

**Constitution**  
**Of**  
***The North Delta Baseball Association***

**Article 1 NAME**

- 1.1. The name of the association is The North Delta Baseball Association (hereinafter called the "the Association").

**Article 2 PURPOSES OF THE ASSOCIATION**

- 2.1. To promote minor baseball in North Delta and to further the objectives of baseball groups in the area.
- 2.2. To perform such other acts and things as are incidental to or necessary for the advancement of the purposes of the association to enable the association to achieve its purposes.

Bylaws relating generally to the conduct of the affairs of *The North Delta Baseball Association*.

## Part 1 - Interpretation

### 1.1. Definitions

In these bylaws and all other bylaws of the Association, unless the context otherwise requires:

- a) "**Act**" means the British Columbia Society Act and any regulations made under the Society Act, as amended from time to time;
- b) "**The Association**" means The North Delta Baseball Association;
- c) "**The Constitution**" means the Constitution of The North Delta Baseball Association;
- d) "**Bylaw**" or "**bylaws**" means any bylaw or bylaws of the Association from time to time in force and effect;
- e) "**The Executive**" means the Executive of the Association as defined in Article Five of the Constitution and these Bylaws;
- f) "Director" a member of the Executive;
- g) "Extraordinary general meeting" means every general meeting other than an annual general meeting;
- h) "Member" means a person defined as such in Part 2 of these Bylaws.

### 1.2. Society Act Definitions

All words that are used in these bylaws and defined in the Act shall have the meanings given to them in the Act unless the context of these bylaws requires otherwise.

### 1.3. General

Unless the Constitution or these bylaws otherwise provide, any action to be taken by a resolution of the members of the Association may be take by ordinary resolution.

## Part 2 - Membership Categories and Rights

### 2.1. Eligibility

- a) Any player who meets the residential and age requirements as set forth in the regulations of the British Columbia Minor Baseball Association shall be eligible to register for the Association's baseball program.
- b) A player shall become a junior member of the Association when his or her registration for the Association's baseball program is accepted by the Executive.
- c) Upon acceptance of the player's registration, the player's parents or guardians shall become active members of the Association.
- d) Any volunteer for the Association shall become an active member of the Association.
- e) Any person who becomes a manager, coach or an executive member of the Association shall become an active member of the Association.

### 2.2. Duties of Members

Every member (including parents or guardians of junior members) shall:

- i) uphold the constitution and comply with these bylaws;
- ii) Be expected to perform any reasonable service required and consistent with the objectives of the

- Association;
- iii) Not personally benefit from distributions made or to be made by the Association.

### **2.3. Suspension of Membership**

- a) The Executive, by a majority vote at any duly constituted Executive meeting, shall have the authority to suspend any member whose conduct is considered to be detrimental to the best interests of the Association. The member has the right to be heard before a decision to suspend is made by the Executive.
- b) The Executive shall, upon evidence of misconduct of any player, notify the manager of the team of which the player is a member within 48 hours of the act. The player, his parent/guardian and his manager shall then appear before a duly appointed committee of the Executive, which shall have full power to suspend or revoke such members' right to future membership and participation.

### **2.4. Termination of Membership**

Membership in the Association is valid for one year, beginning on March 31.

### **2.5. Members to be informed of Sanctions**

The Association shall promptly inform a member and the Be Minor Baseball Association of any sanction taken by the Association against the member and the reason for the sanction.

### **2.6. Restriction of Personal Gain**

The activities and purposes of the association shall be carried out without purpose of gain for its members and any income, profit or other accretions to the association shall be used for promoting the purposes of the association.

### **2.7. Dissolution**

Upon winding up or dissolution of the North Delta Baseball Association, the assets which remain after payment of all costs, charges and expenses which are properly incurred in the winding up shall be distributed to such charitable organization or organizations in British Columbia having a similar charitable purpose.

## **Part 3 - Dues and Assessments**

### **3.1. Dues**

The Executive alone shall determine the registration fees to be paid by the players.

