

SCHEDULE "A"  
FORM 1  
ACT  
CONSTITUTION

1. THE NAME OF THE SOCIETY IS: GRANDE PRAIRIE  
MINOR BASEBALL ASSOCIATION
  
2. The purposes of the Society are:
  - (a) to implant in the youth of the City of Grande Prairie and surrounding areas, through the organized sport of baseball, the ideals of honesty, loyalty, courage and sportsmanship. To provide a safe, healthy environment that promotes physical exercise, teamwork, respect for coaches and players, sound baseball fundamentals, self-esteem, self-confidence, self-discipline and fair play, while having fun.
  - (b) to promote the sport of baseball in all its forms, including the training and encouragement of competitive ball players;

## BYLAWS OF

### GRANDE PRAIRIE MINOR BASEBALL ASSOCIATION

#### ARTICAL 1 - INTERPRETATION

##### **1.1 Definitions**

Unless otherwise provided in these By-laws, the following terms shall have the following meanings:

- (a) “GPMBA” or “Society” means GRANDE PRAIRIE MINOR BASEBALL ASSOCIATION
- (b) “Annual General Meeting” means an annual general meeting of the Members duly called and constituted in accordance with these By-laws;
- (c) “By-laws” means these By-laws of GPMBA together with any amendments to or replacements of these By-laws
- (d) “Directors” means the persons who are elected or appointed as directors of GPMBA from time to time in accordance with these By-laws. A directors position and duties shall be defined by the executive. These positions are not eligible for numeration.
- (e) “Executive” means those persons elected or appointed officers of the GPMBA collectively responsible for the operation and policies of GPMBA
- (f) “Majority” means a simple majority of the eligible voters who are present and voting at the time the vote was taken
- (g) “Members” means the persons who are members of GPMBA in good standing and being of the full age of 18 years will have full voting privileges at any society meeting. Members have one (1) vote even though they may have paid multiple registration fees.

##### **1.2 Headings**

The headings used in these By-laws are for ease of reference only and shall not affect the meaning or interpretation of these By-laws.

#### ARTICLE 2 – JURISDICTION

##### **2.1 Territorial Jurisdiction**

The territorial jurisdiction of GPMB shall be defined by Baseball Alberta

## **ARTICLE 3 - MEMBERS**

### **3.1 Categories of Members**

GPMBA shall have the following categories of Members:

(a) **Players / Coach Member**

any eligible person, who meets the requirements of Baseball Alberta and GPMBA, upon registration and/or selection and payment of fees, will become a player and/or coach member. Payment of said registration and/or selection fee shall constitute membership until May 1 of the following year.

(b) **Family Members**

parent(s) or legal guardian(s) of a player Member

(c) **Import Player**

players residing outside GPMBA's territorial jurisdiction, as defined by Baseball Alberta transfer policy, may be admitted as a non voting members to play within the program on a year to year basis with the approval of the members of the Board.

Members admitted under Section 3.1(c) will not have voting privileges within the Association and will be subject to the annual surcharge as determined by the members of the board.

### **3.2 Membership Register**

(a) GPMBA shall maintain a register of all members.

### **3.3 Fees**

(a) registration fees and membership fees shall be determined from time to time by the Board of Directors and shall be due and payable at the time prescribed by the Board of Directors.

(b) the Board of Directors, in their absolute and unfettered discretion, may waive the payment of registration fees or membership fees in circumstances of demonstrated financial hardship.

### 3.4 Meetings of Members

The terms and conditions governing meetings of the Members are as follows:

