


CAROL PREST

ALDERGROVE MINOR BASEBALL ASSOCIATION

BYLAWS

1. INTERPRETATION

- 1.1 In these bylaws, unless the context otherwise requires:
- (a) The "Directors" or "Board of Directors" or "Board" means the directors of the Society for the time being.
 - (b) "Society" means the Aldergrove Minor Baseball Association.
 - (c) "Special Resolution" means the resolution passed in a general meeting by a majority of not less than three quarters of the votes of those members who are present in person at a meeting of the members of the Society.
- 1.2 In all bylaws of the Society the singular shall include the plural and the plural the singular; the word "Person" shall include corporations and societies and the masculine shall include the feminine. Wherever reference is made to any statute or section thereof, such reference shall be deemed to extend and apply to any amendments to such statute or section as whatever the case may be.
- 1.3 The definitions in the *Societies Act* on the date these bylaws become effective apply to these by-laws except as otherwise herein provided for.

2. MEMBERSHIP

- 2.1 Membership in the Society shall be open to those persons who agree to abide by and comply with the Constitution, Bylaws, and Rules of the Society and will be granted upon acceptance of the Directors.
- 2.2 The membership year shall commence at 12:01 am January 1st of each year and end at 11:59 pm December 31st of the same year.
- 2.3 Membership and immediate voting privileges of one vote per member will be automatically granted to Board members. Non-Board members must hold membership for six months, after which each member is entitled to one vote.
- 2.4 One parent in a family, regardless of how many children are registered, will automatically become a member upon completion of the registration form accompanied by the payment of the appropriate registration fee. The name of the member will be noted on the registration form.
- 2.5 The Board of Directors may, by majority vote, admit other persons who are interested in furthering the purposes of the Society as Special Members.

- 2.6 Those persons interested in becoming Special Members of the Society may apply in writing or directly to the Board of Directors and may be granted membership in the Society as a Special Member upon payment of a membership fee and majority approval by the Board of Directors. The receipt given or an extract from the Minutes of the Board will be the proof of membership. Special Members will be members of the Society for the remainder of the then current year and they may apply annually thereafter for a renewal of their membership.
- 2.7 The Board of Directors of the Society shall have the power to admit to membership the following:
- (a) All persons who have obtained the age of 19 years or over.
 - (b) All persons under the age of 19 years may be admitted at the discretion of the Board and if so admitted shall be accorded all rights and privileges of membership.
- 2.8 All members are required to conform to the Constitution, all bylaws and amendments thereto and to all regulations put into effect from time to time governing the activities of the Society.
- 2.9 The membership dues or fees payable by members shall be as from time to time fixed by a majority vote of the Directors. These membership dues or fees shall be payable annually. The Directors may grant special dispensation for waiver of dues or registration fees at their discretion when a majority of the Directors votes to do so.

3. WITHDRAWAL AND EXPULSION OF MEMBERS

- 3.1 A person shall cease to be a member of the Society:
- (a) by delivering his resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society;
 - (b) on his death or in the case of a corporation on dissolution;
 - (c) on being expelled; or
 - (d) on having been a member not in good standing for two consecutive months.
- 3.2 The Directors shall have the power, by a majority vote of the Directors, to expel or suspend any member from the Society whose conduct shall have been determined by the Directors to be improper, unbecoming or likely to endanger the interest or reputation of the Society or who willfully commits a breach of the Constitution or Bylaws of the Society. The Board may declare that the member shall stand suspended or expelled from membership in the Society from the date stated in a resolution of the Board.
- (a) A written notice of suspension or expulsion will be delivered to the member stating the reason or reasons for suspension or expulsion.