### **3.2. Waiver of Dues**

The Executive may, by resolution, waive the requirement for the payment of any dues due to the Association by any member because of hardship or extenuating circumstances.

## Part 4 - OFFICERS AND THEIR ELECTION

### 4.1. Administrative Structure

The administrative structure of the Association shall consist of an Executive representing T -Ball, Tadpole, Mosquito, PeeWee, Bantam, and Midget Divisions.

The Executive shall consist of: President, Past President, Vice-President, Secretary, Treasurer, Registrar, Field Manager, Fundraising Director, Marketing Director, Yearbook Director, PeeWee Equipment Manager, PeeWee Uniform Manager, Bantam and Midget Equipment/Uniform Manager, T -Ball Rep, Tadpole Rep, Mosquito Rep, PeeWee Rep, Bantam Rep, Midget Rep, Umpire-in-Chief, Annieville Concession Manager, Gunderson Concession Manager, Sunbury Concession Manager, Westview Concession Manager, Mackie Concession Manager, Publicity Director, Social Director, Coaching Director, Tournament Director, and a maximum of four Directors-at-Large.

### 4.2. Election of Officers

With the exception of the Past President all other Executive members shall be elected by ballot at the Association's Annual General Meeting. The election of the President and Secretary will serve two year terms commencing on even years from September 1<sup>st</sup> until August 31<sup>st</sup> two years after their election. The election of the Vice-President and Treasurer will serve two year terms commencing on odd years from September 1<sup>st</sup> until August 31<sup>st</sup> two years after their election. All other executive members will serve a one-year term from September 1<sup>st</sup> until August 31<sup>st</sup> the year after their election.

See Section 9 for a description of the duties of each position.

In the event that there is only one candidate for an Executive position the ballot will be dispensed with and the candidate elected by acclamation.

In the event that an Executive position is not filled at the Annual General Meeting, or becomes vacant during the term of office, the Executive shall be empowered to elect a candidate by majority vote to fill that position.

### 4.3. Removal of Officers

A member shall be deemed not to be in good standing if:

- a) his or her registration fee is not paid in full; or
- b) he or she is suspended with cause.

An officer who is not in good standing shall be removed from office.

#### **4.4. Remuneration of Officers**

The Association is a volunteer organization and, as such, no director or executive member shall be entitled to receive remuneration directly or indirectly from the Association.

### **Part 5 - Meetings of Members**

#### **5.1. Annual Meeting**

- a) The Annual General Meeting of the Association shall be held in the month of June in each year, on such day and at such time as the Executive shall determine.
- b) The agenda for the Annual General Meeting shall consist of the annual reports followed by election of the Executive for the ensuing year and new business.

#### **5.2. Extraordinary General Meetings**

- a) Every general meeting, other than an annual general, is an extraordinary general meeting.
- b) At any time the Executive may convene an extraordinary general meeting.
- c) The Executive, on requisition of fifty (50) or 10 percent or more of the members, whichever is less, of the Association, shall convene a general meeting of the Association without delay. The requisition shall state the purpose of the general meeting; be signed by the members; and be delivered or sent by registered mail to the address of the President of the Association.

#### **5.3. Notice of Meetings**

- a) Notice of a general meeting shall specify the place, the day and the hour of the meeting and, in case of special business, the general nature of that business.
- b) Each active member of the Association shall be entitled to receive notice of every general meeting of the Association and shall be entitled to one vote at all general meetings of the Association.

#### **5.4. Omission of Notice**

An accidental irregularity in the notice of any meeting of members or the non-receipt of any notice by any member or members of the Association (if any) shall not invalidate any resolution passed or any proceedings taken at any meeting of members.

#### **5.5. Entitlement to Attend Meetings**

Only members may attend meetings of members provided that the Executive may invite non-members to attend meetings of members for specific business items.

