

BYLAWS

SOUTH WEST EDMONTON MINOR BASEBALL ASSOCIATION

Section 1.0 – Organization / Introductory Matters

1. Introduction

- 1.1.1 The organization shall be known as the South West Edmonton Minor Baseball Association, hereinafter referred to as “SWEMBA”.
- 1.1.2 SWEMBA is the governing body for minor baseball in southwest Edmonton, Alberta, as the affiliate of the Alberta Baseball Association (“Baseball Alberta”), an allied member of the Canadian Federation of Amateur Baseball (“Baseball Canada”). At all times, SWEMBA shall remain in good standing with Baseball Alberta and Baseball Canada.
- 1.1.3 In this Bylaw,
- ‘AGM’ and ‘Annual General Meeting’ mean an annual general meeting of Members, constituted in accordance with these Bylaws;
 - ‘Bylaws’ means these SWEMBA bylaws, together with any amendments to or replacements thereof;
 - ‘Board’ means the SWEMBA Board of Directors;
 - ‘Board Member’ means a member of the SWEMBA Board of Directors;
 - “Board Member at-Large” is a Board Member holding any of the at-large positions noted in section 4.2.2 hereof;
 - ‘Executive Board Member’ means a Board Member holding any of the following offices: Board President, Vice President, Secretary or Treasurer;
 - ‘Member’ means an individual who qualifies as a member of SWEMBA in accordance with these Bylaws;
 - ‘Meeting of the Members’ means an Annual General Meeting or a Special General Meeting; and
 - ‘Special General Meeting’ means a special general meeting of Members held in accordance with these Bylaws.

Section 2 – Membership

2.1 Membership Criteria

2.1.1 A Member is any of the following:

- a player registered to play baseball with SWEMBA and resident within the territorial boundary defined by and assigned to SWEMBA by Baseball Alberta;
- any parent or legal guardian of a player registered to play baseball with SWEMBA;

- a Board Member;
- a coach or manager of each baseball team registered with SWEMBA, provided the coach or manager meets the requirements of Baseball Alberta;
- an individual who:
 - supports the objectives of SWEMBA;
 - successfully applies to the Board for membership; and
 - has paid, in full, all applicable registration fees as set by the Board.

2.1.2 Membership shall be valid from May 1 or such later date in any given calendar year that registration is confirmed, until April 30 of the following year.

2.1.3 Confirmation of registration will be issued upon acceptance of the appropriate electronic registration/application form and payment of applicable registration fees.

2.1.4 Membership is subject to approval of the Board. Any Member who does not conduct him or herself in accordance with SWEMBA bylaws or policies, Baseball Alberta rules, or Baseball Canada rules can, upon a majority vote of the Board, be suspended or expelled as a member of SWEMBA.

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

2.1.6 Subject to the contrary term of any facility lease or license of use, the Board may bar for a specified period of time any expelled or suspended Member from any or all facilities where SWEMBA functions, including where meetings, games and practices are taking place. The Board reserves the right to include family members, friends and associates of the expelled Member in the expulsion.

2.1.8 Any Member may at any time resign his or her membership by notice in writing to the Board.

2.2 Rights of the Members

2.2.1 A Member who is at least 18 years of age, whose dues are not in arrears at the time of the meeting, and whose membership is not suspended at the time of the meeting, is a 'Member in good standing' entitled to attend, vote and be heard at any Meeting of the Members.

2.2.2 Each Member in good standing, including Members holding multiple positions within SWEMBA, is entitled to cast one vote only on each issue polled.

- 2.2.3 - Subject to the protection of personal and other confidential information held by SWEMBA, Members shall be entitled to all available information with regard to the operations of SWEMBA.

