

---

**Bylaws  
Of  
Langdon Softball Association**

---

**Latest Revision:**

**Updated By:**

**Version: 1**



## Contents

<b>ARTICLE 1 - PREAMBLE</b>	<b>7</b>
1.1 The Association	7
1.2 The Bylaws	7
<b>ARTICLE 2 – DEFINING AND INTERPRETING THE BYLAWS</b>	<b>7</b>
2.1 Definitions	7
2.2 Interpretation	8
<b>ARTICLE 3 – MEMBERSHIP</b>	<b>8</b>
3.1 Classification of Members	8
3.1.1 Voting Members	9
3.1.2 Non-Voting Members of Langdon Softball Association	9
3.2 Admission of Members	10
3.3 Membership Fees	10
3.3.1 Membership year- Voting Members	10
3.3.2 Membership Year – Non-Voting Members	10
3.3.3 Setting Membership Fees	10
3.3.4 Payment Date for Fees	10
3.4 Rights and Privileges of Members	10
3.5 Suspension of Membership	10
3.5.1 Decision to Suspend	10
3.6 Termination of Membership	11
3.6.1 Resignation	11
3.6.2 Death	11
3.6.4 Expulsion	12
3.7 Transmission of Membership	12
3.8 Continued Liability for Debts Due	13
3.9 Limitation on the Liability of Members	13

<b>ARTICLE 4 – MEETINGS OF THE ASSOCIATION</b>	<b>13</b>
4.1 The Annual General Meeting	13
4.1.1 Date of the Annual General Meeting	13
4.1.2 Information Regarding Annual General Meeting	13
4.1.3 Agenda for the Meeting	13
4.1.4 Quorum	14
4.2 Special Meeting of the Association	14
4.2.1 Calling of Special Meeting	14
4.2.2 Notice for Special Meeting	14
4.2.3 Agenda for Special Meeting	14
4.2.4 Procedure at the Special Meeting	14
4.3 Proceedings at the Annual or a Special Meeting	14
4.3.1 Attendance by the Public	14
4.3.2 Failure to Reach Quorum	14
4.3.3 Presiding Officer	15
4.3.4 Adjournment	15
4.3.5 Voting	15
4.3.6 Failure to Give Notice of Meeting	16
4.3.7 Written Resolution of All the Voting Members	16
<b>ARTICLE 5 – THE GOVERNANCE OF THE ASSOCIATION</b>	<b>16</b>
5.1. The Board of Directors	16
5.1.1 Governance and Management of the Association	16
5.1.2 Powers and Duties of the Board	16
5.1.2.1 Conflict of Interest	17
5.1.3 Composition of the Board	18
5.1.4 Election of the Directors and the President	18
5.1.5 Resignation, Death or Removal of a Director	19
5.1.6 Meetings of the Board	19
5.2 Officers	20
5.2.1 Selection of Officers	20
5.2.2 Term of Officers	20

5.3 Duties of the Officers of the Association	20
5.3.1 The President:	21
5.3.2 The Vice President:	21
5.3.3 The Secretary:	21
5.3.4 The Treasurer:	21
5.4 Board Committees	22
5.4.1 Establishing Committees	22
5.4.2 General Procedures for Committees	22
5.5 Committees	22
5.5.1 The Executive Committee: A standing committee:	22
5.5.2 The Personnel Committee: An adhoc committee:	23
5.5.3 The Finance Committee: A standing committee:	23
5.5.4 The Nominating Committee: An adhoc committee:	23
5.5.5 The Fundraising Committee: A standing committee	24
5.6 The Executive Director	24
5.6.1 Line of Authority	24
5.6.2 Duties of the Executive Director	24
<b>ARTICLE 6 – FINANCE AND OTHER MANAGEMENT MATTERS</b>	<b>24</b>
6.1 The Registered Office	244
6.2. Finance and Auditing	244
6.2.1 Fiscal Year	24
6.2.2 Annual Audit	25
6.3 Seal of the Association	25
6.3.1 Control of the Seal	25
6.3.2 Use of the Seal	25
6.4 Cheques and Contracts of the Association	25
6.4.1 Signing Authority	25
6.4.2 Contracts	25
6.5 The Keeping and Inspection of the Books and Records of the Association.	25
6.5.1 Keeping of Books and Records	25

6.5.2 Inspection of Books and Records 26

6.6 Borrowing Powers 26

6.7. Payments 26

**ARTICLE 7 – AMENDING THE BYLAWS 27**

**ARTICLE 8 – RULES OF ORDER 27**

8.1 Robert’s Rules of Order 27

**ARTICLE 9 – DISTRIBUTING ASSETS AND DISSOLVING THE ASSOCIATION 27**

## **Article 1 - Preamble**

### **1.1 The Association**

The name of the Association is the Langdon Softball Association, which may also be known as the Softball Association

### **1.2 The Bylaws**

The following articles set forth Bylaws of the Langdon Softball Association. The Bylaws represent the rules and regulations used by the Association in fulfilling its registered objects.