- (a) an Annual General Meeting shall be held once a year for the purpose of electing the Board of Directors, approval of the year-end financial statement and any resolutions so advertised. The AGM shall be held at such date, time and place, as the Board of Directors shall determine.
- (b) notice of the Annual General Meeting of the Members shall be given, not less than 21 days before such meeting, by written notice published in a newspaper circulating in the Grande Prairie area.
- (c) the president of GPMBA shall preside over any meeting of the Members and, at his/her discretion; may appoint a chairman to chair any meeting of the members.
- (d) a quorum at any meeting of the Members shall be 20 voting Members in good standing providing that if quorum is not present within 30 minutes after the time at which such meeting is to commence, then the following terms and conditions shall be applicable:
  - (i) such meeting shall be postponed for a period of not more than 28 days and such meeting shall be held on such date, such time and such place as the President of GPMBA may designate.
  - (ii) at such postponed meeting, those Members present shall constitute a quorum provided that at least 2-days' prior written notice of such postponed meeting has been given in the manner described in Section 3.4 (b) hereof;
- (e) the President and/or appointed Chair person shall have the casting vote in the event of a tie vote.
- (f) voting at a meeting of the Members shall not be by secret ballot unless the Majority of the Members present and entitled to vote at such meeting request that a secret ballot be held or unless otherwise specified in these By-laws.
- (g) the business at an Annual General Meeting shall be:
  - (i) to receive and consider the report of the Board of Directors;
  - (ii) to receive and consider the audited financial statements for the most recent fiscal year;
  - (iii) to elect Officers and Directors
  - (iv) to consider any resolution or resolutions brought before the meeting;
- (h) voting privileges at Annual General Meetings will be extended to the following members in good standing;
  - (i) **ONE** parent/legal guardian shall have one vote even if multiple registrations were paid
  - (ii) for registered players 18 years of age or older, either the player **or** one parent/legal guardian
  - (iii) coaches who do not have children registered in the Association

### **3.5 Voting Rights of Members**

All Members in good standing shall be entitled to vote at an Annual General Meeting or at a special meeting of the Members, subject to the following restrictions;

- (a) Members who are under 18 years of age shall not be entitled to vote;
- (b) Members who have not been Members for at least 30 days prior to the meeting in question shall not be entitled to vote at such meeting;
- (c) Members shall vote in person only and not by proxy, mail or other method;

### **3.6 Liability of Members**

A Member, when duly authorized to act for GPMBA, shall not be personally liable for any loss or damage or depreciation to the property of GPMBA except if such Member acted fraudulently, dishonestly or committed acts of gross misconduct or negligence.

### **3.7 Termination of Memberships**

A Member's membership in GPMBA shall terminate upon the occurrence of one or more of the following events:

- (a) the Board of Directors receives written notice from such Member stating that such Member wishes to terminate his/her membership in GPMBA and such request is not requesting a release;
- (b) such Member fails to pay his/her registration or membership fees prescribed by the Board of Directors;
- (c) such Member dies;
- (d) a committee of the Board of Directors composed of at least 3 Directors, upon review of the conduct of such Member, decides to expel such Member on the basis that such Member has conducted him/herself in an improper or unbecoming manner which is likely to endanger the interest or reputation of GPMBA or on the basis that such Member has wilfully breached these By-laws and polices set out in the GPMBA Handbook. Such expulsion shall not be effective until written notice of such expulsion has been forwarded by registered mail to such member at the address shown on his/her registration. Such notice shall be deemed to have been received by such Member on the 5<sup>th</sup> day following the mailing of such notice. Such expulsion shall be subject to the appeal procedure described in section 3.8 hereof;
- (e) any Member who does not conduct him/herself in accordance with the policies, rules and regulations of the association or Baseball Alberta may have his/her membership suspended upon a majority decision of the members of the board.

Upon the termination of any Member's membership in GPMBA, all rights, claims and interests of such Member in GPMBA, including but not restricted to any refund of registration or membership fees, shall be forfeited by such Member.

### **3.8 Appeal Procedure Applicable to Termination of Memberships**

Any Member who is expelled from GPMBA pursuant to Section 3.7 (d) or 3.7 (e) hereof shall be entitled to appeal such expulsion in accordance with the following procedure:

- (a) such Member shall forward to the Board of Directors, within 30 days following receipt or deemed receipt of written notice of such expulsion, written notice of such Members decision to appeal such expulsion;
- (b) such Member's appeal shall be heard by a committee of the Board of Directors composed of at least 3 Directors (excluding those Directors who sat on the committee described in Section 3.7(d) hereof) within 30 days of receipt of such Member's notice of appeal;
- (c) the procedure governing the hearing of such Member's appeal shall be determined by such committee of the Board of Directors
- (d) the decisions of such committee of the Board of Directors shall be final and such Member shall have no further right of appeal.

