



BY-LAWS

OF

SHERWOOD PARK MINOR BASEBALL ASSOCIATION

OCTOBER 28, 2007

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INDEX

1.	APPLICATION, DEFINITIONS AND INTERPRETATION.....	1
1.1	By-laws in Force.....	1
1.2	Definitions.....	1
1.3	Changes of Number and Gender.....	4
1.4	Headings for Reference Only.....	4
1.5	By-laws Subject to Act and Regulations	4
2.	MISSION STATEMENT AND OBJECTIVES OF THE ASSOCIATION	5
2.1	Statement.....	5
3.	MEMBERSHIP	6
3.1	Membership	6
3.2	Good standing	7
3.3	Eligibility	8
3.4	Fees	8
3.5	Application for Membership.....	8
3.6	Register of Members.....	8
3.7	Resignation	9
3.8	Suspension	9
3.9	Duration of Membership.....	10
3.10	Termination of Membership	10
3.11	Privileges of Membership.....	11
3.12	Obligations of Membership	11
3.13	Member Releases	12
4.	POWERS & DUTIES OF THE ASSOCIATION	13
4.1	Association.....	13
4.2	Governed by Board of Directors.....	13
4.3	Annual General Meeting.....	13

4.4	Special General Meeting.....	13
4.5	Retain Valuable Documents	13
4.6	Obey Act and By-laws	14
4.7	Enforce By-laws.....	14
4.8	Annual Report.....	14
4.9	Determine Fees	14
4.10	Seal of the Association.....	14
4.11	Signing Officers	14
4.12	Acquire Assets	15
4.13	Borrow	15
4.14	Negotiable Instruments	15
5.	BOARD OF DIRECTORS	16
5.1	Board has Powers of Association	16
5.2	Composition of the Board.....	16
5.3	Eligibility	16
5.4	Continuity Principle	16
5.5	Term of Office	16
5.6	Annual Election	17
5.7	Re-Election and Term Limits.....	17
5.8	Nomination Procedure	17
5.9	Procedure for Election	17
5.10	Shortage of Directors	18
5.11	Vacancy.....	18
5.12	Deemed Vacancies.....	18
5.13	Removal from Board.....	19
5.14	Written Resolutions	19
5.15	Good Faith	19
5.16	Limitation of Liability.....	19
5.17	Indemnification of Directors.....	20
6.	POWERS & DUTIES OF THE BOARD OF DIRECTORS.....	21
6.1	Govern the Association.....	21
6.2	Keep Minutes	21
6.3	Keep Accounts	21
6.4	Committees	21
6.5	Employees or Agents	22
6.6	Fiscal Year	22
6.7	Audit	22
6.8	Inspection of Accounts	22
6.9	Annual Budget	22
6.10	Non-budget Expenditures	23
6.11	Team Accounting.....	23
6.12	Distribution of Assets	23

6.13	Regular Meetings	23
6.14	Special Meetings	23
6.15	Conflict of Interest	23
6.16	Declaration of Interest.....	24
6.17	Compensation	24
7.	OFFICERS OF THE ASSOCIATION	25
7.1	General Provisions Applicable to All Officers	25
7.2	Officers of the Board	25
7.3	Term Limits	26
7.4	President.....	26
7.5	Vice Presidents.....	26
7.6	Secretary	27
7.7	Treasurer	27
7.8	Removal	28
7.9	Remuneration.....	28
8.	MEETINGS OF THE ASSOCIATION.....	29
8.1	Annual General Meeting.....	29
8.2	Parliamentary Procedure.....	29
8.3	Convening of Meetings.....	29
8.4	Notice of Meetings.....	29
8.5	Chairperson	29
8.6	Quorum	30
8.7	Adjournment for Lack of Quorum.....	30
8.8	Tie Vote	30
8.9	Order of Business.....	30
8.10	Notice of Motion Procedure.....	31
8.11	Method of Voting.....	32
8.12	Declaration of Results.....	32
9.	MEETINGS OF THE BOARD OF DIRECTORS	33
9.1	Regular Meetings	33
9.2	Parliamentary Procedure.....	33
9.3	Convening of Meetings.....	33
9.4	Notice of Meeting	33
9.5	Members may Attend Board Meetings.....	33
9.6	Periodic Meetings Without Notice.....	34
9.7	Waive Notice of Meeting.....	34
9.8	Adjourned Meeting	34
9.9	Quorum	34
9.10	Majority Vote.....	34
9.11	Tie Vote	35
9.12	Chairperson of Meeting	35

9.13	Resolutions in Writing	35
10.	MISCELLANEOUS PROVISIONS.....	36
10.1	Limitation of Liability of Members	36
10.2	Arbitration.....	36
10.3	Fines	37
10.4	Severability	37
10.5	Amendment of By-laws	37

BY-LAWS

OF

SHERWOOD PARK MINOR BASEBALL ASSOCIATION

PART ONE

1. APPLICATION, DEFINITIONS AND INTERPRETATION

1.1 By-laws in Force

These By-laws have been adopted by the Members of the Association by Special Resolution passed at a duly convened meeting of the Members, are By-laws relating generally to the conduct of the affairs of the Association and come into force on the Effective Date.