### **Part 6 -Proceedings at a General Meeting**

#### **6.1. Chair of the Meeting**

The President of the Association or his or her delegate shall preside as chairperson at a general meeting. If neither the President nor his or her delegate for chairperson is present within fifteen (15) minutes after the time appointed for holding the meeting, or if the President and all members of the Executive present are unwilling to act as chairperson, then in any such events, the members present may elect any member present at the meeting to be chairperson of the meeting.

## **6.2. Directors Reporting**

The Directors shall deliver a report at each general meeting that shall include a summary of all significant decisions made by the Directors since the last general meeting.

## **6.3. Quorum**

A quorum at any a general meeting of the Association shall be the number of members present at the meeting.

## **6.4. Minutes**

Minutes of all meetings of members shall be kept by the Association Secretary (or his or her nominee) and signed by the Chair of the meeting of members. Minutes shall be kept of each meeting of the members and shall be distributed to all members attending the next general meeting.

## **6.5. Special Business**

Special business is:

- a) All business at an extraordinary general meeting except the adoption of rules of order; and,
- b) All business conducted at an annual general meeting except:
  - i. the consideration of the financial statements;
  - ii. the report of the Directors;
  - iii. the election of Directors;
  - iv. such other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by report of the Directors issued with the notice convening the meeting.

## **6.6. Rules of Order**

Roberts Rules of Order shall govern the proceedings of all general meetings of the members except where they are in conflict with the Constitution or these Bylaws.

## **6.7. Proceedings at General Meetings**

- a) The chairperson at a general meeting is entitled to move or propose any resolution and speak in favour of or against any proposed resolution without the necessity of relinquishing the chair or the meeting.
- b) In case of an equality of votes at a general meeting, the chairperson shall have a casting vote, being the only vote the chairperson shall cast.
- c) In the case of any dispute as to the admission of rejection of a vote, the chairperson shall determine the same and that determination made in good faith shall be final and conclusive.
- d) The chairperson of a meeting may appoint anyone or more persons present at that meeting to be scrutineers for determining the number of members present at the meeting and counting the votes taken on any resolution. The chairperson may rely upon a report of such scrutineers made in good faith.
- e) Except for the purpose of electing the Executive by ballot, voting at a general meeting shall be conducted in a manner to be determined by the Executive.
- t) Voting by proxy is not permitted.

## Part 7 -The Executive

### 7.1. Powers and Duties of the Executive

- a) The Executive shall be responsible for conducting all business of the Association and may exercise all such powers and do all such acts and things as may be exercised or done by the Association that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Association in general meetings, but subject, nevertheless, to the provisions of:
  - i. all laws affecting the Association;
  - ii. these bylaws; and,
  - iii. rules, not being inconsistent with these bylaws, which are made from time to time by the Association.
- b) No rule, made by the Association, invalidates a prior act of the Executive that would have been valid if that rule had not been made. c) Acts or proceedings of the Board of Directors are valid if 51 per cent of the Executive vote in favour of the motion.
- d) All matters concerning the policy of the Association shall be decided by a majority vote of the Executive at a duly constituted meeting and no motion shall be carried without a favourable vote from the majority of those present.

### 7.2. Financial Responsibility

- a) All operating budgets must be submitted to the Executive for approval. If the Executive cannot accept the budget as submitted, it will return the budget with a recommendation for change. Budgets must receive the approval of the Executive before they can be considered official.
- b) No funds shall be expended except in accordance with an approved budget. Aggregate expenditures shall at no time exceed the available funds.
- c) The Executive may expend reasonable sums for the proper conduct of its affairs.
- d) Authorized signing officers have discretionary powers to approve expenditures of not more than \$100.00 without a vote by the executive. The executive has the power to amend or revoke this authority at a duly constituted executive meeting.

### 7.3. Relationships

- a) The Executive shall strive to maintain at all times an amicable constructive relationship with the British Columbia (Minor) Baseball Association.
- b) The Executive shall be responsible for establishing and maintaining an effective liaison between the Association and The City of Delta.

