



# **Cloverdale Minor Baseball Association**

## **Constitution and Bylaws**

Amended: June 25, 2018

### ***CONSTITUTION***

#### **1. The name of the Society is:**

"Cloverdale Minor Baseball Association", hereafter referred to as The Society.

#### **2. The purposes of the Society are:**

- a) to promote, support and assist in the growth and development of minor baseball in the Lower Fraser Valley within the boundaries set out by the British Columbia Minor Baseball Association.
- b) to formulate and maintain policies that will safeguard the recreational values of baseball competition.
- c) to teach sportsmanship and emphasize fair play at all times.
- d) to arrange for and promote competitions and exhibitions
- e) to cooperate with other minor baseball associations whose objectives are altogether or in part similar to those of the society.

### ***BYLAWS***

#### **1. General:**

- a) The office of the society shall be in the City of Surrey in the Province of B.C.
- b) the society may do such things, as approved by the executive, as may be necessary to raise funds to carry out the objectives of the society and may accept donations for these purposes.
- c) the society shall have no borrowing powers.
- d) Inspection of the books and records of the society may be made by voting member(s) at the place of and during the course of any meeting of the society. Books and records of the society shall be audited or reviewed annually by a chartered or certified general accountant.

### **Part 1 - Interpretation**

#### **2. (1) In these by-laws, unless the context otherwise requires,**

- a) "executive" means the president, vice presidents, secretary, treasurer, concession manager, equipment manager, and registrars of the society.
- b) "directors" means the immediate Past President, the Coach and Player Development Director, and 6 directors at large.
- c) "board of directors" consists of the executive and the directors.

- d) "*Society Act*" means the *Society Act* of the Province of British Columbia from time to time in force and all amendments to it;
  - e) "registered address" of a member means his address as recorded in the register of members.
- (2) The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws.
- (3) Words importing the singular include the plural and vice versa; and words importing a male person include a female person.

## **Part 2 - Membership**

3. The members of the society are the parents, guardians and/or trustees of eligible players enrolled before or during a baseball season which includes those members that have not renewed up until but not after a new season has started.
4. A person may apply to the executive on the form provided by the society and upon acceptance by the executive, that person shall become a member.
5. The members of the society shall:
  - a) comply with the constitution, bylaws and regulations of the society from time to time in force and effect;
  - b) comply with the British Columbia Minor Baseball rules, and shall work towards improvement of standards in the interest of baseball;
  - c) hold the society, its officers harmless with respect to any action of discipline which may be imposed upon a member.
  - d) generally work towards the attaining of the goals and objectives of the society.
6. Annual registration procedures for all members shall be established by the executive.
  - a) registration fees shall be payable at such time and in such manner as the executive shall decide.
7. A person shall cease to be a member of the society:
  - b) by not registering for the current playing season;
  - c) by delivering his resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society;
  - d) on his death;
  - e) on being expelled; or
  - f) when a member no longer qualifies for membership in accordance with these bylaws.
8. (1) The executive shall have the power, by a majority vote to expel or suspend any member whose conduct shall have been determined by the executive to be improper, unbecoming or likely to endanger the interest or the reputation of the society, or who:
  - a) exhibits unethical conduct towards members of the society or other Baseball organizations;
  - b) exhibits conduct detrimental to the good name of Baseball organizations in general;
  - c) shows a consistent failure to abide by or commits a consistent breach of the constitution and
  - d) bylaws of the society.

- (2) The notice of resolution for expulsion shall be accompanied by a brief statement of the reason(s) for the proposed expulsion.
  - (3) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at a meeting called for that reason before the special resolution is put to a vote.
9. All members are in good standing except a member who has failed to pay his current registration fee or any other subscriptions or debt due and owing by him to the society and he is not in good standing so long as the debt remains unpaid.

