

SCHEDULE A

THE SOCIETIES ACT THE ST. ALBERT MEN'S SLOWPITCH ASSOCIATION BYLAWS

ARTICLE 1 – DESIGNATION

- 1.1 Name of Society: "St. Albert Men's Slowpitch Association".

ARTICLE 2 – DEFINITIONS

- 2.1 In these Bylaws, the following definitions shall apply:

- (a) "Act" means the Societies Act, RSA 2000, c. S-14, as amended from time to time.
- (b) "Annual General Meeting" means that meeting of the Members to be held within 120 days of the fiscal year end for the purposes of reviewing the past fiscal year's financial and Society operations, election of Officers and Directors as well as any other business to be transacted
- (c) "General Meeting" means that meeting of the Members, other than the Annual General Meeting, to be held as described in the Bylaws
- (d) "Bylaws" mean the Bylaws of the Society.
- (e) "Directors" include those positions as determined by the Board and as elected under these Bylaws.
- (f) "Officers" include the President, Secretary, Treasurer and Designate. The Designate must have been on the prior year's Board. The Designate will be nominated by the Board and elected each year at the AGM.
- (g) "Board" shall be the "Officers" and "Directors" of the Society as elected pursuant to Section 5.1.
- (h) "Society" means the St. Albert Men's Slowpitch Association.
- (i) "Member" means a member team in good standing with the Society.
- (j) "Member Representative(s)" are players(s) submitted by the Member and each Member must identify a minimum of two representatives.
- (k) A "Player" is eighteen years of age or older and on the roster of a Member in good standing.

- (l) In these Bylaws, wherever the singular is used it shall, where the context requires, mean and include the plural and vice versa.
- (m) "Ordinary Resolution" means a resolution passed by a majority of the votes cast by the Member teams as referenced in Article 7.1.
- (n) "Special Resolution" means a special resolution as that term is defined in the Act and the special resolution is passed by a majority of the votes cast by the Member teams as referenced in Article 7.1 other than the alteration of these Bylaws as referenced in Article 17.1.
- (o) "Roles and Responsibilities" means a document outlining the expectations of Officers, Directors, Contractors and volunteers of the Association.

ARTICLE 3 – MEMBERSHIP

- 3.1 The Board may expel or exclude any Member failing to comply with the Bylaws, policies, procedures, or rules of the Society. A team may apply to become a Member of the Society by making a written application to the Board.

Players must be 18 years of age or older on or before December 31st of that year to be eligible to play.

- 3.2 An annual registration fee shall be determined from time to time and paid by all member teams in accordance with the terms established at a General Meeting. Any Member in arrears for fees, dues, or assessments may be suspended as determined by the Board and shall thereafter lose all membership privileges or powers in the Society until reinstated. The decision to reinstate any Member shall be in the sole discretion of the Board. A Member failing to comply with the Bylaws, policies, procedures or rules of the Society may be subject to an assessment leading up to and including a suspension as determined by the Board.

ARTICLE 4 – MEMBERSHIP CEASES

- 4.1 Any Member wishing to withdraw from the Society may do so by giving notice in writing (electronic or paper) to the Board. Such Member shall be liable to the Society for the payment of any fees, dues, or assessments due and owing as of the date of such withdrawal and will forfeit all rights, claims, and interests arising from any association with membership in the Society. Any Member or Player may be expelled from membership for any cause which the Board may in its sole discretion deem improper, unbecoming, in breach of the Bylaws, policies, procedures or rules harmful or potentially harmful to the interests or reputation of the Society upon a fifty percent plus one vote of the Board. An Officer of the Board shall notify the Player or Member Representative of the meeting in writing or by electronic mail at which such a vote will be taken and shall allow him or his representative an opportunity to make representations at such meeting.

ARTICLE 5 – MEETINGS

- 5.1 The Society shall hold an Annual General Meeting each year. All Member Representatives shall be given notice at least fourteen (14) days prior to the meeting stating the time and place of the meeting. At this meeting the agenda will include a review of the past fiscal year's financial position and league operations and appointment of the auditor(s) for the upcoming year. An election of Board members shall be conducted as per section 9.11. The individuals so elected shall form the Board, and shall serve until their successors are elected and installed. Any Player in good standing shall be eligible to become a member of the Board as defined in these Bylaws. At least one Member Representative from each member team must be present at the Annual General Meeting and all other General Meetings as determined by the Board. Members not represented at the AGM and other General Meetings may be subject to an assessment and penalty.
- 5.2 Meetings of the Society may be called at any time by the President by at least fourteen (14) days' notice sent by electronic mail to the electronic mail address of the Member Representative (s) last known to the Society. A special meeting shall be called by an Officer of the Board upon receipt of a petition signed by no less than one-third of the Members in good standing, setting forth the reasons for calling such meeting, notification of which shall be by electronic mail. Any Member Representative and Player of a member team may attend meetings of the Society. It shall be the duty of the Member Representative (s) receiving such notice of any meeting to notify their players and to ensure a representative will appear and vote at meetings of the Society.