### **3.9 Member Release**

No Member eligible to play within the Association's jurisdiction shall be released without the approval of the Members of the Board and in accordance with Baseball Alberta's transfer policy. Prior to approval, a written request stating the reasons for the release and indicating where the player intends to play is required.

## **ARTICLE 4 – EXECUTIVE**

### **4.1 List of Executives and Directors**

The executive shall consist of the following:

- (i) President
- (ii) Vice-President
- (iii) Past-President
- (iv) Secretary
- (v) Treasurer
- (vi) Registrar

From time to time the Executive shall appoint Directors to fill various rolls and committees.

Directors shall consist of the following:

- (vii) Technical Director
- (viii) Executive Director
- (ix) House League Director(s) Rally Cap / Rookie / Mosquito / PeeWee / Bantam / Midget
- (x) Equipment Director
- (xi) Umpire Director
- (xii) Facility Director

## **4.2 Designation of Executive**

The specific duties of the Executive shall be as follows:

### **(i) President**

The President, within the jurisdiction of the GPMBA shall:

- (a) Preside at all meetings;
- (b) Not act as Director in any minor ball league during his/her term in office;
- (c) Not vote on any topic unless all members are equally divided in which case he/she shall cast the deciding vote;
- (d) Decide all questions of order and conduct all meetings in a business like manner;
- (e) Ensure that all members of the Executive perform their duties in adherence with these By-Laws;
- (f) Be one of three members empowered to co-sign cheques for the GPMBA;
- (g) Be the main spokesperson for the GPMBA;
- (h) Sit as one of 3 members on the disciplinary committee chosen by the Executive, when the need arises;
- (i) Present the report of the Board of Directors at the Annual General Meeting;
- (j) Perform such other duties as may be specified from time to time by the Board of Directors or these By-Laws.

### **(ii) Vice-President**

- (a) In the absence of the President or in the event that his/her inability to act, the Vice-President shall have and exercise all the powers of the President;
- (b) Be responsible for all Directors and coaches;
- (c) Perform such other duties as may be specified from time to time by the Board of Directors or these By-Laws.

### **(iii) Past President**

- (a) The immediate Past President shall act in an advisory capacity and carry out such duties and assignments as may be delegated by the President.

### **(iv) Secretary**

The Secretary shall:

- (a) Be responsible for recording, typing, and distributing minutes to all Board members;
- (b) Perform all general secretarial duties on behalf of the GPMBA;
- (c) Prepare and send notices of meetings of the Board of Directors;
- (d) Perform such other duties as may be specified from time to time by the Board of Directors or these By-Laws.

(v) **Treasurer**

The Treasurer shall:

- (a) Keep an accurate record of all monies received and disbursed;
- (b) Deposit all monies in the bank and prepare cheques for disbursements;
- (c) Be one of 3 members empowered to co-sign cheques;
- (d) Ensure that all monies held in trust be maintained in a separate account;
- (e) Provide a financial statement for all general and executive meetings;
- (f) Ensure that an annual audit is performed by whoever deems fit prior to the AGM.
- (g) Perform such other duties as may be specified from time to time by the Board of Directors or these By-Laws.

(vi) **Registrar**

The Registrar shall:

- (a) Annually coordinate the registration process;
- (b) Maintain a record of team rosters (players and team officials) for all leagues;
- (c) Annually coordinate the registration of players and team officials for Rep Teams with the Baseball Alberta Association;
- (d) Document all incidents requiring disciplinary action against players and/or team officials;
- (e) Perform such other duties as may be specified from time to time by the Board of Directors or these By-Laws.