- (b) Any member suspended or expelled by such action taken above, may appeal the Board's decision within 30 days of notice of such action. Such member will then be granted the right to express his or her reasons for believing that such action is unjust and upon a vote of the majority of the Board, such action may be reversed.
- 3.3 All members are in good standing except a member who has failed to pay his current annual membership fee or dues or any other subscription or debt due and owing by him to the Society and he is not in good standing so long as the debt remains unpaid.
- 3.4 Any member who withdraws or is expelled from the Society shall forthwith forfeit all rights arising from or associated with membership in the Society.
- 3.5 Any member who withdraws or is expelled from the Society or who ceases to be a member in good standing of the Society shall remain liable for payment of any assessment or other sum levy or which became payable by him to the Society prior to his withdrawal or expulsion.
- 3.6 The Board may, from time to time, decide what, if any, refund of fees or dues a member withdrawn, expelled or suspended may receive.

4. DIRECTORS AND OFFICERS

- 4.1. The government of the Society shall be vested in a Board of Directors of at least five and no more than thirteen persons.
- 4.2 All members of the Board of Directors shall hold office for a period of one year and are eligible for re-election for succeeding terms.
- 4.3 If a director resigns his office or otherwise ceases to hold office, or if after the elections a vacancy exists on the board, the remaining directors shall appoint a member to the vacant position(s).
- 4.4 No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
- 4.5 Candidates for the Board shall be nominated in writing or from the floor at the annual general meeting of the Society by a member in good standing.
- 4.6 A director may be removed from office by a special resolution endorsed by a vote of at least 60% of the members of the Board of Directors.
- 4.7 The Directors shall call a special meeting of the Society upon receiving written request for such a meeting, signed by at least 10% of the members of the Society. The written request for a special meeting shall state the purpose for which the meeting is requested. Within ten days of the receipt of such a written request, the Board shall cause a notice to be written, or by any means the Board deems advisable, to be sent to all members specifying the time and place for holding such meeting. Such meeting shall be held not less than twenty-one days from the date of the notices. At any special meeting called on

request, only the business specified in the request shall be discussed, except any further business that the Directors may wish to bring before the meeting.

- 4.8 The First Directors of the Society shall be the persons elected to the positions of President, Vice-President and Secretary.
- 4.9 The Board of Directors shall be comprised of the President, the 1st Vice-President, the 2nd Vice-President, the Secretary, the Treasurer, and four, six, or eight Directors at Large, to be elected at the annual general meeting of the Society. Any member of the Society in good standing, including Special Members, are entitled to be elected to the Board of Directors of the Society. The immediate past President of the Society is automatically a non-voting member of the Board of Directors.
- 4.10 Members of the Society or members of the Board of Directors may be elected by the Board of Directors to the positions of Umpire-in-Chief, Equipment Manager, Field Allocator, Fundraising Coordinator, Fields Manager, Volunteer Coordinator, Special Events Coordinator, Media Coordinator, Website Coordinator, Sponsorship Coordinator, Photo Coordinator, Blastball Coordinator, T-Ball Coordinator, Tadpole Coordinator, Mosquito Coordinator, Pee Wee Coordinator, Bantam Coordinator, Midget Coordinator, Jr. Mens' Coordinator, or any other position as may be deemed necessary from time to time and appointed by a majority vote of the Board.
- 4.11 A person may, in the discretion of the Board of Directors, hold one or more of the positions set out in Paragraphs 4.9 or 4.10 above.

5. DUTIES OF THE DIRECTORS AND OFFICERS

- 5.1 The President shall preside at all meetings of the Board and the Society with the usual privileges of the office. The President will oversee all the Society's functions and shall be the main contact for the Society with the British Columbia Minor Baseball Association.
- 5.2 The 1st Vice-President and the 2nd Vice-President shall assist the President in all matters pertaining to the Society and in the absence of the President; the 1st Vice-President shall perform the duties of the President. In the absence of both the President and the 1st Vice-President, the 2nd Vice-President shall perform the duties of the President. The Vice-Presidents will assist in organizing clinics and training sessions for coaches, umpires, players, scorekeepers and such other duties as may be assigned by the Board.
- 5.3 The Secretary shall take the minutes of all meetings and shall be responsible for circulating these among the members of the Board as soon as possible following said meetings. Minutes of the Annual General Meetings, Special Meetings, etc., shall be circulated or read out at the next membership meeting. In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as Secretary at the meeting. The Secretary shall carry out such other duties as may be assigned by the Board.

