

  
CAROL PREST

# **Kamloops and District Minor Baseball Association (Society s17959)**

## **Bylaws**

### **Bylaws of Kamloops and District Minor Baseball Association (the "Society")**

#### **PART 1 DEFINITIONS AND INTERPRETATION**

##### **Definitions**

**1** In these bylaws, unless the context otherwise requires,

"Act" means the Societies Act of British Columbia as amended from time to time;

"Board" means the Directors of the Society;

"Bylaws" means these Bylaws as altered from time to time.

"Even numbered year" refers to the year in which an AGM is held, when that year ends in an even number.

"Odd numbered year" refers to the year in which the AGM is held, when that year ends in an odd number.

"registered address" of a member means his address, including e-mail address, as recorded in the register of members;

"coach" and/or "manager" refers to that person(s) who supervises the activities of a team of players, and to instruct same players in the skills of baseball; also a person(s) who may, under the direction of the coach assist in practices or games or other activities sanctioned by the Society

unless "Active Members" are specifically mentioned in these bylaws, any reference to "members" in these bylaws refers to "Honourary Members" only.

"Past President" means out-going President. This person was President of the Society in the previous year and no longer occupies any other position on the Board.

##### **Definitions in Act apply**

**2** The definitions in the Act apply to these Bylaws, except:

- a. the threshold for a special resolution shall be fixed at 3/4 of the votes cast by the voting members.

### **Conflict with Act or regulations**

- 3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

## **PART 2 MEMBERS**

### **Application for membership**

- 5 A person may apply to the Board for membership in the Society, and the person becomes a member on the Board's acceptance of the application.

### **Duties of members**

- 6 Every member must uphold the constitution of the Society and must comply with these Bylaws.

### **Classes of Membership**

- 7 There shall be two (2) classes of membership in the Society, namely
  - a. ACTIVE MEMBERSHIP, and within this classification, participating youth shall be included:
    - i. Any youth who qualifies under the rules and regulations and membership requirements with respect to age and residence, all of which is set forth in the regulations of the individual leagues with which the Society shall associate, shall be eligible for membership in the Society;
  - b. HONOURARY MEMBERSHIP, which classification shall allow adults to participate in the affairs and operations of the Society, the qualifications of each of the said categories to be decided from time to time by the Executive.
- 8 HONOURARY MEMBERS ONLY shall be entitled to vote at Meetings of the Members of the Society, except those members not in good standing.
- 9 Coaches and/or Managers as described in Part 1 of these bylaws, and umpires, who are not already Honourary Members of the Society are deemed to be Active Members of the Society while engaging in their functions on behalf of the Society

### **Member not in good standing**

- 10 A member is not in good standing if the member fails to pay the member's annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.

- a. A person who ceases to be a member under this section may re-apply for membership at any time, and, upon acceptance by the Board, and on payment of the membership dues, may again become a Member.

**11** 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. when person(s) membership fees remain unpaid after the start of the Annual General Meeting;

**12** The Board shall have the power, by a vote of three quarters of those present at a duly constituted Meeting of Directors, to expel or suspend any member whose conduct shall have been determined by the Board 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. No member shall be expelled or suspended without being notified of the charge or complaint against him, and in the case of an Active Member, without the parent or guardian of such Active Member being notified of such charge or complaint, and any such Member, or in the case of an Active Member, the parent or guardian of such member, shall be given an opportunity to be heard by the Board at a meeting called for that purpose.

**13** Any member who resigns, withdraws, or is expelled from the Society shall forthwith forfeit all right, claim and interest arising from, or associated with, membership in the Society.

**14** Any ACTIVE MEMBER who shall be declared ineligible for membership in any of the individual leagues with which the Society shall associate, shall forfeit all right, claim and interest arising from, or associated with, Active Membership in the Society.

**Member not in good standing may not vote**

**15** A voting member who is not in good standing

- a. may not vote at a general meeting, and
- b. is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

**Membership dues**

**16** Members, whether Active or Honourary, shall pay annual membership dues in accordance with the provisions of these Bylaws.

