



Abbotsford Minor Baseball Association

Constitution & Bylaws

Part 1 – NAME

This Association shall be known as the ABBOTSFORD MINOR BASEBALL ASSOCIATION. Part 2 – PURPOSE

2.1 To promote and support the growth and development of minor baseball in the community of Abbotsford, British Columbia.

2.2 To maintain policies that will ensure and promote recreational and competitive values of baseball.

2.3 To promote athletic participation and sportsmanship in the community of Abbotsford through baseball training and competition.

2.4 To arrange for and promote competition and exhibitions within Abbotsford.

2.5 To cooperate with other advocates of amateur baseball; in particular, the British Columbia Minor Baseball Association

Part 3 – SCOPE

The Society shall operate as a non-profit organization and shall be carried on without purpose of gain for its members and any profits or other accretions to the Society shall be used for promoting its purposes. No director shall be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Association. This clause is unalterable.

Part 4 – DISSOLUTION

In the event of the winding up or dissolution of the Society, funds and assets of the Society remaining after the satisfaction of its debts and liabilities, shall be given or transferred to such organization or organizations promoting the same objects as this Society, as may be determined by the members of the Society at the time of winding up or dissolution, and if effect cannot be given to the aforesaid provisions, then such funds shall be given or transferred to some other organization, provided that such organization shall be a charitable corporation, a charitable organization, or a charitable trust recognized by the Revenue Canada as being qualified as such under the provisions of the Income Tax Act of Canada from time to time in effect. This clause is unalterable.

ABBOTSFORD MINOR BASEBALL ASSOCIATION BYLAWS

PART 1 – INTERPRETATION

1.1 Definitions

In these Bylaws, unless the context otherwise requires:

1.1.1 “Association” means the Abbotsford Minor Baseball Association;
1st Vice President, 2nd Vice President, Secretary & Treasurer for the time ;

1.1.2 “Executive” means the President, 1 being of Directors shall be a member.

Amend to: 1.1.3 “Directors” means the five (5) Directors of the Association for the time being;

1.1.4 “Board of Directors” consists of the Executive and Directors.

1.1.5 “Society Act” means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;

1.1.6 “Registered Address” of a member means his address as recorded in the register of members. 1.2 The definitions of the Society Act on the date these bylaws become effective apply to these bylaws.

1.3 Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

PART 2 – MEMBERSHIP

2.1 The members of the Association are the applicants for incorporation of the Association, and, in either case, have not ceased to be members. There shall be the following classes of members.

2.1.1 Regular Member – any parent or person in the position of parent to a person under the age of 18 years who is a participant in the activities of the Association may apply for membership as a Regular Member.

2.1.2 Honourary Member – those members recognized for their outstanding work for the Association. They will be elected by the membership to be members of the Association unless their membership is determined in accordance with MEMBERSHIP

Part 2.5. There will be no payment of fees by Honourary Members whose rights and obligations will otherwise be the same as those of the Regular Members.

2.2 A person may apply to the **Board of Directors** for membership in the Association on acceptance by the Board

2.3 Every member shall uphold the constitution and comply with these bylaws.

2.4 The amount of the first annual membership dues shall be determined by the Board of Directors and thereafter the annual membership dues shall be determined by the Board of Directors.

2.5 A person shall cease to be a member of the Association:

2.5.1 By delivering his resignation in writing to the secretary of the Association or by mailing or delivering it to the address of the Association.

2.5.2 On his death or in the case of a corporation on dissolution

2.5.3 On being expelled

2.5.4 On having been a member not in good standing for 6 consecutive months.

2.6 A member may be expelled by a special resolution of the members passed at a general meeting.

2.6.1 The notice of a special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.

2.6.2 The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

2.7 All members are in good standing except a member who has failed to pay his current annual membership fee or any other subscription or debt due and owing by him to the Association and he is not in good standing so long as the debt remains unpaid. Provided however, the Board of Directors, in their discretion, may waive or reduce the annual membership fees in individual cases.

