

# SYLVAN LAKE MINOR BASEBALL ASSOCIATION BYLAWS

Date Adopted:  
January 24, 2023

## Contents

Article 1 – Name

Article 2 – Mailing Address

Article 3 – Objectives

Article 4– Membership

Article 5 – Board of Directors

Article 6 – Meetings of Members

Article 7 – Finance and other Management Matters

Article 8 – Miscellaneous Provisions

Article 9 - Definitions

## ARTICLE 1. NAME

The name of this organization shall be the SYLVAN LAKE MINOR BALL ASSOCIATION, herein referred to as the “SLMBA”, “SLMB” or the “Association.”

## ARTICLE 2. MAILING ADDRESS

The Mailing Address may be amended from time to time with approval of the Board by update of the Association’s address in the Operating Policy.

## ARTICLE 3. OBJECTIVES

The Objectives of the Association are to provide a rewarding and positive experience for all Players and to develop and encourage sportsmanship, fellowship and citizenship amongst all Members through baseball and softball, including without limitation:

**3.1** to improve skill development;

**3.2** to improve team work;

- 3.3 to encourage good sportsmanship, fellowship and citizenship;
- 3.4 to provide opportunities for competition at various levels;
- 3.5 to provide opportunities for Members to take part in leadership roles (umpiring, coaching, organizing).

#### ARTICLE 4. MEMBERSHIP

- 4.1 **Membership.** Membership is open to the Players and Parents participating in the programs offered by the Association, as well as volunteer Members of the Association (as stated below). Players and Parents who meet the qualifying criteria as stated in Section 4.2 below are considered Members in the Association upon completion of the application process and payment of the associated dues. Volunteer Members of the Association, including without limitation coaches of Teams or umpires for the Association, may be deemed to be Members of the Association if they meet the qualifying criteria set forth in Section 4.2 below or otherwise at the sole discretion and direction of the Board, whether or not they are also a Member as a result of being a Parent of a Player.
- 4.2 **Criteria.** To become a Member and to maintain membership, the applicant must meet the qualifying criteria as set by the Board from time to time in the Operating Policy.
- 4.3 **Dues.** Dues and fees for membership and participation in the Association shall be set and determined by the Board from time to time. Dues shall be payable at the time of registration and renewed annually. Dues are separate from fees which may also be assessed by the Board from time to time through the course of a membership year to pay for the costs associated with each member's participation in the Association. Fees shall be payable by all Members as and when indicated by the Board. Fees may vary for Members, depending on the level of play and the Team the Member is associated with.
- 4.4 **Duties of Membership.** All Members shall be required to assist with SLMBA events, activities and fundraisers. Acceptance of membership in the SLMBA requires that all Members abide by the Bylaws, Operating Policy, Members Code of Conduct, any other rules or regulations passed or enacted by the Board from time to time, and all decisions of the SLMBA.
- 4.5 **Withdrawal and Termination of Membership.** Any Member may withdraw from membership by providing written notice to the Secretary-Registrar of the Association.  
  
A Member's membership in the Association shall be terminated in accordance with those terms and conditions as stated in the Operating Policy.
- 4.6 **Expulsion.** Cause for the expulsion of a Member shall include, but not be limited to:
  - 4.6.1 By Special Resolution of the Board as a result of a Member's failure or refusal to pay or to have paid for them the annual Member dues and fees as and when required by the Association;
  - 4.6.2 Except as otherwise required or dealt with in accordance with the disciplinary process set forth in the Operating Policy, then by a Special Resolution of the Board as

a result of a Member's failure to follow these Bylaws, Member Code of Conduct, Operating Policy or such other rules, regulations or policies adopted by the Board from time to time for the conduct of the Members;

