

# Salt Spring Island Minor Baseball Constitution

## **Article 1 NAME**

- 1.1. The name of the association is the Salt Spring Island Minor Baseball Association (hereinafter called the "the Association").

## **Article 2 PURPOSES OF THE ASSOCIATION**

- 2.1. To promote and organize minor baseball and softball on Salt Spring Island and the Gulf Islands, the Vancouver Island community and beyond and to further the objectives of baseball and softball groups in the area;
- 2.2. To coordinate the baseball and softball programs administered by the Association;
- 2.3. To encourage good sportsmanship, team play and good citizenship;
- 2.4. To promote and organize amateur baseball and softball in the Lower Vancouver Island community;
- 2.5. 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;
- 2.6. To function exclusively as a non-profit organization.
- 2.7. To function as an Association affiliated with the British Columbia Minor Baseball Association and the Softball British Columbia Association.

# Salt Spring Island Minor Baseball Association Bylaws

## Part 1. General

### 1.1. Definitions

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

- a) "Act" means the British Columbia Societies Act and any regulations made under the Societies Act, as amended from time to time;
- b) "The Association" means The Salt Spring Island Minor Baseball Association;
- c) "The Constitution" means the Constitution of The Salt Spring Island Minor Baseball Association;
- d) "Bylaw" or "bylaws" means any bylaw or bylaws of the Association from time to time in force and effect;
- e) "The Board" means the Board of Directors of the Association as defined in Article Five of these Bylaws;
- f) "Director" a member of the Board;
- g) "Special 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;
- i) "Officer" or "Officers" are appointed by the Board of Directors and report directly to a Director of the Board.

### 1.2. Interpretation

In the interpretation of this bylaw, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual body, corporate partnership, trust, and unincorporated organization. All words that are used in these bylaws and defined in the Societies 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.

### 1.4. Conflict with Act or Regulations

If there is a conflict between these bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

## 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 BC Minor Baseball Association or Softball BC, respectively, shall be eligible to register for the Association's baseball or softball program;
- b) A player shall become a junior member of the Association when his or her registration for the Association's baseball or softball program is accepted by the Board;
- 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 a Board 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:

- a) Uphold the constitution and comply with these bylaws;
- b) Be expected to perform any reasonable service required and consistent with the objectives of the Association;
- c) Not personally benefit from distributions made or to be made by the Association.

### 2.3. Suspension of Membership

- a) The Board, by a majority vote at any duly constituted Board 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 Board.
- b) The Board 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, their parent/guardian and their manager shall then appear before a duly appointed committee of the Board, 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 1.

### 2.5. Members to be informed of Sanctions

The Association shall promptly inform a member and the BC Minor Baseball Association or Softball BC, as appropriate, 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

In the event of the dissolution of the Salt Spring Island Minor Baseball Association, the assets remaining 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 Board alone shall determine the registration fees to be paid by the players.

### 3.2. Waiver of Dues

The Board 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.

### 3.3. Member Not in Good Standing

A member is not in good standing if the member fails to pay the member's annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.

### 3.4. Member Not in Good Standing May Not Vote

A voting member who is not in good standing

- a) may not vote at a general meeting, and
- b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

### 3.5. Termination of Membership if Member Not in Good Standing

A person's membership in the Association is terminated if the person is not in good standing for 6 consecutive months.

## Part 4. Directors

### 4.1. Administrative Structure

The administrative structure of the Association shall consist of a Board representing softball and baseball.

#### 4.2. Number of Directors on Board

The Association must have no fewer than 5 and no more than 10 Directors.

**The Board** shall consist of: President, Vice-President, Secretary, Treasurer, Registrar, and a maximum of four Directors-at-Large. The Past President will be a non-voting, ex-officio member of the Board. The first five positions filled shall be President, Vice-President, Secretary, Treasurer, and Registrar.

#### 4.3. Election of Directors

With the exception of the Past President all other Board 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 1st until August 31st two years after their election. The election of the Vice-President and Treasurer will serve two-year terms commencing on odd years from September 1st until August 31st two years after their election. All other Board members will serve a one-year term from September 1st until August 31st the year after their election.