2.8 The Board of Directors, by a majority vote at any duly constituted meeting of the Board of Directors, 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 a hearing before a decision to suspend is made by the Board of Directors.

2.9 The Board of Directors 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 Board of Directors, which shall have full power to suspend or revoke such player's right to future membership and participation.

PART 3 – MEETINGS OF MEMBERS

3.1 General meetings of the Association shall be held at such time and place, in accordance with the Society Act, as the Board of Directors decide.

3.2 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

3.3 The Board of Directors may, whenever they think fit, convene an extraordinary general meeting. An extraordinary general meeting, if requisitioned in accordance with the Society Act, shall be convened by the Board of Directors.

3.4 Notice of a general meeting shall specify the place, the day and the hour of a meeting, and in the case of special business, the general nature of that business.

3.4.1 The accidental omission to give notice of a meeting to, or the non- receipt of a notice by any of the members entitled to receive notice does not invalidate proceedings at that meeting.

3.5 The first annual general meeting of the Association shall be held not more than 15 months after the date of incorporation and thereafter an annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

PART 4 – PROCEEDINGS AT GENERAL MEETINGS

4.1 Every Annual General Meeting shall include:

4.1.1 the report of the Board of Directors, the financial statements and the report of the auditor, if any.

4.1.2 The election of the executive and directors

4.1.3 The appointment of the auditor, if any,

4.1.4 Such other business as, under these bylaws, ought to be transacted at an annual general meeting, or any business which is brought under consideration by the report of the Board of Directors issued with the notice convening the meeting.

4.2 Quorum

4.2.1 No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

4.2.2 If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

4.2.3 A quorum is 10 members present or such greater number as the members may determine at a general meeting.

4.3 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum; providing that there is never less than five (5) members, including at least three (3) executive members in attendance at all times.

4.4 The president of the Association, the 1st vice-president, 2nd vice president or in their absence, one of the other Board of Directors present shall preside as chairman of a general meeting.

4.5 If at a general meeting:

4.5.1 There is no president, vice-president, or other Board of Director present within 15 minutes after the time appointed for holding the meeting,

or

4.5.2 The president and any of the other Board of Directors present are unwilling to act as chairman, the members present shall choose one of their members to be chairman.

4.6 Adjourned Meeting

4.6.1 A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

4.6.2 Where a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

4.6.3 Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

4.7

4.7.1 No resolution proposed at a meeting need be seconded and the chairman of a meeting may move or propose a resolution.

4.7.2 In case of an equality of votes, the chairman shall not have a casting or second vote in addition to the vote to which he may be entitled as a member, and the proposed resolution shall not pass.

4.7.3 Unless inconsistent with the within bylaws, Roberts Rules of Order latest edition, shall govern proceedings at all meetings of members or Board of Directors.

4.8 A member in good standing present at a meeting of members is entitled to one vote. 4.8.1 Voting is by show of hands.

4.8.2 Voting by proxy is not permitted.

PART 5 – EXECUTIVE AND DIRECTORS

5.1 The executive shall include the President, 1 Vice President, 2 Vice President, Secretary and Treasurer and shall be elected at the Annual General Meeting by the voting members.

5.2 The directors shall include 5 directors at large and shall be elected at the Annual General Meeting by the voting members.

5.3 The executive and directors shall form the board of directors.

5.3.1 The **executive** may exercise all such powers and do all such acts and functions that the Association may exercise and do, and which are not by these by-laws or by statute of otherwise lawfully directed or required to be exercised or done by the Association in a general meeting, but subject, nevertheless, to the provisions of:

5.3.2 all laws affecting the Association 5.3.4 these bylaws, and

5.3.5 rules, not being inconsistent with these bylaws, which are made from time to time by the Association in general meeting.

5.3.6 No rule, made by the Association in general meeting, invalidates a prior act of the Board of Directors that would have been valid if that rule had not been made.

