

Central Saanich Extreme Fastball Club

By-Laws

PART 1 – DEFINITIONS AND INTERPRETATION

Definitions

1.1 In these Bylaws:

“**Act**” means the *Societies Act* of British Columbia as amended from time to time;

“**B.C.A.S.A**” means the British Columbia Amateur Softball Association;

“**Board**” means the Directors of the Society;

“**Bylaws**” means these Bylaws as altered from time to time;

“**C.A.S.A**” means Canadian Amateur Softball Association;

“**Operating Year**” means the time between October 1st of one year and September 30th of the next;

“**Ordinary Resolution**” means as set out in the Societies Act of British Columbia and, subject to the provisions of the Societies Act, shall be a resolution pass by a majority of votes of those members of the Association who, being entitled to do so, vote in person at a meeting of which notice has been given in accordance with these by-laws specifying the intention to propose the resolution as an Ordinary Resolution;

“**Organization**” means Central Saanich Extreme Fastball Club;

“**Special Resolution**” means as set out in the Societies Act of British Columbia and, subject to the provisions of the Societies Act, shall be a resolution pass by a majority of at least 2/3rds of votes of those members of the Association who, being entitled to do so, vote in person at a meeting of which notice has been given in accordance with these by-laws specifying the intention to propose the resolution as a Special Resolution;

“**S.V.I.M.F.P.A**” means South Vancouver Island Minor Fast Pitch Association.

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

1.3 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 – MEMBERS

Categories

- 2.1** There shall be the following categories of Members:
- a) Player Members. Any player candidate meeting the requirements of B.C.A.S.A., or the regulations of such similar organization that the Association may decide to affiliate with pursuant to By-law 12, and who resides within the authorized boundaries of the Association shall be eligible to compete for participation but shall have no voting rights, duties or obligations in the management or in the property of the Association.
 - b) Regular members. Parents or legal guardians of each Player Member shall be considered a Regular Member upon payment of the annual registration fee for that player. Any person actively interested in furthering the purpose of the Association may also become a regular member upon being approved by more than 50% of the Board.

Application for membership

- 2.2** A person may apply to the Board for membership in the Society, and the person becomes a member on the Board's acceptance of the application.

Membership Term

- 2.3** The term of membership is to last up to one year.

Duties of members

- 2.4** Every member must uphold the constitution of the Society and must comply with these Bylaws.

Amount of membership dues

- 2.5** The amount of the annual membership dues, if any, must be determined by the Board.

Member not in good standing

- 2.6** A member is not in good standing if:
- a) 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;
- b) If the member is disciplined by the organization and/or suspended from being a member.

Member not in good standing may not vote

- 2.7** 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.

Termination of membership if member not in good standing

- 2.8** A person's membership in the Society is terminated if the person is not in good standing by:
- a) Membership status remaining not in good standing for 6 consecutive months;
 - b) Ordinary Resolution at a meeting of the Members or the Board provided the member has been invited to attend the meeting and make a submission opposing the termination.

Termination of membership if member is in good standing

- 2.9** A person's membership in the Society may be terminated:
- a) By delivery of a resignation to the Board;
 - b) When leaving the organization.

PART 3 – GENERAL MEETINGS OF MEMBERS

Time and place of general meeting

- 3.1** A general meeting must be held at the time and place the Board determines.
- (a) The "Annual General" meeting of the Members of the Association shall be called by the Board, must be held between October through September in each year, and must consider all of the ordinary business of the Society.
 - (b) A "General" meeting is a special meeting of the members that can be called by 10% of the voting members.

Ordinary business at general meeting

- 3.2** At a general meeting, the following business is ordinary business:
- (a) adoption of rules of order;
 - (b) consideration of any financial statements of the Society presented to the meeting;
 - (c) consideration of the reports, if any, of the directors or auditor;
 - (d) election or appointment of directors;
 - (e) appointment of an auditor, if any;
 - (f) business arising out of a report of the directors not requiring the passing of a special resolution.

Notice of special business

- 3.3** 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.

Chair of general meeting

- 3.4** The following individual is entitled to preside as the chair of a general meeting:
- (a) the individual, if any, appointed by the Board to preside as the chair;
 - (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
 - (i) the president,
 - (ii) the vice-president, if the president is unable to preside as the chair, or

- (iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

Alternate Chair of general meeting

3.5 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members present must elect an individual present at the meeting to preside as the chair.

Quorum required

3.6 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

Quorum for general meetings

3.7 The quorum for the transaction of business at a general meeting is 10 voting members.

Lack of quorum at commencement of meeting

- 3.8** 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.

If quorum ceases to be present

3.9 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.

Adjournments by chair

3.10 The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting

3.11 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at general meeting

3.12 The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting,
 - (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
 - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
 - (iii) elect or appoint directors, and
 - (iv) appoint an auditor, if any;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) terminate the meeting.

