equipment;
- Assist in preparing the budget as pertained to uniforms/equipment;
- perform such other duties as may be specified from time to time by the Board of Directors or these By-laws.

(n) Umpire Director

The Umpire Director shall:

- Attend all board meetings;
- Organize all umpires for the season;
- Assist in the distribution and collection of all umpire uniforms/equipment
- Work with the umpire assignor to ensure all games/tournaments have umpires

6.4 Terms of Office of Officers

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

ARTICLE 7 - COMMITTEES

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

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 SPMB.

8.2 Appointment of Baseball Alberta/Softball Alberta Representative

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

ARTICLE 9 - ACCOUNTS

9.1 Accounts

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

9.2 Fiscal Year

The fiscal year of SPMB shall end on the 31st day of October in each year or such other date as may vary from time to time be determined by the Board of Directors.

9.3 Annual Audit

An audited financial statement setting out SPMB'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:

- 1) Two Members of the Society, duly appointed by the Board of Directors as set out in these By-Laws; or
- 2) 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 SPMB required by the Societies Act or these By-laws or by any other applicable statute or law are regularly and properly kept by SPMB.

10.2 Records Office

The books of account, minute book and other books and records of SPMB 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 SPMB 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 SPMB 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 SPMB 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 SPMB from SPMB'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 SPMB 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 SPMB 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

The Board shall cause a budget to be prepared and it must be approved by a majority of the Board of Directors in attendance at the meeting. The budget shall form the basis for the registration fee.

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 shall be incorporated in the budget.

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 Representative Team Surcharge

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

10.7 Start-Up Funds

SPMB may give financial assistance to any team up to a maximum amount, for the purpose to purchase equipment, pay for tournament fees, costs associated with team travel. These funds are for the exclusive use of players and team representatives, not to fund parent/sibling travel, accommodation or meals. The amount will be established by the softball and/or baseball director and approved by the members of the Board present at the time of meeting. These funds are considered repayable to the association at the conclusion of the team's season, unless otherwise approved by the Board of Directors.

10.8 Team Accounting

Each provincial team must keep a set of financial records and provide a full accounting of funds raised and used to the Society by August 31 of the current year. The bank account and financial requirements for provincial teams are as follows:

- (a) All provincial teams will be provided with their own bank account inclusive of cheques and deposit books. SPMB banking is done at the Servus Credit Union.
- (b) Two (2) authorized signers need to be on each account. (Suggested signers: Team treasurer, team manager or team coach). Names of authorized signers need to be submitted to the SPMB treasurer.
- (c) When bank accounts are finalized at the Servus Credit Union, the SPMB treasurer will contact each signer to arrange for signatures at the bank.
- (d) The team treasurer/manager will be responsible for all financial activity pertinent to the assigned account. Bank statements will be sent directly to the SPMB treasurer. The SPMB treasurer will review all transactions and ensure all cheques have properly cleared.
- (e) After completion of the provincial season, the following will be returned to the SPMB treasurer:
 - 1) Cheque book accompanied with all cheque stubs;
 - 2) Deposit book;
 - 3) All receipts that correspond to the cheques issued from the account;
 - 4) All correspondence related to the funds deposited into the account.
- (f) The SPMB treasurer will be responsible for auditing the accounts and ensuring all activity aligns and is reconciled to the bank account.
- (g) Any questionable financial activity will be brought to the team treasurer/manager and discussed at the board level as needed.

10.8 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 SPMB Association upon the dissolution of the team.

10.9 Distribution of Assets on Dissolution of the Society

Any surplus that may accrue to the Society during the time it is in operation shall be used for the purpose of the Society as the Board of Directors may see fit. In the event of the winding up of the affairs of the Society, all the assets of the Society, 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. Paul or non-profit organization in St. Paul as determined by a resolution passed by the Members at an AGM.

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 SPMB shall be signed and delivered by the President and any Director of SPMB and all contracts, documents or other instruments in writing so signed shall be binding upon SPMB 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.