5.4 Election of Board of Directors

5.4.1 The term of the Board of Directors shall be from **the day** following their election to the conclusion of the AGM of the following year.

5.4.2 Elections for the executive and directors shall be carried out at each Annual General Meeting.

5.4.3 All elected positions are for a two year term

5.4.4 Separate elections shall be held for each office to be filled.

5.4.5 An election may be by acclamation, otherwise it shall be by ballot, **where the nominee receiving the majority of the votes shall be declared elected.**

5.4.6 If no successor is elected the person previously elected or appointed continues to hold office.

5.5 The Board of Directors may at any time and from time to time appoint a member as **an executive or** director to fill a vacancy in the Board of Directors. **An executive or** director so appointed holds office only until the conclusion of the **executive or** director's term and he is eligible for re-election at the annual general meeting.

5.6 If **an executive or** director resigns his office or otherwise ceases to hold office, the remaining Board of Directors shall appoint a member to take the place of the former **executive or** director.

5.7 No act or proceeding of the Board of Directors is invalid only by reason of there being less than the prescribed number of Board of Directors in office.

5.8 The members may by special resolution remove an **executive or** director before the expiration of his term of office, and may elect a successor to complete the term of office.

5.9 In accordance with article 3 of the Constitution, no director shall be remunerated for being or acting as a director but a director may be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Association.

PART 6 – PROCEEDINGS OF BOARD OF DIRECTORS

6.1 Meeting of Board of Directors

6.1.1 The Board of Directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

6.1.2 The Board of Directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the Board of Directors then in office.

6.1.3 The president is the chair of all meetings of the Board of Directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, a vice president must act as chair, but if neither is present the Board of Directors present may choose one of their number to be the chair at that meeting.

6.1.4 An **executive** may at any time, and the secretary, on the request of a **executive or** director, must, convene a meeting of the Board of Directors.

6.1.5 Any board of director member or officer that misses two consecutive meetings without due cause, may be dismissed at the discretion of the Board of Directors.

6.1.6 All matters concerning the policy of the Association shall be decided by a majority vote of the Board of Directors at a duly constituted meeting and no motion shall be carried without a favourable vote from the majority of those present.

6.2 Committees

6.2.1 The Board of Directors may delegate any, but not all, of their powers to committees **consisting of the** executives, directors or members of the association as they think fit.

6.2.2 A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the Board of Directors, and must report every act or thing

done in exercise of those powers to the earliest meeting of the Board of Directors held after the act or thing has been done.

6.2.3 A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the **executive or director** present who are members of the committee must choose one of their number to be the chair of the meeting.

6.2.4 The members of a committee may meet and adjourn as they think proper.

6.3 For a first meeting of Board of Directors held immediately following the appointment or election of an **executive** annual or other general meeting of members, or for a meeting of the Board of Directors at which an director is appointed to fill a vacancy in the Board of Directors, it is not necessary to give notice of the meeting to the newly elected or appointed **executive or** director for the meeting to be constituted, if a quorum of the Board of Directors is present.

6.4 A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by letter **or email** of any meeting of the Board of Directors and may at any time withdraw the waiver, and until the waiver is withdrawn;

6.4.1 a notice of meeting of Board of Directors is not required to be sent to that executive or director, and

6.4.2 any and all meetings of the Board of Directors of the society, notice of which has not been given to that executive or director, if a quorum of the Board of Directors is present, are valid and effective.

6.5 Voting at a Meeting

6.5.1 Questions arising at a meeting of the Board of Directors and committee of Board of Directors must be decided by a majority of votes.

6.5.2 In the case of a tie vote, the chair does not have a second or casting vote.

6.6 A resolution proposed at a meeting of Board of Directors or committee of Board of Directors need not be seconded, and the chair of a meeting may move or propose a resolution.

6.7 A resolution in writing, signed by all the Board of Directors and placed with the minutes of the Board of Directors, is as valid and effective as if regularly passed at a meeting of Board of Directors.