- 4.6.3** Any cause or action which calls for the expulsion or termination of membership in the Association as set forth in the disciplinary process in the Operating Policy; or
  - 4.6.4** Any cause or action which the Board determines by a Special Resolution warrants expulsion of the Member.
- 4.7** Effect of Withdrawal, Termination or Expulsion. A Member who ceases to be a Member of the Association for any reason whatsoever, including without limitation a Member who resigns, is expelled, is suspended or whose membership is terminated shall forthwith forfeit all rights and interests arising from, or in association with membership in the Association. This means said Member cannot be a Player on a Team, coach or manage a Team, participate in any other way as a Member or team official of a Team, hold an elected or appointed position on the Board of Directors, or vote at any Annual General Meeting or Special General Meeting. In the case of a Member who is suspended, the foregoing shall apply until the suspension is served or waived upon successful appeal
- 4.8** Reinstatement. Once a Member has been terminated or expelled, reinstatement of the Member shall only occur upon written request to the Board, as submitted to the Vice President, and then at the sole discretion by a Special Resolution of the Board.
- 4.9** Conflict, Dispute or Disciplinary Process. Any conflict, dispute or disciplinary process shall be handled and conducted in accordance with the processes as set forth in the Operating Policy.
- 4.10** Vote. Subject to as otherwise stated herein, all adult Members in good standing with the Association shall have an equal vote at the Annual General Meeting or other membership meetings of the Association, as needed or as called by the Board from time to time. Notwithstanding the foregoing, each Immediate Family is eligible for and entitled to only one vote per Immediate Family and issue, regardless of the number of positions they may occupy on the Board or other committees, whether they are both a Parent and a volunteer Member or the number of Players that are Immediate Family members registered in the Association. If there is a disagreement among the Immediate Family members as to the nature of their vote, then the vote for that Immediate Family shall be null and void and shall not be counted. The Association shall be entitled to rely on a vote made by an adult Member of an Immediate Family at any meeting of the Members of the Association without further enquiry, unless notification to the contrary is provided to the Association at the relevant meeting or written notice is provided to the Association prior to said meeting. There shall be no liability on the part of the Association or any Director for reliance in good faith upon any vote registered by a Member on behalf of an Immediate Family. There shall be no proxy votes.

At least five (5) days prior to any meeting of the Members of the Association, a member or members of an Immediate Family may apply to the Board of Directors by written notice requesting that more than one vote be permitted per Immediate Family. This shall only be agreed to by the Board of Directors in order to prevent any undue hardship or unfair result occurring to any Immediate Family, and not simply as a matter of convenience or to give an Immediate Family more than one vote.

If there is any irregularity or incorrect casting or tally of votes (including, without limitation, the

inadvertent or unknowing counting of more than one vote per Immediate Family) at any meeting of the Members, the Board shall be entitled, in its sole discretion, to:

- Rely on the results of the vote tallied at the meeting, regardless of the irregularity, if the irregularity is, in the reasonable opinion of the Board, deemed not to have been material to final results of the vote; or
- If the Board so determines, nullify the vote(s) cast by the Immediate Family and re-tally the votes retroactively; or
- Nullify the results of the matter voted on and resubmit the matter for a new vote of the Members, either by way of a Special Meeting or at the next occurring meeting of the Members.

## ARTICLE 5. BOARD OF DIRECTORS

**5.1** Board of Directors. The Board of Directors, shall consist of adult Members duly elected at the Annual General Meeting of the Association or as otherwise appointed by the Board pursuant to these Bylaws. As of the date of these Bylaws, the following positions shall constitute the Board:

### Directors (Elected Voting)

- \*President
- \*Vice President
- \*Secretary-Registrar
- \*Treasurer
- \*Director – Player, Coach & Umpire Development
- \*Director – ‘A’ Baseball
- \*Director – ‘AA’ Baseball
- \*Director – U9 Baseball
- \*Director – Rally Cap
- \*Director – Rep Softball
- \*Director – Community Softball

### Coordinators (Appointed Non-Voting)

- \*Past President
- \*Baseball Tournament
- \*Softball Tournament
- \*Fundraising
- \*Casino
- \*Team Photos
- \*Social Media & Website
- \*Apparel and Uniform
- \*Equipment & Facilities
- \*Diamond
- \*Umpire
- \*Such other coordinator positions as may be determined either at the Annual General Meeting at the time of election of the Elected Voting Board positions or as otherwise created and/or appointed by the Board at any time thereafter by way a Special Resolution

**5.2** Director Positions. The following is a general description of the various elected Board positions and their related responsibilities:

**5.2.1 President.** Chair all meetings of the Board and Members and direct the affairs of the SLMBA within the Bylaws, the Operating Policy, the Member Code of Conduct, and/or any other policies, rules or regulations passed or enacted by the Association from time to time. The President shall be:

- a signing officer for the Association;
  - exercise the powers of the Board in case of emergency or where in the best interests of the Association timing requires it;
  - enact discipline as stated in these Bylaws and the Operating Policy;
  - sit on committees as an ex-officio voting member;
  - generally manage and supervise the affairs and operations of the Association;
  - sign all permits, transfers, and releases, with the President being entitled to delegate this signing authority to other Directors;
  - sign all resolutions of the Association and the Board, with the President being entitled to delegate signing authority of any resolutions to the Vice President;
  - any other duties that are the responsibility of the President as set forth in these Bylaws, the Operating Policy, the Member Code of Conduct, and/or any other policies, rules or regulations passed or enacted by the Association from time to time.
- 5.2.2 Vice President.** Assist the President in directing the affairs of the Association and shall assume the responsibilities of the President in his/her absence. In addition, the Vice President shall be in charge of managing coaching certifications for the Association.
- 5.2.3 The Secretary-Registrar.** Assist with recording the minutes of all meetings, attend to all correspondence, attend to giving requisite notices and to keep the records of the Association, including a list of all Members. The Secretary-Registrar shall also handle all aspects of establishing and maintaining the registration system for the Association and the coordination and submission of all registration documentation to the applicable Governing Bodies on behalf of the Association
- 5.2.4 Treasurer.** Handle all financial record keeping and reports as required and report to the Board with respect to the same.
- 5.2.5 Director – Player, Coach and Umpire Development.** This Director shall be responsible for overseeing and organizing initiatives for the development of Players, coaches and umpires within the Association.
- 5.2.6 Director – ‘A’ Baseball; Director – “AA” Baseball; Director U9 Baseball; Director – Rally Cap; Director – Rep Softball; Director – Community Softball.** These Directors will coordinate and supervise all matters relating to their level of play.

The above descriptions of each Board position are for general descriptive purposes only and are not intended to be a definitive list of the duties and obligations of each Board position. The Board reserves the right to vary, add to, remove or otherwise amend the description of duties and responsibilities as set forth above from each Board position as the Board may, from time to time and by way of a Majority Vote, determine is reasonable and in the best interests of the Association.

Those positions listed under coordinator positions (hereinafter referred to as “Coordinator Positions”) are non-voting and appointed positions. They may be filled at any time by the Board of Directors, either at the Annual General Meeting or at any time thereafter by a Majority Vote. The Board shall be entitled to add duties and descriptions to each Coordinator Position as the Board may deem necessary or appropriate from time to time, in its sole discretion. The Board may also designate Directors to oversee any Coordinator Position(s), and those Coordinator Positions shall report to the Directors who are so designated.

- 5.3 Directors Entitled to Vote.** Only those Directors who are indicated as voting Directors in Section 5.1 shall be entitled to vote on any matters at a Board meeting, unless it is otherwise specifically stated to the contrary in these Bylaws. Only those Directors entitled to vote as aforesaid shall be entitled to attend all Board meetings, except as otherwise specifically stated in these Bylaws.

- 5.4** Coordinator Positions. Coordinator Positions shall not be entitled to:
- 5.4.1** attend any Board meeting unless invited by the President, and then for only so such portion of said Board meeting as directed by the President; and
  - 5.4.2** vote at any meeting of the Board, unless specifically stated in these Bylaws that a Coordinator Position is entitled to vote on said item.
- 5.5** Duties of the Board. The Board of Directors is the decision making body of the Association. The Directors shall determine the policies and establish the principles for conducting the affairs of the SLMBA. The duties of the Board shall include, but are not limited to:
- 5.5.1** Advocacy for SLMBA, promoting its objectives, mission, vision and membership;
  - 5.5.2** Long term planning for the SLMBA;
  - 5.5.3** Setting policy and regulations for operating SLMBA within its objectives, including without limitation to create, impose and enforce penalties for violation of these Bylaws, the Operating Policy, the Member Code of Conduct, and/or any other policies, rules or regulations passed or enacted by the Association from time to time, as they deem fit or as otherwise specifically set forth in the aforementioned documents. In addition to as otherwise stated in any of the aforesaid documents, the Directors shall have the authority to delegate some or all of their powers to create, impose and enforce penalties as aforesaid to any committee, as they deem appropriate by a Special Resolution;
  - 5.5.4** Approving the annual budget and dealing with financial matters;
  - 5.5.5** Determining dues and fees and approving fundraising projects;
  - 5.5.6** Assigning functions and responsibilities to committees which will advise the Board; and
  - 5.5.7** Attending to the day to day operations and overall functioning of the Association, including without limitation dealing with any disputes or disciplinary matters that may arise with or among Members from time to time.
- 5.6** Eligibility. In order to be eligible to be nominated, elected and/or appointed to the Board, a prospective Member must be:
- 5.6.1** 18yrs of age or older;
  - 5.6.2** A Member of the Association in good standing; and
  - 5.6.3** For the position of President, in addition to Sections 5.6.1 and 5.6.2, a Member must have also served on the Board for a term of at least 1 year previously, except in exceptional circumstances where this is no other eligible candidate willing to accept a nomination as President, in which case any Member willing to accept a nomination to become President shall be considered an eligible candidate.
  - 5.6.4** The Past President shall be the most recent past President of the Association, or if the most recent past President is unable or unwilling to act in such position, then the most recent past President who is willing and able to do so.
- 5.7** Term. All members of the Board of Directors, whether appointed or elected, shall serve for a term of two years, commencing and terminating at the conclusion of the applicable Annual General Meeting. In order to promote continuity of the Board, the term for various Board positions is intended to be staggered. Commencing as of the adoption of these Bylaws, the terms for each Board position shall come up for election or appointment (as applicable) as follows:

**5.7.1** Every odd numbered year:

- President; Secretary-Registrar; Director-Rep Softball; Director-‘A’ Baseball; Director-U9 Baseball; Coordinator-Baseball Tournament; Coordinator-Fundraising; Coordinator-Team Photos; Coordinator-Apparel and Uniform; Coordinator-Diamond,

**5.7.2** Every even numbered year:

- Vice President; Treasurer; Director-Player, Coach and Umpire Development; Director-‘AA’ Baseball; Director-Rally Cap; Director-Community Softball; Coordinator-Softball Tournament; Coordinator-Casino; Coordinator-Social Media & Website; Coordinator-Equipment and Facilities; Coordinator-Umpire and all such other coordinator positions as may be determined at any Annual General Meeting at the time of elections

While it is the intention of the Association that the term for each Board position is to be for a period of two years, the Board member’s position shall come up for re-election or appointment (as applicable) at the times prescribed above or as otherwise stated in these Bylaws, regardless of whether that results in a term of less than two years.

**5.8** Vacancy. In the event that a voting Director position becomes vacant for any reason, that position may remain vacant until the next Annual General Meeting unless the Board of Directors determines that it should be filled. In that case, the Board of Directors may, in its sole discretion and by way of a Majority Vote:

- 5.8.1** appoint a replacement Member to fill the vacant voting Board position for a term to expire at the end of the next Annual General Meeting of the Association; or
- 5.8.2** appoint a Board member to occupy more than one voting Board position; or
- 5.8.3** leave any position on the Board vacant until the next Annual General Meeting, with the exception of the President, Vice President and Treasurer, which positions must be filled as soon as possible by the Board after the position is or becomes vacant.

If a Coordinator Position is or becomes vacant for any reason, then the Board may appoint a replacement (as and when the Board deems it advisable) or leave the position vacant until the next Annual General Meeting, in the Board’s sole discretion.

**5.9** Removal. A member of the Board may, by way of a Special Resolution, be removed from their position at any meeting of the Board.

**5.10** Absences. Any voting member of the Board absent from more than three (3) consecutive regular meetings without cause may be removed from the Board and have his/ her office declared vacant by way of a Special Resolution of the Board.

**5.11** Meetings.

**5.11.1** Meetings of the Board of Directors shall be scheduled a minimum of four times per year.

**5.11.2** Meetings shall be at the call of the President.

**5.11.3** At the request of three Directors entitled to vote, the President shall convene a special meeting of the Board. The proceedings at such a special meeting shall be confined to the matters specified in the request.

- 5.11.4** Meetings are open to only those Directors entitled to vote and those Directors (ie. Coordinator Positions) who are not entitled to vote but who are invited by the President to attend all or only a part of a particular meeting.
- 5.11.5** Members may submit to the Secretary-Registrar, in writing at least five (5) days prior to the next occurring Board meeting, items for inclusion on the agenda for said meeting. It will be at the discretion of the President to address any of the items requested in an upcoming Board meeting. If the President elects to include said request on the agenda for an upcoming Board meeting, then the President may include these items on the agenda for said meeting or the President may defer the request for a later Board meeting. These Members may, at the invitation of the President, be entitled to attend that portion of the meeting devoted to those agenda items but have no vote. Any other Members of the Association, or any other third party, may attend a meeting of the Board only at the invitation of the President, and then only for so long as permitted and directed by the President. The Board, by Special Resolution, may also call Board meetings which are open to all Directors (voting and non-voting) and/or Members of the Association.
- 5.11.6** Directors may attend Board meetings by teleconference or other electronic means.
- 5.11.7** If a matter is, in the sole discretion of the President, urgent or time sensitive, then the President can require that the matter be voted on by the Directors by way of an email vote. Votes shall be cast by the Directors by email with a minimum of 4 Directors casting a vote. If the Directors determine by a Majority Vote that the matter should be postponed until an in person meeting of the Board can be held, then the matter shall be postponed until such time as an in person meeting of the Board takes place.