### **Part 3 - Meetings of Members**

10. The Annual General Meeting of the society shall be held each year at the time and place, in accordance with the *Society Act*, that the executive decides.
11. Every general meeting, other than an annual general meeting, is an extraordinary meeting.
- 11.1 Notice of Meeting
- 14 days' notice is to be provided to members prior to holding an Annual General Meeting or any extra ordinary meeting.
12. The executive may, when they think fit, convene an extraordinary general meeting.
13. (1) Notice of a general meeting shall specify the place, day and hour of meeting, and, in case of special business, the general nature of the business.
- (2) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceeding at the meeting.
- (3) For the purposes of sending notice to any member or director of any meeting or otherwise, the address or telephone number shall be his last as recorded by the Registrar on the books of the society

### **Part 4 - Proceedings at General Meetings**

14. At every Annual General Meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditor if required shall be presented, and an executive and directors elected. Except where the Society Act otherwise provides or the law otherwise requires, the members may consider and transact any business either special or general without any notice thereof at any meeting of the members.
15. No business other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a General Meeting at a time when a quorum is not present.
- a) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
16. A quorum for the transaction of business at any meeting of members shall consist of not less than 20 of the voting members in good standing at the time the meeting is held which must include at least 3 executive members. No proxy vote shall be allowed at the Annual General Meeting or General Meeting.

17. In the event that sufficient voting members and members of the executive are not present at a general meeting within thirty (30) minutes from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week, at the same time and place, and if at the adjourned meeting a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the members present constitute a quorum, provided there are at least 15 voting members including at least three (3) executive members are present.
18. If at any annual general meeting there is no president, executive or director present within thirty (30) minutes after the time appointed for holding the meeting or if the president, executive and all directors present are unwilling to act as a Chairman, the members present shall choose one of their number to be Chairman.
19. (1) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.  
(2) When a meeting is adjourned for 14 days or more, notice of the adjourned meeting shall be given as in case of the original meeting.  
(3) Except as provided in the By-laws, it is not necessary to give notice of adjournment or of the business to be transacted as an adjourned general meeting.
20. All Resolutions pertaining to By-laws, to be brought to a vote before the voting members at an Annual General Meeting or General Meeting must be in writing and received at the registered office or mailing address of the society no less than thirty (30) days prior to said meeting.
21. In the case of an equality of votes, the Chairman shall not have a casting or second vote in addition to the vote which he may be entitled as a member and the proposed resolution shall not pass.
22. A member in good standing present at a meeting is entitled to one vote.
  - b) No member shall be entitled to vote at any meeting unless all subscriptions presently payable by him in respect of his registration dues and/or assessments to the society have been paid in full.
  - c) Voting is by show of hands.
  - d) Unless otherwise required by these by-laws or unless a secret ballot is requested by a member in good standing and such a request is seconded by another member in good standing, all voting shall be by a show of hand and not be a secret ballot.
  - e) Voting by proxy is not permitted.
23. Any motion brought to the floor at an Annual General Meeting concerning the expenditure of general funds;
  - a) requires 2/3's majority to pass
  - b) if passed, the Treasurer will verify the availability of funds and inform the executive
  - c) the executive may ratify the motion if it is in the best interests of the society

## **Part 5 - Executive and Directors**

24. (a) The executive shall include the President, 1st Vice President, 2nd Vice President, Secretary, Treasurer, Staff Coordinator, Equipment Manager, Registrar Blastball-Tadpole and

Registrar Mosquito-Midget, and shall be elected at the Annual General Meeting by the voting members.

(b) The directors are the immediate Past President, the Coach and Player Development Director, and 6 directors at large, and excluding the past president these director positions are elected at the Annual General Meeting by the voting members. The Coach and Player Development Director position shall be a separate ballot than for the directors at large.

