

# Beaumont Minor Baseball Association Bylaws

## Article I - Name

- 1.1 The name of the organization shall be Beaumont Minor Ball Association.; hereinafter referred to as BMBA

## Article II – Purpose

The purpose of BMBA is:

- 2.1 To promote, govern and improve minor baseball in the Town of Beaumont and surrounding area for the good of all players.
- 2.2 To foster a community spirit among members, supporters and teams and increase the interest of the game of baseball in the Town of Beaumont and surrounding area.
- 2.3 To promote team participation, sportsmanship and equal opportunity to all registered participants relative to the game of baseball in the Town of Beaumont and surrounding area.
- 2.4 To promote a strong league management framework and to provide for the delivery of a consistent program to all players.

## Article III – Definitions and Interpretations

3.1 In these bylaws the following definitions apply:

- 3.1.1 “Act” means The Non-Profit Corporation Act,
- 3.1.2 “Association” means BMBA Inc.;
- 3.1.3 “Board” means the Board of Directors of BMBA;
- 3.1.4 “Bylaws” means these bylaws together with amendments thereto;
- 3.1.5 “Chair” means the person elected to chair a meeting of members, Directors, or a committee of Directors as the case may be;
- 3.1.6 “Directors” means the Directors of the association as described in Article VI of these bylaws;
- 3.1.7 “Members” means the members of the association, which include playing and non-playing members as described in Article IV of these bylaws, and
- 3.1.8 “Officers” means the officers of the association as described in Article VII of these bylaws;

3.2 All terms contained in these bylaws that are not defined in these bylaws and which are defined in the Act shall have the meaning given to such terms in the Act.

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3.3 The Board is the sole authority for interpretation of these bylaws and the decision of the Board upon any question of interpretation, or upon any matters affecting the association and provided for by these bylaws and regulations made there under, shall be binding on all the members.

#### **Article IV – Membership**

- 4.1 The membership of the association shall consist of members.
- 4.2 A member is entitled to all privileges of membership including the right to vote at the meetings of members (AGM).
- 4.3 In order to become a member, a person must be a resident of the Beaumont area and otherwise be in good standing with the association.
- 4.4 The Board may in its absolute discretion, refuse to grant an individual membership and/or determine whether or not a person is in good standing with the association, regardless of whether the individual has paid all annual fees owing to the association and shall be entitled to terminate membership in the association.
- 4.5 Players (if over the age of 18 years), parents or legal guardians of players shall apply for membership in BMBA by completing the annual registration form as may be specified by the Board of Directors.
- 4.6 Players, parents or legal guardians shall become members of BMBA upon payment of the required registration fee provided that such applicant member has not disqualified by reason of Article IV, Paragraph 3 and 4 hereof.
- 4.7 Player, parents or legal guardians of players who reside outside of Beaumont shall be entitled to apply for and obtain membership in BMBA as if they were a resident of Beaumont providing they have secured a release from their home zone.
- 4.8 Notwithstanding anything herein contained to the contrary, in addition to the foregoing, membership shall be granted to all coaches of BMBA teams and the Board shall be entitled to grant membership to any other persons the Board deems desirable, without payment of any fee. These members shall be non-playing members only.
- 4.9 Each member of BMBA shall be entitled to vote at general and special meetings of the association, one vote per member.
- 4.10 Players playing under BMBA and not yet achieving the age of majority shall be considered as “player members” and shall be non-voting members of BMBA.
- 4.11 But for those members of the Executive Board, all membership in BMBA expires at 12:00 midnight on the date of the deadline for accepting registrations each spring as shall be determined by the Board. The memberships of the Board shall expire at the commencement of the next following annual general meeting of the association, unless the term of the Board member shall have been for a period of time in excess of one year.
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## **Article V - Organization Structure**

- 5.1 BMBA shall be made up of the geographic area as may be defined from time to time by the Board of Directors and Baseball Alberta.
- 5.2 The Executive shall be made up of the following positions:
- 5.2.1 President
  - 5.2.2 Vice-President of Baseball
  - 5.2.3 Treasurer
  - 5.2.4 Secretary
  - 5.2.5 Director of T-Ball
  - 5.2.6 Director of Rookie Division
  - 5.2.7 Director of Mosquito Division
  - 5.2.8 Director of PeeWee Division
  - 5.2.9 Director of Bantam/Midget Div
  - 5.2.10 Director of Softball
  - 5.2.11 Registrar