Section 3.0 – Meetings of the Members

3.1 Protocol

- 3.1.1 The AGM shall be held once per year for the purpose of electing the Board Members, reviewing and approving year-end financial statements, and considering any other matters specified in the advertised agenda. The AGM shall be scheduled by the Board but shall be held not more than ninety (90) days from the fiscal year end, which is August 31.
- 3.1.2 - A Special General Meeting may be called at any time by the President or mandated in accordance with a written petition signed by at least one-third of the membership, to consider specific, critical issues pertaining to the functioning and management of SWEMBA. Each signature must be dated and witnessed. The petition must be sent to the President and must state the reason for requesting the Special General Meeting.
- 3.1.3 Due notice shall be given to all Members by public posting and/or public advertising (email or website) at least fourteen (14) days prior to the date of the Meeting of the Members.
- 3.1.4 Except where the Members require otherwise, the President shall chair any Meeting of the Members.
5. A quorum for the purpose of any Meeting of the Members shall be twenty (20) members who are eligible to vote at the meeting.
6. If a quorum is not present within thirty (30) minutes after the time the Meeting of the Members was to commence, the meeting shall be postponed for a period of not more than twenty-one (21) days, and the meeting shall be held at a time and place designated by the President. At such postponed meeting, those Members present shall constitute a quorum provided that at least seven (7) days' notice has been provided prior to such postponed meeting and notice had been given in the manner described in these Bylaws.
7. Voting at any Meeting of the Members will be by show of hands except in accordance with any other provision of these Bylaws, or where any Member demands a secret ballot vote.
8. The Chair at a Meeting of the Members shall vote only when necessary to break a tie vote.

3.2 AGM Order of Business

3.2.1 At an AGM, the following shall be the order of business, where applicable:

- Roll call of the Board
- Adoption of the minutes
- Old business
- Report of the President
- Report of the Secretary
- Report of the Treasurer
- Committee Reports
- Election of Board Members
- Resolution and amendments to the bylaws
- New business
- Adjournment

3.2.2 Following the elections, where a change to the President is made, the incumbent President shall turn over the chair to the president-elect, who will then conclude the remaining business of the meeting.

3. Ratification

3.3.1 Notwithstanding the foregoing, at any Meeting of the Members the Members may bby ordinary resolution ratify any action purported to be improperly taken by the Board.

Section 4.0 - Board of Directors

4.1 General

4.1.1 The general affairs and business of SWEMBA shall be managed and supervised by the Board.

4.1.2 All decisions, ruling and interpretations of the Board are final and binding upon the members, teams, players, Board Members, and officials.

4.1.3 Subject to the provisions of this Bylaw, vacant Board positions shall be filled by way of election at the AGM.

4.1.4 A Board Member may be removed from the Board only by a motion passed by Members at a Meeting of the Members.

4.2 Constitution of the Board

4.2.1 Executive Board Member positions are as follows:

- President
- Vice President
- Secretary
- Treasurer

4.2.2 Board Member at-Large positions are as follows:

- Past President (acclaimed)
- Communications Director
- Equipment Director
- Marketing/Sponsorship Director
- Registrar/I.T.
- Coaching / Technical Director
- Facilities Scheduling Director
- Volunteer Director
- Rally Cap House Director
- Rookie House Director
- Mosquito House Director
- PeeWee House Director
- Bantam House Director
- Midget House Director
- Junior Competitive Director (Mosquito and Peewee)
- Senior Competitive Director (Bantam and Midget)

4.3 Powers of the Board

- 4.3.1 Except such powers and rights to be exercised by membership during a Meeting of the Members, the Board shall control and manage all the affairs of SWEMBA, and on its behalf may exercise all powers as may be exercised and done by SWEMBA.
- 4.3.2 Without restricting the generality of the foregoing, the Board is accountable to the membership and is responsible for the following, pursuant to the goals and objectives of SWEMBA:
- developing annual and long-term plans to achieve SWEMBA's objectives;
 - leading fundraising initiatives and receiving, or refusing, donations, funds, trusts, grants and property pursuant to the aims and objectives of SWEMBA;
 - approving policies, procedures and standards of conduct;
 - interpreting and enforcing SWEMBA's policies, procedures and bylaws;
 - establishing and maintaining a banking relationship with one or more chartered banks, trust companies, credit unions or treasury branches pursuant to:
 - the opening of one or more bank accounts;
 - designating signing officers for the signing of cheques for the payment of money from said accounts;
 - borrowing;
 - selling, disposing of, mortgaging or charging the property of SWEMBA or any part thereof, for such consideration as the Board

may think fit;

- engaging agents and contractors as necessary to achieve SWEMBA objectives;
- mediating disputes between Members;
- establishing committees and designating Members to carry on the business and affairs of SWEMBA, and in turn, monitoring and evaluating the performance of the committees and the Members responsible for the performance of such business and affairs;
- exercising any other powers which, in the opinion of the Board, pertain to or promote the carrying out of the goals and objectives of SWEMBA.