25. The affairs of the society shall be managed by a board of directors that consist of the executive members and the directors. Each member of the board of directors shall at the time of his election and throughout his term of office, be a member of the society.
26. (1) the executive may exercise all the powers and do all the acts and function that the Society may exercise and do, and which are not by these by-laws or by statute or otherwise lawfully directed or required to be exercised or done by the society in a general meeting, but subject, nevertheless, to;
  - a) all laws affecting the society;
  - b) these by-laws; and
  - c) rules, not being inconsistent with these by-laws, which are made from time to time by the society in a general meeting.
27. Elections for executive and directors shall be carried out at each Annual General Meeting. Where there is more than one nominee for any office or position, the nominee receiving the majority of the votes cast shall be declared elected.
  - a) an election may be acclamation.
  - b) all director positions are for a one year term.
  - c) the immediate past president shall hold the position of director for a one year term from the date of election of a new president.
  - d) all executive positions are for a two year term.
  - e) the President, 2nd Vice President, Registrar: Mosquito - Midget, and Secretary are elected in even years.
  - f) the 1<sup>st</sup> Vice President, Treasurer, Registrar: Blastball - Tadpole, Equipment Manager, and Staff Coordinator are elected in odd years.
  - g) if any of the board of director positions remain vacant after an Annual General Meeting, the executive in its discretion may appoint members to fill the vacant positions.
  - h) Nominations will be accepted and must be delivered to the President no later than 7 days prior to the AGM. Nominations will also be accepted from the floor at the Annual General Meeting and the nominee need not be in attendance at the Annual General Meeting and may accept his or her nomination by phone or text. The absentee nominee would still be unable to vote pursuant to paragraph 16 where no proxy votes are allowed.
  - i) Board of directors members elected at an AGM will officially begin their term on October 1 following the AGM. The previous executive or director will be responsible for his position up to and including September 30 after the AGM. The period between the AGM and October 1 will function as a transition period during which the previous executive or director will mentor and train the newly elected executive or director
28. (1) If any member of the board of directors shall resign his office before his term, or without reasonable excuse absent himself from three (3) or more board of director's meetings, or be

suspended or expelled by the society, the executive may declare his office vacated and may appoint a successor in his place to hold office until the next Annual General Meeting at which the board of directors for the ensuing year are elected.

(2) If a position is left vacant after the AGM or if an elected member of the board of directors resigns between the time of the Annual General Meeting and October 1 of that year, the existing board may only appoint a successor to that position until September 30, and on or after October 1 the new board duly elected may appoint a successor until the next Annual General Meeting.

(3) The members may by special resolution remove a Board of Directors member before the expiration of his Term of office, and the Board of Directors may elect a successor to complete the term of office.

## **Part 6 - Proceedings of the Executive and Board of Directors**

29. No board member shall be remunerated for being or acting as a board member, but a board member shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the society.
30. The executive may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit, and a majority of the executive shall form a quorum for the transaction of business.
31. Board of directors meetings may be formally called by the Secretary on the direction of the president or executive. Notice of such meeting shall be delivered or telephoned to each board member not less than forty-eight (48) hours before the meeting is to take place or shall be mailed to each board member not less than seven (7) days before the meeting is to take place. The statement of the Secretary that notice has been given pursuant to this bylaw shall be sufficient and conclusive evidence of the giving of such notice. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and such regular meetings no notice need be sent. A board of directors' meeting may also be held, without notice, immediately following the Annual General Meeting of the society.
  - 31.1. A quorum for a board of directors meeting, will be 9 members of the board shall constitute a quorum for the transaction of business, unless there is not a full board of directors in operation; then, one half plus 1 of the number of members of the board of directors shall constitute a quorum.
32. The executive may appoint such special or general committees from among the membership for such purposes as may seem necessary and expedient to the purposes of the Society.
33. The executive shall have complete discretion as to the manner in which teams, coaches, umpires and coordinators are selected.
34. The board of directors shall:
  - a) act honestly and in good faith and in the best interests of the society, and
  - b) exercise the care, diligence and skill of a reasonable and prudent person in exercising power and performing functions as a member of the society.
35. An executive or director who is directly or indirectly interested in a proposed contract or transaction with the society shall disclose fully and promptly the nature and extent of the interest to the board of directors and shall otherwise comply with the requirements of the *Society Act*.

