



# **BYLAWS**

# Leduc Minor Softball Association

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## Article 1 – Preamble

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### 1.1 The Society

The name of the organization shall be Leduc Minor Softball Association, which may also be known or referred to as the LMSA or the Association.

### 1.2 The Bylaws

The following articles set forth Bylaws of the Leduc Minor Softball Association.

## Article 2 – Defining and Interpreting the Bylaws

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### 2.1 Definitions

In these Bylaws, the following definitions apply:

2.1.1 *Act* means *Societies Act* as amended, or any statute substituted for it.

2.1.2 *Annual General Meeting* means an annual general meeting of Members in good standing and constituted in accordance with these bylaws

2.1.3 *Affiliation* means the Association shall be guided Softball Alberta (an allied member of Softball Canada).

2.1.4 *Association* means Leduc Minor Softball Association.

2.1.5 *Board* means the Board of Directors of LMSA.

2.1.6 *Boundary* means the area as recognized by Softball Alberta that separates one Association from another and defines that area in which each Member may register as a resident player in the Association. Area is determined by “players” physical home address.

2.1.7 *Bylaws* means these bylaws together with amendments thereto.

2.1.8 *Chair* means the person elected to chair a meeting of Members, Directors, or a committee of Directors as the case may be.

2.1.9 *Directors* means the Directors of the Association as described in Article 5 of these bylaws.

2.1.10 *Members* means the Members of the Association, which include playing and non-playing Members as described in Article 3 of these bylaws.

2.1.11 *Member in good standing* means any Member who has fulfilled all membership requirements as follows:

- a. Has paid, in full all applicable registration fees as set by LMSA Board of Directors.
- b. Has volunteered and fulfilled their job description as set by LMSA.
- c. Has not been subject to any disciplinary action from LMSA Board of Directors.

2.1.12 *Officers* means the officers of the Association as described in Article 5 of these bylaws.

### 2.2 Interpretation

The following interpretation must be applied in interpreting these bylaws:

- 2.2.1 Singular and Plural: words indicating the singular number also include the plural, and vice-versa.
- 2.2.2 Corporation: words indicating persons also include corporations.
- 2.2.3 Headings are for convenience only: they do not affect the interpretation of these bylaws.
- 2.2.4 Liberal Interpretation: these bylaws must be interpreted broadly and generously.
- 2.2.5 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*.
- 2.2.6 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 Members.

## **Article 3 – Membership**

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### **3.1 Membership Criteria**

- 3.1.1 The current Members of the LMSA shall consist of:
- a. Any parent or legal guardian, eighteen (18) years of age or older, having a player registered with LMSA,
  - b. Board Members,
  - c. Coaching staff and/or Managers of each Softball or softball team that is registered with LMSA,
  - d. Any other community member interested in furthering the objectives of the LMSA as approved by the Board.
- 3.1.2 Members shall agree to abide by the bylaws and regulations of Softball Alberta and the Association. This agreement will be indicated by the completion of the Member's online registration and receipt of the registration fees.
- 3.1.3 Membership is subject to approval of the Board. Such approvals will be evidenced by the Registrar upon acceptance of the appropriate electronic registration / application form and payment of registration fees for player(s).
- 3.1.4 Players and family Members residing outside of the Association boundaries as defined by Softball Alberta, and these bylaws may be admitted as a non-voting Member of the Association and play within the LMSA program upon meeting the requirements of Softball Alberta transfer policy.
- 3.1.5 Any Member may at any time resign his or her membership by notice in writing to the Board.

### **3.2 Membership Fees**

- 3.2.1 Membership year is from May 1<sup>st</sup> to April 30<sup>th</sup>.

3.2.2 Setting of Membership fees – the Board decides the annual membership fees for each category of Member and subsequently the specific player registration fees. Player registration fees will be assessed on an annual basis.

3.2.3 The membership fees must be paid on or before May 1<sup>st</sup> of every year, unless special circumstances have been presented and approval by the Executive Committee.

### **3.3 Rights and Privileges of Members**

3.3.1 Members shall be entitled to such information and advice with regard to the affairs of the LMSA; if requested may be able to supply.