4.4 Indemnity of Board Members

- 4.4.1 Each Board Member is deemed to have assumed office on the condition that the Board Member, his/her heirs, executors, administrators and estate and effects respectively shall at all times be indemnified and saved harmless by SWEMBA against any claim, charge or judgement that such Board Member sustains as a result of any act or matter allegedly done, permitted or omitted by him/her pursuant to the execution of the duties of his/her office. Each Board Member shall be indemnified by SWEMBA with respect to costs, charges and expenses that he/she incurs pursuant to the execution of, or in the defense of, the duties of his/her office, except such costs, charges and expenses as are occasioned by his/her own fraud, dishonesty, willful neglect or default.
- 4.4.2 No Board member shall be personally liable for his acts, omissions, receipts, neglects or defaults so long as the same were pursuant to SWEMBA's objectives and were not pursued in bad faith. Without limiting the generality of the foregoing, Board members may rely upon the accuracy of any statement or report prepared by the SWEMBA's auditors and shall not be responsible or held liable for any loss or damage that results from acting upon such statement or report.

4.5 Qualifications

- 4.5.1 Board Members must be at least 18 years of age at the time that the Board member is elected or appointed to the Board.
- 4.5.2 Any person nominated for a Board position must be a Member in good standing.
- 4.5.3 A Board Member shall not be an employee or paid agent or contractor of SWEMBA.

4.6 Elections

General

- 4.6.1 Any Member in good standing with voting privileges may nominate a qualified representative for each Board position open for election in any given year.
- 4.6.2 Nominations should be submitted in writing to the Secretary at least ten (10) days prior to the AGM. The Secretary shall establish a list of all persons wishing to run for election, complete with contact information, and the position for which they intend to run. One (1) week prior to the AGM, all persons on the nominee list must be notified of the meeting to ensure attendance.
- 4.6.3 At the AGM, the nominee list shall be distributed to all Members in attendance to be used as an election ballot.
- 4.6.4 Notwithstanding Section 4.6.2, nominations may be made at the AGM following a call for nominations from the floor.
- 4.6.5 A person who has been nominated to a vacant position may refuse the nomination prior to the election.
- 4.6.6 If the number of nominees exceed the number of vacant Board positions, or a particular Board position, a secret ballot will be held. Ballots will be counted in private by three Members in attendance as determined by the Chairperson. The nominees with the most votes will be announced and shall be elected to the Board.

Elections – Executive

- 4.6.7 Executive Board Members shall hold office for three (3) year terms. In 2019, elections will be held for the offices of President and Treasurer. In 2020, elections will be held for the offices of Vice President and Secretary.
- 4.6.8 If at an AGM a vacant Executive Board Member position is not filled as intended, the incumbent shall continue to hold office until a duly constituted election takes place at a subsequent Meeting of the Members. Once elected, the Executive Board Member shall hold office for the remainder of the applicable three (3) year term.

Elections – Board Members at-Large

- 4.6.9 All Board Members at-Large shall hold office for a one (1) year term.
- 4.6.10 The Board shall assign roles, as listed under Section 4.2.2, to Board Members at-Large at the first Board meeting following the AGM.
- 4.6.11 If vacant Board Member at-Large positions are not filled at an AGM, the Board may appoint individuals to such vacant positions at any time thereafter.

- 4.6.12 With the exception of the office of Past President, if any Board position is vacated during a Board Member's term, individuals may be appointed to such vacant positions by a majority vote of the Board at any time thereafter. Those so appointed shall hold office for the remainder of the applicable term.
- 4.6.13 Notwithstanding the foregoing, the Past President shall hold office by acclamation for the one (1) year term immediately following his or her term as President. Following that year, the position of Past President shall be vacated and remain so until the position of President next becomes vacant and is filled by a new President-elect.
- 4.6.14 Two or more Board Member at-Large positions may be held by a single Board member through a motion of the Board.