PART 7 – DUTIES OF THE EXECUTIVE AND DIRECTORS

7.1 President

7.1.1 two year term (elected on even years)

7.1.2 presides at all meetings of the association and of the Board of Directors

7.1.3 The president is the chief executive officer of the association and must supervise the

7.1.4 serves as the head of the appeals committee 7.2 **1st Vice President;**

or director at an executive or other officers in the execution of their duties.

7.2.1 two year term (elected on odd years)

7.2.2 must carry out the duties of the president during the president's absence

7.2.3 oversee the duties of the tournament director, umpire coordinator and booking clerk of the association

7.2.4 serves as the head of the disciplinary committee

7.3 ^{2nd} Vice President;

7.3.1 two year term (elected on even years)

7.3.2 must carry out the duties of the president during the president's and 1

7.3.3 organizes the association picture day

7.3.3 oversee the duties of the coaching development chairperson

7.3.4 serves as the head of the player eligibility and the coach selection committee

7.4 Secretary

7.4.1 two year term (elected on odd years)

7.4.2 conduct the correspondence of the society;

7.4.3 issue notices of meetings of the society and Board of Directors;

7.4.4 keep minutes of all meetings of the society and Board of Directors;

7.4.5 have custody of all records and documents of the society except those required to be kept by the treasurer; 7.4.6 have custody of the common seal of the association;

7.4.7 maintain the register of members

7.4.8 update and maintain the association's constitution and rule book

7.5 Treasurer

7.5.1 two year terms (elected on even years)

7.5.2 keep the financial records, including books of account, necessary to comply with the Society Act, and 7.5.3 render financial statements to the Board of Directors, members and others when required

7.5.4 oversees the completing and submitting the annual gaming application and filing the annual gaming report by the gaming chairperson

7.6 Director #1

7.6.1 two year term (elected on even years)

7.6.2 oversees the duties of the T-Ball Commissioner, Tadpole Commissioner, Mosquito Commissioner

7.6.3 serves on the coach selection committee and disciplinary committee

7.7 Director #2

7.7.1 two year term (elected on odd years)

7.7.2 oversees the duties of the Peewee Commissioner, Bantam Commissioner, Midget Commissioner, Jr. Men, Commissioner, and Challenger Commissioner

7.7.3 services on the coach selection committee and appeals committee

vice president's absence

7.8 Director #3

7.8.1 two year term (elected on even years)

7.8.2 oversees the duties of the Fields Manager, Equipment Manager, and Uniforms Chairperson

7.8.3 serves on the coach selection committee and disciplinary committee

7.9 Director #4

7.9.1 two year term (elected on odd years)

7.9.2 oversees the duties of the Business Development Manager, Sponsorship Chairperson, and Registrar

7.9.3 serves on the coach selection committee and appeals committee

7.10 Director #5 Director of Risk Management:

7.10.1 two year term (elected on odd years)

7.10.2 oversees the duties of risk management/health & safety for the association including, but not limited to covid-19 protocol

7.10.3 oversees and directs all safety officers

7.11 In the absence of the secretary from a meeting, the Board of Directors must appoint another person to act as secretary at the meeting.

PART 8 - BORROWING

8.1 In order to carry out the purposes of the society the Board of Directors may, on behalf of and in the name of the society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.

8.2 A debenture must not be issued without the authorization of a special resolution.

8.3 The members may, by special resolution, restrict the borrowing powers of the Board of Directors, but a restriction imposed expires at the next annual general meeting.

PART 9 – NOTICE TO MEMBERS

9.1 A notice may be given to a member, either personally, electronic email or by mail to the member at the member's registered address.

9.2 A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.

9.3 Notice of a general meeting must be given to every member shown on the register of members on the day notice is given, and

9.4 No other person is entitled to receive a notice of a general meeting.

PART 10 – BYLAWS

10.1 On being admitted to membership, each member is entitled to, and the society must give the member without charge, a copy of the constitution and bylaws of the society.

10.2 These bylaws must not be altered or added to except by special resolution.

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