3.3.2 Members in good standing shall have one (1) vote at the Annual General Meeting or Special Meeting.

3.2.4 All Members of the Association who are 18 years of age or older and are Members in good standing are entitled; and as such have the right to attend, vote and be heard at any Annual General Meeting or Special Meeting of the Association.

3.2.5 Any Member in good standing may submit to the Secretary of the Board of the Association notice of any written matter that they propose to raise and discuss at the Annual General Meeting, and notice of the proposal shall be given to the Board and to other Members insofar as the same is possible, with the notice of the next Annual General Meeting.

3.2.6 No right or privilege of any Member is transferable to another person. All rights and privileges cease when the Member resigns, dies, or is expelled from the Association.

3.2.7 Members that have been expelled or are not in good standing are not eligible to vote at General Meetings, Special Meetings or the Annual General Meeting of the Association.

3.2.8 Limitation on the Liability of Members – no Member is, in his individual capacity, liable for any debt or liability of the Association.

### **3.4 Expulsion of Members**

3.4.1 Any Member who does not conduct him or herself in accordance with LMSA bylaws or policies, Softball Alberta rules, Softball Canada rules, Softball Alberta rules, or Softball Canada rules can, upon a majority vote of the Board, be expelled as a Member of LMSA for the remainder of the present year or such longer period of time as the Board deems appropriate.

3.4.2 The Association reserves the right to terminate or restrict the level of involvement of any individual within The Association by majority vote of the Board for any of the following:

- a. Any act which is deemed by the Board of Directors to be detrimental to the game of Softball or Softball.
- b. Behavior that is contrary to the interests or objectives of the Association, or can endanger the reputation of LMSA.
- c. Non-payment of fees.

3.4.2.1 Upon termination of any membership in LMSA, all rights, claims and interests of such Member in LMSA, including but not restricted to any refund of registration fees, shall be forfeited by such Member.

- 3.4.3 Members not in good standing forfeit all rights as Members as defined in these bylaws and are not entitled to attend the Annual General Meeting or Special meetings.
- 3.4.4 LMSA claims the right as the *Rental Contract Carrier* to bar any expelled, or suspended Member from any or all facilities where the Association functions including where meetings, games and practices are taking place for a specified period of time as defined by the Board.
- 3.4.5 LMSA reserves the right to include some or all family Members of the expelled Member in the expulsion; which can include, but not be limited to: parents, legal guardians, children, siblings, grandparents, or any other person(s), either Members or non-members, associated with the expelled Member at the complete discretion of the Board.

## **Article 4 – Meetings of the Association**

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### **4.1 The Annual General Meeting**

- 4.1.1 The Association holds its Annual General Meeting no later than October 31<sup>st</sup> of each calendar year in Leduc, Alberta. The Board sets the place, day and time of the meeting.
- 4.1.2 The Secretary mails, emails or delivers a notice to each Member at least fifteen (15) days and not more than fifty (50) days before the Annual General Meeting. This notice states the place, date and time of the Annual General Meeting, and any business requiring a Special Resolution.
- 4.1.3 At the Annual General Meeting the following shall be the order of business:
- a. Roll call of the Board of Directors;
  - b. Adopting the agenda;
  - c. Adopting the minutes of the last Annual General Meeting;
  - d. Report of the President;
  - e. Report of the Treasurer, reviewing the financial statements setting out the Association's income, disbursements, assets and liabilities and the auditor's report;
  - f. Appointing the auditors;
  - g. Director Reports;
  - h. Election of Board Members;
  - i. Considering matters specified in the meeting notice;
  - j. Other specific motions that any Member has given written notice of before the meeting are called.
- 4.1.4 A quorum for the purpose of the Annual General Meeting shall be a majority of elected Board Members or ten (10) voting Members in good standing.
- 4.1.5 If a quorum is not present within thirty (30) minutes after the stated time the meeting was to commence:
- a. The meeting shall be postponed for a period of not more than twenty-one (21) days, and the meeting shall be held at a time and place designated by the President of LMSA.
  - b. At such postponed meeting, those Members present shall constitute a quorum provided that at least three (3) days' notice has been provided prior to such

postponed meeting and notice had been given in the manner described in Section 4.1.2.