- 17 An ACTIVE MEMBER'S dues shall be deemed paid when a registration fee for participation in a Winter, Spring, Summer or Fall season operated by the Society is paid, or when the registration fee is waived by the Board;
- 18 An HONOURARY MEMBER'S dues must be paid prior to the start of the Annual General Meeting each year, and payment of such dues shall entitle such person to Membership in the Society until the date of the next Annual General Meeting, except where a member has ceased to be a member, is not in good standing, or has been expelled under these Bylaws.
- 19 A person may apply for an Honourary Membership in the Society at any time between Annual General Meetings, and, upon acceptance by the Board, and upon payment of the annual fee, become a member until the date of the next Annual General Meeting;
- 20 The Annual Dues for each Honourary Member shall be fixed at ONE (\$1.00) DOLLAR.

### **PART 3 GENERAL MEETINGS OF MEMBERS**

- 21 A general meeting must be held at the time and place the Board determines.

#### **Notice**

- 22 Notice of a general meeting shall specify the place, day, and hour of the meeting.
- 23 Notice may be given by e-mail, by newspaper ad, or by a notice on the Society website, as permitted in accordance with the Act.

#### **Notice of special business**

- 24 A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

#### **Chair of general meeting**

- 25 The following individual is entitled to preside as the chair of a general meeting:
  - a. the individual, if any, appointed by the Board to preside as the chair;
  - b. if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
    - i. the President,
    - ii. the vice-President, if the President is unable to preside as the chair, or

- iii. one of the other Directors present at the meeting, if both the President and vice-President are unable to preside as the chair.

#### **Alternate chair of general meeting**

- 26** If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting, within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

#### **Quorum required**

- 27** Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

#### **Quorum for general meetings**

- 28** The quorum for the transaction of business at a general meeting is 3 voting members or 10% of the voting members, whichever is greater.

#### **Lack of quorum at commencement of meeting**

- 29** If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,
- a. in the case of a meeting convened on the requisition of members, the meeting is terminated, and
  - b. in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

#### **If quorum ceases to be present**

- 30** If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

#### **Adjournments by chair**

- 31** The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

### **Notice of continuation of adjourned general meeting**

**32** It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

### **Order of business at general meeting**

**33** The order of business at a general meeting is as follows:

- a. Elect an individual to chair the meeting, if necessary;
- b. determine that there is a quorum;
- c. approve the agenda;
- d. approve the minutes from the last general meeting;
- e. deal with unfinished business from the last general meeting;
- f. if the meeting is an annual general meeting,
  - i. receive the Directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
  - ii. receive any other reports of Directors' activities and decisions since the previous annual general meeting,
  - iii. elect or appoint Directors, and
  - iv. appoint an auditor, if any;
  - v. deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- g. terminate the meeting.

**34** Any member of the Society may examine at the annual general meeting the Financial Statements of the Society, and such examination than not be unreasonably withheld or delayed.

**35** No resolution proposed at a meeting need be seconded, and the chairman of a meeting may move or propose a resolution.

### **Methods of voting**

**36** Unless provided for otherwise in the bylaws, at a general meeting, the chair may call for voting to be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members,

- a. however, if before such a vote, if a majority of voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

**Announcement of result**

- 37 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

**Proxy voting not permitted**

- 38 Voting by proxy is not permitted.

**Matters decided at general meeting by ordinary resolution**

- 39 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

**Annual General Meeting**

- 40 The annual general meeting shall be held on the second Sunday in September of each year.
- 41 Directors may, by majority vote, change the date of the Annual General Meeting, at a Directors' meeting, provided that in the event of such change, notice shall be sent to the members with the change of date of the Meeting.