## **Article 2 - Defining and Interpreting the Bylaws**

### **2.1 Definitions**

When construing the Bylaws, reference shall be made to The Alberta Societies Act. Words and expressions used in the Bylaws shall, unless otherwise stated in the context, have the same meaning as used in the Act.

In these Bylaws, the following words have these meanings:

**2.1.2 Act** means the *Societies Act* R.S.A. 2000, Chapter S-14 as amended, or any statute substituted for it.

**2.1.3 Annual General Meeting** means the Annual General Meeting described in Article 4.

**2.1.4 Board** means the Board of Directors of the Association.

**2.1.5 Bylaws** means the Bylaws of this Association as amended.

**2.1.6 Director** means any person elected or appointed to the Board. This includes the President.

**2.1.7 Member** means a Member Team or individual of the Association as defined in Article 3.

**2.1.8 Officer** means any Officer listed in Article 5.

**2.1.9 Registered Office** means the registered office for the Association as submitted to Alberta Registries.

**2.1.10 Register of Members** means the register maintained by the Board of Directors containing the names of the Members of the Association.

**2.1.11 The Association or Softball Association** means the Langdon Softball Association.

**2.1.12 Special Meeting** means the Special Meeting described in Article 4.2.

**2.1.13 Special Resolution** means:

- a. A resolution passed at a General Meeting of the membership of this Association. There must be twenty-one (21) days' notice for this meeting. The notice must state the proposed resolution. There must be approval by a vote of 75% of the Voting Members who must vote in person;
- b. A resolution proposed and passed as a Special Resolution at a General Meeting with less than twenty-one (21) days' notice - All the Voting Members eligible to attend and vote at the General Meeting must agree; or
- c. A resolution agreed to in writing by all the Voting Members who are eligible to vote on the resolution in person at a General Meeting.

**2.1.14 Voting Member** means any Team registered as a member of the association, represented by an appointed individual who displays the vote.

## **2.2 Interpretation**

The following rules of 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, Associations or other Societies.

**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 Words pertaining to gender:** 'he/him' are given to refer to either gender.

## **Article 3 – Membership**

Membership in the Association shall be open to all persons aged 18 and above who:

- a. Accept and agree with the objectives of the Association;
- b. Are able to assist in furthering the goals and objectives of the Association;
- c. Meet the terms and conditions set by the Board and ratified by the Association; and
- d. Apply to the Association to become a member.

### **3.1 Classification of Members**

There are three categories of Members:

- a. Voting Members as per 3.1.1
  1. Team Membership (Member/Team) – 1 Vote per Team
    - i. Team registered with the Langdon Softball Association;
    - ii. Voting representative must be eighteen (18) years or over to vote;
    - iii. Maximum of one (1) vote per Team.
  2. Board Membership
    - i. Any individual elected to the Board must hold a membership with the Association, through a Team, to qualify to vote as a Board Member during Board Meetings.
    - ii. These individuals may not vote when the general membership is asked to vote (unless they are appointed to represent their Team) but hold a vote on the Board.
- b. Non-Voting Members as per 3.1.2
  1. Business or Employee Membership;
  2. Appointed Liaisons from various partners;
  3. Supporting individuals, corporations or businesses.

#### **3.1.1 Voting Members**

- a. Shall be entitled to vote at all Annual General Meetings (AGMs) and Special Meetings of the Membership, as called from time to time if a membership is in good standing (no outstanding debts to the Association).
- b. Shall be required to pay an annual membership fee in accordance with provisions of the Bylaws.
- c. Individuals associated with these Teams may be eligible to stand for any of the Board positions.
- d. Are eligible to benefits and services provided by the Association.
- e. Must live within Alberta.
- f. Must be over 18 years of age.
- g. Must not be employed by or hold a lease from the Association.

#### **3.1.2 Non-Voting Members of the Association**

- a. Are not entitled to vote.
- b. May be an individual or a supporting business.
- c. May be an employee of the Association, or business leasing from the Association.
- c. Shall be entitled to notice of, and may speak at, AGMs of the Association.
- d. Shall be required to pay membership fees in accordance with the provisions of the Bylaws.
- e. Family memberships, if any, include up to 2 adults and all under age 18 children living at the same address.

### **3.2 Admission of Members**

Any individual, organization or business may apply to become a Member in the appropriate category by meeting the requirements in Article 3.1. or 3.2. The applicant will be entered as a Member under the appropriate category in the Register of Members after meeting the requirements of the category.

### **3.3 Membership Fees**

#### **3.3.1 Membership year- Voting Members**

The membership year is March 1 to February 28 of each calendar year (not pro-rated).

#### **3.3.2 Membership Year – Non-Voting Members**

The membership year for Non-Voting Members is March 1 to February 28 (not pro-rated).

#### **3.3.3 Setting Membership Fees**

The Board decides annual membership fees for each category of Members from time to time.

#### **3.3.4 Payment Date for Fees**

The annual membership fees must be paid on or before March 31 of every year.