## **4.2 Special Meetings of the Association**

4.2.1 A Special Meeting may be called at any time:

- a. By a resolution of the Board of Directors to that effect; or
- b. On the written request of at least five (5) Directors; or
- c. By the President; or
- d. By ten (10) voting Members in good standing.

4.2.1.1 All requests for a Special Meeting must state the reason for the Special Meeting and the motion(s) intended to be submitted at this Special Meeting.

4.2.2 The Secretary mails, emails or delivers a notice to each Member at least twenty-one (21) days before the Special Meeting. This notice states the place, date, time and purpose of the Special Meeting.

4.2.3 Only the matter(s) set out in the notice for the Special Meeting are considered at the Special Meeting.

4.2.4 Any Special Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting (refer to 4.1.4)

4.2.4.1 A resolution is passed by the vote of not less than 75% of those Members who vote in person.

## **4.3 Proceedings at the Annual or a Special Meeting**

4.3.1 The President shall chair every Annual General or Special Meeting of the Association. The Vice-President chairs in the absence of the President.

4.3.1.1 If neither the President nor the Vice-President is present within thirty (30) minutes after the set time for the meeting, the Members present choose one (1) of the Members to chair.

4.3.2 The Chair may adjourn any Annual General or Special Meeting with the consent of the Members at the meeting. The adjourned Annual General Meeting conducts only the unfinished business from the initial Meeting.

4.3.2.1 No notice is necessary if the Annual General Meeting is adjourned for less than thirty (30) days.

4.3.2.2 The Association must give notice when an Annual General Meeting is adjourned for thirty (30) days or more. Notice must be the same as for any Annual General Meeting

4.3.3 Each Member in good standing, including Board Members, are entitled to one vote on each issue polled, subject to the following restrictions:

- a. Voting will be by show of hands. A ballot is used if at least five (5) voting Members request it,
- b. Members who have not been a Member in good standing for at least 14 days prior to the meeting shall not be entitled to a vote,
- c. In no event will voting by proxy be permitted,

- d. The Chair shall only vote when necessary to break a tie vote,
  - e. Members holding multiple positions within the Association shall only be entitled to cast one vote on any issue polled. Family Members shall only have one vote no matter how many Player Members they are the legal guardians of.
- 4.3.4 As per Article 7, a seventy-five percent (75%) majority of Members voting at the Annual General Meeting is required for bylaw amendment ratification.
- 4.3.5 Subject to section 4.3.4 hereof, a majority of the votes of the voting Members present decides each issue and resolution.
- 4.3.6 The President declares a resolution carried or lost. This statement is final, and does not have to include the number of votes for and against the resolution.
- 4.3.6.1 The President decides any dispute on any vote. The President decides in good faith, and this decision is final.
- 4.3.7 No action at an Annual General or Special Meeting is invalid due to:
- a. Accidental omission to give any notice to any Member;
  - b. Any Member not receiving any notice; or
  - c. Any error in any notice that does not affect the meaning.
- 4.3.8 All voting Members may agree to and sign a resolution. This resolution is as valid as one passed at an Annual General or Special Meeting. It is not necessary to give notice or to call a Meeting. The date on the resolution is the date it is passed.

## **Article 5 – Governance of the Association**

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### **5.1 Responsibilities of the Board**

- 5.1.1 The Board provides leadership and direction for the Association and governs the affairs of the Association on behalf of its Members; and as such shall establish the rules and regulations of LMSA in accordance with the rules of the games of Softball and Softball Alberta.
- 5.1.2 The Board has the powers of the Association, except as stated in the *Societies Act*. Without restricting the generality of the foregoing, the Board is accountable to the membership and is responsible for the following:
- a. Promote the objects of the Association by establishing and attaining annual and long term goals for the Association.
  - b. Prepare operational plans (including an annual budget) to achieve the Association's goals and assign operational duties and responsibilities to Members of the Board through the establishment of committees and otherwise.
  - c. Receive donations, funds, trusts, grants and property for the purpose of furthering the aims and objectives of LMSA, but may also, in its absolute and unfettered discretion, refuse to accept and donations, funds, trusts, grants and property.
  - d. Making policies, rules and procedures for:
    - Maintaining and protecting the Association's assets and property;
    - Managing and operating the Association and using its facilities and assets.
  - e. Interpret and enforce the policies, procedures and bylaws of the Association.