**PART 4 DIRECTORS AND OFFICERS**

**Number of Directors on the Board**

- 42 The number of Directors shall be five (5) or a greater number determined from time to time at a general meeting.
- 43 Directors must be elected or appointed to the following Board positions:
  - a. President;
  - b. Vice-President;
  - c. Secretary;
  - d. Treasurer;
  - e. Director(s) at large;
  - f. Past President, if applicable.
- 44 Separate elections, except for Past President, shall be held for each office to be filled.
- 45 An election may be by acclamation, otherwise it shall be by ballot.

- 46** If no successor is elected, the person previously elected or appointed continues to hold office.
- 47** All Directors must be members in good standing.

### **Nominations**

- 47.1** Nominations for the positions of each of the Directors (President, Vice President, Treasurer, Secretary, and Director(s) at Large) must be submitted in writing to the Society 20 days prior to the annual general meeting. A listing of those nominated will be published on the society website 14 days prior to the annual general meeting.
- 47.2** A person may be nominated for more than 1 position. If elected, a Director's additional nominations, if any, shall be withdrawn.
- 47.3** Nominations from the floor at the annual general meeting are not permitted.
- 47.4** The election of Directors shall be in the order listed in s.43 of these by-laws.

### **Terms of Directors on the Board**

- 48** The positions of President and Treasurer shall be elected for staggered terms of 2 years each, such that there shall be an election for President in each even numbered year and election for Treasurer in each odd numbered year, unless an earlier election is required as a result of a vacancy on the Board.
- 49** The positions of Vice-President, Secretary, Director(s) at large, and Past President shall be elected or appointed for a 1 year term.

### **Roles of Directors**

- 50** The President
- a. is the chair of the Board and is responsible for supervising the other Directors in the execution of their duties;
  - b. shall conduct correspondence of the Society, unless so delegated by the President.
  - c. shall claim from the out-going President, if the person occupying the office of President has changed from the previous year, within 14 days of the Annual General Meeting, the permanent records of the Society, and shall also supervise the transfer of any material that is to be passed from outgoing officers to incoming officers.
- 51** The vice-President is the vice-chair of the Board and is responsible for carrying out the duties of the President if the President is unable to act.
- 52** The secretary is responsible for doing, or making the necessary arrangements for, the following:



- a. issuing notices of general meetings and Directors' meetings;
  - b. taking minutes of general meetings and Directors' meetings;
  - c. keeping the records of the Society in accordance with the Act;
  - d. conducting the correspondence of the Board;
  - e. filing the annual report of the Society and making any other filings with the registrar under the Act.
- 53** In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.
- 54** The treasurer is responsible for doing, or making the necessary arrangements for, the following:
- a. receiving and banking monies collected from the members or other sources;
  - b. keeping accounting records in respect of the Society's financial transactions;
  - c. preparing the Society's financial statements;
  - d. making the Society's filings respecting taxes.

### **Vacancy on the Board**

- 55** The Directors may at any time and from time to time appoint a member as a Director to fill a vacancy in the Directors.
- a. A Director so appointed holds office only until the conclusion of the next following annual general meeting of the Society, but is eligible for re-election at the meeting.
- 56** If there is a vacancy for President, secretary, treasurer or other officer, the Directors may elect a new officer from their number.
- a. A Director so appointed holds office only until the conclusion of the next following annual general meeting of the Society, but is eligible for re-election at the meeting.

### **Powers of Directors**

- 57** Directors may delegate any, but not all, of their powers to committees consisting of the Director or Directors as they think fit.
- 58** The Directors may from time to time appoint such officers and agents and authorize the employment of such other persons as they deem necessary to carry out the purposes and business of the Society and such officers, agents and employees shall have such authority and shall perform such duties as from time to time may be prescribed by the Board.

- a. In particular, the Board may designate coordinators to assist with the purposes of the Society. Such designation shall be at the discretion of the Board.

- 59 No rule, made by the Society in general meeting, invalidates a prior act of the Directors that would have been valid if that rule had not been made.
- 60 No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.