### **3.4 Rights and Privileges of Members**

Any Member/Team in good standing is entitled to:

- a. Receive notice of meetings of the Association;
- b. Attend any meeting of the Association;
- c. Speak at any meeting of the Association; and
- d. Exercise other rights and privileges given to Members in these Bylaws.

### **3.5 Suspension of Membership**

#### **3.5.1 Decision to Suspend**

The Board, at a Special Meeting called for that purpose, may suspend an Individual Member or Team membership as decided by the Disciplinary Committee, for one or more of the following reasons:

- a. If the Individual Member or Team has failed to abide by the Bylaws;
- b. If the Individual Member or Team has been disloyal to the Association;
- c. If the Individual Member or Team has disrupted meetings or functions of the Association;
- or
- d. If the Individual Member or Team has done anything judged to be harmful to the Association.

### **3.5.2 Notice to the Member**

**3.5.2.1** The affected Member or Team will receive written notice of the Board's intention to deal with whether that Member or Team should be suspended or not. The Member or Team will receive at least 7 days' notice (but not more than 14) before the Special Meeting with the only item for the agenda being the question of suspension.

**3.5.2.2** The notice will be sent by single registered mail, email, fax, social media or any other reasonable means of delivery, to the last known address of the Member or Team Representative shown in the records of the Association. The notice may also be delivered by an Officer of the Board.

**3.5.2.3** The notice will state the reasons why suspension is being considered.

### **3.5.3 Decision of the Board**

**3.5.3.1** The Member or Team will have an opportunity to appear before the Disciplinary Committee or Board to address the matter. The Disciplinary Committee or Board may allow another person to accompany the Member or the Team Representative.

**3.5.3.2** The Disciplinary Committee or Board will determine how the matter will be dealt with, and may limit the time given the Member or Team to address the Board.

**3.5.3.3** The Disciplinary Committee or Board may exclude the Member or Team from its discussion of the matter, including the deciding vote.

**3.5.3.4** The decision of the Board is final.

**3.5.3.5** Members who have been suspended and declared not to be in good standing may, upon application for reinstatement, be reinstated as a Member or Team in good standing by a 75% vote of the Board of Directors.

## **3.6 Termination of Membership**

### **3.6.1 Resignation**

**3.6.1.1.1** Any Member may resign from the Association by sending or delivering a written notice to the Secretary or President of the Association.

**3.6.1.1.2** Once the notice is received, the Member's name is removed from the Register of Members. The Member is considered to have ceased being a Member on the date the name is removed from the Register of Members.

### **3.6.2 Death**

The membership of an Individual Member or Team is ended upon their death or dissolution of the Member or Team.

### **3.6.3 Deemed Withdrawal**

**3.6.3.1** If a Member has not paid the annual membership fees within 30 days following the date the fees are due, the Member is considered to have submitted his resignation.

**3.6.3.2** In this case, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date the name is removed from the Register of Members.

### **3.6.4 Expulsion**

**3.6.4.1** The Association may, by Special Resolution at a Special Meeting called for such a purpose, expel any Member for any cause which is deemed sufficient in the interests of the Association.

a. A meeting must be held with at least a 75 percent attendance from the then existing Board to consider the expulsion or suspension of a Voting or Non-Voting Member including Board Members.

**3.6.4.2** Before a Member is expelled, the Board must comply with the following procedure:

- a. The Executive Committee shall be consulted regarding the matter on the individual in question. If the decision is that the matter needs to be pursued further, a Special Meeting of the Board will be called by the President.
- b. At this meeting, the individual in question will be invited to explain the situation to the Board. Board members may vote at this meeting to take further action, to expel or to suspend the individual from the Association.
- c. A suspended or expelled Member or Team may approach the Association's Grievance Committee (as appointed by the Board) for reconsideration of the Board's decision.
- d. If the Member fails to respond, or the Board is not satisfied with the explanation provided, the Board may, by a resolution passed at a Special Meeting called for that purpose, expel or suspend the Member/Team from the Association.

**3.6.4.2** This decision is final.

**3.6.4.3** On passage of the Special Resolution, the name of the Member/Team is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

### **3.7 Transmission of Membership**

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

### **3.8 Continued Liability for Debts Due**

Although a Member ceases to be a Member, by resignation or otherwise, they continue to be liable for any debts owing to the Association at the date of ceasing to be a Member.

### **3.9 Limitation on the Liability of Members**

No Member is, in their individual capacity, liable for any debt or liability of the Association except in cases of fraud, neglect of duty and intentional mismanagement.

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

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

#### **4.1.1 Date of the Annual General Meeting**

The Association may hold its Annual General Meeting no later than March 31st of each calendar year. The Board sets the place, date and time of the meeting.

#### **4.1.2 Information Regarding Annual General Meeting**

The Secretary mails, faxes, e-mails, uses social media or delivers a notice to each Member at least twenty-one (21) 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.

##### **4.1.2.1** The Directors shall make available to the membership at an Annual General Meeting:

- (a) A membership list of the Association for the current fiscal year;
- (b) A detailed financial statement, prepared by the Association's auditors;
- (c) A detailed statement of the assets and liabilities of the Association; and
- (d) A report of the activity carried out by the Association during the previous financial year.