## **5.12** Voting of the Board:

- 5.12.1** A Director entitled to vote shall have one (1) vote on matters coming before the Board.
- 5.12.2** Unless otherwise specified, all matters determined by the Board shall be determined by a Majority Vote.
- 5.12.3** If the voting members of the Board so direct by way of a Special Resolution, a matter or issue may become subject to a vote by all members of the Board (voting and non-voting), but only to the extent so directed. Thereafter, all non-voting Board members shall cease to have a vote.
- 5.12.4** A Director shall not vote on any issue in which they have a conflict of interest. If there is any disagreement about whether a conflict of interest exists, the President shall determine whether such a conflict exists. If the potential conflict of interest involves the President, then the Vice President shall make such determination.
- 5.12.5** There shall be no proxy votes.
- 5.12.6** Quorum of a meeting of the Board requires representation of at least 50% of the Directors entitled to vote at the commencement of the meeting (whether in person, by telephone or such other electronic means).
- 5.12.7** The President shall act as the chairperson for all Board meetings. If the President is not able to attend a Board meeting, then the Vice President shall act as the chairperson in the President's absence. Where either the President, or in the absence of the President the Vice President, are unavailable to act as chairperson of a Board meeting, the Directors present can appoint a chairperson by a Majority Vote for the purposes of that meeting. This can only be done after fifteen minutes has passed from the "call of the meeting" or both the President and the Vice President have advised the Board in advance that they will be absent from that Board meeting.



- 5.12.8** Decisions made by the Board shall not be reviewed for a period of one year from the date of acceptance, unless a motion to revisit is ratified by a Special Resolution of the Directors.
- 5.12.9** If there is any deadlock on any matter to be voted on by the Board, and if the tie cannot be resolved by the Board, then the President (and the Vice President in the absence of the President) shall have a tie breaker vote.

**5.13** Procedure. All meetings of the Board shall follow “Robert’s Rules of Order” with a general agenda as follows:

- 5.13.1** Call to order;
- 5.13.2** Approval of minutes;
- 5.13.3** Committee/ Officer Reports;
- 5.13.4** New Business;
- 5.13.5** Old Business;
- 5.13.6** Set next meeting;
- 5.13.7** Adjournment.

The Board may deviate from this general agenda as and when necessary, in accordance with “Robert’s Rules of Order”.

- 5.14** Notice. Notice of meetings shall be given to those Directors entitled to vote and/or attend the meeting by way of email, or phone call if no email address for a Director is available, as well as at a meeting of the Board setting the date, place and time for the next scheduled meeting.
- 5.15** Special Committees. The Board may also create special or standing committees as it may deem necessary to promote the SLMBA and carry on the work of the Association. The Chairman of each committee shall present a plan of work to the Board for approval. No committee work shall be undertaken without the consent of the Board of Directors.

## ARTICLE 6. MEETINGS OF MEMBERS

- 6.1** Annual General Meeting. An Annual General Meeting of the members of the Association shall be held before March 31<sup>st</sup> of each year, subject to any events outside the reasonable control of the Board (in which case, an Annual General Meeting shall be held as soon as reasonably possible thereafter). The Annual General Meeting shall deal with the following matters:
  - 6.1.1** Adopt the agenda;
  - 6.1.2** Adopt the minutes of the last Annual General Meeting;
  - 6.1.3** President’s Report;
  - 6.1.4** Special or Sub Committee Reports;
  - 6.1.5** Treasurer’s Report – including review of the Association’s audited financial statements setting out SLMBA income, disbursements, assets and liabilities and the auditor’s report.
  - 6.1.6** Resolutions (as applicable)
  - 6.1.7** Nomination and Election of Directors;
  - 6.1.8** Orders and general business;
  - 6.1.9** Considering matters specified in the meeting notice. These may include agenda topics added by

the Board or specific motions that any Members wish to bring, provided they have given the Board 14 days written notice of their intent to bring the motion to the meeting.

**6.1.10** Adjournment

Business will be conducted in accordance with Robert's Rules of Order.

- 6.2** Special General Meetings. Other than the Annual General Meeting of the Association, special meetings designated as Special General Meetings, may be called by a Majority Vote of the Board or by the President (in his or her sole discretion). The items, matters and issues identified and specified in the notice shall be considered at the Special General Meeting. No other items, matters or issues shall be allowed. Any decisions or votes taken at the Special General Meeting shall be ratified and formally confirmed at the next regularly scheduled meeting of the voting Board of Directors. All rules, procedures, voting requirements and quorum requirements shall continue to be in force at such a Special General Meeting as would occur at a regular meeting or the Annual General Meeting of the Association.
- 6.3** Notice of Meeting of Members. Members shall be provided 7 days' notice of the Annual General Meeting or any Special General Meeting of the Members. Notice shall be given by email to the address provided by the Member on their last registration application and by notice on the Association's website. The notice shall provide the location, date, time and purpose for the meeting.
- 6.4** Quorum. A Quorum for the Annual General Meeting or Special General Meeting of the Members shall consist of not less than ten Members (which may include members of the Board) in good standing being present at the commencement of the meeting.
- 6.5** Voting.
- 6.5.1** Members shall have one (1) vote per Immediate Family at any meetings of the Members, or as otherwise set forth in Section 4.10 herein.
- 6.5.2** All matters shall be determined by a Majority Vote, unless required to be passed by Special Resolution.
- 6.5.3** All votes at a meeting of the Members must be done by the Member in person. There are no telephone or other electronic means of attendance permitted (except in exceptional circumstances, and then only as expressly permitted by the Board). There shall be no proxy votes at meetings of the Members.
- 6.5.4** Only Members in good standing with the Association shall be entitled to vote at an Annual General Meeting or Special General Meeting. Non-Residents who are Members shall not be entitled to vote at any meeting of the Association.