- 5.4 The Treasurer shall be the custodian of all monies, or other property paid or donated to the Society and shall disburse monies upon authority from the Board. The Treasurer shall keep a true and accurate record of receipts and disbursements and shall render a true account when required and shall be responsible for preparing a draft operating budget each year for consideration of the Board of Directors. If no Treasurer is appointed by the Board, the President shall act as Treasurer of the Society until such appointment.
- 5.5 If the following positions are appointed by the Board of Directors, their duties shall be as set out below along with such other duties as may be assigned by the Board:
- (a) The Umpire-in-Chief shall be responsible for rule interpretations and will schedule umpires for games;
 - (b) The Registrar shall be responsible for ensuring that registration is carried out each year;
 - (c) The Field Allocator shall be responsible for all scheduling and allocating the use of all baseball fields and related facilities used by the Society;
 - (d) The Fundraising Coordinator shall be responsible for coordinating all fundraising activities;
 - (e) The Fields Manager shall be responsible for maintenance on the ball fields used by the Society;
 - (f) The Media Coordinator shall be responsible for all publicity for the Society;
 - (g) The Sponsorship Coordinator shall be responsible for obtaining sponsors for the Society;
 - (h) The Equipment Manager shall be responsible for the purchasing, inventory, distribution, allocation, handling and care of the ball equipment and uniforms owned by the Society;
 - (i) The Website Coordinator shall be responsible for maintaining, upgrading, and management of the Society's website including the distribution of passwords and instructions for use by the various Division Coordinators;
 - (j) The Photo Coordinator shall be responsible for having all teams photographed;
 - (k) The Special Events Coordinator shall be responsible for planning, organizing and supervision of special events put on by the Society during the year;

- (l) The Batting Cage Coordinator shall be responsible for allocating the use of the Aldergrove Athletic Park Batting Cage including enforcement of the rules, regulations and policies for the facility;
- (m) The Coaching Development Coordinator shall be responsible for organizing and providing coaching development activities for coaches of the Society;
- (n) The following Division Coordinators shall be responsible for selecting head coaches (in consultation with the President), organizing Winter Workouts, Spring Season player evaluations, AA and AAA tryouts, Spring Season Interlocks, Summer Ball and Fall Ball activities, and otherwise supervising the teams fielded by the Society at their respective age divisions:
 - (i) Blastball Coordinator,
 - (ii) T-Ball Coordinator,
 - (iii) Tadpole Coordinator,
 - (iv) Mosquito Coordinator,
 - (v) Pee Wee Coordinator,
 - (vi) Bantam Coordinator,
 - (vii) Midget Coordinator, and,
 - (viii) Jr. Mens' Coordinator;
- (o) Any other coordinator position deemed by the Board of Directors to be necessary or desirable for fulfilling the purposes of the Society.

6. PROCEEDINGS OF DIRECTORS

- 6.1 The Board may meet together at the places they see fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- 6.2 The Board may from time to time fix the quorum necessary to transact business, and unless so fixed, the quorum shall be a majority of the Directors then in office, but in no circumstances will the quorum be less than five members of the Board of Directors.
- 6.3 The President shall be the chairperson of all meetings of the Directors, but if at a meeting the President is not present within 30 minutes after the set meeting time, the 1st Vice-President shall act as the chairperson. If neither the President nor the 1st Vice President is present within 30 minutes from after the time set for the meeting, the 2nd Vice-President shall act as the chairperson. If none of the President, 1st Vice-President, or 2nd Vice-President is present, the Directors present may choose one of their number to be chairperson at the meeting.
- 6.4 The President may convene a meeting at any time either with or without notice. Any other member of the Board of Directors may request the President or the secretary to convene a meeting of the Board and, upon at least 7 days written notice, the Secretary shall convene the meeting of the directors at the time and place set out in the notice.