## **Article VI - Board of Directors**

- 6.1 The Board shall be comprised of up to twenty-one (21) members. Eleven (11) members of the Board shall comprise the Executive Board.
- 6.2 The Executive Board shall be elected for two year terms
- 6.3 Each of the positions of the Executive Board shall be nominated and elected by a silent ballot, by the membership at the annual general meeting.
- 6.4 In no event shall there be more than two (2) non-playing members elected to the Executive Board.
- 6.5 A quorum of the Board shall be defined as not less than six (6) of the Executive Board.
- 6.6 A member shall not be elected to a division director position if they are coaching during the term (or intend to) or if they have a child who will play in that division during his/her term of office. This condition may be waived in the event that there is not enough volunteers to fill a specific directorship and a person is nominated that does have a child in that division.
- 6.7 The President or his/her designate shall preside at meetings of BMBA and at meetings of the Directors.
- 6.8 At every Board of Directors meeting of BMBA, only members of the Executive Board shall be entitled to vote.
- 6.9 Every director shall be given by letter, telephone or otherwise at least five (5) days' notice of every meeting of the Board.
- 6.10 The Directors shall manage the affairs of BMBA.
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- 6.11 Every director of BMBA shall act honestly and in good faith to promote the objectives with the best interest of BMBA.
  - 6.12 The Board may appoint Directors to vacant positions on the Board not filled at the annual general meeting, or to fill positions vacated by retiring Directors.
  - 6.13 No member of the Executive Board shall serve greater than a two (2) year term at any one of the Executive positions on the Board. This may be waived in the event that the person whose term has expired is willing to let their name stand for nomination again and if there are no other nominations for that position.
  - 6.14 No member of the Board shall be paid any remuneration except for all proper and reasonable expenses incurred by him or her and authorized by the Board. Each Board member is entitled to one free registration providing they fulfill their duties as a Board member.
  - 6.15 The President shall be entitled to vote at all Board meetings.
  - 6.16 The Board shall have the authority to remove a member of the Board for conduct unbecoming a member or the Board of Directors, by a two-thirds majority vote of the Executive Board. The Board shall be solely entitled to determine what constitutes "conduct unbecoming a member of the Board of Directors".
  - 6.17 When there are no members of the Board, any ten members may call a meeting and appoint Directors solely for the purpose of calling a general meeting to elect members of the Board.
  - 6.18 Meetings of the Board may be held at any place the Directors determine.
  - 6.19 The Board shall hold Board of Directors meetings at least four (4) times per year and more frequently if required.
  - 6.20 The Board shall act in accordance with these bylaws and may exercise all such powers of the association as provided in the Act or these bylaws except those powers to be exercised by the members at the annual general meeting.

## **Article VII – Duties and Powers**

- 7.1 Upon election of the Executive Board the Executive Board shall have the following duties and powers:
  - 7.1.1 Govern and manage the affairs of the organization such that the objectives of the association are carried out.
  - 7.1.2 Appoint officers and or committees to perform the various task and duties as may be necessary, regardless of whether the person or committees so appointed are members.
  - 7.1.3 Manage the assets and equipment of the association.
  - 7.1.4 Decide on the amounts of player registration fees to be assessed on an annual basis.
  - 7.1.5 Cause proper records and accounts of all transactions to be kept and distributed to all members as the Board may decide.
  - 7.1.6 Discipline its members as it may solely determine either as a Board

or as the Board may delegate.

7.1.7 Develop a code of conduct, if desirable.

7.2 All ordinary business of the Board shall require a vote greater than 50% of members attending to be passed.

7.3 Every director and officer shall act honestly and in good faith with a view to the best interests of the association.

7.4 The Board may be comprised of up to ten (10) additional associate Directors who shall be elected by the members at the annual general meeting, and shall hold nonvoting positions on the Board. The Executive Board shall appoint these associate Directors to such positions and committees as the Executive Board may direct to assist in the management of the affairs of the association.

7.5 Each associate director shall be elected to a two (2) year term.

## **Article VIII – Meetings**

8.1 The annual general meeting of BMBA shall be held on a date to be determined by the Board of Directors every year between January 1st and February 28th.