ARTICLE 7. FINANCE AND OTHER MANAGEMENT MATTERS

- 7.1** Year End. The fiscal year of the SLMBA ends on December 31 of each year.
- 7.2** Financial Reporting. The Treasurer of the SLMBA shall prepare an annual financial report setting out the income, disbursements, assets, liabilities and expenses of the Association, approved and signed by the

Association's auditor. This report shall be presented at the Annual General Meeting.

- 7.3** Auditor. The Board shall appoint an auditor (the "Auditor"), who shall be a person or firm qualified to perform an audit of the financial transactions of the Association. The Auditor may be a Member of the Association, but may not be a Director. The Auditor shall perform an audit of the financial transactions of the Association at the end of each fiscal year or such further period of time deemed advisable by the Directors from time to time, if the same is permitted by the applicable legislation governing the Association and/or the bylaws and regulations of any applicable Governing Body. The Auditor does not require a professional accounting designation, unless required by the applicable legislation governing the Association and/or the bylaws and regulations of any applicable Governing Body.
- 7.4** Borrowing. The Board has authority to borrow or raise funds to meet its objectives and operations, including the issuance of debentures. The Association may not issue a debenture without approval by the Members passed by a Special Resolution.
- 7.5** Signing Authority. Any of the President, Vice President, Treasurer and Secretary-Registrar shall have cheque signing authority for the Association, with two of the aforementioned parties required to sign all cheques. All signing officers of the Association must be able to be bonded.
- 7.6** AGLC. The Association and all Members shall at all times be and do all such things as are required to remain in compliance with all Alberta Gaming Liquor Cannabis (AGLC) rules, regulations, declarations and requirements as amended or brought into force from time to time, including without limitation any such AGLC rules, regulations and requirements regarding raffles and other types of charitable gaming
- 7.7** Minutes. Minutes are recorded for all Board, Annual General Meetings and Special General Meetings. Minutes are kept by the Secretary-Registrar.
- 7.8** Inspection of Books and Records. Unless the meeting was closed to general membership, the minutes and financial records are open for inspection by any Member in good standing. Inspection of minutes or records may take place at the offices of the Association, or such other place as specified by the President, with a minimum of seven (7) business days written notice given to the Board. A Member may review any minutes or records as aforesaid, however a Member is not permitted to take copies, photos or scans of any minutes or records of the Association without the prior written consent of the President.
- 7.9** Payment for Service. Subject to as stated below, no Member or Director of the Association shall receive any payment for services as a Member or Director. A Director or a Member may be employed or contracted by the Association in an alternate capacity. Members and Directors and employees of the Association may be reimbursed for expenses incurred in carrying out the objects of the Association at the direction of the Board.

Notwithstanding the above, the Board may, in its reasonable discretion from time to time, set a non-cash honorarium for Directors to compensate them for their contributions and service to the Association. The Board shall be entitled to adjust the level of honorarium among the different Board

positions in recognition of the different time and workload levels that exist among the various Board positions (including, without limitation, voting Directors and Coordinator Positions), provided that any such honorariums shall be in keeping with standard practices provided by similar associations in the Province of Alberta. The honorarium shall be as stated in the Operating Policy.

**7.10** Seal. The SLMBA shall not adopt a seal.

## ARTICLE 8. MISCELLANEOUS PROVISIONS

**8.1** Amendment.

**8.1.1** No amendments to the Bylaws of the Association, whether by way of new provisions, amended provisions, a rescission of any of the provisions in these Bylaws or to adopt new Bylaws, shall be made except at the Annual General Meeting or other Special General Meeting of the Members of the Association, and then only by a vote approved by a Special Resolution of the Members in attendance at said meeting. Notice of any proposed amendment(s), additions, deletions or adoption of new Bylaws must be posted by the Association in writing at least twenty-one (21) days prior to any such meeting where such changes or new Bylaws are being proposed. The Association shall cause the contents of the proposed changes or the new Bylaws, or a summary thereof, to be posted on the Association's website with the notice of the meeting at which the Board proposes to consider the changes or new Bylaws.