- f. Maintaining all accounts and financial records of the Association, including the establishment and maintenance of a banking relationship with one or more chartered banks, trust companies, credit union or treasury branches in regards to:
  - The opening of one or more bank accounts;
  - Designate signing officers for the signing of Association cheques for the payment of money from said accounts
- g. Establish committees as the Board deems necessary or desirable in order to carry on the business and affairs of LMSA, and in turn, monitor and evaluate the performance of the committees and the Members responsible for the performance of such business and affairs.
- h. Provide all those governance functions required to effectively achieve the aims and objectives of the Association including the mediation and arbitration of disputes. All issues, questions, and disputes, which involve the game of Softball or softball and are referred to in the operating and playing rules, are within the jurisdiction of the Board and it has the sole right and final authority with respect to the resolution of such issue, question or dispute.
- i. Exercise any powers which, in the opinion of the Board, pertain to or promote the carrying out of the aims and objectives of the Association.
- j. Without limiting the general responsibility of the Board, delegating its powers and duties to the Executive Committee of the Association.

## **5.2 Composition of the Board**

### 5.2.1 The Board consists of:

#### 5.2.1.1 Executive Officers:

- a. President
- b. Vice-President
- c. Treasurer
- d. Secretary
- e. Registrar

#### 5.2.1.2 Board of Directors:

- a. President
- b. Vice-President
- c. Treasurer
- d. Secretary
- e. Registrar
- f. Junior Team Director (Learn to Play, U10)
- g. Senior Team Director (U12, U14, U16, U19)
- h. Communications Director
- i. Development Director
- j. Equipment/Uniform Director
- k. Fundraising Director
- l. Sponsorship Director
- m. Special Events Director
- n. Umpire Director

### 5.3 Election of the Board of Directors

- 5.3.1 The Board will be determined by election at the Annual General Meeting based on the Board Member terms that expire at the AGM.
- 5.3.2 Every Member of the Association shall have the privilege of nominating a qualified representative for each Board position open for election in any given year.
- 5.3.3 Nominations may only be made by current Members in good standing and should be submitted in writing to the Secretary, at least 10 days prior to the Annual General Meeting. During the AGM election the call for nominations from the floor will also be taken and nominations accepted.
- 5.3.3.1 Board Members must be 18 years of age or older at the time that the Board Member is elected or appointed to the Board.
- 5.3.3.2 Any person nominated for a Board position must be a Member in good standing.
- 5.3.3.3 Sufficient experience and general knowledge of the specific position is recommended and should be discussed when appointing a Board Member.
- 5.3.3.4 Shall not be an employee of LMSA.
- 5.3.4 Each of the positions of the Board shall be elected for two-year terms.
- 5.3.5 The Secretary shall establish a list of all persons wishing to run for election, complete with telephone numbers. One (1) week prior to the Annual General Meeting, all persons on the list must be notified of the meeting to ensure attendance.
- 5.3.6 At the Annual General Meeting, at the request of the President, the list shall be distributed to all Members in attendance to be used as an election ballot.
- 5.3.7 A person who has been nominated to a vacant position may refuse the nomination prior to the election.
- 5.3.8 If more than one nomination is made for any vacant position, an election by secret ballot will be held by all Members attending. Once the voting begins no one shall be permitted to leave the meeting until all votes have been counted and results announced. Ballots will be counted by three Members in attendance as determined by the Chairperson. The nominee with the most votes for each vacant position will be announced and shall be elected to the Board. Ballots will immediately be destroyed after a motion has been approved to do so unless a recount is requested.
- 5.3.9 In a private and confidential area: The first member of the Ballot counting committee shall read the name of the candidate selected on each vote to the second person whom will tally the results and the third person will observe the procedure for accuracy.
- 5.3.10 In the event that a position remains vacant after the Annual General Meeting, new Board Members may be appointed to the Board, by a majority vote of the current Board, to fill the position until the next Annual General Meeting.
- 5.3.11 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 are not enough volunteers to fill a specific Director position and a person is nominated that does have a child in that division.