#### **4.1.3 Agenda for the Meeting**

The Annual General Meeting deals with the following matters:

- a. Adopting the agenda;
- b. Adopting the minutes of the last Annual General Meeting;
- c. Considering the President's report;
- d. Reviewing the financial statements setting out the Association's income, disbursements, assets and liabilities and the auditor's report;
- e. Appointing the auditors;
- f. Electing the Directors;
- g. Considering matters specified in the meeting notice;

#### **4.1.4 Quorum**

Attendance by at least 51% of the registered Voting Members at the Annual General Meeting is a Quorum (for instance- 18 Voting Teams – 10 would be quorum)

Board Members do not vote at the AGM unless appointed as the Member representative.

### **4.2 Special Meeting of the Association**

#### **4.2.1 Calling of Special Meeting**

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 three (3) Directors. The request must state the reason for the Special Meeting and the motions(s) intended to be submitted at this Special Meeting; or
- c. On the written request of at least 5 of the Voting Members. The request must state the reason for the Special Meeting and the motion(s) intended to be submitted at such Special Meeting.

#### **4.2.2 Notice for Special Meeting**

The Secretary mails, faxes, e-mails, uses social media or delivers a notice to each Voting Member at least twenty-one (21) days or seven (7) days if deemed an emergency (if all Voting Members can agree to accelerate) before the Special Meeting. This notice states the place, date, time and purpose of the Special Meeting.

#### **4.2.3 Agenda for Special Meeting**

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

#### **4.2.4 Procedure at the Special Meeting**

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

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

#### **4.3.1 Attendance by the Public**

General Meetings of the Association are open to the public. A majority of the Members present may ask any persons who are not Members to leave. The general public may not speak at the meeting unless asked to do so.

#### **4.3.2 Failure to Reach Quorum**

The President cancels the General Meeting if a quorum is not present within one-half (1/2) hour after the set time. If cancelled, the meeting is rescheduled for one (1) week later at the same time and place.

If a quorum is not present within one -half (1/2) hour after the set time of the second meeting, the meeting will proceed with the Members in attendance.

#### **4.3.3 Presiding Officer**

**4.3.3.1** The President chairs every General Meeting of the Association. The Vice President chairs in the absence of the President.

**4.3.3.2** If neither the President nor the Vice President is present within one-half (1/2) hour after the set time for the General Meeting, the Members present choose one (1) of the Members to Chair.

#### **4.3.4 Adjournment**

**4.3.4.1** The President may adjourn any General Meeting with the consent of the Members at the meeting. The adjourned General Meeting conducts only the unfinished business from the initial Meeting.

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

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

#### **4.3.5 Voting**

**4.3.5.1** Each Voting Member/Team has one (1) vote. A show of hands decides every vote at every General Meeting. A ballot is used if at least five (5) Voting Members request it.

**4.3.5.2** The President does not have a second or casting vote in the case of a tie vote. If there is a tie vote, the motion is defeated.

**4.3.5.3** A Voting Member/Team may not vote by proxy.

**4.3.5.4** A majority of the votes of the Voting Members present decides each issue and resolution, unless the issue needs to be decided by a Special Resolution, which needs 75% in favour.

**4.3.5.5** 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.

**4.3.5.6** Five Voting Members may request a ballot vote. In such case, the President or the presiding Officer may set the time, place and method for a ballot vote. The result of the ballot is the resolution of the General Meeting.

**4.3.5.7** Members may withdraw their request for a ballot.

**4.3.5.8** The President decides any dispute on any vote. The President decides in good faith, and this decision is final.

#### **4.3.6 Failure to Give Notice of Meeting**

No action taken at a General Meeting is invalid due to:

- a. Accidental omission to give any notice to any Member;
- b. Any Member-Organization not receiving any notice; or
- c. Any error in any notice that does not affect the meaning.

#### **4.3.7 Written Resolution of All the Voting Members**

All Voting Members may agree to and sign a resolution. This resolution is as valid as one passed at a General Meeting. It is not necessary to give notice or to call a General Meeting. The date on the resolution is the date it is passed.

## **Article 5 - The Governance of the Association**

### **5.1. The Board of Directors**

#### **5.1.1 Governance and Management of the Association**

The Board governs and manages the affairs of the Association.

The Board may hire a paid administrator to carry out management functions under the direction and supervision of the Board.

#### **5.1.2 Powers and Duties of the Board**

The Board has the powers of the Association, except as stated in the *Societies Act*.