### 7.4 Delegation of Powers

- a) The Executive may delegate any but not all of their powers to committees consisting of such Executive members and others as it may determine. Any committee so formed shall report as and when requested by the Executive.
- b) All persons purporting to act on behalf of the Executive must have the approval of the Executive to do so.

## **7.5. Termination of Office**

Any Executive member that misses two consecutive meetings without due cause, may be dismissed at the discretion of the Executive.

## **Part 8 -Meetings of the Executive**

### **8.1. Convening Meetings**

The Executive shall meet in September of each year for the reading of reports, budgeting for the coming year and generally becoming acquainted with their new duties. Additional meetings may be called by the President at any time or upon written request of at least one-third of the Executive. Executive meetings are generally held once a month from September through June.

### **8.2. Place of Meeting**

The Board may meet together at the times and places for the dispatch of business and adjourn and otherwise regulate their meetings and proceedings as they see fit.

### **8.3. Notice**

- a) Notice of all Executive Meetings shall be given at least two days in advance thereof to all members of the Executive unless exceptional circumstances prevail.
- b) The accidental omission to give notice of a meeting of Directors, or the non-receipt of notice by a director, shall not invalidate the proceedings of that meeting.

### **8.4. Quorum**

- a) A majority of the members of the Executive shall constitute a quorum at any meeting and a majority vote of those present shall govern. Each director of the Executive shall have one vote. In the event a position is shared amongst multiple members only one member of the group shall vote.
- b) No business, other than the election of a chairperson and the adjournment or termination of the meeting, shall be conducted at an Executive meeting when quorum is not present.

### **8.5. Rules of Order**

Roberts Rules of Order shall govern the proceedings of all Executive meetings except where they are in conflict with the Constitution or these Bylaws.

### **8.6. Proceedings at Executive Meetings**

- a) The chairperson at an Executive meeting is entitled to move or propose any resolution and speak in favour of or against any proposed resolution without the necessity of relinquishing the chair or the meeting.
- b) In case of an equality of votes at an Executive meeting, the chairperson shall have a casting vote.
- c) In the case of any dispute as to the admission or rejection of a vote, the chairperson shall determine the same and that determination made in good faith shall be final and conclusive.
- d) The chairperson of a meeting may appoint anyone or more persons present at that meeting to be scrutineers for determining the number of members present at the meeting and counting the votes taken on any resolution. The chairperson may rely upon a report of such scrutineers made

- in good faith.
- e) Voting by proxy is not permitted.

## Part 9 - Duties and Responsibilities

### 9.1. President

- a) The President shall be Chair of all meetings of members and of all meetings of the Board.
- b) The President is considered a member of all committees.
- c) During the absence or disability of the President, the Vice-President shall exercise the President's duties. If the Vice-President is also indisposed the duties shall be exercised as may be directed by the Board. The President shall, subject to the authority of the Board, have the responsibility for the general management and direction of the Association's affairs.
- d) The Vice-President shall carry out the duties of the President during his or her absence.

### 9.2. Vice-President

The Vice-president shall be responsible for:

- a) Assuming the duties of the president should he/she become unavailable,
- b) Organizing and running opening and closing ceremonies,
- c) Establishing and chairing the Rules Committee,
- d) Establishing and chairing the Discipline Committee.

### 9.3. Secretary

The Secretary (or his or her nominee) shall:

- a) give all notice required to be given to Association members and Directors;
- b) Attend all Executive meetings of the Association and prepare and enter (or cause to be prepared and entered) in books kept for that purpose, accurate minutes of all proceedings of the meetings of Directors and Association.
- c) be the custodian of the common seal of the Association and of all books, papers, records and other instruments belonging to the Association;
- d) conduct the correspondence of the Association;
- e) keep (or cause to be kept) full and accurate books of account which record all receipts and disbursements of the Association and, under the direction of the Board, control the deposit of money, the safekeeping of securities and the disbursement of the funds of the Association (if there is no Treasurer);
- f) provide the Board with an accounting of all transactions of the Association and the financial position of the Association and report on the financial position of the Association to the members at the general meeting of the members (if there is no Treasurer); and,
- g) Perform any other duties prescribed from time to time by the Executive.
- h) In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as Secretary at the meeting.
- i) One person who shall be known as the Secretary-Treasurer may hold the offices of Secretary and Treasurer.