#### **5.4 Resignation, Death or Removal of a Board Member**

- 5.4.1 Any Board Member may resign from office upon giving notice thereof in writing to the Board.
- 5.4.2 The resignation of a Board Member shall be effective upon acceptance by the Board.
- 5.4.3 The Members, by resolution passed by a majority of the votes cast at a General Meeting or Special Meeting of Members duly called for that purpose, may remove any Board Member before expiration of his/her term of office. The Members, by a majority of votes cast at that General Meeting or Special Meeting may elect another person into the vacated position for the remainder of the term of the Board Member so removed.
- 5.4.4 The Board may, by a two-thirds majority vote of the entire current Board, remove a Board Member who, in the opinion of the Board has been or is being remiss or neglectful of duty or by conduct tending to impair his/her usefulness and/or discretion as a Board Member.
- 5.4.6 Any Board Member who fails to attend Board Meetings on three (3) consecutive occasions, without just cause (which shall be determined by the Board), may be removed as a Board Member upon a motion to that effect passed by a majority of the Board Members.

#### **5.5 Meetings of the Board**

- 5.5.1 The Board holds at least six (6) meetings each year.
- 5.5.2 The President calls the meetings. The President also calls a meeting if any two (2) Directors make a request in writing and state the business of the meeting.
- 5.5.3 Five (5) days' notice for Board meetings is provided to each Board Member by telephone or email. Board Members may waive notice.
- 5.5.4 A majority of the Directors present at any Board meeting is a quorum.
- 5.5.5 If there is no quorum, the President adjourns the meeting to a new alternative date as set by 5.5.3
- 5.5.6 Each Director has one (1) vote.
- 5.5.7 The President votes only in the case of a tie vote.
- 5.5.8 Meetings of the Board are open to Members of the Association, but only Directors may vote. Members are only permitted to participate in a discussion when invited to do so by the Board. A majority of the Directors present may ask any other Members, or other persons present, to leave.
- 5.5.9 All Directors may agree to and sign a resolution. This resolution is as valid as one passed at any Board meeting. It is not necessary to give notice or to call a Board meeting. The date on the resolution is the date it is passed.

5.5.10 From time to time there may be a need to seek the Board's approval for items that cannot wait until the next meeting. At the discretion of the President, an email vote may be taken to avoid calling an Emergency Meeting as long as there are not more than five (5) Board Members that do not want to vote via email. If the email method of voting is approved, one email will be sent by the Secretary with the motion to all voting positions stating the motion and who it is made by. The person that seconds the motion must "reply all". The Secretary then must "reply all" and ask the Board Members to vote. Each Board Member must "reply all" with their vote. Secret ballots cannot be done via email. This vote must be documented in the minutes of the next Board meeting.

5.5.11 Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.

5.5.12 A Director may waive formal notice of a meeting.

## **5.6 Duties of the Board of Directors**

5.6.1 The President:

- a. Supervises the affairs of the Board,
- b. When present, chairs all meetings of the Association, the Board and the Executive Committee
- c. Is an ex-officio member of all Committees
- d. Acts as the spokesperson for the Association, or may appoint a member to represent the association when called upon to do so,
- e. Ensures the Board of Directors follows the bylaws of the Association,
- f. Ensures all committees are active and have adequate volunteer support,
- g. Ensures the Association operates in a cost efficient and cost-effective manner,
- h. Has signing authority for LMSA,

5.6.2 The Vice President:

- a. Presides at meetings in the President's absence. If the Vice-President is absent, the Directors elect a Chairperson for the meeting,
- b. Supports the President in the day-to-day operation of the Association when asked to do so by the President or the Board,
- c. Provides guidance and direction to the Board with regards to policies, procedures and bylaws,
- d. Is a member of the Executive Committee,
- e. Prepare Emergency Report Plans for LMSA
- f. The point of contact for all injury reports
- g. With the assistance of the treasurer, will coordinate any insurance payments or cost reimbursements through insurance as required.
- h. Chairs the Coach Selection Committee,
- i. Has signing authority for LMSA,

5.6.3 The Secretary

- a. Attend all meetings of Association, the Board and the Executive Committee;
- b. Keeps accurate minutes of these meetings and distributes to all participants a copy of minutes after the meetings;
- c. Keeps and controls the logo of the Association.

