

BY-LAWS

Article 1 GENERAL

The society shall be known as the B. C. Amateur Baseball Association. The society's goal is to promote the growth and participation in all aspects in the sport of baseball throughout the province of BC, and to provide support to the amateur baseball organizations operating in the province. The society is governed by the Society Act of British Columbia.

Roberts Rules of Order shall be the Parliamentary authority on all matters not covered by the Constitution and By-Laws of the Association.

Article 2 MEMBERSHIPS

Membership in the society shall be available to all amateur baseball organizations, within the Province of B.C., that are recognized and approved by the Board of Directors of B.C. Amateur Baseball Association. Membership is open to all age groups.

1. Categories of Membership:

Canada Participating Member

- organizations that are either province-wide or open to province-wide participation.
- participate through Baseball BC in Baseball Canada competitions, and accept Baseball Canada jurisdiction.
- participate in Baseball BC governance structure. Appoint up to six voting members who will be entitled to vote at general meetings. The vote may be exercised in person, or by proxy in favour of a person in attendance at the meeting.
- Pay dues at the rate prescribed by the Board

Provincial Participating Member

- organizations that are either province-wide or open to province-wide participation.
- participate in Baseball BC governance structure. Appoint up to six voting members who will be entitled to vote at general meetings. The vote may be exercised in person, or by proxy in favour of a person in attendance at the meeting.
- Pay dues at the rate prescribed by the Board

Associate Member

- organizations who participate in Baseball BC programs or services.
- do not participate in governance as organizations and may not vote; representatives might be elected to board as individuals.
- Pay dues at the rate prescribed by the Board

2. Admission of Members:

No organization shall be admitted as a member unless:

- (a) It satisfies the qualifications for membership as stated in these bylaws;
- (b) It has made written application for membership in the form prescribed by the Board.
- (c) It has been approved as a member by the Board; and
- (d) It has paid membership dues as determined by the Board.

3. Expulsion of Members:

- (a) A member may be suspended for failure to pay membership dues within 30 days of the beginning of the membership year:
- (b) A member may be expelled if dues remain unpaid for a further 30 days;
- (c) Notwithstanding expulsion from membership, a former member remains liable for any membership dues owing prior to the expulsion; and
- (d) In addition to suspension or expulsion for failure to pay membership dues, a member may also be suspended, expelled or otherwise disciplined in accordance with the Associations' policies and procedures relating to the discipline of members.

1. **BOARD OF DIRECTORS**

- (a) The affairs of the Association shall be managed by a Board of Directors, comprised of a number of persons, which number shall be determined at each AGM but shall not be less than five or more than twenty-five.
- (b) Terms of office of Directors will be one year. Terms of Directors will end at the end of the AGM that next follows their election.
- (c) The Board will elect from amongst its members, an Executive consisting of a President, Vice-President, a Secretary and a Treasurer; the last two offices may be combined.
- (d) Terms of office for the Executive shall be from the election of office up to, and including, the Annual General Meeting covering their term of office.

2. **BOARD POWERS**

Except as otherwise provided in the Act or these bylaws, the Board has the powers of the Association and may delegate any of its powers, duties and functions. Without limiting the generality of the foregoing:

- (a) The Board may make policies, procedures and rules for managing the affairs of the Association;
- (b) The Board may make policies, procedures and rules relating to the management of disputes within the Association and shall have the authority to deal with all disputes accordingly;
- (c) The Board may establish committees, appoint members of committees, and delegate any of its powers, duties and functions to any committee;
- (d) The Board may appoint or employ such persons as it deems necessary to carry out the work of the Association, and
- (e) Except as provided in the Act, the Board shall have the authority to interpret any word, term or phrase in this bylaw which is ambiguous, contradictory or unclear.

3. **ELECTION & APPOINTMENT OF DIRECTORS**

- (a) Directors will be elected by members at each AGM, from persons nominated by a member. Terms of Directors will end at the end of the AGM that next follows their election.

4. VACANCIES

Vacancies occurring due to a director leaving a position on the board may be filled for the remainder of the term by a majority vote by the Board of Directors.

5. RESIGNATION OR REMOVAL OF DIRECTORS

Directors may resign their positions by providing the Board with a written letter. The date of acceptance of the letter of resignation by the President of the Association shall be deemed to be the date of resignation.

Directors are subject to the disciplinary provisions of these bylaws and policies. A member of the Board of Directors may be removed from office for any misconduct or behaviour deemed detrimental to the aims and objectives of the Association. Such action must have the approval of the Board of Directors, and requires a 2/3 majority vote of the Board. Such action by the Board of Directors shall be final.

6. MEETINGS OF THE BOARD

Meetings of the Board of Directors will be held at such times, places and frequency that the President deems necessary. A meeting can be convened with the physical attendance of directors, or by means of electronic or telephonic conferencing systems. A quorum at a meeting of the Board of Directors shall be the number required such that more than 50% of directors are present.

7. DUTIES OF OFFICERS and PROVINCIAL SUPERVISOR OF OFFICIALS

- (a) The President, where possible, shall preside at all meetings of the Association. He shall exercise a general supervision and control over the Officers and business of the Association. He shall call Executive Meetings, to include the Board of Directors, and any other Special or Ordinary meetings of the Association as deemed necessary during his term of office. He may appoint, as the occasion may arise, Special Committees to consider and report on questions which may be presented from time to time. He may, where it is deemed advisable in the best interests of the Association, and subject of ratification at the following Annual General Meeting, direct the Officers to conduct the business of

the Association in a manner to be in the best interests thereof. He shall transact such other business as may be accustomed to this office.