In the event that there is only one candidate for a Board position the ballot will be dispensed with and the candidate elected uncontested.

#### 4.4. Directors May Fill Casual Vacancy on Board

In the event that a Board position is not filled at the Annual General Meeting or becomes vacant during the term of office as a result of the resignation, death or incapacity of a director during their term in office, the Board shall be empowered to elect a candidate by majority vote to fill that position.

#### 4.5. Removal of Directors

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.

#### 4.6. Remuneration of Directors

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

#### 4.7. Term of Appointment of Director Filling Casual Vacancy

A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from the office created the vacancy.

## Part 5. General 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 Board shall determine.
- b) The agenda for the Annual General Meeting shall consist of the annual reports, financial report, followed by election of the Board for the ensuing year and new business.

### 5.2. Special General Meetings

- a) Every General Meeting, other than an Annual General Meeting, is a Special General Meeting.
- b) At any time, the Board may convene a Special General Meeting.
- c) The Board, on requisition of fifteen (15) 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 Special Business

A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

### 5.4. 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.

### 5.5. 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.

### 5.6. Entitlement to Attend Meetings

Only members may attend meetings of members provided that the Board 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 their delegate shall preside as chairperson at a General Meeting. If neither the President nor their 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 Board 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 for General Meetings

A quorum at any General Meeting of the Association shall be 15 active members or 10% of the active membership, whichever is less.

### 6.4. Lack of Quorum at Commencement of Meeting

If, within 30 minutes from the time set for holding a General Meeting, a quorum of voting members is not present,

- a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
- b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

### 6.5. If Quorum Ceases to be Present

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

### 6.6. Minutes

Minutes of all meetings of members shall be kept by the Association Secretary (or their 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.

## 6.7. Special Business

Special business is:

- a) All business at a Special General Meeting except the adoption of rules of order; and,
- b) All business conducted at an Annual General Meeting except:
  - i. determination of quorum;
  - ii. the consideration of the financial statements;
  - iii. the report of the Directors;
  - iv. the election of Directors;
  - v. 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.

## 6.8. Rules of Order

Robert's 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.

## 6.9. 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 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 any one 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 Board by ballot, voting at a general meeting shall be conducted in a manner to be determined by the Board.
- f) Voting by proxy is not permitted.
- g) For the purpose of voting at general meetings, voting rights are restricted to active members over the age of eighteen years, with only one vote per family.

## Part 7. The Board

### 7.1. Election of Appointment to Board Positions

Directors must be elected or appointed to the following Board positions and no Director shall hold more than one position:

- a) President;
- b) Vice-President;



- c) Secretary;
- d) Treasurer;
- e) Registrar;
- f) Up to 4 Directors at Large.

## 7.2. Powers and Duties of the Board

- a) The Board 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 Board that would have been valid if that rule had not been made.
- c) Acts or proceedings of the Board are valid if 51 per cent of the Board vote in favour of the motion.
- d) All matters concerning the policy of the Association shall be decided by a majority vote of the Board at a duly constituted meeting and no motion shall be carried without a favourable vote from the majority of those present.
- e) The Board shall appoint the Officers as outlined in Section 10 in September of each year.

## 7.3. Financial Responsibility

- a) All operating budgets must be submitted to the Board for approval. If the Board cannot accept the budget as submitted, it will return the budget with a recommendation for change. Budgets must receive the approval of the Board 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 Board 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 Board. The Board has the power to amend or revoke this authority at a duly constituted Board Meeting.

## 7.4. Relationships

- a) The Board shall strive to maintain at all times an amicable constructive relationship with the BC Minor Baseball Association and with Softball BC.
- b) The Board shall be responsible for establishing and maintaining an effective liaison between the Association and the Salt Spring Island Parks and Recreation Committee and the Capital Regional District.