### 9.4. Treasurer

The treasurer shall:

- a) keep such financial records, including books of account, as are necessary to comply with the Society Act and directions from the Commission;
- b) keep (or cause to be kept) full and accurate books of account which record all receipts and disbursements of the Association and, under the direction of the Board, control the deposit of money, the safekeeping of securities and the disbursement of the funds of the Association;
- c) provide the Board with an accounting of all transactions of the Association and the financial position of the Association and report on the financial position of the Association to the members at the general meeting of the members; and,
- d) Render financial statements to the Directors, members, and others when required.

## **9.5. Registrar**

The registrar shall:

- a) Keep records of registered players in the Association.
- b) Provide required registration information to British Columbia Minor Baseball Association or other Associations as required,
- c) Other duties as defined by the Executive.

## **9.6. Duties of Other Officers**

All directors shall be responsible for:

- i. Attending all executive meetings,
- ii. Any other duties assigned by the President or the Executive.

### **(a) Past President**

The past president shall be responsible for:

- i. Providing advice to and assisting the president in his/her duties.

### **(b) Field Manager**

The Field manager shall be responsible for:

- i. Coordinating with Delta Parks and Recreation to ensure the maintenance and availability of the ball fields used by all divisions,
- ii. Assigning ball fields for the various divisions to both play ball and practice.

### **(c) Fundraising Director**

The fundraising director shall be responsible for organizing and running any fund raising activities involving the members of the Association. The activities may include, but are not limited, to raffles, meat sales, and bat-a-thon.

### **(d) Marketing Director**

The Marketing Director shall be responsible for working with individuals and companies within the community to raise additional funds to support the Association.

### **(e) Yearbook Director**

The Yearbook director shall be responsible for compiling and editing the official roster, which includes all of the teams with managers, coaches and players listed.

### **(f) PeeWee Equipment Manager (PeeWee)**

The PeeWee Equipment Manager shall be responsible for ordering and maintaining equipment for all of the teams for PeeWee and younger as required by the league for safe and enjoyable play.

(g) PeeWee Uniform Manager

The PeeWee Uniform Manager shall be responsible for ordering and maintaining uniforms for all of the teams for PeeWee and younger as required by the league.

(h) Bantam and Midget Equipment/Uniform Manager

The Bantam and Midget Equipment/Uniform Manager shall be responsible for:

- i. Ordering and maintaining equipment for all of the teams for Bantam and Midget as required by the league for safe and enjoyable play.
- ii. Ordering and maintaining uniforms for all of the teams for Bantam and Midget as required by the league.

(i) T -Ball Rep

The T -Ball Rep shall be responsible for:

- i. Organizing managers and coaches for all of the teams and assigning T-Ball players into teams,
- ii. Setting a schedule for T-Ball games,
- iii. Working with the Field Manager on assignment of T-Ball fields.

(j) Tadpole Rep

The Tadpole Rep shall be responsible for:

- i. Organizing managers and coaches for all of the Tadpole teams,
- ii. Organizing the evaluations of all Tadpole players,
- iii. Organizing and supervising the draft for Tadpole teams,
- iv. Setting a schedule for the Tadpole games,
- v. Organizing the May long weekend Tadpole tournament,
- vi. Working with the Field Manager on assignment of fields.