1.2 Definitions

The following definitions shall apply to all parts of these By-laws:

1.2.1 “Act” means the Societies Act R.S.A. 2000, c. S-14. and any statute or statutes which may be passed in substitution for or replacement of such act;

1.2.2 “Annual General Meeting” means the Annual General Meeting of the Association duly called and constituted in accordance with these By-laws;

1.2.3 “Association” means Sherwood Park Minor Baseball Association;

- 1.2.4 “Board” or “Board of Directors” means the Directors of the Association for the time being;
- 1.2.5 “By-laws” means By-laws of the Association made pursuant to the Act;
- 1.2.6 “Director” means a person occupying the position of director by whatever name called;
- 1.2.7 “Effective Date” means the date set out in the Special Resolution of the Members adopting these By-laws and if no such date is specified, then the Effective Date shall be the date of the said Special Resolution;
- 1.2.8 “General Meeting” means Annual General Meetings and Special General Meetings of the Association;
- 1.2.9 “Baseball Alberta” means the Provincial Association affiliated with Baseball Canada;
- 1.2.10 “Member” means any person who, by virtue of the provisions of these By-laws, is a member of the Association and who, at the relevant time, is in good standing as prescribed in these By-laws; the terms used in subsection 3.1 hereof to describe the various types of Member, namely “Parent Members”, “Volunteer Members”, “Regular Members”, “Honourary Members”, “Corporate Members” and “Non-Voting Members” shall have the meanings set out in the relevant paragraph of the said subsection;
- 1.2.11 “Membership” means those different types and categories of membership more particularly described and set out in these By-laws;
- 1.2.12 “Membership Year” means the period commencing on the 1st day of April of any year and ending on the 31st day of May of the following year;
- 1.2.13 “Officers” means the Officers of the Association pursuant to these By-laws who are the Directors of the Association that fill the offices of President, the Vice Presidents, Secretary and Treasurer;

- 1.2.14 “Ordinary Resolution” means a resolution passed at a properly convened General Meeting of the Association by a majority of the votes cast by the Members who voted on that resolution;
- 1.2.15 “Person” includes an individual, partnership, association, corporation, trustee, executor, administrator or legal representative;
- 1.2.16 “Registrar” means a member of the Board of Directors responsible for handling all facets of registration of all members and maintaining a record of the Members of the Association;
- 1.2.17 “Regulations” means the Regulations under the Act as amended and every regulation that may be substituted therefore and in the case of such substitution, any references in the By-laws to provisions of the Regulations shall be read as references to the provisions substituted therefore in the amended Regulations;
- 1.2.18 “Seal” means the official seal of the Association;
- 1.2.19 “Signing Officer” means, in relation to any instrument, any Person authorized to sign the instrument on behalf of the Association by virtue of the Act, the Regulations, the By-laws or by a resolution of the Association or Directors;
- 1.2.20 “Special General Meeting” means any General Meeting of the Association other than an Annual General Meeting;
- 1.2.21 “Special Resolutions” means
- 1.2.21.1 a resolution passed
- 1.2.21.1.1 at a General Meeting of which not less than 21 days notice specifying the intention to propose the resolution has been duly given, and

1.2.21.1.2 by the vote of not less than 75% of those Members who, if entitled to do so, vote in Person,

1.2.22 a resolution proposed and passed as a Special Resolution at a General Meeting of which less than 21 days notice has been given, if all the Members entitled to attend and vote at the General Meeting so agree.

1.3 Changes of Number and Gender

These By-laws are to be read with all changes of number and gender required by the context.

1.4 Headings for Reference Only

The headings in this By-law are for ease of reference only and shall not affect in any way the meaning or interpretation of this By-law.

1.5 By-laws Subject to Act and Regulations

All provisions of this By-law are subject to the provisions of the Act and Regulations whether or not any provision of the By-law is expressly stated to be so subject. All terms which are contained in the By-laws and which are defined in the Act or the Regulations shall have the meanings given to such terms in the Act or the Regulations.

PART TWO

2. MISSION STATEMENT AND OBJECTIVES OF THE ASSOCIATION

2.1 Statement

It is one of the major goals of the Association to provide to the children of the community, through various baseball programs and events, opportunities for enhanced personal development and the opportunity to learn and experience the ideals of team work, good sportsmanship, and respect for others and for authority and to gain an appreciation for the efforts by an importance of volunteers in our society; and to further provide to the community all the advantages and opportunities associated with having a well developed and organized baseball program operating therein.

PART THREE

3. MEMBERSHIP

3.1 Membership

Members registered in the Association are precluded from registering in other baseball associations except those Members registered in another Baseball Alberta registered association and transferring to play within a program in the Association's territorial jurisdiction as defined by Baseball Alberta by-laws and complying with Baseball Alberta transfer policies.