- d. Has charge of the Board's correspondence;
- e. Maintains accurate contact information for all Executive Members;
- f. At the direction of the President, prepares or reviews, and distributes the agenda for all meetings;
- g. Books meeting rooms for LMSA business as required;
- h. Maintains the bylaws, and policy and procedures manuals;
- i. Ensures all notices are duly given in accordance with the provisions of the bylaws or as required by law;
- j. Maintain access to the Association's Canada post box at the Main Post Office in Leduc
- k. Take care of all correspondence to businesses, associations, public bodies and individuals when possible,
- l. Files the annual return, changes in the directors of the Association, amendments in the bylaws and other incorporating documents with the Corporate Registry; and

#### 5.6.4 The Treasurer

- a. Be responsible for the financial affairs of LMSA, including principle signing authority for the Association's bank accounts;
- b. Ensure that money collected is deposited in the appropriate bank account of the Association;
- c. Maintain a detailed and accurate book of accounts of revenues and expenses of the Association;
- d. Prepare necessary financial reports for Board meetings and the Annual General Meeting;
- e. Writes Cheques and pays bills for the organization,
- f. Generate and present annual budget for Board approval and monitor actual expenditures as compared to budgeted expenditures and recommend corrective action when required;
- g. Organize and oversee the annual review of LMSA book of accounts at the close of the fiscal year for submission to the Board of Directors and Members at the Annual General Meeting;
- h. Has signing authority for LMSA,
- i. Fiscal management the Association's fundraising programs including sponsorships and accounts with the Alberta Gaming and Liquor Commission for all raffles;

#### 5.6.5 The Registrar

- a. Be responsible for the processing of all player registrations in the Association and camps, including the collection of membership fees
- b. Ensure that the Association and players are registered with Softball Alberta as mandated by the organizations
- c. Maintains accurate registration records of all Members and provides the registration information to the level Directors when requested
- d. Manage all LMSA diamond requirements with the City of Leduc diamond scheduling representative based on League needs.
- e. Maintain the diamond and batting cage schedules and rescheduling of diamond requirements for all LBA teams with the City of Leduc.

#### 5.6.6 Junior and Senior Directors

- a. Act as the main contact for all coaching staff at their respective level and the Board of Directors,
- b. Ensure all coaches complete Criminal Record Check and necessary coaching certification(s) as mandated by Softball Alberta (e.g. *Respect in Sport*), and maintain these records on behalf of the Association,
- c. Be responsible for the division's player evaluations and the subsequent creation of the teams, as necessary,
- d. Member of the coach selection committee for the appropriate division,
- e. Coordinates and conducts the necessary coach and manager meeting(s) throughout the season
- f. Support the Development Coordinator with camps and evaluations for the division

#### 5.6.7 Communications Director

- a. Attend board meetings.
- b. Email registration dates, association information and notification of AGM to membership.
- c. Maintains the association website and keeps information current.
- d. Prepares and distributes LMSA wide announcements and messages as directed by the board.
- e. On behalf of the association prepares articles for the newspapers.
- f. Coordinates all other communication issues and events at the decision of the board.

#### 5.6.8 Development Director

- a. Attend board meetings.
- b. Work with the Junior and Senior Director on identifying training needs
- c. Scheduling, planning, budgeting for all additional league supported training (i.e. Pitching clinics/ winter ball, etc)
- d. Creating an Maintaining a strategic plan for development of softball in Leduc
- e. Prepare budget submission for all training events

#### 5.6.9 Equipment/Uniform Director

- a. Attend board meetings.
- b. Prepares and submits annual budget for equipment, uniforms and supplies as needed to the Board for approval.
- c. Review and maintains the equipment inventory.
- d. Provide equipment needs to LBA board, and order supplies as needed.
- e. Organize equipment bags with supplies necessary for each team/coach.
- f. Maintains the equipment shed and general area including the batting cages as required.
- g. Document equipment and uniform inventory at end of season when storing for the winter.