4.7 Resignations

- 4.7.1 A Board Member may resign from office upon giving notice thereof in writing to the Board.
- 4.7.2 The resignation of a Board Member shall be effective upon acceptance by the Board.

4.8 Removal

- 4.8.1 By resolution passed by a majority of the votes cast at a Meeting of the Members, the Members may remove any Board Member before expiration of his/her term of office. By a majority of votes cast at that meeting, the Members may elect another person into the vacated position for the remainder of the term of the Board Member so removed.
- 4.8.2 The Board may, by a two-thirds majority vote of the Board, restrict the responsibilities of any Board Member who, in the opinion of the Board, has been or is being remiss or neglectful of duty as a Board Member. The Board Member so sanctioned shall retain his or her right to attend and vote at meetings of the Board.
- 4.8.3 Any Board Member who fails to attend Board Meetings on three (3) consecutive occasions, without just cause as determined by the Board, may be removed as a Board Member upon a motion to that effect passed by a majority of the Board Members.

4.9 Financial Interest / Conflict of Interest

- 4.9.1 Board Members must recuse themselves from any vote on any matter in which they, any member of their immediate or extended family, or any business owned in whole or in part by them or any member of their family, have a financial benefit.
- 4.9.2 Board Members must disclose to all other Board Members any non-financial conflict of interest on any matter prior to the commencement of the vote of the motion. A Board Member with a conflict of interest, so

long as the interest is not pecuniary in nature, may vote on the matter.

4.10 Remuneration

4.10.1 No SWEMBA Board Member shall receive remuneration for their services as it relates to their SWEMBA position and duties relating to that position.

4.11 Duties of the Board Members

4.11.1 Subject to Board direction, the following is a general and non-exhaustive list of duties of each Board position:

President:

- chair meetings of Members and of the Board
- is an ex-officio non-voting Member of all Committees
- vote only when there is a tie, thus casting the deciding vote
- act as spokesperson for SWEMBA
- ensure the Board follows the bylaws of SWEMBA
- ensure all committees are active and have adequate volunteer support
- ensure SWEMBA operates in a cost efficient and cost effective manner
- attend all committee and Executive Board Member meetings of SWEMBA
- act as a signing authority for SWEMBA

Vice President:

- support the President in the day-to-day operation of SWEMBA
- act as meeting chair in the President's absence
- assume the role of President in the event that the President is removed or steps down
- provide guidance and direction to the Board with regards to policies, procedures and bylaws
- act as signing authority for SWEMBA

Secretary:

- maintain the correspondence and minutes of every meeting of the Members and the Board
- maintain accurate contact information for all Executive Board Members
- prepare, review and distributes the agenda for all meetings
- contact Board Members about upcoming meetings
- book meeting rooms for SWEMBA business as required
- maintain the Bylaws and policy manuals
- maintain filings with the Corporate Registry
- ensure all notices are duly given in accordance with the provisions of the Bylaws or as required by law
- act as signing authority for SWEMBA

Treasurer:

- deposit monies to appropriate Accounts (General, Bingo ,Casino. Etc.)
- write cheques and pay bills for the organization
- review and update the Board on all account balances
- prepare SWEMBA financial reports and advise the membership accordingly
- submit all gaming reports to the regulating Provincial authority

- ensure all financial reports of SWEMBA are audited as stated in the Bylaws
- act as a signing authority for SWEMBA

Past President:

- perform such duties as delegated by the Board
- provide guidance and support in the control and management of the business and affairs of SWEMBA
- assist the President regarding SWEMBA matters and direction

Communications Director:

- coordinate all SWEMBA messaging, including registration dates, event information and notification of AGM to membership
- maintain SWEMBA website and keeps information current
- prepare and distribute announcements and messages to Members as directed
- coordinates all other communication issues and events at the decision of the Board

Equipment Director:

- prepare and submit the annual budget for equipment, uniforms and supplies as needed to the Board for approval
- review and maintains the equipment inventory
- provide equipment needs to SWEMBA Board, and order supplies as needed
- organize equipment bags with supplies necessary for each team/coach
- maintain the equipment shed and general area including the batting cages as required
- document equipment and uniform inventory at end of season when storing for the winter