Membership in the Association shall consist of all of the following categories of membership:

- 3.1.1 *Parent Members* – means the parents or legal guardians of any child currently registered to participate in any of the programs or events offered or operated by the Association. The registration fees paid by or on behalf of a player shall be deemed to constitute membership fees for all parents and legal guardians of that particular player.
- 3.1.2 *Volunteer Members* – means any individual who is actively participating as a volunteer, other than merely as a parent, in the Association or in the operation of any of its programs or events, or otherwise assisting the Association in carrying out any of its day-to-day operating duties and who is registered or listed as such in the register of Members maintained by the Association. If there is any question or dispute as to whether an individual's activities are sufficient or qualify him or her as a Volunteer Member, a resolution of the Board, one way or another, shall be final and binding in that regard. However, once registered or listed, such individual shall be deemed a Volunteer Member for all purposes regardless of any question as to their level of activity, unless and until the Board determines otherwise or such individual otherwise ceases to be a Member. The Board may, from time to time, prescribe certain minimum criteria and levels of service required for an individual to become qualified as a Volunteer Member.

- 3.1.3 *Regular Members* – means any Person interested in the mission or objectives of the Association who submits an application in the form and manner and pays the fees, if any, from time to time prescribed by the Board, may become a Regular Member by a favourable vote passed by a majority of the Directors at a meeting of the Board.
- 3.1.4 *Honourary Member* – means those Persons who originally established the Association, together with any Person who the Directors, by Resolution duly passed at a meeting of the Board, wish to honour for service to the Association, the community or the children of the community. Such honorary membership shall be for such term as set out by the Board at the time of passing the Resolution and failing the setting of a term, such membership shall be for life or until specifically revoked by the Board.
- 3.1.5 *Corporate Member* – means any Person wishing to provide financial and other support to the Association who applies for a corporate membership and who meets such criteria prescribed, from time to time, by the Board and pays such fees or amounts required by the Board. Such membership shall be for such term as is then determined by the Board by Resolution at the time of admission as a Corporate Member.
- 3.1.6 *Non-Voting Member* – means each Person who at the request of an officer, director or agent of the Association, agrees to work for the Association as a volunteer for, at or in connection with a casino, bingo, raffle or other “lottery scheme” (as defined in the Criminal Code of Canada) which is operated or conducted by the Association pursuant to a license granted by the Alberta Gaming Commission or other governmental authority having jurisdiction to issue such license. The execution by a person at the request of an officer, director or agent of the Association of an application form or other form whereby such person applies for or agrees to work as a volunteer for the purposes aforesaid, shall be conclusive evidence that such person has been admitted to membership in the Association.

3.2 Good standing

A Member that is up to date in the payment of all fees, dues or levies of the Association and is not under suspension or termination is a Member in good standing of the Association.

3.3 Eligibility

Any Person residing in Alberta, being the age of majority and who is in agreement with the objects of the Association, may become a Member of the Association in the manner set out in this Section 3.

3.4 Fees

3.4.1 Membership fees, including player registration fees, in the Association shall be determined from time to time by the Board.

3.4.2 The Directors, in their absolute and unfettered discretion, may waive the payment of registration fees or membership fees in circumstances of demonstrated financial hardship.

3.5 Application for Membership

Any Person eligible for Membership may apply for Membership by submitting to the Registrar of the Association the appropriate Membership fee, if any, together with a request in writing to become a Member of the Association which shall include the information required for the register of Members. Such formal application shall not be required for Parent, Volunteer or Honourary Members.

3.6 Register of Members

The Registrar shall maintain a register of Members of the Association containing the name of every Person who is admitted as a Member of the Association together with the following particulars of each Person:

3.6.1 The Persons' full name and residential address;

3.6.2 The date on which the Person is admitted as a Member;

3.6.3 The date on which the Person ceases to be a Member;

The Association shall keep the register of its Members at its registered office and shall on each regular business day, during not less than two regular business hours as determined by the Association, permit a Member of the Association to inspect the register on such conditions as may be determined by the Directors.

Parent Members shall be deemed to be sufficiently registered by the registration of the player whose parent or legal guardian they are. The Association shall use its best efforts at the time of registration, to obtain full particulars in respect of each Member, but failure to obtain same shall not mean that such parent or legal guardian is not a member in good standing. In fact, the opposite shall be deemed to be the case.

3.7 Resignation

Any Member wishing to resign from Membership may do so by the Member submitting a letter of resignation to the Board and such a resignation shall be effective upon the date of receipt of the letter by the Board.

3.8 Suspension

3.8.1 If any Member is in arrears for fees or assessments for any year, such Member may be suspended by the Board at the expiration of 30 days from the date such fees or assessments were due and shall thereafter be entitled to no Membership privileges or powers in the Association until reinstated by the Directors.

3.8.2 If any Member registers with another association or team, then the Member will be suspended until permission has been granted by the Directors as per clause 3.12.5.

3.8.3 Any Member who does not conduct himself in accordance with the by-laws, policies, rules and regulations of the Association or Baseball Alberta may have his membership suspended upon a majority decision of the Directors.

3.9 Duration of Membership

Membership in the Association, if not renewed or continued, shall expire or lapse at the end of the relevant Membership Year. Honourary and Corporate Memberships shall expire at the time set out in the Resolution of the Board in appointing such Member. A Non-Voting Member shall automatically cease to be a Non-Voting Member of the Association:

- 3.9.1 at the conclusion of the event for which the Non-Voting Member agreed to work as a volunteer for the Association; or,
- 3.9.2 at the time of the passing of a resolution of the Directors terminating the membership of such Non-Voting Member;

which ever shall first occur.