#### 5.6.10 Fundraising Director

- a. Attend board meetings
- b. Coordinates or directs any other fundraising event undertaken by The Association. Oversees the Fundraising committees

- c. Maintain a control sheet to track raffle ticket booklets.
- d. In general, supports LBA in its efforts to provide an economical baseball program that will benefit all players.
- e. Prepare raffle report for the Treasurer for submission to Alberta Gaming.
- f. Communicating with the Treasurer regarding financial matters.
- g. Create Association Fundraising documents and acknowledgements.

#### 5.6.11 Sponsorship Director

- a. Attend board meetings.
- b. In general, supports LBA in its efforts to provide an economical baseball program that will benefit all players.
- c. Create Association Sponsorship documents and acknowledgements.
- d. Communicating with the Treasurer regarding financial matters.
- e. Maintains the sponsorship signage at all locations and performs repairs or replacement as required.
- f. Seeks, obtains and prepares any general grant enquiries & applications.

#### 5.6.12 Special Events Director

- a. Attend board meetings
- b. Lead on all Special Event Coordination
- c. Budget reporting for all Special Events
- d. Coordinate with all other directors on the planning of special events
- e. Seeks, obtains and prepares any special event grant enquiries & applications.

#### 5.6.13 Umpire Director

- a. Attend board meetings
- b. Coordinate with Head umpire for scheduling of all umpires for the season
- c. Contact for Junior/Senior Directors and Coaches in event of umpire no show
- d. Report on Umpire fees and payments
- e. Ensure up to date certification with umpires

### **5.7 Board Committees**

5.7.1 The Board may appoint committees to advise the Board.

5.7.2 A Board Member chairs each committee created by the Board.

5.4.3 The Chairperson calls committee meetings. Each committee:

- a. Records minutes of its meetings;
- b. Distributes these minutes to the committee Members and to the Board at the Board's request

5.7.4 The meeting notice must be emailed five (5) days before the scheduled date of the meeting. The notice states the date, place and time of the committee meeting. Committee Members may waive the notice.

5.7.5 A majority of the committee Members present at a meeting is a quorum.

5.7.6 Each Member of the committee, including the Chairperson, has one (1) vote at the committee meeting. The Chairperson does not have a casting vote in case of a tie.

## 5.8 Standing Committees

The Board establishes these standing committees:

- a. Executive Committee
- b. Finance Committee
- c. Coach Selection Committee
- d. Rep Team Committee
- e. Nominating Committee

5.8.1 The Executive Committee consists of the President, Vice-President, Secretary, Treasurer and Registrar.

5.8.1.1 Is responsible for:

- a. Planning the agendas for Board meetings;
- b. Carrying out emergency and unusual business between Board meetings;
- c. Reporting to the Board on actions taken between Board meetings;
- d. Carrying out other duties as assigned by the Board.

5.8.1.2 All Officers may agree to and sign a resolution. This resolution is as valid as one passed at an Executive Committee meeting. It is not necessary to give notice or to call a meeting of the Executive Committee. The date on the resolution is the date it is passed.

5.8.1.3 A meeting of the Executive Committee may be held by a conference call or email. Officers who participate are considered present for the meeting.

5.8.2 The Finance Committee consists of the Treasurer, who is the Chairperson, and three (3) other Members appointed by the Board.

5.8.2.1 Is responsible for:

- a. Recommending budget policies to the Board;
- b. Investigating and making recommendations to the Board for acquiring funds and property;
- c. Recommending policies on disbursing and investing funds to the Board;
- d. Establishing policies for Board and Association expenditures;
- e. Arranging the annual audit of the books;
- f. Reporting on the year's activities at the Annual General Meeting; and
- g. Carrying out other duties assigned by the Board.