The powers and duties of the Board include:

- a. Promoting the objects of the Association;
- b. Promoting membership in the Association;
- c. Maintaining and protecting the Association's assets and property;
- d. Approving an annual budget for the Association;
- e. Paying all expenses for operating and managing the Association;
- f. Paying persons for services and protecting persons from debts of the Association;
- g. Investing any extra monies;
- h. Financing the operations of the Association, and borrowing or raising monies;
- i. Making policies for managing and operating the Association;
- j. Approving all contracts for the Association;

- k. Maintaining all accounts and financial records of the Association;
- l. Appointing legal counsel as necessary;
- m. Making policies, rules and regulations for operating the Association and using its facilities and assets;
- n. Selling, disposing of, or mortgaging any or all of the property of the Association;
- o. Without limiting the general responsibility of the Board, delegating its powers and duties to the Executive Committee or the paid administrator of the Association;
- p. The Board shall approve or by resolution appoint the Executive Director and/or another designated person to approve all publications and communication of the Association;
- q. Board members shall declare any conflict of interest regarding any matter discussed or considered by the Board and shall not vote on these matters. Should a conflict of interest be discovered after such a vote, the vote of that individual and the motion in question will be considered null and void. Any costs incurred in this process may be pursued through the fraudulent vote.

#### 5.1.2.1 Conflict of Interest

- a. In the event that a Director or any Officer or any member of their respective immediate families has any direct or indirect financial interest in any matter or is a party to a material contract or proposed material contract or has a material interest in any person, corporation, partnership or other organization or entity which is a party to a material contract or proposed material contract (a "Conflicted Matter") before the Board of Directors or any Committee of the Board of Directors (other than a matter pertaining to the remuneration, reimbursement, indemnity or protection of any person or in its capacity as a Director or Officer), that Director or Officer (a "Conflicted Director or Officer") shall fully disclose the nature and extent of his or her interest by written notice or by verbal declaration at any meeting of the Board of Directors or of such Committee and such declaration shall be recorded in the minutes of such meeting, and that Conflicted Director or Officer shall absent himself or herself from the meeting while such matter is under discussion and during any vote on such matter PROVIDED HOWEVER that:
  - i. Such Conflicted Director or Officer may be permitted by the President of the particular meeting to participate in some or all the discussions pertaining to such matter (but not to vote or to remain in attendance during any vote on the matter) if and to the extent that such President deems it in the interests of the Association that such Conflicted Director or Officer do so; and
  - ii. A quorum shall be deemed to be present for the purposes of voting on the Conflicted Matter if, and only if, a majority of the Directors or Committee (as applicable) who are not a Conflicted Director or Officer with respect to that Conflicted Matter are present at the time of such vote.
  - iii. Without limitation to the foregoing, no Conflicted Director or Officer shall seek to in any manner influence a decision made, or to be made by or on behalf of the Association (and whether by the Board of Directors or through the agency of any

Officer, agent, contractor or employee of the Association) in respect of any Conflicted Matter.

- b. For the purposes of this Article 5.1.2:
  - i. The term “Conflicted Matter” shall include potential, perceived or actual conflicts of interest where:
    - 1. A potential conflict of interest occurs when a Director or Officer has knowledge that the performance of a duty or function or exercise of power may result in a direct or indirect personal gain, including a gain for his or her private interest and/or a related person but has not yet performed that duty or function;
    - 2. A perceived conflict of interest occurs when there is a perception formed by a reasonable, informed third party that a conflict of interest exists; and
    - 3. An actual conflict of interest occurs when the Director or Officer exercises a power or performs a function or duty with the knowledge that there may be a personal gain, including a gain for his or her private interest and/or a related person.
  - ii. The term “related person” includes:
    - 1. A corporation or other entity or organization which a person directly or indirectly owns or controls;
    - 2. An employee of such corporation or other entity or organization;
    - 3. An affiliate (as that term is defined in the Business Corporations Act (Alberta)); and
    - 4. A family member or relative.
- c. Should a conflict of interest be discovered after such a vote, the vote of that individual and the motion in question will be considered null and void. Any costs incurred in this process may be pursued through the fraudulent vote.

### 5.1.3 Composition of the Board

The Board consists of:

- a. 5-8 Directors-at-large elected at the Annual General Meeting from among the Voting Members present;  
The Association seeks to obtain broad representation of the community as Members of the Board including volunteers and participants of the organization and may appoint Non-Voting Members as liaisons between groups.

#### **5.1.4 Election of the Directors and the President**

**5.1.4.1** The Board shall be elected by the membership at the Annual General Meeting. The following positions are filled by the Members elected at the AGM.

5.1.4.1 President Elect – 2 year period,

5.1.4.2 Vice President Elect – 3 year period opposite from the President,

5.1.4.3 Secretary Elect – 3 year period to coincide with the Vice President,

5.1.4.4 Treasurer Elect – 2 year period to coincide with the President,

5.1.4.5 Scheduler Elect - 1 year,

5.1.4.6 Field Maintenance Elect – 1 year,

5.1.4.6 Fundraising Elect - 1 year

5.1.4.7 Past-President (Non-Voting)

**5.1.4.2** At each succeeding Annual General Meeting of the Board, Voting Members elect Directors, each serving a term that ends at the close of the third Annual General Meeting following the Annual General Meeting at which these Directors were elected.

**5.1.4.3** Voting Members may re-elect any Director of the Board

In order to stand for election to the Board, the Member Team must be in good standing with paid up membership and no outstanding debts to the Association.