- 6.5 Questions arising at a meeting of the directors shall be decided by a majority of votes of the directors present in person or, in the case of a motion where prior notice has been given, by written vote given to the President. In the case of written votes given to the President, the President shall provide details of the votes to those members of the Board who are personally present at the meeting.
- 6.6 In the case of an equality of votes the chairman shall have a second or casting vote.
- 6.7 The Directors shall have the power to appoint such committees as they see fit, and any such committee appointed may perform such duties and exercise such power as delegated to them by the Directors from time to time. The members of such committees appointed need not necessarily be members of the Board, but there shall be at least one member of the Board on such committees.
- 6.8 Each committee appointed shall, from its' members, elect a chairperson of the committee and a majority of the committee shall constitute a quorum at any committee meeting.
- 6.9 The members of a committee may meet and adjourn as they think proper and shall report every act or thing done to the earliest meeting of the directors to be held after it has been done.

7. PROCEEDINGS AT GENERAL MEETINGS

- 7.1 A meeting shall be conducted annually in the month of October for the election of members of the Board who have vacated their position for any reason including, but not limited to, the expiry of their term of office, resignation, death, or removal from office by special resolution. The election of members to the Board will be for a one year term. Additional meetings may be called by the President or upon written request of at least three members of the Board.
- 7.2 Notice in writing of the Annual General Meeting of the Society shall be given to each member in writing, whether delivered personally, by mail, or by email, at least fourteen days prior to the date of the meeting, and such notice shall set forth the time and place at which the meeting is to be held.
- 7.3 Each member present in person shall be entitled to one vote. Voting by proxy or by telephone shall not be allowed.
- 7.4 A record of signatures of all members attending each and any meeting shall be kept by the Secretary and a copy securely attached to the minutes of such meetings.
- 7.5 Unless otherwise provided by resolution of the Board of Directors, a quorum for the transaction of the business at any annual general meeting or special general meeting of the members shall consist of not less than ten members in good standing present in person who are entitled to vote at a meeting of the members.

- 7.6 Any meetings of the Society or of the Directors may be adjourned to any time and from time to time and business may be transacted at such adjourned meetings as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.
- 7.7 At all meetings of the members of the Society, the President or, if the President is absent, the 1st Vice-President or, if both are absent, a member elected by the meeting shall take the Chair. The Chairperson shall be allowed one vote only.
- 7.8 At all meetings every question shall be decided by a simple majority of the votes of those entitled to vote who are present in person, unless otherwise required by the Bylaws of the Society or the *Societies Act*. Every question shall be decided in the first instance by a show of hands unless a poll vote is demanded by any member. Upon a show of hands, every member having voting rights shall have one vote and, unless a poll be demanded, a declaration by the Chairperson that a resolution has been carried or not carried and an entry to the effect in the Minutes of the meeting shall be sufficient evidence of the fact without proof of the number or proportion of the votes accorded in favor of, or against such resolution. The demand for a poll may be withdrawn, but if a poll is demanded and not withdrawn, the question shall be decided by a simple majority of the votes given by the members present in person, and such poll shall be taken in such manner as the Chairperson shall direct and the result of such poll shall be deemed to be the decision of the Society in a meeting upon the matter in question.
- 7.9 Unless otherwise provided in these Bylaws, Roberts Rules of Order will be followed at general meetings of the Society.
- 7.10 The order of business for the Annual General Meeting of the Society will be as follows and may include other items deemed necessary by the Board from time to time:
- (a) Call to Order
 - (b) Minutes of the Previous Meeting
 - (c) President's Report
 - (d) Treasurer's Report
 - (e) Directors' Reports
 - (f) Committee Reports
 - (g) Correspondence
 - (h) Old Business
 - (i) Nominations of Officers
 - (j) Election of Officers
 - (k) New Business
 - (l) Announcements
 - (m) Adjournment