5.8.3 The Coach Selection Committee consists of the Vice-President, and two (2) Directors

5.8.3.1 Is responsible for:

- a. Developing the rep team coach application process
- b. Reviewing all rep team coach applications, and conducting interviews as necessary
- c. Selecting all rep team head coach assignments

5.8.4 The Rep Team Committee consists of the President, Vice-President, and two (2) Directors

5.8.4.1 Is responsible for:

- a. Representing the Association in all matters pertaining to the Association's rep team programs;



- b. Supporting the Coach Selection Committee in duties as assigned;
- c. Developing the Rep Team budget allocation from the Association

5.8.5 The Nominating Committee consists of President and two (2) other Members appointed by the Board.

5.8.5.1 Is responsible for:

- a. Preparing a slate of nominees for all vacant Board positions;
- b. Orienting new Board Members;
- c. Presenting its recommendations to the Annual General Meeting.

5.8.6 Irregularities or errors done in good faith do not invalidate acts done by any meeting of a Standing Committee

## **Article 6 – Finance and Other Management Matters**

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### **6.1 Finance and Auditing**

6.1.1 The fiscal year of the Association ends December 31 of each year.

6.1.2 There must be an audit of the books, accounts and records of the Association at least every two (2) years by two (2) Members of LMSA or an external auditor as appointed by the Board.

6.1.3 At each Annual General Meeting of the Association, the Treasurer must submit a complete statement of the books for the previous year.

6.1.4 The designated Officers of the Board sign all cheques drawn on the monies of the Association. Two signatures are required on all cheques.

6.1.5 All contracts of the Association must be signed by the Officers or other persons authorized to do so by resolution of the Board.

### **6.2 Records of the Association**

6.2.1 The Board keeps and files all necessary books and records of the Association as required by the Bylaws, the *Societies Act*, or any other statute or laws.

6.2.2A Member wishing to inspect the books or records of the Association must give reasonable notice to the President and the Secretary of his intention to do so.

6.2.3 All financial records of the Association are open for such inspection by the Members, with reasonable notice.

6.2.4 Each Member of the Executive at all times shall have access to such books and records.

### **6.3 Payments**

6.3.1 Reasonable expenses incurred while carrying out duties of the Association may be reimbursed upon Board approval.

## **6.4 Protection and Indemnity of the Board Members**

- 6.4.1 Each Board Member hold office with the protection from the Association. The Association indemnifies each Board Member against all costs or charges that result from any act done in his role for the Association. The Association does not protect any Board Member for acts of fraud, dishonesty, or bad faith.
- 6.4.2 No Board Member is liable for the acts of any other Board Member. No Board Member is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Association. No Board Member is liable for any loss due to an oversight or error in judgement, or by an act in his role for the Association, unless the act is fraud, dishonesty or bad faith.
- 6.4.3 Board Members can rely on the accuracy of any statement or report prepared by the Association's auditor. Board Members are not held liable for any loss or damage as a result of acting on that statement or report.

## **Article 7 – Amending the Bylaws**

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- 7.1 These bylaws may be cancelled, altered or added to by a Special Resolution at any Annual General or Special Meeting of the Association.
- 7.2 The twenty-one (21) days' notice of the Annual General or Special Meeting of the Association must include details of the proposed resolution to change the bylaws.
- 7.3 Any proposed amendment or addition to the bylaws must receive seventy-five percent (75%) of the votes cast at the duly called Annual Meeting or Special General Meeting to be approved.
- 7.4 An amendment may be considered at the Annual Meeting without required notice in the unanimous consent of the voting Members present.
- 7.5 The amended bylaws take effect after approval of the Special Resolution at the Annual General Meeting or Special Meeting and accepted by the Corporate Registry of Alberta.

## **Article 8 – Distributing Assets and Dissolving the Association**

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- 8.1 The Association does not pay any dividends or distributes its property among its Members.
- 8.2 If the Association is dissolved, any funds or assets remaining after paying all the debts are to be paid to a non-profit organization minor Softball and/or softball association shall succeed LMSA in the Town of Leduc and surrounding area.
- 8.3 Members are to select the organization to receive the assets by special resolution. In no event do any Members receive any assets of the Association.