36. The executive and directors shall prepare all reports, including financial and other reports, required by law to be prepared by the Society for the AGM, and as required by the *Society Act* and *Income Act*.

## **Part 7 - Duties of the Executive**

### **37. President**

- a) 2 year term (even year)
- b) the president shall preside at all meetings of the executive, the board of directors, and the Society unless the executive by unanimous vote otherwise decides.
- c) the president is the chief executive officer of the Society and shall perform the duties usual to the office of president.
- d) shall have the power to suspend any team, player, team official, parent/guardian or umpire for conduct unbecoming of a member of the society on or off the field, for abusive language to any of the officials, players or coaches, or for failure to comply with the society's Constitution, By-laws and regulations, pending review of the incident by the executive, such a review shall take place no later than seven (7) days after the date of the suspension.

### **38. 1<sup>st</sup> Vice President**

- a) 2 year term (odd year)
- b) act as the society's Parks Board liaison
- c) complete yearly park permit and submit to parks board
- d) assist the president and in the president's absence shall carry out his duties
- e) in addition thereto assume such other duties as may be prescribed by the executive and which are not already duties of other officers as specified herein.

### **39. 2<sup>nd</sup> Vice President**

- a) 2 year term (even year)
- b) act as the Communication director or liaison between Division and Volunteer Coordinators and report to the executive and the board at there regular meetings
- c) run meetings in the absence of the President and 1<sup>st</sup> Vice President
- d) act as the Risk Management Officer to track completion of criminal record checks by coaches and volunteers as laid out in the society's policies

### **40. Secretary**

- a) 2 year term (even year)
- b) issue notices of meetings of the society and the board of directors.
- c) keep minutes of all meetings of the society, the executive and the board of directors.
- d) conduct the correspondence of the society.
- e) shall be responsible for booking the place of meetings.
- f) In absence of the secretary from a meeting, the executive shall appoint a person to act as secretary at the meeting.

### **40. Treasurer**

- a) 2 year term (odd year)

- b) receive in the name of the society, all funds which shall then be deposited into a financial institution approved by the executive.
- c) keep records of all money received and disbursed by the society and the manner in respect to which the receipt and disbursement took place.
- d) pay all accounts owed by the society, by cheque. The treasurer shall have the power to sign cheques which must be co-signed by one other executive as determined by the executive.
- e) keep financial records, including books of account, as are necessary to comply with the *Society Act* and render financial statements to the board of directors, and others when required; and
- f) present at the AGM of the society, a detailed statement of the finances as at the end of the previous fiscal year in compliance with the *Society Act*.
- g) have custody of the common seal of the society

41. **Staff Coordinator**

- a) 2 year term (odd year)
- b) oversee the operation of the concession
- c) oversee and act as the board liaison for any persons who are paid under contract by the associations for any services
- d) report monthly to the board on the current financial and operations status of the concession, and to any change in state or status of any contracted position.

42. **Registrar: Mosquito - Midget**

- a) 2 year term (even year)
- b) receive in the name of the society all player registrations and fees
- c) turn over all collected fees to the treasurer
- d) maintain a register of names of every person admitted as a member of the society, together with the following particulars of each;
  - I. full name and residence address
  - II. ii) the date on which a person is admitted as a member and
- e) submit player registration #'s per division to the British Columbia Minor Baseball Association
- f) submit annually a list of all registered players and their addresses to Surrey Parks

43. **Registrar: Blastball - Tadpole**

- a) 2 year term (odd year)
- b) receive in the name of the society all player registrations and fees
- c) turn over all collected fees to the treasurer
- d) maintain a register of names of every person admitted as a member of the society, together with the following particulars of each;
  - I. full name and residence address
  - II. ii) the date on which a person is admitted as a member and
- e) submit player registration #'s per division to the British Columbia Minor Baseball Association



- f) submit annually a list of all registered players and their addresses to Surrey Parks

44. **Equipment Manager**

- a) 2 year term (odd year)
- b) prepare a budget for equipment and uniform purchases.
- c) purchase and receive new equipment and uniforms.
- d) distribute equipment and uniforms to coaches and teams and maintain records of such distributions.
- e) facilitate equipment repairs when necessary and prudent.
- f) inform executive members when equipment or uniforms have not been returned by coaches.