8. FINANCES

- 8.1 The fiscal year of the Society shall terminate on a day to be fixed by the Board of Directors.
- 8.2 No borrowing power shall be exercised on behalf of the Society except by special resolution passed at a membership meeting in respect of which at least fourteen days' notice has been given to the members of the Society. A special resolution to borrow any amount must be approved at a general or special meeting of the members of the society by at least 75 percent of the members present at the meeting.
- 8.3 The Society may do such things, as approved by the Board of Directors, as may be necessary to raise funds to carry out the objectives of the Society and may accept donations for this purpose. All revenue shall be placed in the Society's treasury.
- 8.4 The members of the Society may give input to the Board of Directors on all matters of finances but the final decision as to all matters of finances will be based on the majority decision of the Board of Directors.
- 8.5 A yearly projected budget will be drawn up at the first Board of Directors meeting after the annual general meeting. Once the budget has been passed by the majority of the Board of Directors, any expenditure over and above the budgeted amount in a category must be approved by a majority vote of the Board.
- 8.6 A financial statement for the current year will be presented to the members at the Annual General Meeting including all financial transactions to the date of the meeting and any foreseen transactions that will occur after the meeting until the end of the fiscal year.
- 8.7 A yearly completed financial statement for the previous year will be made available to the members upon completion of the financial statement after the year end fiscal date. Any member who wishes to view this statement may do so by making arrangements for a mutually convenient date and time with the Treasurer.

9. DISCIPLINE COMMITTEE

- 9.1 The President may convene the Discipline Committee to review the circumstances of any incident that, in the absolute discretion of the President, requires possible disciplinary action on the part of the Society.
- 9.2 The Discipline Committee shall be comprised of the 1st Vice President and two other members of the Board of Directors appointed from time to time by the President. The 1st Vice President shall chair the Discipline Committee. In the event that the 1st Vice President is unavailable or unable to chair the Discipline Committee, then the 2nd Vice President will become the chair of the committee.
- 9.3 The Discipline Committee will hear the complaint or particulars of the incident and invite the Member of the Society involved to present an explanation for their actions.

The Discipline Committee may then ask questions of any individual they deem may have knowledge of the situation which would help in their determinations.

- 9.4 The Discipline Committee must submit a written report, including a summary of the facts and any recommendations, to the President within 7 days. The President must notify the Board of Directors before imposing any sanctions or taking any action in furtherance of the recommendations of the Discipline Committee.
- 9.5 Any decision involving the suspension or expulsion of a Member, requires approval by a majority of the Board of Directors, and shall be made in accordance with Paragraph 3.2 of these by-laws.
- 9.6 If, in the President's discretion, the nature of the complaint or incident justifies it, the President may suspend the Member indefinitely pending the outcome of the Discipline Committee hearing and, when applicable, the determination by the Board of Directors whether to suspend or expel the Member.

10. MEMBER COMPLAINT AND APPEALS PROCESS

- 10.1 All complaints received from members of the Society relating to the operations of the Society should, where possible, be resolved by the applicable Division Coordinators.
- 10.2 In situations where the complaint cannot be resolved by the Division Coordinator, the Division Coordinator should advise the member of their appeal rights under this Article, promptly inform the President of the existence of the complaint, and provide details of the complaint.
- 10.3 The President, upon receipt of a complaint, either from a member directly or from a Division Coordinator, shall promptly investigate as necessary and shall either:
 - (a) address the issue and complaint, or
 - (b) designate a panel of three members, one of whom shall be the President, one of whom shall be the 2nd Vice-President, and one of whom should be another member of the Board of Directors, to hear the complaint and make a ruling.
- 10.4 The complainant may appeal the ruling of the President or the designated complaint panel to the full Board of Directors of the Society. On appeal, all members of the Board of Directors shall have one vote including the President and the other two members of the complaint panel.

11. BYLAWS

- 11.1. The Constitution and Bylaws shall not be altered or added to except by special resolution at the Annual General Meeting of the Society. To be passed, a special resolution requires approval from at least 75 percent of the members present at the meeting.

- 11.2 A copy of the Constitution and Bylaws will be given to each director of the Board at the first Board meeting after the annual general meeting. Other members may obtain a copy of the Constitution and Bylaws from the Secretary of the Society.