3.10 Termination of Membership

Membership in the Association may be terminated:

- 3.10.1 Upon a resolution of the Directors for the default of the payment of any fee, penalty, cost due or levy payable under the Act, Regulations or By-laws and such termination shall be effective upon the date of the resolution by the Directors terminating the Membership unless another date is specified by the Directors; or,
- 3.10.2 Upon a resolution of the Directors for failure by the Member to comply with the Association's conduct requirements or expectations; or,
- 3.10.3 Upon a resolution of the Directors, after review of the conduct of a Member, determining that such Member has conducted himself in an improper or unbecoming manner which is likely to endanger the interest or reputation of the Association or on the basis that such Member has willfully breached these By-laws and policies of the Association; or

- 3.10.4 Upon a resolution of the Directors for failure by the Member to provide suitable evidence of or demonstrate cancellation of membership in any other baseball association, league or team; or
- 3.10.5 Upon a resolution of the Directors for any cause which the Association may deem reasonable;

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

3.11 Privileges of Membership

All Members in good standing are entitled to:

- 3.11.1 Attend all General Meetings of the Association and to participate in discussions at such General Meetings;
- 3.11.2 Vote on all matters affecting the Association at a General Meeting of the Association;
- 3.11.3 Receive the Association's publications and all other regular mailings of the Association;
- 3.11.4 Be elected or appointed as a member of any committee of the Association;
- 3.11.5 Be elected or appointed by the Board (pursuant to by-law 5.3).

3.12 Obligations of Membership

All Members of the Association are obligated to:

- 3.12.1 Comply with the By-laws of the Association;
- 3.12.2 Pay to the Association as and when requested all fees, dues and levies assessed together with any penalties or interest for late payment;
- 3.12.3 Provide to the Registrar any information that is to be contained in the Register of Members for that Member;
- 3.12.4 Advise the Registrar of any changes to the information contained in the Register with respect to that Member within a reasonable time of such change;
- 3.12.5 Request permission in writing of the Member wanting to register in another baseball association or a team of another association. Such permission may be granted by an affirmative vote of the majority of the Directors;
- 3.12.6 Conduct themselves at all times, in accordance with the highest principles of good sportsmanship and always with the best interests of the individual children, their physical and mental well-being and emotional and personal development, as the paramount concern.

3.13 Member Releases

No Member eligible to play within the Association's territorial jurisdiction shall be released without the approval of the officers and in accordance with Baseball Alberta's transfer policy. A Member may appeal the decision at the next regular scheduled Directors' meeting.

PART FOUR

4. POWERS & DUTIES OF THE ASSOCIATION

4.1 Association

The Association is a society governed by the Act and Regulations and subject to the Act has the capacity, rights, powers and privileges of a natural person.

4.2 Governed by Board of Directors

The Association shall be governed by the Board of Directors. The Board of Directors shall manage and conduct the business and affairs of the Association and exercise the rights, powers and privileges of the Association in the name and on behalf of the Association.

4.3 Annual General Meeting

The Association shall hold an Annual Meeting at least once in each Membership Year.

4.4 Special General Meeting

The Association shall hold a Special General Meeting when required pursuant to the provisions in these By-laws.

4.5 Retain Valuable Documents

The Association shall at all times keep and maintain for the benefit of the Association copies of all contracts, agreements, certificates, approvals and valuable documents provided to the Association.

4.6 Obey Act and By-laws

The Association shall do all things required of it by the Act, Regulations and By-laws.

4.7 Enforce By-laws

The Association may do all things reasonably necessary for the enforcement of the By-laws and for the government, management and conduct of the Association's affairs.

4.8 Annual Report

The Association shall submit such annual reports and other information relating to the business and affairs of the Association as required by the Act or the Regulations.

4.9 Determine Fees

The Association may determine from time to time the amounts to be raised and collected from the Members for the government, management and conduct of the Association's affairs.

4.10 Seal of the Association

The Association shall have a Seal, which shall have inscribed thereon "Sherwood Park Minor Baseball Association". The Seal shall be kept in the custody of the President of the Association or the President's designate. Any instrument to which the Seal is affixed shall be signed by at least two Directors authorized to do so.

4.11 Signing Officers

The Association shall have at least two Persons, who shall be Directors, who are authorized by the Board to sign contracts, documents, cheques or any instruments in writing requiring the signature of authorized signing officers of the Association. All such contracts, documents, cheques and instruments shall be signed by at least two such authorized Persons.

4.12 Acquire Assets

The Association may acquire and take by purchase, donation, devise or otherwise all kinds of real estate and personal property and may sell, exchange, mortgage, lease, let, improve and develop it, and may erect and maintain any necessary buildings.

4.13 Borrow

The Association may, for the purpose of carrying out the objects of the Association, borrow or raise or secure the payment of money in any manner it thinks fit.

4.14 Negotiable Instruments

The Association may, for the purpose of carrying out the objects of the Association, draw, make accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments.

PART FIVE

5. BOARD OF DIRECTORS

5.1 Board has Powers of Association

The Board shall have vested in it all the powers of the Association, whether derived from the Act, Regulations, these By-laws or otherwise, and shall enforce the provisions hereof subject always; however, to any restrictions imposed herein or in the Act or Regulations.