(k) Mosquito Rep

The Mosquito Rep shall be responsible for:

- i. Organizing managers and coaches for all of the Mosquito teams,
- ii. Organizing the evaluations of all Mosquito players,
- iii. Organizing and supervising the draft for Mosquito teams,
- iv. Setting a schedule for the Mosquito games,
- v. Organizing the May long weekend Mosquito tournament,
- vi. Working with the Tournament Director and other associations to get additional teams for the May Long Weekend tournament,
- vii. Working with the Tournament Director and other associations to find spots for the Mosquito teams in other associations tournaments,
- viii. Working with the Field Manager on assignment of fields.

(l) PeeWee Rep

The PeeWee Rep shall be responsible for:

- i. Organizing managers and coaches for all of the PeeWee teams,

- ii. Organizing the evaluations of all PeeWee players,
- iii. Organizing and supervising the draft for PeeWee teams,
- iv. Setting a schedule for the PeeWee games,
- v. Working with the Tournament Director and other associations to find spots for the
- vi. PeeWee teams in other associations tournaments,
- vii. Working with the Field Manager on assignment of fields.

(m) Bantam Rep

The Bantam Rep shall be responsible for:

- i. Organizing managers and coaches for all of the Bantam teams,
- ii. Organizing the evaluations of all Bantam players,
- iii. Organizing and supervising the draft for Bantam teams,
- iv. Setting a schedule for the Bantam games,
- v. Organizing the May long weekend Bantam Sungod tournament,
- vi. Working with the Tournament Director and other associations to get additional teams for the May Long Weekend Bantam Sungod tournament,
- vii. Working with the Tournament Director and other associations to find spots for the Bantam teams in other associations tournaments,
- viii. vi. Working with the Field Manager on assignment of fields.

(n) Midget Rep

The Midget Rep shall be responsible for

- i. Organizing managers and coaches for all of the Midget teams,
- ii. Organizing the evaluations of all Midget players,
- iii. Organizing and supervising the draft for Midget teams,
- iv. Setting a schedule for the Midget games,
- v. Organizing the May long weekend Midget tournament,
- vi. Working with the Tournament Director and other associations to get additional teams for the May Long Weekend Midget tournament,
- vii. Working with the Tournament Director and other associations to find spots for the Midget teams in other associations tournaments,
- viii. Working with the Field Manager on assignment of fields.

(o) Umpire-in-Chief

The Umpire-in-Chief shall be responsible for:

- i. Recruiting umpires for all games from Tadpole through Midget,
- ii. Recruiting umpire coordinators for each division from Tadpole through Midget,
- iii. Organizing training for all of the umpires on a yearly basis,
- iv. Supporting the umpires as required during the season,
- v. Representing the interests of the umpires at the Executive meetings.

(p) Annieville Concession Manager

The Annieville Concession Manager shall be responsible for:

- i. Stocking the Annieville concession with supplies,
- ii. Organizing the volunteers to staff the concession during all league and tournament games,

- iii. Organizing and train the volunteers on safe food practices as required,
- iv. Maintaining a concession account used to purchase supplies and deposit revenue.

(q) Gunderson Concession Manager

The Gunderson Concession Manager shall be responsible for:

- v. Stocking the Gunderson concession with supplies,
- vi. Organizing the volunteers to staff the concession during all league and tournament games,
- vii. Organizing and train the volunteers on safe food practices as required,
- viii. Maintaining a concession account used to purchase supplies and deposit revenue.

(r) Sunbury Concession Manager

The Sunbury Concession Manager shall be responsible for:

- ix. Stocking the Sunbury concession with supplies,
- x. Organizing the volunteers to staff the concession during all league and tournament games,
- xi. Organizing and train the volunteers on safe food practices as required,
- xii. Maintaining a concession account used to purchase supplies and deposit revenue.

(s) Westview Concession Manager

The Westview Concession Manager shall be responsible for:

- xiii. Stocking the Westview concession with supplies,
- xiv. Organizing the volunteers to staff the concession during all league and tournament games,
- xv. Organizing and train the volunteers on safe food practices as required,
- xvi. Maintaining a concession account used to purchase supplies and deposit revenue.