### 7.5. Delegation of Powers

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

### 7.6. Termination of Office

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

## Part 8. Meetings of the Board

### 8.1. Convening Meetings

The Board 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 or any two other directors at any time or upon written request of at least one-third of the Board. Board 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 Board meetings shall be given at least two days in advance thereof to all members of the Board unless exceptional circumstances prevail, and all Board members agree to a shorter notice period.
- 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 Board shall constitute a quorum at any meeting and a majority vote of those present shall govern. Each director of the Board 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 a Board meeting when quorum is not present.

## 8.5. Rules of Order

Robert's Rules of Order shall govern the proceedings of all Board meetings except where they are in conflict with the Constitution or these Bylaws.

## 8.6. Proceedings at Board Meetings

- a) The chairperson at a Board 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 Board 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 of Directors

All Directors shall be responsible for:

- a) Attending all Board Meetings;
- b) Maintaining confidentiality;
- c) All other duties as assigned by the President.

### 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) Add investigate complaints, irregularities, and conditions detrimental to the Association and report their findings and make recommendations to the Board.
- d) The President shall, subject to the authority of the Board, have the responsibility for the general management and direction of the Association's affairs.
- e) 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) Will aid the president and will be responsible for the enforcement of the constitution.
- b) 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.

### 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) 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);
- g) In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as Secretary at the meeting.

### 9.4. Treasurer

The treasurer shall:

- a) Keep such financial records, including books of account, as are necessary to comply with the Societies 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) Be responsible for the registration of all players;
- b) Keep accurate and up to date records of registered players including copies of birth certificates;
- c) Provide required registration information to Softball BC, the BC Minor Baseball Association and other Associations as required;
- d) Ensure that all players, coaches and necessary executive are registered with the proper governing body (BC Minor Baseball or Softball BC);

- e) Keep accurate and up to date records of coach's certification and Criminal Record Checks;
- f) Maintain confidentiality with respect to confidential information that is collected.

### 9.6. Directors-at-Large

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

### 9.7. Past President

The Past President is a non-voting, ex-officio member of the board.

The Past President shall be responsible for:

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

## **Part 10. Duties and Responsibilities of Officers**

All officers shall be responsible for:

- a) Providing reports for all Board meetings;
- b) Reporting directly to a Board member as determined by the Board;
- c) Other duties assigned by the President or the Board liaisons.

### 10.1. Softball Coordinator

The Softball Coordinator, together with the Softball Player Rep, is responsible for:

- a) All aspects of the softball program.

### 10.2. Softball League Rep

The Softball League Rep shall be responsible for:

- a) Implementing chosen program for their league as set out by the Association and our governing bodies;
- b) Organizing managers and coaches for all softball teams;
- c) Organizing the evaluations of all softball players;
- d) Organizing and supervising the draft for all softball teams;
- e) Setting a schedule for softball games;
- f) Working with other associations to find spots for all softball teams in tournaments;
- g) Working with the Equipment & Field Manager on assignment of fields.

### 10.3. Marketing & Community Fundraising Officer

The Marketing & Community Fundraising Director shall be responsible for:

- a) Working with individuals and companies within the community to raise additional funds to support the Association including liaising with the Victoria Harbourcats;

- b) Running any fundraising activities involving the members of the Association. The activities may include, but are not limited to raffles, special events; Burger & Beer Night, etc.

#### 10.4. Team Fundraising Officer

The Team Fundraising Director shall be responsible for:

- a) Organizing and running any fundraising activities involving the members of the Association. The Team Fundraising director is specifically tasked with organizing fundraising activities to be carried out by individual teams and leagues. These activities include but are not limited to the Lions Adopt a Senior Program, Country Grocer supported fundraisers such as BBQs, car washes, and bagging opportunities.

#### 10.5. Equipment & Field Manager

The Equipment & Field Manager shall be responsible for:

- a) Ordering and maintaining equipment for all of the teams for Midget and younger as required by the league for safe and enjoyable play.
- b) Coordinating with the Salt Spring Island Parks and Recreation Committee and the Capital Regional District to ensure the maintenance and availability of the ball fields used by all divisions;
- c) Assigning ball fields for the various divisions to both play ball and practice.