Voting privileges

3.13 Voting privileges are as follows:

- (a)** Player members, as described in section 2.1 (a) do not have voting rights
- (b)** Regular members, as described in section 2.1 (b) have voting rights
- (c)** Regular member not in good standing as noted in section 2.7 does not have voting rights

Methods of voting

3.14 At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

Announcement of result

3.15 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy voting not permitted

3.16 Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

3.17 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

PART 4 – DIRECTORS

Number of directors on Board

4.1 The Society must have no fewer than 3 and no more than 11 directors.

4.2 The Board shall consist of:

- a) Immediate Past President (appointed)
- b) President (elected)
- c) Vice President (elected)
- d) Treasurer (elected)
- e) Secretary (elected)
- f) Umpire in Chief (elected)
- g) Registrar (elected)
- h) Up to four (4) Directors at Large (elected)

Election or appointment of directors

4.3 At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.

Terms

4.4 The terms of office, which shall commence in accordance with the club operating year (Oct 1st), are:

- a) The President and the Secretary are to be elected on even numbered years and will hold office for two years.
- b) The Vice President, Treasurer and Umpire In Chief are to be elected on odd numbered years and will hold office for two years.

Directors may fill casual vacancy on Board

4.5 The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.

Term of appointment of director filling casual vacancy

4.6 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 office created the vacancy.

Removal of Directors

4.7 A Director can be removed by Special Resolution of the members or if they become ineligible to act as Director.

Powers of the Board

4.8 The Board shall be empowered to, among other things, make policies related to the affairs of the Society, hire staff, appoint committees and delegate responsibilities to staff and committees.

PART 5 – DIRECTORS’ MEETINGS

Calling directors’ meeting

- 5.1** A directors’ meeting may be called by the president or by any 2 other directors.

Notice of directors’ meeting

- 5.2** At least 2 days’ notice of a directors’ meeting must be given unless all the directors agree to a shorter notice period.

Proceedings valid despite omission to give notice

- 5.3** The accidental omission to give notice of a directors’ meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

Conduct of directors’ meetings

- 5.4** The directors may regulate their meetings and proceedings as they think fit. Meetings can be held electronically provided all Directors can contribute.

Quorum of directors

- 5.5** The quorum for the transaction of business at a directors’ meeting is a majority of the directors.

PART 6 – BOARD POSITIONS

Role of president

6.1 The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

Role of vice-president

6.2 The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

Role of secretary

6.3 The secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of general meetings and directors' meetings;
- (b) taking minutes of general meetings and directors' meetings;
- (c) keeping the records of the Society in accordance with the Act;
- (d) conducting the correspondence of the Board;
- (e) filing the annual report of the Society and making any other filings with the registrar under the Act.

Absence of secretary from meeting

6.4 In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

Role of treasurer

6.5 The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and banking monies collected from the members or other sources;
- (b) keeping accounting records in respect of the Society's financial transactions;
- (c) preparing the Society's financial statements;
- (d) making the Society's filings respecting taxes.

PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

Remuneration of directors

- 7.1** These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

Signing authority

- 7.2** A contract or other record to be signed by the Society must be signed on behalf of the Society
- (a) by the president, together with one other director,
 - (b) if the president is unable to provide a signature, by the vice-president together with one other director,
 - (c) if the president and vice-president are both unable to provide signatures, by any 2 other directors, or
 - (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

PART 8 – Financial Matters

Finances

- 8.1** The Board shall decide all matters pertaining to the finances of the Association and it shall place all income in a common Association treasury, directing the expenditure of same in such manner as will give no individual or association team an advantage over those in competition with such individual or team.

Equality

- 8.2** The Board shall not permit the contribution of funds or property to individual teams but shall solicit same for the common treasury of the Association, thereby to discourage favoritism among teams and to endeavor to equalize the benefits of the Association.

Solicitation

- 8.3** The Board may permit the solicitation of funds in the name of the Association provided all of the funds so raised be placed in the Association treasury.

Compensation

- 8.4** No Director, Officer or Member of the Association shall receive, directly or indirectly any salary, compensation or emolument from the Association for services rendered as Director, Officer or Member.

Monies Received and Disbursements

- 8.5** All monies received shall be deposited to the credit of Central Saanich Extreme Fastball Club. All disbursements shall be made by cheque. The financial signing officers of the Organization shall be any two (2) of the three (3) appointed Board officers, one of which shall be the Treasurer.

Fiscal Year

- 8.6** The fiscal year of the Association shall begin on the first day of October and shall end on the last day of September.

Borrowing Powers

- 8.7** The Directors may from time to time on behalf of the Association borrow money in such manner and amount, on such security, from such sources and upon such terms and conditions as they think fit. The Association borrowing must be approved by "Special Resolution".

Distribution of Property upon Dissolution

- 8.8** Upon dissolution of the Association and after all outstanding debts and claims have been satisfied, the Members shall distribute the property of the Association to such other organization or organizations maintaining an objective similar to that set forth herein.

Expenditures

- 8.9** Expenditures of \$300.00 not approved in the budget at the A.G.M. require Board approval. Expenditures under \$300.00 require the approval of the majority of the financial signing officers.

PART 9 – By-Laws and Constitutional Amendments

Amendments

- 9.1** The organization's Constitution and By-Laws may be amended by a "Special Resolution" at any duly organized meeting by resolution of the voting membership, provided the substance of the proposed amendments have been circulated to the voting membership by notice of motion in accordance with By-Law 3 Section 3.3.

PART 10 – Dissolution

Dissolution

- 10.1** In the event of winding up or dissolution of the Society, the liquidators appointed shall cause all assets of the Society available for distribution to be transferred to an organization or organizations, situated in British Columbia and devoted to the advancement of similar or like objects as this Society. Such organization shall be chosen by majority vote of the members attending the first meeting called by the liquidators.