(t) Mackie Concession Manager

The Mackie Concession Manager shall be responsible for:

- i. Stocking the Mackie concession with supplies,
- ii. Organizing the volunteers to staff the concession during all league and tournament games,
- iii. Organizing and train the volunteers on safe food practices as required,
- iv. Maintaining a concession account used to purchase supplies and deposit revenue.

(u) Publicity Director

The Publicity Director shall be responsible for advertising to the public important events in for the Association. These duties include, but are not limited, to registration, tournament results, and player drafts.

(v) Social Director

The Social Director shall be responsible for:

- i. Organizing the annual Association dance,
- ii. Organizing the annual coaches' appreciation night.

(w) Coaching Director

The Coaching Director shall be responsible for:

- i. Providing coaches training or information regarding training courses available as required by the Association.
- ii. Providing a program to upgrade the skills of the coaches and managers in the Association.

(x) Tournament Director

The Tournament Director shall be responsible for:

- i. Working with the division reps to find tournaments for teams to play in.
- ii. Finding teams to enter tournaments hosted by the Association.

(y) Directors-at-Large.

The Directors-at-Large shall be responsible for assisting any other directors as required or assigned by the executive during the normal course of running the Association. A Director at-Large may be asked to assume the duties of another executive member should that member become unavailable.

## **9.7. Committees**

- a) The Board may appoint committees consisting of such Director or Directors and such members as they think fit.
- b) The Chair of each committee shall be a Director.
- c) The Directors may delegate, any, but not all, of their power to committees consisting entirely of Directors.
- d) The Directors may not delegate any decision making authority to any Committee which requires the Association to make payments for goods or services.

## **9.8. Powers of Committees**

Every committee constituted by the Board shall have the authorities, powers and discretion which may be delegated to it by the Board and shall act in accordance with any requirements, including reporting, which the board may impose upon the committee.

## **9.9. Meetings of Committees**

- a) Questions arising at any meeting of the Directors or of a committee shall be decided by a majority of votes.
- b) Resolutions proposed at a meeting of the Directors or of a Committee must be seconded and the Chair of a meeting may move or propose a resolution.
- c) In case of an equality of votes, the Chair does not have a second or casting vote.
- d) The Chair of a committee shall be Chair of its meetings; but if at a meeting the Chair is not present within 30 minutes after the time appointed for holding the meeting, the members of the committee shall choose one of their numbers to be Chair of the meeting.
- e) The members of a committee may meet and adjourn as they think proper.

## **Part 10 -Registers**

### **10.1. Register of Members**

The Registrar shall keep, or cause to be kept, a register on which the names of all members and the list of official representatives and alternates are listed together with the following particulars:

- a) the full name, resident address and telephone number of each such member;
- b) the dates on which any member is suspended or reinstated to full membership privileges following a suspension.

### **10.2. Register of Directors**

The Secretary shall keep, or cause to be kept, a register in which the names of the Directors of the Association are listed, together with the following particulars;

- a) the full name, resident address and telephone (and facsimile) number of each Director;
- b) the date upon which each Director was last elected or appointed as a Director;
- c) the date on which that Director ceases to be a Director; and,
- d) any other information required from time to time by the Directors.

## **Part 11 -Financial Powers and Use of Seal**

### **11.1. Financial Powers**

- a) In order to carry out the purposes of the Association, the Executive, subject to obtaining any necessary Gaming Commission approvals, may on behalf of and in the name of the Association, raise or secure the payment or repayment of money in such manner as they decide. No debenture shall be issued without the passing of a special resolution.
- b) The Executive may invest the funds of the Association only in interest-bearing investment accounts which the Executive in their sole discretion consider in the best interests of the Association.
- c) All monies received by the Association are to be deposited in an account of an accredited financial institution.

- d) Concession Managers shall have the authority to operate separate bank accounts requiring two signatories however, at the end of the baseball year their monies are to be turned over to the Executive.