### **4.3 Designation of Directors**

#### **(vii) Technical Director**

The Technical Director Shall:

- (a) Be responsible for developing a technical program for coaches and players;
- (b) Be responsible for player evaluation process;
- (c) Oversee camps and clinics;
- (d) Develop a program for the house League and Rep Divisions;
- (e) Arrange N.C.C.P. Certification clinics for coaches;
- (f) Perform such other duties as may be specified from time to time by the Board of Directors or these By-Laws.

#### **(viii) Executive Director**

The Executive Director Shall:

- (a) Be the day to day coordinator of daily operations;
- (b) Be the direct supervisor of any administrative assistants;
- (c) Answer daily phone calls and e-mails during regular office hours;
- (d) Be the general contact person for GPMBA in-quires;
- (e) Communicate with President on issues requiring board approval;
- (f) Collect mail;
- (g) Code invoices for final approval of Treasurer before giving to Book-keeper;
- (h) Deliver and pick-up invoices and cheques from the Book-keeper;
- (i) Asses uniform requirements each season;
- (j) Coordinate distribution and collection of uniforms each season;
- (k) Coordinate purchases of:
  - (i) Uniforms
  - (ii) Administrative supplies
  - (iii) Advertisements including – Signage / Newspaper / Radio

- (l) Coordinate and maintain outgoing communications such as:
  - (i) Facebook
  - (ii) Twitter
  - (iii) Web Pages
  - (iv) Mass e-mails
  - (v) News releases
  - (vi) Flyers
  - (vii) Newsletters
  - (viii) Advertising
    - (a) Signage
    - (b) Local Media
    - (c) Print Advertising
    - (d) Radio and Television;
- (m) Present operational budget each year;
- (n) Develop Culture of Baseball
  - (i) Arrange Tournaments – Local / Invitational / Westerns or Nationals;
- (o) Present reports at Board meetings:
  - (i) Activities
  - (ii) Accomplishments
  - (iii) Challenges
- (p) Perform such other duties as may be specified from time to time by the Board of Directors or these By-Laws.
- (ix) **League Director(s) Rally Cap / Rookie / Mosquito / Peewee / Bantam / Midget**

The League Directors shall:

- (a) Assign players and coaches throughout his/her league;
- (b) Ensure that all coaches and players abide by these By-Laws and policies of GPMBA;
- (c) Provide Registrar with team rosters and notify him/her of any changes.
- (d) Work as a liaison between House League division coordinators, coaches, players and parents;
- (e) Perform such other duties as may be specified from time to time by the Board of Directors or these By-Laws.

**(x) Equipment Director**

The Equipment Director shall:

- (a) Inventory all the associations equipment following the playing season;
- (b) Have full control of all equipment and uniforms (uniforms for Rep Division only);
- (c) Maintain and replace equipment as necessary to maintain serviceability;
- (d) Ensure all equipment and uniforms are labelled "Property of GPMBA" before it is released for use;
- (e) Coordinate all purchases of equipment and present quotes to the Board of Directors for approval of equipment purchases;
- (f) Ensure all coaches sign for equipment;
- (g) Perform such other duties as may be specified from time to time by the Board of Directors or these By-Laws.

**(xi) Umpire Director**

The Umpire Director shall:

- (a) Schedule and ensure umpires are present when and where requested. Umpires can only be requested by the President, Vice-President and League Directors;
- (b) Coordinate all Umpire Clinics;
- (c) Perform such other duties as may be specified from time to time by the Board of Directors or these By-Laws.

**(xii) Facility Director**

The Facility Director shall;

- (a) Oversee the Diamonds and Clubhouse;
- (b) Oversee the maintenance and purchasing of all outdoor field equipment. Present the Board of Directors with all quotes for the purchase of new equipment or quotes to maintain current equipment for Board approval;
- (c) Perform such other duties as may be specified from time to time by the Board of Directors or these By-Laws.