5.2 Composition of the Board

The Board shall consist of a minimum of nine (9) and a maximum of thirty-five (35) Members of the Association who are eligible to the Board of Directors. The precise number of Directors shall be established and determined by the Board, from time to time.

5.3 Eligibility

For a Member to be eligible to fill a position on the Board of Directors, the Member must be a Member in good standing with the Association, be the age of majority and shall not be an employee of the Association.

5.4 Continuity Principle

In order to ensure continuity of management, it is the intention of these By-laws to stagger the terms of office of the Directors so that in any one year approximately 50% of the Board will continue in office for a second year and the other 50% will have to be elected.

5.5 Term of Office

Directors shall be elected and shall hold office for a term of two years or until their successors are elected. Notwithstanding the above and in order to provide continuity, the

Board elected next following the adoption of these By-laws shall be made up of Directors, one-half of whom are elected to hold office for a one year term, and one half of whom are elected to hold office for a two year term.

5.6 Annual Election

At each Annual General Meeting of the Association those Directors then in office whose term expires shall retire, but, if qualified, shall be eligible for re-election. The number of Directors to be elected at any such meeting shall be approximately one half of the number of Directors then in office unless the Directors or the Members otherwise determine. The election shall be by Ordinary Resolution. If an election of Directors is not held at the proper time, the incumbent Directors shall continue in office until their successors are elected.

5.7 Re-Election and Term Limits

A retiring Director shall be eligible for re-election but after the Effective Date may only be re-elected for a maximum of an additional three consecutive terms. There is no limit on the number of non-consecutive terms of a Director may serve.

5.8 Nomination Procedure

The Board, prior to each Annual General Meeting at which Directors are to be elected, shall constitute a Nomination Committee of not less than three Directors who shall submit to the Board a list of those Members who are prepared and have consented to stand for election to the Board. Further nominations may be made, provided they are in writing and signed by not less than five Members. Such further nominations shall also be consented to by the nominated Member and received by the Secretary prior to the General Meeting at which the election is to take place.

5.9 Procedure for Election

At any election for Directors, each Member entitled to vote shall be entitled to vote for as many Directors as there are vacancies to be filled on the Board.

5.10 Shortage of Directors

If at an election of Directors all vacancies on the Board are not filled, the Members elected to the Board may appoint additional Directors as required.

5.11 Vacancy

Where a vacancy occurs on the Board, the Board may appoint a Person to fill that vacancy for the remainder of the former Director's term. If the Board determines that additional Directors are required, then the Board may appoint persons to fill those positions for a term expiring at the next following Annual General meeting at which an election of Directors is to occur. The Board shall not make such additional appointments if the total number of Directors exceeds the maximum number set out by these By-laws, as amended from time to time.

5.12 Deemed Vacancies

The office of the Director shall be deemed to be vacated if:

- 5.12.1 The Director becomes insolvent or falls into arrears greater than 30 days in payment of any fees, due or levies assessed by the Association;
- 5.12.2 The Director become of unsound mind, mentally incompetent or dies;
- 5.12.3 The Director is convicted of an indictable offence;
- 5.12.4 The Director resigns in writing;
- 5.12.5 The Director is absent from three consecutive meetings of the Board without permission of the Board and it is resolved at a subsequent meeting of the Board that the Director's office be vacated.

5.13 Removal from Board

The Members of the Association may by Special Resolution at a General Meeting remove any Director from the Board. A vacancy created by the removal of a Director may be filled at the General Meeting at which the Director is removed. Members of the Association entitled to vote may requisition the General Meeting of the Association for the purpose of removing any Director from the Board in the manner prescribed for requisitioning meetings set out in these By-laws.

5.14 Written Resolutions

A written resolution of the Board signed by all of the Directors entitled to vote has the same effect as a resolution of the Board adopted at a meeting of the Board duly convened and held.

5.15 Good Faith

All acts done in good faith by the Board are, notwithstanding that there was some defect in the appointment or continuance in any office of any Director, as valid as if the Director had been duly appointed, or had duly continued in office.

5.16 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 the Association 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 the Association through the insufficiency or deficiency of title to any property acquired for or on behalf of the Association, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Association 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 monies, securities or effects of the Association 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.

5.17 Indemnification of Directors

The Association shall and hereby does indemnify each and every Director and his or her heirs, executors and administrators against all losses, costs and expenses, including solicitor and client fees, reasonably incurred in connection with any action, suit or proceeding to which the Director may be made a party by reason of the Director being or having been a Director or Officer of the Association, except to the extent such losses, costs and expenses are attributable to the negligence or willful misconduct of the party in question. All liability, losses, damages, costs and expenses incurrent or suffered by the Association by reasons arising out of or in connection with the foregoing indemnification provisions shall be treated and handled by the Association as an expense of the Association.

PART SIX

6. POWERS & DUTIES OF THE BOARD OF DIRECTORS

6.1 Govern the Association

The Board of Directors shall manage and conduct the business and affairs of the Association and exercise the rights, powers and privileges of the Association in the name of and on behalf of the Association. The Board shall establish and revise policy, carry out the activities and affairs of the Association, and take such action as is necessary to further the objectives of the Association. Except as otherwise provided in these By-laws, and as directed in the Act, the Board of the Association shall have full power to operate and manage the Association subject to specific directions given by the Members entitled to vote by way of Ordinary Resolution at a General Meeting. The Board may delegate to one or more of its Directors or Officers such of its powers and duties as it thinks fit, and may at any time revoke such delegation.