ARTICLE 6 – QUORUM

- 6.1 Fifty Percent (50%) plus one of the total number of Members shall constitute a quorum at any meeting of the Society. If a quorum is not present, business transacted at that meeting must be ratified at the next General Meeting otherwise it shall be null and void.
- 6.2 Fifty Percent (50%) plus one of the total number of Board members shall constitute a quorum at any Board meeting. If a quorum is not present, business transacted at that meeting must be ratified at the next meeting of the Board, otherwise it shall be null and void.

ARTICLE 7 – VOTING

- 7.1 Each Member in good standing shall have the right to one vote at any meeting of the Society, that right to be exercised by a Member Representative or designate. Voting must be in person and not by proxy or otherwise. In all meetings, all resolutions shall be decided by a majority of the votes of the Members present, by a show of hands, and a declaration by the chair that a resolution has been carried or defeated. In the event of a tie, the resolution shall be declared lost. Ballots may be used in the election of Officers and Directors.

ARTICLE 8 – PROCEEDINGS AT MEMBER'S MEETINGS

- 8.1 Business at all meetings of the membership shall be conducted according to the latest edition of Robert's Rules of Order unless a resolution to adapt alternative rules has been approved by a majority of the membership.
- 8.2 A resolution must be submitted in writing by a Player to the President at least seven (7) days in advance of any meeting to be included on the agenda. Resolutions presented at any meeting that did not meet the seven (7) day notice period are subject to a 2/3rds majority approval of members to be heard at that meeting.
- 8.3 The President shall preside at every meeting of the Members but if the President is not present, or for any reason the President refuses to preside, then the Board members present shall appoint a chair to act at that meeting. 8.4
- 8.4 A Member Representative shall not vote on a matter in which that Member Representative has a conflict of interest. Where a Member Representative believes a conflict of interest on a given matter exists, that Member Representative shall make that declaration to the meeting Chair. The majority of the rest of the Members in attendance at the meeting shall determine whether the Member Representative in question shall be allowed to remain in attendance for that part of the meeting when the matter is discussed. Should such determination be that a conflict exists; the Member Representative may be asked to leave the room for that part of the meeting where the matter in question is discussed. In the event that a Member Representative (s) are asked to leave the room for part of the meeting due to determination of a conflict, resolutions may be passed on the subject regarding such conflict by the majority of those remaining at the meeting.

ARTICLE 9 – BOARD

- 9.0 Unless specifically stated, Board decisions require a simple majority vote.
- 9.1 The Board shall develop Bylaws, policies, procedures and rules that reflect good business practices and shall provide good governance and effective management over the business affairs and operations of the Society. The Board, acting by majority vote, shall have the power to fill any vacancy which might occur on the Board and such appointment shall remain in effect until the next Annual General meeting, subject to his removal in accordance with Bylaw 9.6.
- 9.2 The President elect must have been a Board member in the previous year unless a 2/3rds majority of the Members approve an exception.
- 9.3 The Past President should remain on the Board as an advisor and voting member for a minimum of two years after completing their term as President. In the event that the Past President cannot stay on for that two year term, the role will remain vacant.
- 9.4 Each member of the Board shall be elected for a two year term. If more than half the positions are being filled in an election, some of those positions will be identified as one year terms for the initial term to ensure an even distribution across years. The maximum number of terms served by a Board member will be three and the Board member will not

- be eligible for election again until they have been inactive for a two year term unless otherwise authorized by a two thirds majority vote of the members at the Annual General Meeting.
- 9.5 No Officer or Director, unless authorized at any General meeting, shall be remunerated for acting as an Officer or Director, but shall be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Society upon submission of supporting documentation.
- 9.6 The Board may, by two-thirds majority vote, remove from office any member of the Board and may elect any Player to fill the vacancy as stated in these Bylaws, providing that Player elected receives a simple majority of the votes cast at that meeting.
- 9.7 A Player shall immediately cease to be an Officer or Director of the Society if one of the following situations occurs
- (a) Upon giving his resignation in writing to an Officer of the Board;
 - (b) Upon his death;
 - (c) Upon being removed by the Board pursuant to Section 9.6;
 - (d) Upon ceasing to be a Player or
 - (e) Upon failing to attend or participate in three (3) consecutive meetings of the Board of which notice had been provided unless the Board has specifically excused the Officer or Director.
- 9.8 The Board shall have the power to enter into trust arrangements or contracts on behalf of the Society for the purpose of discharging obligations or conditions either imposed by a person donating or bequeathing money or real property to the Society, or assumed by the Society in expectation of such donations, bequests. Such arrangements or contracts shall be in accordance with these Bylaws.
- 9.9 The Board shall take any action as it deems necessary to enable the Society to receive donations, bequests, funds, trusts, contracts, agreements, and benefits for the furthering of the purposes of the Society.
- 9.10 The Board, in its sole and absolute discretion, may refuse to accept any donations, bequests, trusts, funds, or property.
- 9.11 The Board may recommend to the Member teams a vote be held to approve the employment or contracting of roles to support the operations of the league.