## **11.2. Financial Year**

The financial year of the Association shall terminate on a day in each year to be fixed by the Executive and the financial statements of the Association's affairs for presentation to the members at the annual meeting shall be made up to that date.

## **11.3. Accounting Records**

The accounting records of the Association shall be kept at the registered address of the Treasurer.

## **11.4. Books and Records**

- a) Any member may inspect the books and records of the Association upon giving reasonable notice to the Secretary.
- b) Upon request, members and Executive shall be given copies of any documents open to their inspection upon payment of not more than \$1.00 per page.
- c) On being admitted to membership, a member is entitled to and the Association shall give it, without charge, a copy of the constitution and bylaws of the Association.

## **11.5. Common Seal**

The Board may adopt a common seal which shall be the seal of the Association and when required may destroy the seal and substitute a new seal in its place.

## **11.6. Custody**

The seal of the Association shall be kept in safe custody by the Association Secretary.

## **11.7. Use of Seal**

The seal of the Association shall not be affixed to any instrument except as authorized by a resolution of the Executive and then only in the presence of the persons prescribed in the resolution. If no persons are prescribed in a resolution of the Board, then the seal of the Association shall be affixed in the presence of any two Directors of the Association.

## **11.8. Signing Authority**

Authorized signing officers for the Association shall be any two of the following:

- i. President;
- ii. Vice-President
- iii. Secretary, or
- iv. Treasurer.

## Part 12 -Indemnification and Liability of Directors

### 12.1. Directors' Liability

Subject to the *Society Act*, no Director of the Association shall be liable for:

- a) the acts, omissions or defaults of any other Director;
- b) any loss or expense incurred by the Association by reason of the insufficiency or deficiency of title of any property acquired for or on behalf of the Association;
- c) the insufficiency or deficiency of any security in or upon which any of the money of the Association shall be invested;
- d) any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any of the money, securities or other property of the Association shall be deposited;
- e) any loss occasioned by any error of judgment or oversight on the Director's part; or,
- f) any other loss, damage or misfortune which occurs in the execution of the duties of the office of Director or in relation thereto unless such loss, damage or misfortune happened through the Director's own dishonesty or willful misconduct.

### 12.2. Indemnification

Subject to the *Society Act*, the Association shall indemnify each Director, Officer, former Director or former Officer of the Association and his or her heirs and personal representatives against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by him or her in a civil or administrative action or proceeding to which he or she is made a party by reason of being or having been a Director or Officer of the Association, including an action brought by the Association, if:

- a) he or she acted honestly and in good faith with a view to the best interests of the Association; and,
- b) he or she had reasonable grounds for believing that his or her conduct was lawful.

## Part 13 -Notices

### 13.1. Notice

- a) Any notice required to be given to a member or a Director pursuant to these bylaws shall be sent by prepaid mail or shall be hand delivered as the Secretary (or his or her nominee) deems appropriate to a member of Directors of the Association, and if no address is shown in the records of the Association, then to the last known address of such member or Director.
- b) Any notice shall be deemed to have been given when the notice has been deposited in the mail or when delivered by hand as determined by the Secretary (or his or her nominee), provided that the Association prepays the cost of such notice.
- c) A notice of a meeting of members shall state the day, time and place of the meeting and the general nature of the business to be transacted at the meeting and, where any special business will be transacted at the meeting, the notice shall state a sufficient amount of information regarding the special business to allow the members to make a reasoned decision regarding the special business.

## Part 14 -Amendment

The Constitution or Bylaws, may be amended or repealed by a 75% majority vote of the members present as defined in the Constitution and Bylaws of the Association at any duly constituted general meeting, provided that public notice of such proposed changes over the signature of the Secretary shall be posted on the concessions operated by the Association at least fifteen days prior to the meeting at which such proposed change shall be submitted to a vote.

### **14.1. Repeal Previous Bylaws**

The Constitution and bylaws supersedes all prior Constitution and Bylaws of the North Delta Baseball Association which are now repealed.