6.2 Keep Minutes

The Board shall cause minutes to be kept of its proceedings and meetings which shall, unless the Board otherwise decides, be kept by the Secretary.

6.3 Keep Accounts

The Board shall cause proper books of account to be kept in respect of all sums of money received and expended by the Association which shall, unless the Board otherwise decides, be kept by the Treasurer.

6.4 Committees

Without restricting the generality of the foregoing, the Directors shall be empowered to establish committees of the Board of Directors, standing or otherwise, as the Directors deem necessary or desirable in order to carry on the business and affairs of the Association 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.

6.5 Employees or Agents

The Directors shall be empowered to appoint employees or agents of the Association to perform such duties as may be prescribed by the Directors or these By-laws.

6.6 Fiscal Year

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

6.7 Audit

The books, accounts and records of the Association shall be audited at least once each year by a duly qualified accountant or by two Members of the Association elected for that purpose at the Annual General Meeting. A complete and proper statements of the standing of the books for previous year shall be submitted by such auditor at the Annual General Meeting of the Association.

6.8 Inspection of Accounts

The books and records of the Association may be inspected by any Member of the Association at the Annual General Meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the Person having charge of same. Each Member of the Board shall at all times have access to such books and records.

6.9 Annual Budget

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

6.10 Non-budget Expenditures

Any expenditures not included in the budget may be approved by the Directors on a majority vote.

6.11 Team Accounting

Each representative team must submit a budget prior to the commencement of the season, keep a set of financial records, and provide a full accounting of funds raised and used to the Association by August 31 of the current year. The team must obtain approval from the Directors prior to the release of any team funds remaining at the end of the season.

6.12 Distribution of Assets

Any surplus funds that may have accrued to a team upon the dissolution of the team, the surplus funds which are over and above the parent's contribution, must be donated to a baseball cause in the Association with the funds being forwarded to the Association.

6.13 Regular Meetings

The Board of Directors shall meet in the ordinary course of events once each month to transact the Association's business. A yearly schedule of meetings may be established at the first meeting of a new Board of Directors.

6.14 Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any three Directors. Notice of any special meeting of the Directors shall be given at least two days prior to that meeting.

6.15 Conflict of Interest

A director shall not have any financial interest, direct or indirect in:

- 6.15.1 Any contract or proposed contract with the Association; or,
- 6.15.2 Any contract or proposed contract that is reasonably likely to be affected by a decision of the Board of Directors; or,
- 6.15.3 Any other matter in which the Board of Directors is concerned;

unless the interest is disclosed to the Board of Directors and made a matter of record prior to the contract or matter being entered into.

6.16 Declaration of Interest

- 6.16.1 A Director having an interest pursuant to Section 6.15 and who has declared his interest as required shall not vote, or use his influence on the matter in question and shall not be counted in determining a quorum for the vote on that matter. The minutes of the meeting shall reflect such disclosure, abstention from voting and change in quorum.
- 6.16.2 A contract entered into contrary to section 6.15 is voidable at the option of the Board.
- 6.16.3 Nothing in this section shall prevent a Director from briefly stating his position or interest in the matter or from answering relevant questions from the Directors.

6.17 Compensation

Directors shall serve without compensation, but reasonable expenses incurred may be reimbursed if approved by the Board.

PART SEVEN

7. OFFICERS OF THE ASSOCIATION

7.1 General Provisions Applicable to All Officers

The Officers of the Association must be duly elected or appointed Directors of the Association. The Officers shall consist of:

President,
Vice President, House League,
Vice President, Rep Program,
Secretary,
Treasurer

and such other Officers as the Directors, from time to time, deem expedient. All Officers shall respectively perform such duties, in addition to those specified in these By-laws, as shall from time to time be prescribed by the Board. The same person may hold more than one office, except for the offices of President, Vice President - Rep, Vice President - House League, and Treasurer, which shall each be held by different persons. In the case of the absence or inability to act of any Officer of the Association or for any other reason that the Directors may deem sufficient, the Directors may delegate all or any of the powers of such Officer to any other Officer or to any Director for the time being, provided that a majority of the Directors concur therein.

7.2 Officers of the Board

Each Officer of the Association shall be elected by the Directors at the first meeting of the Board held after each Annual General Meeting of the Association, and shall hold their respective offices for a one year term or until such Officer dies, resigns, or a successor is chosen, whichever shall first occur, subject always to removal as provided in these By-laws.

7.3 Term Limits

7.3.1 Unless otherwise provided for in this Section, after the Effective Date, none of the President, Vice Presidents, Secretary or Treasurer shall hold those offices for more than three consecutive terms.

7.3.2 In absence of a successor, candidate for any of the President, Vice Presidents, Secretary or Treasurer, the Board of Directors may reinstate the immediate past incumbent for an additional one year term.

7.4 President

The President shall:

7.4.1 Be the chief executive officer of the Association and as such shall exercise general supervision and administration over the activities and affairs of the Association.