Candidates for directorship must satisfy pre-requisites established by the Board and be nominated and seconded by the full members. All Board Members must submit a standard police check within two months of election, at least once every 5 years.

#### **5.1.5 Resignation, Death or Removal of a Director**

**5.1.5.1** A Director including the President, may resign from office by giving one (1) months' notice in writing. The resignation takes effect either at the end of the months' notice, or on the date the Board accepts the resignation.

**5.1.5.2** Voting Members may remove any Director including the President, before the end of his term. There must be a majority vote of those in attendance at a Special Meeting called for this purpose. All rules pertaining to a Special meeting are in effect.

**5.1.5.3** If there is a vacancy on the Board, the remaining Directors may appoint a Member in good standing to fill that a vacancy for the remainder of the term. This position remains vacant until the next AGM.

#### **5.1.6 Meetings of the Board**

##### **5.1.6.1 The Board**

- a. Holds a minimum of two (2) regular meetings each year, plus the AGM.
- b. The Board may hold its meetings at any location suitable to its members.
- c. No formal notice of any Board meeting shall be necessary if Directors are present at the time of announcement.
- d. The Board may specify any time in the month for their regular meeting.

**5.1.6.2** The President calls the meetings. The President also calls a meeting if any four (4) Directors make a request in writing and state the business of the meeting.

**5.1.6.3** Ten (10) days' notice for Board meetings is mailed to each Board Member. There may be five (5) days' notice by telephone, text, fax, email or social media. Board Members may waive notice.

**5.1.6.4** 50% plus 1, of elected Directors, is a quorum. A meeting of the Board may be held by a conference call, skype, face time or any other real-time media whereby all members can attend and be heard at a meeting. Directors who participate in this call are considered present for the meeting.

**5.1.6.5** If there is no quorum, the President may continue with the meeting, but no motions may be brought forward until there is quorum.

**5.1.6.6** Each Director, including the President, has one (1) vote.

**5.1.6.7** The President does not have second or casting vote in the case of a tie vote. A tie vote means the motion is defeated.

**5.1.6.8** Meetings of the Board are open to Members of the Association, but only Directors (Elected or Appointed Board Members) 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.

**5.1.6.9** All Directors may agree to and sign a resolution (motion put forward). 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.

**5.1.6.10** A meeting of the Board may be held by a conference call or other real-time media. Directors who participate in this call are considered present for the meeting.

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

**5.1.6.12** A Director may waive formal notice of a meeting.

## 5.2 Officers

The Officers of the Association are the President, Vice President, Secretary, Treasurer and Past President.

### 5.2.1 Selection of Officers

Officers are elected at the time of the AGM.

### 5.2.2 Term of Offices

Elected Officers may hold office until either stepping down, being re-elected, or as defined by the Board

## 5.3 Duties of the Officers of the Association

### 5.3.1 The President:

- Supervises the affairs of the Board;
- When present, chairs all meetings of the Association, the Board and the Executive Committee;
- Is an *ex officio* member of all Committees, except the Nominating Committee;
- Acts as the spokesperson for the Association, or delegates this responsibility;
- Chairs the Executive Committee; and
- Carries out other duties assigned by the Board.

### 5.3.2 The Vice President:

- Presides at meetings in the President's absence. If the Vice President is absent, the Directors elect a Chair person for the meeting;
- Replaces the President at various functions when asked to do so by the President or the Board;
- Chairs the Personnel Committee;
- Is a Member of the Executive Committee; and
- Carries out other duties assigned by the Board.

### 5.3.3 The Secretary:

- Attends all meetings of the Association, the Board and the Executive Committee;
- Keeps accurate minutes of these meetings;
- Has charge of the Board's correspondence;
- Ensures a record of names and addresses of all Members of the Association is kept;
- Ensures all notices of various meetings are sent;
- Ensures annual fees are collected and deposited;

- Files the annual return, changes in the Directors of the organization, amendments in the bylaws and other incorporating documents with the Corporate Registry;
- Is a Member of the Executive Committee; and
- Carries out other duties assigned by the Board.

#### **5.3.4 The Treasurer:**

- Ensures all monies paid to the Association are deposited in a chartered bank, treasury branch or trust company chosen by the Board;
- Ensures a detailed account of revenues and expenditures is presented to the Board as requested;
- Ensures books are audited and account is completed prior to Jan 31st for the previous fiscal year;
- Ensures an audited statement of the financial position of the Association is prepared and presented to the Annual General Meeting;
- Chairs the Finance Committee of the Board;
- Is a Member-Organization of the Executive Committee; and
- Carries out other duties assigned by the Board.

### **5.4 Board Committees**

#### **5.4.1 Establishing Committees**

The Board may appoint Committees to advise the Board.

#### **5.4.2 General Procedures for Committees**

**5.4.2.1** A Board Member or designate chairs each Committee created by the Board.

**5.4.2.2** The Chairperson calls Committee Meetings. Each Committee:

- Records minutes of its meetings;
- Distributes these minutes to the Committee Members and to the Chairs of all other Committees; and
- Provides reports to each Board Meeting at the Board's request.