45. The executive may add additional and/or transfer duties to any executive position.

### **Part 8 - Seal**

- 46. The executive may provide a common seal for the society and they shall have the power from time to time to destroy it and substitute a new seal in place of the seal destroyed.
- 47. The common seal shall be affixed only when authorized by a resolution of the executive and then only in presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the president and secretary or president and treasurer.

### **Part 9 - Audit of Accounts**

- 48. The fiscal year end for the society shall be September 30 in each year.
- 49. The voting members may appoint an Auditor to examine all books of accounts, and other financial records for the purposes hereinafter specified.
- 50. The auditor shall examine and make a report to the members and the board of directors on the account, the balance sheet, and the statement of income and expenditures of the society at every Annual General Meeting.

The report shall state:

- a) Whether or not they obtained all the information and explanations they have required and;
  - b) Whether, in their opinion, the balance sheet referred to in the report is properly drawn up so as to exhibit a true and correct view of the state of the society's affairs as at the date of the balance sheet and the result of its operations for the year ended on that date according to the best of their information and the explanations given to them, and as shown by the books of the society.
- 51. The auditor of the society shall have a right of access to all records, documents, books, accounts of the society and is entitled to require from the board of directors and officers of the society such information and explanation as may be necessary for the performance of the duties of the auditor.
  - 52. No board of directors of the society may be auditor.
  - 53. The auditor may attend the annual general meeting.

## **Part 10 - Accounts**

54. The executive shall see that all necessary books and records of the society required by the by-laws of the society or by an applicable statute or law are regularly and properly kept.
55. The Secretary shall maintain and have charge of the minute books of the society and shall record or cause to be recorded therein minutes of the proceeding of all meetings of members, executive and board of directors. Included shall be a copy of the constitution of the society and any special resolutions altering or adding to the same, and a copy of the by-laws of the society and any resolution altering or adding thereto.
56. The board of directors shall cause true accounts to be kept of all receipts, credits, payments, assets and liabilities of the society and all other matters necessary for showing the true state and condition of the society, and the accounts kept in such books and in such a manner as the executive shall appoint and shall be open to inspection of the members of the society at the Annual General Meeting of the society or by special resolution of the voting members of the society.

## **Part 11 - By-Laws**

57. The by-laws of the Society shall not be altered or added to except by a special resolution of the society.
58. Amendments shall be made by recommendation by members or by directors to the executive.
59. Notice of Motion to amend By-laws must be forwarded in writing to the board of directors thirty (30) days prior to the Annual General Meeting.
60. For all purposes of the society, "special resolution" shall mean a resolution passed by a majority of not less than seventy-five (75%) approval of the voting members then in attendance.
61. In the event of dissolution, the assets of the society after the satisfaction of its liabilities and the proposed dissolution costs would become the property of the British Columbia Minor Baseball Association to be held in trust until such time as a new Cloverdale Minor Baseball Association is formed, whose purposes would be comparable with those of the defunct Association, and incorporated under the Societies Act. Dissolution of the society shall be affected upon the majority of voting members, passed at a special meeting called for that purpose. This provision with reference to dissolution is unalterable and may only be alterable with unanimous resolution.

## **Part 12 - Notice to Members**

62. A notice may be given to a member, either personally, electronic mail or by postal mail to him at his registered address.
63. Notice of the Annual General Meeting shall be given to every member shown on the register of members.

## **Part 13 - Logos, Trademarks and Publications**

64. No one is allowed to use the Cloverdale Minor Baseball Association name or logo, or conduct activities under the auspices of Cloverdale Minor Baseball Association, or represent themselves or their endeavours or goods under the auspices of Cloverdale Minor Baseball

board of directors. Violation of the rule will be dealt with by the Cloverdale Minor Baseball Association board of directors.