#### 10.6. Uniforms Officer

The Uniforms Director shall be responsible for:

- a) Ordering and maintaining uniforms for all teams as required by the league;

#### 10.7. Communications Officer

The Communications Director shall be responsible for:

- a) Maintaining and updating the Association website and social media sites;
- b) Creating posters and flyers advertising the Association and its activities;

#### 10.8. T-Ball & Tadpole Rep

The T-Ball and Tadpole Rep shall be responsible for:

- a) Organizing managers and coaches for all T-Ball and Tadpole teams;
- b) Organizing the evaluations of all T-ball and Tadpole players;
- c) Organizing and supervising the draft for T-ball and Tadpole teams;
- d) Setting a schedule for T-Ball and Tadpole games;
- e) Working with other associations to find spots for the Tadpole teams in tournaments;
- f) Working with the Equipment & Field Manager on assignment of fields.

#### 10.9. Mosquito & PeeWee Rep

The Mosquito and PeeWee Rep shall be responsible for:

- a) Organizing managers and coaches for all Mosquito and PeeWee teams;

- b) Organizing the evaluations of all Mosquito and PeeWee players;
- c) Organizing and supervising the draft for Mosquito and PeeWee teams;
- d) Setting a schedule for Mosquito and PeeWee games;
- e) Working with other associations to find spots for Mosquito and PeeWee teams in tournaments;
- f) Working with the Equipment & Field Manager on assignment of fields.

#### 10.10. Bantam & Midget Rep

The Bantam and Midget Rep shall be responsible for:

- a) Organizing managers and coaches for Bantam and Midget teams;
- b) Organizing the evaluations of all Bantam and Midget players;
- c) Organizing and supervising the draft for Bantam and Midget teams;
- d) Setting a schedule for the Bantam and Midget games;
- e) Working with the other associations, especially the Chemainus Baseball Association to merge teams such that Salt Spring players have the opportunity to play ball;
- f) Working with other associations to find spots for Bantam and Midget teams in tournaments;
- g) Working with the Equipment & Field Manager on assignment of fields.
- h) Other duties assigned by the President or the Board.

#### 10.11. Umpire-in-Chief

The Umpire-in-Chief shall be responsible for:

- a) Recruiting umpires for all on-island games;
- b) Organizing training for all of the umpires on a yearly basis;
- c) Supporting the umpires as required during the season;
- d) Representing the interests of the umpires.

#### 10.12. Coaching Officer

The Coaching Director shall be responsible for:

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

### **Part 11. Committees**

- a) The Board may appoint committees consisting of such Director or Directors and such members as they see 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.

### 11.1. 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.

### 11.2. 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 12. Registers

### 12.1. 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.

### 12.2. 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 13. Financial Powers and Use of Seal

### 13.1. Financial Powers

- a) In order to carry out the purposes of the Association, the Board, 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 Board may invest the funds of the Association only in interest-bearing investment accounts which the Board 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.

### 13.2. Financial Year

The financial year of the Association shall terminate on a day in each year to be fixed by the Board 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.

### 13.3. Accounting Records

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

### 13.4. Books and Records

- a) Any member may inspect the books and records of the Association upon giving reasonable notice to the Board.
- b) Upon request, members and Board 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.

### 13.5. 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.

### 13.6. Custody

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

### 13.7. Use of Seal

The seal of the Association shall not be affixed to any instrument except as authorized by a resolution of the Board 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.

### 13.8. Signing Authority

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

- a) President;
- b) Vice-President;
- c) Secretary, or
- d) Treasurer.

## Part 14. Indemnification and Liability of Directors

### 14.1. Directors' Liability

Subject to the Societies 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;
- 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.

### 14.2. Indemnification

Subject to the Societies 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 15. Notices

### 15.1. 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 16. Amendment

The Constitution or Bylaws, may be amended or repealed by a 2/3 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 has been given at least fifteen days prior to the meeting at which such proposed change shall be submitted to a vote.

### 16.1. Repeal Previous Bylaws

The Constitution and Bylaws supersede all prior Constitution and Bylaws of the Salt Spring Island Minor Baseball Association which are now repealed.