**5.4.2.3** The Meeting Notice must be mailed or e-mailed five (5) business days before the scheduled date of the meeting. The notice states that date, place and time of the Committee Meeting. Committee Members may waive notice.

**5.4.2.4** A majority of the Committee Members present at a meeting is a quorum.

**5.4.2.5** 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.

## 5.5 Committees

The Board may or may not establish these committees, any combination of, or additional committees:

- a. Executive Committee; standing committee
- b. Personnel Committee; adhoc committee
- c. Finance Committee; standing committee
- d. Nominating Committee. adhoc committee
- e. Fundraising Committee; standing committee
- f. Other committees as deemed necessary such as Programming, Maintenance, Equipment etc.

### 5.5.1 The Executive Committee: A standing committee:

- a. Consists of the President, Vice President, Secretary, Treasurer. The Board also includes others such as Directors appointed to oversee Registration, Bookings, Coaching, Equipment and other areas as deemed necessary.
- b. Is responsible for:
  - Planning agendas for Board meetings;
  - Carrying out emergency and unusual business between Board meetings;
  - Reporting to the Board on actions taken between Board meetings; and
  - Carrying out other duties as assigned by the Board.
- c. Meets as deemed necessary. The meetings are called by the President or on the request of any two (2) other Officers. They must request the President in writing or email to call a meeting and state the business of the meeting.
- d. Any business undertaken by the Executive Committee must be ratified by the Board at the next scheduled Board meeting.
- e. 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.
- f. A meeting of the Executive Committee may be held by a conference call or other real time media. Officers who participate in this call are considered present for the meeting.
- g. Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Executive Committee.
- h. An Officer may waive formal notice of a meeting.

### 5.5.2 The Personnel Committee: A standing committee dealing with volunteers and staff:

- a. Consist of the Vice President, who is the Chairperson, and two (2) other Members appointed by the Board;
- b. Is responsible for:
  - Recommending a job description, qualifications, and performance appraisal system for the paid staff of the Association (if any);
  - Interviewing applicants and recommending an appointment to the Board;

- Recommending policies on personnel to the Board, including recruiting, hiring, evaluation and dismissal, contracts of employment, salary and employee benefits;
- Acting as a mediator for personnel problems;
- Recommending personnel policies for volunteers;
- Reporting on the year's activities at the Annual General Meeting; and
- Carrying out other duties assigned by the Board.

#### **5.5.3 The Finance Committee: A standing committee:**

- a. Consists of the Treasurer, who is the Chairperson, and three (3) other Members appointed by the Board.
- b. Is responsible for:
  - Recommending budget policies to the Board;
  - Investigating and making recommendations to the Board for acquiring funds and property;
  - Recommending policies on disbursing and investing funds to the Board;
  - Establishing policies for Board and committee expenditures;
  - Arranging the annual audit of the books;
  - Reporting on the year's activities at the Annual General Meeting; and
  - Carrying out other duties assigned by the Board.

#### **5.5.4 The Nominating Committee: An adhoc committee:**

- a. Consists of an Officer, who chairs the committee, and two (2) other Members appointed by the Board.
- b. Is responsible for:
  - Preparing a slate of nominees for each vacant Director position;
  - Orienting new Board Members; and
  - Presenting its recommendations to the Annual General Meeting.

#### **5.5.5 The Fundraising Committee: A standing committee**

- a. Consists of a Fundraising Director, who chairs the committee and two (2) other Members appointed by the Board;
- b. Shall be responsible for all fundraising activities as approved by the Association;
- c. Be knowledgeable of government and private grants available to the Association; and
- d. This would include the responsibility for the Association's publicity and establishing and maintaining good relationships with the public and private sector.

### **5.6 The Executive Director/ General Manager**

The Board may hire an Executive Director or General Manager to carry out assigned duties.

#### **5.6.1 Line of Authority**

The Executive Director/General Manager reports directly to the President, is responsible to the Board, and acts as an advisor to the Board and to all Board Committees. The Manager does not vote at any meeting.

#### **5.6.2 Duties of the Executive Director/ General Manager**

The Executive Director or GM acts as the administrative Officer of the Board in:

- Attending Board, and other meetings, as required;
- Hiring, supervising, evaluating and releasing all other paid staff;
- Interpreting and applying the Board's policies;
- Keeping the Board informed about the affairs of the Association;
- Maintaining the Association's books;
- Assist in preparing budgets for Board approval;
- Ensuring the day to day operations of the organization and facility carry on in an efficient, safe and effective manner;
- Planning programs and services based on the Board's priorities; and
- Carrying out other duties assigned by the Board.

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

### **6.1 The Registered Office**

The Registered Office of the Association is located in Langdon, Alberta. Another place may be established at the Annual General Meeting or by resolution of the Board, as long as this change is communicated to Corporate Registry.

### **6.2. Finance and Auditing**

#### **6.2.1 Fiscal Year**

The fiscal year of the Association ends on February 28th of each year.

#### **6.2.2 Annual Audit**

There must be an audit of the books, accounts and records of the Association at least once each year. A qualified accountant appointed at each Annual General Meeting or individual as defined by the Societies Act must do this audit.