7.4.2 Be an ex-officio member of all committees;

7.4.3 Preside over all General Meetings and meetings of the Board of Directors and shall be chairperson of all such meetings;

7.4.4 Have a casting vote to decide any questions before a General Meeting other than for the election of Directors;

7.4.5 Have such other powers and perform such other duties as the Directors may from time to time determine or prescribe.

7.5 Vice Presidents

The Vice Presidents shall have such powers and perform such duties as are prescribed from time to time by the Board, and the Vice Presidents shall perform the duties of the

President if the President is absent, unable or unwilling to perform his duties, or if the President requests one of the Vice Presidents to perform such duties.

7.6 Secretary

The Secretary shall:

- 7.6.1 Attend all meetings of the Association and of the Board and keep accurate minutes of those meetings;
- 7.6.2 Have charge and conduct of all correspondence of the Board and the Association as directed by the President or Board;
- 7.6.3 Send all notices of the various meetings as required.

7.7 Treasurer

The Treasurer shall have general charge of the finances of the Association. The Treasurer shall receive all monies paid to the Association and shall be responsible for the deposit of same in whatever bank, trust company, credit union or Treasury Branch the Board may order. He shall be responsible for and properly account for the funds and the financial condition of the Association and shall have charge and custody of and be responsible for keeping such books and accounts as may be directed by the Board or as may be required pursuant to the laws governing the Association or which may be prudent and desirable in any event. He shall perform all acts incidental to the office of Treasurer subject to the control of the Board. He shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual General Meeting, a statement duly audited as set forth herein of the financial position of the Association and submit a copy of same to the Secretary for the records of the Association.

7.8 Removal

The Directors, by an affirmative vote of the majority of the Directors, may remove and discharge any or all of the Officers, either with or without cause, at any meeting called for that purpose and may elect or appoint others in their place or places.

7.9 Remuneration

An Officer shall not be paid any compensation by the Association for his or her services as an Officer. By resolution of the Directors, an Officer may be reimbursed by the Association for all reasonable out-of-pocket expenses necessarily incurred in the performance of that person's duties as an Officer. Provided that nothing in this paragraph contained shall preclude the Association from paying a salary or other remuneration to an Officer who is also an employee or contractor of the Association on account of such employment or contract.

PART EIGHT

8. MEETINGS OF THE ASSOCIATION

8.1 Annual General Meeting

The Association shall hold an Annual General Meeting one each Membership Year on or before the 30th day of November in each year. All General Meetings of the Association other than Annual General Meetings shall be called Special General Meetings.

8.2 Parliamentary Procedure

All General Meetings of the Association shall be conducted according to the Parliamentary rules of procedure as set out in the most recent edition of Robert's Rules of Order except as otherwise provided for herein.

8.3 Convening of Meetings

The Board may whenever it thinks fit, and shall upon a request in writing made by 50 Members entitled to vote, convene a Special General Meeting. The Board will convene an Annual General Meeting as and whenever required by the provisions of these By-laws.

8.4 Notice of Meetings

Notice of General Meeting specifying the place, the date and the hour of meeting and a brief list or summary of the nature of the business proposed to be submitted to the meeting, shall be deemed to be given to all Members, if published in a local newspaper at least 21 days prior to the date of the meeting.

8.5 Chairperson

The President, and in the President's absence, one of the Vice Presidents, shall act as Chairperson of the meeting. In the absence of both the President and both the Vice

Presidents then at the commencement of the meeting, a Chairperson of the meeting shall be elected from amongst the Directors present in Person. The Chairperson shall not be entitled to vote except to break a tie.

8.6 Quorum

Except as otherwise provided in these By-laws, no business shall be transacted at any General Meeting unless a quorum of Members entitled to vote is present at the time when the meeting proceeds to business. A quorum for a General Meeting consists of not less than 15 of the Members entitled to vote being present in Person.

8.7 Adjournment for Lack of Quorum

If within 15 minutes from the time appointed for a General Meeting, a quorum is not present, the Members entitled to vote who are present shall constitute a quorum.

8.8 Tie Vote

In the case of a tie vote, the Chairperson of the meeting is entitled to a tie breaking vote.

8.9 Order of Business

The order of business at an Annual General Meeting and as far as practicable at all General Meetings shall be:

8.9.1 If the President and both the Vice Presidents shall be absent, the election of the Chairperson of the meeting;

8.9.2 Call to order by the Chairperson;

8.9.3 Proof of notice of meeting or waiver of notice, if required by a majority of those Members present at the meeting and entitled to vote;

- 8.9.4 Announcements;
- 8.9.5 Ratification of Agenda;
- 8.9.6 Approval of the Minutes of the previous Annual General Meeting and any Special General Meetings held since the previous Annual General Meeting;
- 8.9.7 Any business arising out of the minutes of the previous meetings;
- 8.9.8 Report of the President;
- 8.9.9 Report of the Committees;
- 8.9.10 Consideration of financial statements;
- 8.9.11 New business as directed by the Board or arising out of a properly presented notice of motion;
- 8.9.12 Nomination and election of the Board of Directors;
- 8.9.13 Adjournment.