- (b) The Vice-President shall perform the duties pertaining to his office and shall perform the duties of the President, in the absence of the President, or their inability for any cause to act as such.
- (c) The Secretary shall keep a record of all proceedings of all meetings of the Association. He shall conduct, or be advised, of all correspondence of the Association. He shall be responsible and ensure that all members of the Association concerned are notified of meetings to be held. He shall be responsible that a record is kept of all business transacted by the Association. He shall be required to have with him at every meeting of the Association, the proper Minutes and Record Books, and all material necessary which he may have in his possession relative to any business likely to be conducted at any such meeting.
- (d) The Treasurer shall receive and have charge of all monies of the Association. He shall keep a just and true account of all monies received and paid out, in the name of the Association; and of all and any financial transactions of any and every kind whatsoever, including a full and complete statement of the credits and liabilities of the Association. He shall deposit all funds of the Association in a Chartered Bank of the Dominion of Canada, in the name of the Association. He shall submit a report when called on; shall present a Financial Statement at the Annual General Meeting of the Association. He shall be responsible for the collection of team, league, organization, membership fees.
- (e) The Provincial Supervisor of Officials shall act as liaison officer between BCABA and the British Columbia Umpires Association (BCBUA) in matters affecting the officiating of baseball by members of BCBUA, including promoting membership in BCBUA. In addition, the Supervisor of Officials shall act as liaison officer between Baseball Canada and BCABA in matters affecting the officiating of baseball under the auspices of Baseball Canada by the members of BCBUA. Specific BCABA duties of the Provincial Supervisor of Officials shall be set by the President as needed. BCABA recognizes that the Provincial Supervisor may hold office in all of the aforementioned associations.

8. INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Association shall ensure that Directors and officers are insured with Directors and Officers liability insurance, and are indemnified against individual financial harm as long as they are carrying out their duties as directors and officers in accordance with these bylaws.

ARTICLE 4 **Meetings of Members**

- (a) A quorum at the Annual General meeting, or Special meeting, shall consist of not less than sixty (60%) of the voting members, but may also exercise proxy votes if properly authorized.
- (b) The Annual General Meeting of the Society shall be held no later than June 30th in each year, on such a day and at such time as the Board of Directors shall determine.
- (c) Written or electronic notice of the Annual General Meeting shall be given to all members at least fourteen (14) days in advance of the meeting.
- (d) At all Annual General meetings and extraordinary meetings, voting members are as outlined in Article 2, and each member eligible to vote shall have one (1) vote only, but may also exercise proxy votes if properly authorized.
- (e) The motions at all meetings shall be decided by the majority of the voting delegates present at such meetings.
- (f) Order of business at the Annual General Meeting shall include the following, but not limited by:
 - . Reading of the minutes of the previous General Meeting and of any Extraordinary meetings held since the last General Meeting.
 - . Business arising out of the Minutes.
 - . President's Report
 - . Financial Report
 - . Correspondence
 - . Committee reports
 - . Director's report
 - . Member Organization reports
 - . Election of Directors
 - . New Business
 - . Adjournment

Article 5 **Finance and Management**

- (a) The fiscal year of the Association shall end March 31st of each year, and immediately following that date, the books and accounts shall be audited and a report prepared for the Annual General Meeting.
- (b) All receipts from Affiliation fees and other dues and assessments and all income from the Association shall be deposited in a Bank account in a Chartered Bank of the Dominion of Canada in the name of the Association. The balance of the bank account of the Association shall be transferred to the incoming Executive as soon as possible after the Annual General meeting by the outgoing Executive in the name of the Association. The annual membership fees will be established by the association each year at the Annual General Meeting.

Such dues shall accompany the annual application for membership, both of which shall be in the hands of the Secretary or Treasurer on or before June 30th of each year.

- (c) There will be three (3) signing officers of the Association:

- . Treasurer
- . President
- . Vice President

All cheques issued by the Association must be signed by two of the three signing officers.

- (d) The auditor shall be appointed by the President of the Association for each fiscal year.
- (e) The Board of Directors may, and are hereby authorized, from time to time, to borrow money upon such terms and conditions and in such a manner as they deem expedient, subject to the Societies Act
- (f) “With respect to Gaming Monies received from the Province of British Columbia, should the association contemplate dissolution, prior to such dissolution, that any unused Gaming Funds be transferred back to the Minister of Finance, or if not easily transferred, to another eligible charitable organization in British Columbia. Preferably one supporting baseball”

Article 6 Dissolution

Upon dissolution of the Associations, and after satisfying any outstanding liabilities of the Association, any remaining assets in cash or convertible to cash then available shall be distributed to the Canada and Provincial Participating Members pro rata, based upon the latest registration figures provided to the Association from those members when fees were last paid. This clause shall remain unalterable.

Article 7 **Amendment of Bylaws**

- (a) The Constitution and By-laws of the Association shall not be altered or repealed until approval by Special Resolution of the voting members named by Canada Participating Members and present or represented by proxy at the Annual General Meeting. Notice of Motion to make such changes shall first be given to the Secretary in writing at least thirty (30) days prior to the date of the Annual General Meeting, and all members must be notified of all such Notices of Motion, in writing by the Secretary, at least fourteen (14) days prior to said meeting.