#### **4.4 Powers of the Executive**

Subject to the provisions of these By-laws and the Societies Act, the Executive shall manage the business and affairs of GPMBA and exercise all such powers of GPMBA as are not required to be exercised by the Members. Without restricting the generality of the foregoing, the Executive shall be empowered to:

- (a) receive donations, bequests, funds, trusts, grants, benefits and property for the purpose of furthering the objects of GPMBA provided that the Executive in its absolute and unfettered discretion may refuse to accept any donations, bequests, funds, trusts, benefits and property.
- (b) borrow money on the credit of GPMBA:
- (c) establish and maintain a banking relationship with one or more chartered banks, trust companies, credit unions or treasury branches and, in that regard:
  - (i) open one or more bank accounts;
  - (ii) designate signing officers for the signing of cheques, bills of exchange, promissory notes or other evidences of indebtedness or orders for the payment of money;
- (d) appoint agents and employees of GPMBA to perform such duties as may be prescribed by the Executive or these By-laws
- (e) institute and amend policies, procedures and standards of conduct of GPMBA's business and affairs.
- (f) establish committees of the Board of Directors, standing otherwise, as the Executive deems necessary or desirable in order to carry on the business and affairs of GPMBA and, for such purpose, the Executive may delegate any of its powers to such committees provided that at least one member of each such committee shall be a director.

#### **4.5 Number of Directors**

The Board of Directors shall consist of not more than 14 Directors at any given time.

#### **4.6 Qualifications of Executive/Directors**

Each Director shall meet all of the following qualifications at all times that he/she is a Director

- (i) a Member in good standing
- (ii) 18 years of age or older; and
- (iii) shall not be an employee of GPMBA

#### **4.7 Election and Term of the Executive**

The terms and conditions governing the election or appointment of the Executive are as follows.

- (a) the Executive shall be elected at the Annual General Meeting of GPMBA, and the term of office is two years. Elections are to be as follows:
  - (i) President and Registrar are to be elected on even years;
  - (ii) Vice-President, Secretary and Treasurer are to be elected on odd years;This will ensure that there is past experience on the Executive at all times.
- (b) the immediate past President of GPMBA shall serve as a Director for a one year term following his/her term as President
- (c) in the event any vacancies exist within the Executive following the election, such vacancies shall be filled by persons appointed by a majority of Executives provided.
- (d) any vacancies occurring in the Executive between Annual General Meetings shall be promptly filled by persons appointed by a majority of the Executive provided that such newly appointed Executive shall hold office only for the unexpired portion of the vacating Executives term.

#### **4.8 Removal of Executives/Directors**

The terms and conditions governing the removal of an Executive or an assigned Director are as follows:

- (a) an Executive and/or Director shall be deemed to have resigned immediately upon such Executive and/or Director ceasing to meet all of the qualifications set out in Section 4.6 hereof;
- (b) any Executive and/or Director, who without prior notice to the Board of Directors is absent from 3 consecutive meetings of the Board of Directors, may be removed by the Board of Directors by a resolution passed by a majority vote of the Executives present at a meeting of the Board of Directors duly held and constituted;
- (c) if any Executive and/or Director demonstrates a lack of interest in GPMBA by inactivity or if any Executive and/or Director is incompetent or unable to handle his/her elected or appointed tasks or if any Executive and/or Director conducts him/herself in an improper or unbecoming manner in which is likely to endanger the interest or reputation of GPMBA, the such Executive and/or Director may be removed from the Board of Directors by a resolution passed by a majority vote of the Executive present at a meeting of the Board of Directors duly held and constituted;
- (d) any Executive and/or Director who is removed from the Board of directors in accordance with this Section 4.8 shall have the right to receive notice of and reasons for such removal but such removed Executive and/or Director shall have no right to appeal such removal.

#### **4.9 Resignation of an Executive / Director**

An Executive and/or Director may resign by notice in writing to the Board, which shall be effective upon the acceptance of the Board of Directors by a majority vote.