Marketing & Sponsorship Director:

- lead efforts to provide an economical baseball program that will benefit all players
- oversee a fundraising committee
- maintain a control sheet to track ticket booklets
- prepare raffle report for the Treasurer
- create fundraising/sponsorship documents and acknowledgements
- communicate with the Treasurer regarding financial matters
- maintain the sponsorship signage at diamonds and performs repairs or replacement as required
- coordinate or direct any other fundraising event undertaken by SWEMBA
- oversee gaming committees
- seek, obtain and prepare grant applications

Registrar / IT:

- lead all initiatives to ensure accessibility to SWEMBA information
- organize and coordinate registration program

Coaching/Technical Director

- lead the search and appointment of coaches at various player levels
- develop coaching requirements
- develop coaching programs and handbooks
- develop or source coach training programs

Facility Scheduling Director:

- coordinate all SWEMBA diamond requirements with the City of Edmonton diamond scheduling representatives.
- maintain the diamond and practice facility schedules

Volunteer Director

- coordinate and schedule volunteer activities
- develop policies and processes for volunteer deposits and refunds

Rally Cap House Director

Rookie House Director

Mosquito House Director

PeeWee House Director

Bantam House Director

Midget House Director

- appoint respective level coordinators and provide mentorship
- act as member of the respective level Coach selection committee
- assist with player and team evaluations to ensure evenly skill teams
- act as main contact for respective level coaching staff

Junior Competitive Program Director: (Mosquito and Pee Wee)

- assist with player evaluations, tryouts and selections
- act as the primary contact for coaching staff at respective levels
- act as member of the Competitive Coach selection committee

Senior Competitive Program Director: (Bantam and Midget)

- assist with player evaluations, tryouts and selections
- act as the primary contact for coaching staff at respective levels
- act as member of the Competitive Coach selection committee

4.12 Board appointments

4.12.1 The Board may appoint official positions as it deems necessary, including, but not limited to, the following:

- Umpire Coordinator
- Event Coordinator(s)
- Discipline Committee Chair
- Gaming Coordinator
- Fundraiser Coordinator
- Risk Management Officer

Section 5.0 Board Meetings

5.1.1 The Board shall meet a minimum of three (3) times annually, as scheduled in advance by Board resolution.

- 5.1.2 A Special Meeting of the Board may be called by the President at any time with no less than seven (7) days' notice to all Board Members.
- 5.1.3 A majority of appointed Board Members shall constitute a quorum at all Board meetings.
- 5.1.4 Voting by proxy is not permitted at a meeting of the Board.
- 5.1.5 From time to time there may be a need to seek the Board's approval for time-sensitive items that cannot wait until the next meeting. Under such circumstances, at the discretion of the President, an electronic vote may be taken on the applicable motion(s). Each Board member must "reply all" with their vote and the resulting vote must be documented in the minutes of the next Board meeting.

Section 6.0 – Auditing and Records

6.1 Auditing Requirements

- 6.1.1 The books, accounts and records of the Secretary and Treasurer shall be audited once each year by two (2) members of SWEMBA.
- 6.1.2 A complete and proper financial statement for the year shall be submitted and presented by the Treasurer at the AGM in accordance with generally accepted accounting principles.

6.2 Access for Inspection

- 6.2.1 The books and records of SWEMBA may be inspected by any Member in good standing of the SWEMBA at the AGM or any time upon giving reasonable, written notice.

Section 7.0 – Bylaw Amendments

7.1 Protocol

- 7.1.1 Amendments to the Bylaws may be made at a Meeting of the Members.
- 7.1.2 Any proposed amendment or addition to the Bylaws, to be approved, must receive seventy-five percent (75%) of the votes cast.
- 7.1.3 An amendment may be considered at the AGM without required notice with the unanimous consent of the voting Members present.

Section 8.0 - Dissolution

- 8.1.1 In the event of SWEMBA's dissolution, all its remaining assets, after payment of liabilities shall be distributed to one or more community-based organizations as determined by its Members at a Special General Meeting called for that purpose.

Approved on November 18, 2018

Paul Auton
SWEMBA President

Danielle Couillard
SWEMBA Secretary