8.2 A special general meeting may be called by the President as and when he/she considers it necessary, but he/she shall call special meetings when requested to do so in writing by at least 10% of the voting members.

8.3 Notice of a general meeting shall be given to the members by means of a public notice not less than 15 days nor more than 50 days before the meeting.

8.4 Ten (10) registered members shall constitute a quorum at any general or special meeting.

8.5 A two thirds (2/3) majority of members voting at the annual general meeting is required for bylaw amendment ratification.

8.6 Subject to Paragraph 8.5 hereof, all business conducted at the annual general meeting and any general meeting shall require a simple majority vote to pass a resolution.

8.7 No special business may be transacted at a meeting of members (other than at the annual general meeting) unless notice of the meeting states the nature of business in sufficient detail to permit members to form a reasonable judgment thereon. "Special business" shall be defined as any business other than what is generally transacted at annual meetings of associations similar to BMBA.

8.8 Any member may submit to the secretary of the Board of the association notice of any written matter that he/she proposes to raise and discuss at the annual general meeting and notice of the proposal shall be given to the

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Board and to other members insofar as the same is possible, with the notice of the next annual general meeting.

- 8.9 At every meeting of the members, each member is entitled to one vote on each question.
- 8.10 Voting at a meeting of members shall be by a show of hands except where a ballot is demanded by a member either before or after a vote by show of hands.
- 8.11 The Treasurer shall present the annual financial statements of the association (audited or unaudited, as decided by the Board) at the annual general meeting and members of the Board shall respond to all questions as may be brought forward by the members relative to such statements.
- 8.12 The conduct of meetings shall be governed by the latest version of Robert's Rules of Order.

### **Article IX – Discipline of Members**

- 9.1 The Board shall have the right to discipline any members as provided herein and as further provided in the rules and regulations.
- 9.2 All complaints regarding discipline matters shall be made in writing to the appropriate division director.
- 9.3 The division director or such other person as the President may appoint in the absence of the division director shall chair an investigating and hearing committee and may appoint such other members of the committee as he/she may determine.
- 9.4 Upon being informed of possible disciplinary action against a member for breach of the bylaws or rules and regulations, the chair of the investigating and hearing committee shall investigate such breach, hold such hearings if any, as may be necessary and rule on the disciplinary action against such member.
- 9.5 There shall be no appeal from the ruling of the aforesaid committee.

### **Article X – Rules and Regulations**

- 10.1 The Board shall establish the rules and regulations of BMBA in accordance with the rules of the game of baseball and Baseball Alberta.
  - 10.2 As a prerequisite to their membership to BMBA, all members shall agree to be bound by the terms of the bylaws and rules and regulations of BMBA.
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## **Article XI- Liquidation and Dissolution**

11.1 The remaining property of BMBA shall, in the course of liquidation and dissolution, be distributed to whatever minor baseball association shall succeed BMBA in the Town of Beaumont and surrounding area.

## **Article XII – Amendments to Bylaws**

12.1 The Board may, by a majority vote, repeal, amend or re-enact these bylaws, provided that every such repeal, amendment or re-enactment is ratified at a meeting of members duly called for the purpose of considering the said bylaws by an affirmative vote of not less than two thirds of the members present. No repeal or amendment of these bylaws shall be enforced or acted upon until the approval of the members has been obtained.

12.2 There may be a bylaw or amendment to the bylaws or a repeal of a bylaw proposed at a meeting of the members, where no notice has been given of the making, amendment or repeal provided that there is a quorum at the meeting and there is unanimous consent to hear the matter. If there is unanimous consent to hear the matter, it is not required that any vote be unanimous, but the other provisions dealing with voting shall apply.

## **Article XIII - Indemnification**

13.1 Each director, officer or committee member or former director, former officer or former committee member of the association, shall be indemnified and saved harmless against all liabilities, costs, charges and expenses whatsoever, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him/her in respect of any civil, criminal or administrative action or proceeding to which he/she is made a party by reason of having been a director or officer of the association save and except any liabilities, costs, charges or expenses incurred by such person's own willful default or neglect.

## **Article XIV – Notices**

14.1 Any notices to be given to any member, director, or officer shall be served either personally, by fax or mail to the last known address recorded by the association.

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