8.10 Notice of Motion Procedure

No business requiring the vote of the Membership or which would be binding on the Association, other than specifically set out in subsection 8.9 hereof, shall be considered at any General Meeting unless notice of such item of business has been provided to the Secretary, in writing, in sufficient detail and sufficiently prior to the General Meeting in question to allow due consideration by the Board of the issues raised in the notice prior to the said General meeting and in any event at least 30 days prior to the said General Meeting. Thereafter, if the Board determined that it is appropriate to deal with such

meeting and the Secretary, in the notice of the General Meeting, shall in brief summary form describe such item of business.

8.11 Method of Voting

Every question submitted to a General Meeting shall be decided, unless a ballot is demanded, by a show of hands and, if a ballot is requested, then by secret written ballot.

8.12 Declaration of Results

At every General Meeting, unless a poll is demanded by the chairman or by a Member entitled to vote (which poll may be demanded before or immediately after a vote by show of hands), a declaration by the chairman of the meeting that a resolution has been carried or carried by a particular majority or lost or not carried or carried by a particular majority and an entry to that effect in the books of proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

PART NINE

9. MEETINGS OF THE BOARD OF DIRECTORS

9.1 Regular Meetings

The Board shall meet in the ordinary course of events once each month to transact the Association's business. A yearly schedule of meetings may be established at the first meeting of a new Board.

9.2 Parliamentary Procedure

All meetings of the Board shall be conducted according to the Parliamentary rules of procedure as set out in the most recent edition of Robert's Rules of Order except as otherwise provided for herein.

9.3 Convening of Meetings

The President may at any time, and the Secretary shall at the request of any three Directors, convene a meeting of the Board.

9.4 Notice of Meeting

Notice of the time, date and place of each meeting of the Board shall be given to each Director not less than 48 hours before the time when the meeting is to be held.

9.5 Members may Attend Board Meetings

Members are entitled to attend Board Meetings except for any part of a meeting that is held in camera. The Association shall use its best efforts to notify Member or non-receipt of that notice by any Member does not invalidate any proceedings or business transacted at any meeting. Members shall be entitled to make brief submissions respecting relevant

matters during the portion of the agenda when new business is dealt with or when submissions are solicited by the Board.

9.6 Periodic Meetings Without Notice

The Board may appoint a regular time and place for its meetings. A copy of any resolution by which it is determined to hold such periodic meetings shall be sent to each Director forthwith after it is passed and forthwith to each Director who is subsequently elected or appointed. No other notice is required for any such periodic meeting, except where this By-law requires the purpose of the meeting or the business to be transacted at the meeting to be specified.

9.7 Waive Notice of Meeting

Any Director may waive notice of a meeting before, during or after the meeting and such waiver shall be deemed the equivalent of receipt of due notice of the meeting.

9.8 Adjourned Meeting

If a meeting of the Board is adjourned, notice of the new meeting is not required if the time and place of the new meeting is announced at the time the original meeting is adjourned.

9.9 Quorum

No business shall be transacted at any meeting of the Board unless a quorum of Directors is present at the time when the meeting proceeds to business. A quorum for a meeting of the Board of Directors consists of eight Directors.

9.10 Majority Vote

Matters considered at any meeting of the Board shall be decided by a majority of votes cast upon each matter, by the Directors present.

9.11 Tie Vote

In cases of an equality of votes, the Chairperson shall have a deciding vote to break the tie.

9.12 Chairperson of Meeting

The President, and in the President's absence one of the Vice Presidents, shall act as Chairperson of the meeting of the Board of Directors. In the absence of both the President and both the Vice Presidents, then at the commencement of the meeting a Chairperson of the meeting shall be elected.

9.13 Resolutions in Writing

A resolution in writing signed by all of the Directors without their meeting together shall be as valid as if it had been passed at a meeting of the Board of Directors duly called and held, and consent to such resolution may be evidenced by means of several documents in the same form each signed by one or more Directors, or by means of telegram, telex, telecopier, word processor or any other method of transmitting written material.

PART TEN

10. MISCELLANEOUS PROVISIONS

10.1 Limitation of Liability of Members

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

10.2 Arbitration

A dispute arising out of the affairs of the Association and between:

10.2.1 A Member of the Association; or

10.2.2 A person who ceased to be a Member at any time in the six months prior to the dispute;

and:

10.2.3 A Director or Officer of the Association; or,

10.2.4 the Association

shall be decided by arbitration pursuant to the Arbitration Act of Alberta.

A decision made pursuant to an arbitration is binding on all parties and may be enforced on application to the Court of Queen's Bench, and there shall be no appeal from that decision.

10.3 Fines

The Association may impose a penalty of \$100.00 on a Member contravening a By-law of the Association for each contravention of the By-law.

A penalty may be recovered as a debt due from the Member of the Association, and all penalties so recovered belong to the Association.

10.4 Severability

The provisions hereof shall be deemed independent and severable and the invalidity in whole or in part of any part of this By-law does not affect the validity of the remainder of the By-law which shall continue in full force and effect as if such invalid portion had never been included herein.

10.5 Amendment of By-laws

These By-laws or any of them may be added to, amended or repealed in whole or in part by a Special Resolution of the Association.

These By-laws were adopted by a Special Resolution of the Members of the Association at a duly called General Meeting held on the 28 day of October, 2007.