At each Annual General Meeting of the Association, the auditor submits a complete statement of the books for the previous year

### **6.3 Seal of the Association**

The Board may adopt a seal as the Seal of the Association

### **6.3.1 Control of the Seal**

The Secretary has control and custody of the seal, unless the Board decides otherwise.

### **6.3.2 Use of the Seal**

The Seal of the Association can only be used by Officers authorized by the Board. The Board must pass a motion to name the authorized Officers.

## **6.4 Cheques and Contracts of the Association**

### **6.4.1 Signing Authority**

The designated Officers of the Board sign all cheques drawn on the monies of the Association. Two signatures are required on all cheques. The Board may authorize the Manager (if one exists) to sign cheques for certain amounts and circumstances. The Manager and the designated Officers may not sign cheques written to themselves. The Board Secretary shall register the motion appointing signing authorities with the financial institute chosen, ensuring compliance.

### **6.4.2 Contracts**

All contracts of the Association must be signed by at least two individuals, the President, Acting President or Vice President; or other persons authorized to do so by resolution of the Board.

**6.4.2.1** All contracts signed shall be binding upon the Association without further authorization or formality.

## **6.5 The Keeping and Inspection of the Books and Records of the Association.**

### **6.5.1 Keeping of Books and Records**

The Secretary keeps a copy of the Minute Books and records minutes of all meetings of the Members and of the Board.

**6.5.1.1** The Secretary keeps the original Minute Books at the Registered Office of the Association. This record contains minutes from all meetings of the Association, the Board and the Executive Committee.

**6.5.1.2** 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.

### **6.5.2 Inspection of Books and Records**

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

**6.5.2.1** Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office, or other regular business premises operated by the Association, during normal business hours.

**6.5.2.2** All financial records of the Association are open for such inspection by the Members, during normal business hours and with reasonable notice.

**6.5.2.3** Other records of the Association are also open for inspection, except for records that the Board designates as confidential. Reasonable notice must be provided.

## **6.6 Borrowing Powers**

**6.6.1** The Association may borrow or raise funds to meet its objects and operations. The Board decides the amounts and ways to raise money, including giving or granting security.

## **6.7. Payments**

**6.7.1** No Member, Director or Officer of the Association receives any payment for his services as a Member, Director or Officer.

**6.7.2** Reasonable expenses incurred while carrying out duties of the Association may be reimbursed upon Board approval. Any other reimbursements, such as for purchases made on behalf of the Association) must be preapproved before the expenditure takes place.

## **6.8 Protection and Indemnity of Directors and Officers**

**6.8.1** Each Director or Officer holds office with protection from the Association. The Association indemnifies each Director or Officer against all costs or charges that result from any act done in his role for the Association. The Association does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.

**6.8.2** No Director or Officer is liable for the acts of any other Director, Officer or employee. No Director or Officer 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 Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in his role for the Association, unless the act is fraud, dishonesty, bad faith or willful negligence.

**6.8.3** Directors or Officers can rely on the accuracy of any statement or report prepared by the Association's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

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

- 7.1** These Bylaws may be rescinded, altered or added to by a Special Resolution as defined in Section 1(d) of the Societies Act at any Annual General or Special Meeting of the Association.
- 7.2** The notice of the Annual General or Special Meeting of the Association must include details of the proposed resolution to change the Bylaws.
- 7.3** The amended Bylaws take effect after approval of the Special Resolution at the Annual General Meeting or Special Meeting and acceptance by the Corporate Registry of Alberta.

## **Article 8 – Rules of Order**

### **8.1 Robert’s Rules of Order**

In the event of a situation arising not covered by these Bylaws, parliamentary procedure shall apply, as regulated by Robert’s Rules of Order.

In the event of situations arising not mentioned in the Bylaws, procedures shall apply, as regulated by the Board of Director’s Manual, the Societies Act or by Canadian federal or local law.

## **Article 9 – Distributing Assets and Dissolving the Association**

- 9.1.** The Association does not pay any dividends or distribute its property among its Members.
- 9.2.** Should any of the assets ultimately belong to the County of Rocky View, they shall have first right to same; prior to disbursement of any money or items.
- 9.3.** If the Association is dissolved, any funds or assets remaining after paying all the debts are to be paid to a non-profit organization that has objects similar to those of the Langdon Softball Association.
- 9.4.** 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.

**SPECIAL RESOLUTION**

I hereby certify that the following special resolution was passed at a meeting of the members of The Langdon Softball Association on \_\_\_\_\_ .  
(month/day/year)

The Bylaws were changed as follows:

- That the existing Bylaws be repealed. They are to be replaced by the attached Bylaws.

Moved by: \_\_\_\_\_

Seconded by: \_\_\_\_\_ CARRIED

Date: \_\_\_\_\_  
(Today's date)

Signature: \_\_\_\_\_  
(original ink signature of authorized officer)

Printed Name:  
\_\_\_\_\_

Title: \_\_\_\_\_  
(title of person who signed)