**8.1.2** The Board is empowered to amend or alter the Operating Policy, Members Code of Conduct and any other rules, regulations or policies passed or created by the Association from time to time (the "Rules and Regulations") as required to conduct the affairs of the Association. Amendments to the Rules and Regulations can be made at any Board meeting by way of a Special Resolution. Notice of any proposed changes, or amendments to, or the adoption of new Rules and Regulations must be provided to the voting Directors at least five (5) days in advance of the Board meeting where such changes, amendments or new Rules and Regulations will be discussed. The Board may by Majority Vote elect to postpone voting on some or all of said proposed changes, amendments or new Rules and Regulations until a later Board meeting.

**8.2** Conflict of Interest. No Director shall enter into any business arrangement with the Association except on a competitive basis, and after having declared any interest therein, and he or she shall refrain from voting on such matter, but may participate in discussion thereof.

**8.3** Impartiality. The Association shall be nonsectarian and shall not promote or seek to advance, nor shall it adopt views or policies in favor of or against, any religious or ethnic group.

**8.4** Protection of Members and Directors. No Director shall be liable for the acts, omissions, receipts, neglects or defaults of any other Director or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by the Association or for or on behalf of the Association, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Association shall be deposited or invested, or for any loss or damage arising

from the bankruptcy, insolvency or tortious act or acts of any person, firm or corporation with whom or which any moneys, securities or effects of the Association shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office of trust, or in relation thereto, unless the same shall happen by or through his or her own wrongful and willful act or through his or her own gross negligence.

- 8.5** Dissolution. The Board shall be empowered to dissolve the Association, first upon a vote of all members of the Board (voting and non-voting) and then followed by the Members, with a Special Resolution being required by both the Board and the Members in favor of dissolution. Such dissolution would become effective immediately after the vote by the Members. As part of and subject to the vote for dissolution, the Board shall determine the disposition of the assets of the Association to a non-profit association or organization.
- 8.6** Interpretation. In these By-laws, the Operating Policy, the Member Code of Conduct and/or any other policies, rules or regulations passed or enacted by the Association from time to time, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include individuals, firms, corporations and all other legal entities. The captions of the Articles and Sections and the Table of Contents are included for convenience only and shall have no effect upon the construction or interpretation of these By-laws, the Operating Policy, the Member Code of Conduct, and/or any other policies, rules or regulations passed or enacted by the Association from time to time.
- 8.7** Governing Laws. When constructing these By-laws, the Operating Policy, the Member Code of Conduct, and/or any other policies, rules or regulations passed or enacted by the Association from time to time, reference shall be made to the Societies Act of Alberta (as amended or replaced with other legislation governing minor baseball and/or softball associations in Alberta from time to time). Words and expressions used in these Bylaws, the Operating Policy, the Member Code of Conduct, and/or any other policies, rules or regulations passed or enacted by the Association from time to time shall, so far as the context does not otherwise require or as otherwise permitted by law to be replaced by the definitions as set forth herein, have the same meaning, as would be the case when defined under the Societies Act of Alberta as aforesaid.
- 8.8** Compliance with Governing Bodies. The Association, as a member of Baseball Alberta and Softball Alberta, and as affiliated with Baseball Canada and Softball Canada, shall conform and comply with the by-laws, rules and regulations as set forth by these Governing Bodies respectively. If there is any discrepancy between these By-laws, the Operating Policy, the Member Code of Conduct, and/or any other policies, rules or regulations passed or enacted by the Association from time to time and the bylaws, rules and regulations of any Governing Body, then such discrepancy shall be governed by reference to these By-laws, the Operating Policy, the Member Code of Conduct, and/or any other policies, rules or regulations passed or enacted by the Association from time to time, except where the bylaws, rules and regulations of any Governing Body do not permit these Bylaws the Operating Policy, the Member Code of Conduct, and/or any other policies, rules or regulations passed or enacted by the Association from time to time to amend or overrule their respective bylaws, rules and regulations, in which case such discrepancy shall be governed in accordance the bylaws, rules and regulations of said Governing Body, as applicable.