#### **4.10 Meetings of the Executive and Directors**

The terms and conditions governing meetings of the Board of Directors are as follows:

- (a) meetings of the Board of Directors shall be held at such times and dates as the Board of Directors may from time to time determine provided that at least 8 meetings of the Board of Directors shall be held in each fiscal year of GPMBA;
- (b) a meeting of the Board of Directors may be convened at any date, time or place upon proper notice by the Secretary of GPMBA
- (c) notice of meetings of the Board of Directors shall be given to each member at least 2 weeks before the meeting is to take place and such notice may be telephoned, e-mailed;
- (d) a quorum at any meeting of the Board of Directors shall be half of the eligible voting Executive;
- (e) the Board of Directors may invite any interested persons to attend any meeting of the Board of Directors provided that such invitees shall not be entitled to vote at such meeting;

#### **4.11 Remuneration of Executive / Directors**

All Executive and/or Director (with exception to the Executive Directors position) shall serve GPMBA without remuneration provided that the Board of Directors shall be entitled to reimburse any executive or Director for all reasonable, authorized and substantiated expenses incurred by such person with respect to the business and affairs of GPMBA.

#### **4.12 Indemnity**

Subject to the Societies Act, GPMBA shall indemnify Executive, Directors, Former Executive or former Directors, and their heirs and legal representatives, against all costs, charges and expenses, including any amount paid to settle an action or satisfy a judgment, reasonably incurred by such Executive or Directors in respect of any civil, criminal or administrative action or proceeding to which he/she is made a party by reason of being or having been a Executive or Director if:

- (a) he/she acted honestly and in good faith with a view to the best interests of GPMBA; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he/she had a reasonable grounds for believing that his/her conduct was lawful.

GPMBA shall also indemnify such persons in other circumstances as the Societies Act permits or

requires. Nothing in these By-Laws shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of these By-Laws.

## **ARTICAL 5 – COMMITTEES**

The Board of Directors shall establish any committee, name a chairman and set forth the terms of reference and dissolve any special committee. The chairman of each committee shall be a member of the Board of Directors, and if so empowered under the terms of reference given, select the members of the said committee.

## **ARTICAL 6 – BOOKS AND RECORDS**

### **6.1 Books and Records**

The Board of Directors shall ensure that all necessary books and records of GPMBA required by the Societies Act or these By-Laws or by any other applicable statute or law are regularly and properly kept by GPMBA.

### **6.2 Building Fund**

The building fund of the Association shall not be used for any other purpose except to fund capital expenditures to the baseball facilities for the Association. Said funds may only be expended with the approval of a majority of the Executive members present at the time of the vote.

### **6.3 Team Accounting**

Each representative team must keep a set of financial records and provide a full accounting of funds raised and used to the Association.

### **6.4 Distribution of Assets on Dissolution of a Team**

Any surplus funds that may have accrued to a team upon the dissolution of the team, the surplus funds which are over and above the parent's contribution, must be donated to a baseball cause in the Grande Prairie Minor Baseball Association.

## **6.5 Distribution of Assets on Dissolution of the Association**

Any surplus that may accrue to the Association during the time it is in operation shall be used for the purpose of the Association as the Executive may see fit. In the event of the winding up of the affairs of the GPMBA, including cash on hand or in the bank, after the payment of all outstanding accounts and other liabilities, shall be donated to a charity in Grande Prairie or non-profit organization in Grande Prairie as determined by a resolution passed by the members at a general meeting.

All monies acquired by GPMBA and held in the account(s) titled Grande Prairie Minor Baseball Association Casino account and/or Grande Prairie Minor Baseball Association Gaming Account in the event of the dissolution of the Association any assets remaining after paying debts and liabilities are to be:

- i. disbursed to eligible charitable or religious groups or purpose; or
- ii. transferred in trust to a municipality until such time as the assets can be transferred from the municipality to a charitable or religious group or purpose approved by the Board of the AGLC.

## **ARTICAL 7 – AMENDMENT OF BY-LAWS**

### **7.1 Special Resolution**

These By-Laws shall not be rescinded, altered or amended except by a special resolution of the Members as defined in Section 1(d) of the Societies Act.

### **7.2 Registration of Amendments**

Each rescission, alteration or amendment to these By-Laws shall be registered with the Registrar of Corporations (Alberta) in accordance with the Societies Act.

**These By-Laws were amended October 19, 2015 by the Secretary Crystal Connolley**