12. COACHES AND DIVISIONS

- 12.1 The Division Coordinators shall be appointed annually by a committee selected by the Board of Directors.
- 12.2 The Division Coordinators shall, in consultation with the President, select the head coaches for all Spring Season Blastball, T-Ball, Tadpole, Mosquito, Pee Wee A, Bantam A, and Midget AA teams. Head coaches for all Summer Ball, Pee Wee AA, Bantam AA, Bantam AAA, and Midget AAA, shall be selected by a committee comprised of the President, the applicable Division Coordinator, and the 1st Vice-President. The head coach and coaches for the Jr. Mens' team shall be determined by the players on the Jr. Mens' team.
- 12.3 Where possible openings for all head coach positions for Pee Wee AA, Pee Wee AAA, Bantam AA, Bantam AAA, and Midget AAA teams shall be advertised on the Society's website and applicants should be directed to send their applications to the attention of the 1st Vice-President. Decisions on Pee Wee AA, Pee Wee AAA, Bantam AA, Bantam AAA, and Midget AAA head coaches should be made before November 1st of each year for the following year. A complaint received from an applicant for a coaching position may appeal the decision to the Board of Directors pursuant to paragraph 9.4 of these Bylaws.
- 12.4 The term of tenure for the Division Coordinators shall be for one year expiring at the annual general meeting of the Society. The term of tenure for team coaches and team managers shall be from the time of their appointment until the current playing season ends.
- 12.5 The Division Coordinators shall be under the direction and guidance of the 1st Vice-President and shall be responsible to ensure that all the coaches and team Managers in their division follow the Society's Constitution and Bylaws as well as Rule 15 of the British Columbia Minor Baseball Association Rulebook (Manager, Coach, Player, and Parent – Code of Conduct).
- 12.6 The coaches and team managers shall be responsible to follow the Society's Constitution and Bylaws and shall be responsible for the conduct of their players both on and off the field. All coaches and managers shall be familiar with the content of Rule 15 of the British Columbia Minor Baseball Association Rulebook (Manager, Coach, Player, and Parent – Code of Conduct) and shall ensure that the coaching staff, players, parents and all others associated with their team abide by the Code of Conduct.
- 12.7 Except where modified by the Constitution of the Society or these Bylaws, the Rules and regulations of the British Columbia Minor Baseball Association apply to the activities of the Society, its members, and the Board.

13. BOOKS AND RECORDS

- 13.1 The books and records of the Society shall be in the custody of the Secretary and Treasurer (if any) and shall be open to the inspection of the Board of Directors at all times except as otherwise provided by law or these bylaws.
- 13.2 Other members of the Society may be permitted to inspect the books or records of the Society by advance appointment with the Secretary or Treasurer, having first notified the Board of Directors. Notwithstanding the foregoing, the Board of Directors may restrict access to certain book or records of the Society, as determined in their sole discretion, subject to the *Societies Act*.

14. TRANSITION PROVISIONS

- 14.1 The existing Board of Directors of Aldergrove Minor Baseball Association, as elected at annual general meeting on October 2, 2012 and as modified by the deliberations of the Board at its meeting on December 17, 2012 to fill vacancies, is continued.
- 14.2 All prior actions and activities of the existing Board of Directors are confirmed and authorized as if the Constitution and these Bylaws were in force at the time of those actions and activities.

15. PROVISIONS FROM THE SOCIETY'S PRE-TRANSITION CONSTITUTION

- 15.1 The charitable activities of the Society shall be carried on without purpose of gain for the members and any profits or other accretion to the Society shall be used as and when determined by the directors of the Society, in promoting the purposes of the Society. This provision was previously unalterable.
- 15.2 The directors shall serve without remuneration, and the directors shall not receive, directly or indirectly, any profits from their positions as directors but may be paid reasonable expenses incurred by them in the performance of their duties. This provision was previously unalterable.
- 15.3 Upon the dissolution of the Society, the assets of the Society remaining after the satisfaction of its liabilities and the proposed dissolution costs would either become the property of the British Columbia Minor Baseball Association to be held in trust until such time as a new baseball association in the Aldergrove and /or Langley area is formed or to an already established baseball association in the Lower Mainland of British Columbia area, whose objects would be compatible with those of the defunct Society. This provision was previously unalterable.

Dated: October 30, 2018