**8.9** Written Notification. Any reference to written notification in these By-laws, the Operating Policy, the Member Code of Conduct, and/or any other policies, rules or regulations passed or enacted by the Association from time to time shall, unless otherwise specifically stated herein, mean written notification delivered to the Association in the manner and at the address of the Association as may be indicated in the Rules and Regulations from time to time

## ARTICLE 9. DEFINITIONS

Subject to as otherwise stated herein or as otherwise specifically defined herein the following definitions shall apply to these Bylaws, the Operating Policy and the Member Code of Conduct:

- a. "Annual General Meeting" shall mean the annual general meeting of the Members of the Association.
- b. "Association" shall mean the Sylvan Lake Minor Ball Association, or any association which replaces the Sylvan Lake Minor Ball Association in a similar capacity.
- c. "Board of Directors" and/or "Board" shall both mean the Board of Directors of the Association, duly elected or appointed as per these Bylaws and the Operating Policy. If there is a reference to a vote or decision of the Board, it shall be deemed to include only those Directors who are entitled to vote on such matters, unless the Bylaws otherwise specifically state to the contrary. If there is a reference to a meeting of the Board, then it shall be deemed to mean a meeting of only those Directors entitled to attend those meetings, unless the Bylaws specifically state to the contrary.
- d. "Bylaws" and/or "By-laws" shall both mean these Bylaws and any amendments or replacements thereto from time to time.
- e. "Coordinator Position" shall mean those Board positions listed under Coordinator Position in Section 5.1 of these Bylaws.
- f. "Director" shall mean a member of the Board of Directors, whether their title includes the title of Director or not, including without limitation the President, Vice President, Secretary-Registrar, Treasurer and any Coordinator Positions. If there is a reference to a vote or decision of the Directors, it shall be deemed to include only those Directors who are entitled to vote on such matters, unless the Bylaws otherwise specifically state to the contrary. If there is a reference to a meeting of the Board, then it shall be deemed to mean a meeting of only those Directors entitled to vote or otherwise invited by the President to attend those meetings, unless the Bylaws specifically state to the contrary.
- g. "Governing Body" shall mean Baseball Alberta, Baseball Canada, Softball Alberta and/or Softball Canada and any other applicable provincial or federal governing body which from time to time has authority over the Association.
- h. "Immediate Family" shall be deemed to mean, without limitation Parents, step-parents or guardians (whether the same cohabitate together or live apart) of one Player or multiple Players that are siblings, step-siblings or other relatives who share the same primary residence, but shall not include relatives such as cousins, aunts or uncles that are also Members and who do not share the same primary residence.

- i. "Majority Vote" shall mean a resolution or vote passed by a simple majority of the Directors or Members entitled to cast a vote (as per these Bylaws), and where the vote or resolution takes place at a meeting of the Members or Board of Directors (as applicable), then a simple majority of those parties who are entitled to cast a vote and who are in attendance at the applicable meeting where the resolution is proposed or vote is taking place.
- j. "Member" shall be a member of the Association as defined in Section 4.2 of these Bylaws and the Operating Policy.
- k. "Member Code of Conduct" means the Member Code of Conduct of the Association, as amended or replaced from time to time.
- l. "Non-Resident" shall mean anyone who is not a Resident.
- m. "Operating Policy" means the Operating Policy of the Association, as amended or replaced from time to time.
- n. "Parent" shall mean any biological, step-parent or legal guardian of a Player, and shall include without limitation any person otherwise acting in the role of the parent of the Player, which for example purposes only could include a grand-parent or common law partner of a Parent.
- o. "Player" shall mean a player (whether a Resident or Non-Resident) who is otherwise registered to play either baseball or softball on a Team.
- p. "President" shall mean the president of the Association.
- q. "Resident" shall mean a person whose primary residence lies within the Town of Sylvan Lake, or in the geographic area which has been identified from time to time as the boundaries of the Sylvan Lake Minor Ball Association as recognized or defined by the applicable Governing Body.
- r. "SLMBA" or "SLMB" shall mean the Sylvan Lake Minor Ball Association or any association which replaces the Sylvan Lake Minor Ball Association from time to time.
- s. "Special General Meeting" shall mean a special meeting of the Members of the Association.
- t. "Special Resolution" shall mean a resolution or vote passed by a minimum of a 3/4 majority of the parties entitled to cast a vote (as per these Bylaws), and where the vote or resolution takes place at a meeting of the Members or Board of Directors (as applicable), then a minimum 3/4 majority of those parties who are entitled to cast a vote (as per these Bylaws) and who are in attendance at the applicable meeting where the resolution is proposed or vote is taking place.
- u. "Team" shall mean any team that falls under the jurisdiction of the Association.

ACCEPTANCE OF BYLAWS

These Bylaws having been adopted by the Board of Directors of the Sylvan Lake Minor Ball Association on the 29 day of January, in the Year 2023, are the official recognized Bylaws for the Association and shall replace all previous bylaws of the Association. All previous bylaws of the Association are hereby repealed and of no further force or effect from this day forward.

Signature Date: 29-January-2023

Dave Darbel  
President (Print name above)

  
Signature

Sylvan Lake, Alberta 587.337.6111  
Address & Phone Number

Brett Therriault  
Vice President  
(Print name above)

  
Signature

Red Deer County, Alberta 403.304.5160  
Address & Phone Number