ARTICLE 10 – PROCEEDINGS OF THE BOARD

- 10.1 The meetings of the Board may be held at any time and place to be determined by the President in consultation with the Board. Notwithstanding anything in the Bylaws to the contrary, the Board may set a schedule and agenda of Board meetings for a certain period or periods and, in such case, to be sent by electronic mail to each Officer and Director at least seven (7) days prior to the meeting.

- 10.2 Any Board member may move or propose a resolution.
- 10.3 Except as otherwise described in these Bylaws, a majority of votes cast at a meeting of the Board shall be required to pass a resolution of the Board.
- 10.4 Voting shall be by show of hands, unless the majority of the Officers and Directors present shall otherwise determine.
- 10.5 In the event of a tie vote, the resolution shall be declared lost.
- 10.6 An Officer or Director shall not vote on a matter in which that Officer or Director has a conflict of interest. Where an Officer or Director believes a conflict of interest on a given matter exists, that Officer or Director shall make that declaration at a meeting. The majority of the rest of the Officers or Directors in attendance at the meeting shall determine whether the Officer or Director in question shall be allowed to remain in attendance for that part of the meeting when the matter is discussed. Should such determination be that a conflict exists; the Officer or Director will be asked to leave the room for that part of the meeting when the matter in question is discussed. In the event that an Officer or Director is asked to leave the room for part of the meeting due to determination of a conflict, resolutions may be passed on the subject regarding such conflict by the majority of those remaining at the meeting.
- 10.7 Meetings of the Board shall be conducted according to the latest edition of Robert's Rules of Order unless a resolution to adapt alternative rules has been approved by a majority of the Board.

ARTICLE 11 – DUTIES OF OFFICERS

- 11.1 **President:** The President shall be an ex-officio member of all Committees. The President, when present, shall preside at all meetings of the Board. In the President's absence, a chair may be elected by those attending the meeting to preside thereat.

The President is responsible for league operations and will ensure that Roles and Responsibilities are developed and documented for all Officers, Directors and supporting roles.

The President may delegate any task to members of the Board as he deems necessary but may not delegate his duty to act as President of the Society.
- 11.2 **Treasurer:** The Treasurer will be responsible for preparing an annual operations budget, financial statements, establishment of internal business controls and insurance coverage and other duties assigned under Roles and Responsibilities.
- 11.3 **Secretary:** The Secretary shall attend or have a delegate attend all meetings of the Society and the Board and ensure the following: meeting notices are issued, minutes are taken, resolutions are documented, and other duties assigned under Roles and Responsibilities.

- 11.5 Directors: The Directors are responsible for various duties defined by the Board and as outlined under Roles and Responsibilities.
- 11.6 The Board may establish positions to assist in the operations of the Society however such positions will not become part of the Board.

ARTICLE 12 – COMMITTEES

- 12.1 The Board may from time to time set up volunteer committees as it deems necessary for the operation of the Society. The Board shall have the power to exclude any individual from participating on any committee at any time. Any member of a committee may request to attend a Board meeting. All such committees shall be accountable to the Society through the Board.

ARTICLE 13 – BORROWING

- 13.1 For the purpose of carrying out its objectives, the Society may borrow or raise or secure the payment of money in such manner as it thinks fit, but this power shall be exercised only under the authority of the Society and in no case shall debentures be issued without the sanction of a special resolution of the Society's membership.

ARTICLE 14 – AUDITING

- 14.1 The books, accounts, and records of the Society shall be audited annually, as soon as practical after each fiscal year end of the Society, by a duly qualified accountant or by two volunteers appointed by the Board and approved at the Annual General Meeting. A complete and proper statement of the standing of the books for the previous year shall be signed by the appointed auditor(s) and forwarded to Corporate Registry in accordance with Corporate Registry requirements. The books and records of the Society may be inspected by any Member Representative of the Society at any time upon giving reasonable notice and arranging a time satisfactory to the Treasurer having charge of same. Each member of the Board shall always have access to such books and records.

ARTICLE 15 – FISCAL YEAR

- 15.1 The fiscal year end of the Society in each year shall be October 31st.