## **PART 5 PROCEEDINGS OF DIRECTORS**

- 61 The Directors may meet together at the places they think fit to dispatch business, adjourn, and otherwise regulate their meetings and proceedings, as they see fit.
- 62 The Directors 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.
- 63 The President shall be chairman of all meetings of the Directors, but if at a meeting the President is not present within 30 minutes after the time appointed for holding the meeting, the vice-President shall act as chairman; but if neither is present, the Directors present may choose one of their number to be chairman at that meeting.
- 64 A meeting of the Directors may be convened by the President, or any two other Directors, at any time. Notice of such meeting shall be communicated to each Director not less than two (2) days before the meeting is to take place, unless all the Directors agree to a shorter notice period. The accidental omission to give notice of a directors' meeting to a Director, or the non-receipt of a notice by a Director, does not invalidate proceedings at the meeting.
- 65 Questions arising at a meeting of the Directors and committee of Directors shall be decided by a majority of votes.
  - a. In case of an equality of votes, the chairman does not have a second or casting vote.
- 66 No resolution proposed at a meeting of Directors or committee of Directors need be seconded and the chairman of the meeting may move or propose a resolution.
- 67 A decision in writing, approved by all the Directors and placed with the minutes of the Directors is as valid and effective as if regularly passed at a meeting of the Directors.

## **PART 6 REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY**

### **Remuneration of Directors**

**68** These Bylaws do not permit the Society to pay to a Director remuneration for being a Director, but the Society may, subject to the Act, pay remuneration to a Director for services provided by the Director to the Society in another capacity.

### **Signing authority**

- 69** A contract or other record to be signed by the Society must be signed on behalf of the Society
- a. by the President, together with one other Director,
  - b. if the President is unable to provide a signature, by the vice-President together with one other Director,
  - c. if the President and vice-President are both unable to provide signatures, by any 2 other Directors, or
  - d. in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.
- 70** All cheques authorized by the Society must be signed by
- a. two of the three authorized signing officers; or
  - b. by one authorized signing officer and a special signing officer.
- 71** The authorized signing officers shall be the President, Vice-President, and treasurer.
- 72** The Board may authorize one special signing officer as the business of the Board requires.

## **PART 7 BORROWING**

- 73** In order to carry out the purposes of the Society, the Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide, and, in particular, but without limiting the foregoing, by the issue of debentures.
- 74** No debenture shall be issued without the sanction of a special resolution.
- 75** The Members may by special resolution restrict the borrowing powers of the Directors, but a restriction imposed expires at the next annual general meeting.

## **PART 8 AUDITOR**

- 76** The Board of Directors may from time to time appoint an auditor or auditors, and who shall make a report to the members and to the Directors as may from time to time be required by the board of Directors, or by, the provisions of the Act, or of any other law or regulation in that regard.
- 77** Any auditor may be appointed by three-quarters majority of the members at an annual general meeting should members feel an audit is required.
- 78** An auditor may be removed by ordinary resolution.
- 79** An auditor shall be promptly informed in writing of appointment or removal.
- 80** No Director and no employee of the Society shall be auditor.
- 81** The auditor may attend general meetings.

## **PART 9 FISCAL YEAR**

- 82** Unless otherwise ordered by the board of Directors, the fiscal year of the Society shall terminate on the 31st day of August in each year.

## **PART 10 GENERAL**

- 83** In the event of winding up or dissolution of the Society, the assets of the Society remaining after the satisfaction of its liabilities shall be transferred or given to such organizations or organizations concerned with promoting the same purposes of the Society as may be determined by the Members of the Society at the time of winding up or dissolution.
  - a. If effect cannot be given to the above provision on winding up or dissolution, then the assets shall be given to a local organization that has a purpose of providing financial support to children who are unable to afford playing organized sport.
- 84** This Constitution and Bylaws supersede all previous Bylaws of the Society, which are hereby declared repealed.

Adopted this 20th day of November 2016

and Updated this 13<sup>th</sup> day of September 2020