ARTICLE 16 – SIGNING AUTHORITY

- 16.1 All cheques written on behalf of the Society must be signed by any two Officers of the Board. All documents executed on behalf of the Society shall be signed by the President and any other member of the Board.

ARTICLE 17 – ALTERATION OF BYLAWS

- 17.1 These Bylaws may be rescinded, altered, suspended, or added to by a special resolution of the Society which shall mean a special resolution passed by a minimum of 75% (3/4)

of such Members entitled to vote as are present in person at a duly called meeting of which notice specifying the intention to propose the resolution as a special resolution has been given. A notice of motion to amend the Bylaws shall be submitted electronically in writing to the Member Representatives at least fourteen (14) days prior to the General Meeting date at which such changes will be considered.

- 17.2 The Bylaws shall be reviewed at a minimum of every five (5) years.

ARTICLE 18 – INDEMNIFICATION

- 18.1 Each Officer and Director of the Society shall be indemnified by the Society against expenses reasonably incurred by him in connection with any action, suit, or proceeding to which he may be made a party by reason of his being, or having been an Officer or Director of the Society, except in relation to matters as to which he shall be finally adjudged in such action, suit, or proceeding to have been derelict in the performance of his duty as an Officer or Director. "Derelict" shall mean grossly negligent, criminally negligent, or intentionally engaged in tortuous conduct with the intent to defraud, deceive, misrepresent, or take advantage improperly of an opportunity available to the Society.
- 18.2 The Board is authorized from time to time to give indemnities to any Officer, Director or other person who has undertaken or is about to undertake any liability on behalf of the Society or any foundation or corporation controlled by it, and to secure such Officer, Director or other person against loss by mortgage or charge on the whole or any part of the real and personal property of the Society by way of security, and any action from time to time taken by the Officers or Directors under this paragraph shall not require approval or confirmation by the Members.
- 18.3 The Board, in its discretion, may submit any contract or transaction for approval, ratification, or confirmation at any General Meeting of the Members or at any general meeting of the Members called for the purpose of considering the same and any contract or transaction that may be approved, ratified, or confirmed by Ordinary Resolution (unless any different or additional requirement is imposed by these Bylaws) shall be as valid and as binding upon the Society and upon all the Members as though it had been approved, ratified, and confirmed by every Member.
- 18.4 Expenses incurred with respect to any claim, action, suit, or proceeding may be advanced by the Society prior to the final disposition thereof at the discretion of the Board and, upon receipt of an undertaking satisfactory in form and amount to the Board by or on behalf of the recipient to repay such amount, unless it is ultimately determined that he is entitled to indemnification hereunder.
- 18.5 The Society shall apply to the Court of Queen's Bench of Alberta, Judicial District of St. Albert, for any approval of the Court of Queen's Bench of Alberta, which may be required to make the indemnity herein effective and enforceable. Each Director and officer of the Society, on being elected or appointed, shall be deemed to have contracted with the Society upon the terms of the foregoing indemnity.

- 18.7 The Society shall purchase and maintain insurance for the benefit of any or all Directors and Officers against personal liability incurred by any such person while acting as a Director or Officer.

ARTICLE 19 – NOTICE

- 19.1 Meeting notices shall be given to every Member Representative and Board member last known to the Society.
- 19.2 Any notice which is required or permitted to be given under these Bylaws to a Member Representative or Board member and shall be sent by electronic mail to their last known electronic mail address.

ARTICLE 20 – ROSTERS

- 20.1 Members must submit rosters in accordance with Rules established by the Board.

ARTICLE 21 – SUSPENSIONS

- 21.1 Players are expected to always act in a courteous and respectful manner, including conducting themselves in a sportsmanlike manner. Verbal or physical abuse of Players, umpires, Society contractors or spectators will not be tolerated.
- 21.2 Verbal abuse such as threats, foul language, or attempts to incite another team or Player (s) and persistent dispute of an umpire's call can result in ejection from the game and ballpark and may lead to further disciplinary action.
- 21.3 The Board is responsible for adjudicating inappropriate behaviours from the Society's Players and may levy assessments or suspensions in accordance with that process.

ARTICLE 22 – UNIFORMS

- 22.1 All roster Players shall wear uniforms in accordance with Rules established by the Board.

ARTICLE 23 – DISSOLUTION OF SOCIETY

- 23.1 The Society may only be dissolved by Special Resolution. Upon the dissolution of the Society:
- (a) the Society shall pay its debts and liabilities; and
 - (b) shall vacate and surrender up to the City of St. Albert the Leased Premises in accordance with the provisions of the lease.
 - (c) its remaining property shall be paid for, transferred, and assigned as determined by the Board.

Dated this 30th day of January, 2021.