

# **PONOKA MINOR BALL (1987) ASSOCIATION**

## **BYLAWS**

**Date Adopted:**

**Last Revision Date:**

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### **ARTICLE 1 - NAME**

The name of this organization shall be the PONOKA MINOR BALL ASSOCIATION, herein referred to as the “Ponoka Minor Ball”, “PMBA” or the “Association.”

### **ARTICLE 2 - MAILING ADDRESS**

**The Mailing Address may be amended from time to time with approval of the Board by update of the Association’s records at Corporate Registries.**

### **ARTICLE 3. OBJECTIVES**

The Objectives of the Association are to promote the sport of baseball and softball at various skill levels primarily among youth and incidentally among adults within Ponoka and surrounding area, including without limitation:

- 3.1** to improve skill development;
- 3.2** to improve team work;
- 3.3** to encourage good sportsmanship;
- 3.4** to provide opportunities for competition at various levels;
- 3.5** to provide opportunities for members to take part in leadership roles (umpiring, coaching, organizing).

## ARTICLE 4 - PMBA MEMBERSHIP

- 4.1 Membership:** Membership is open to parents or legal guardians of athletes participating in the programs offered by the Association. Athletes, parents and legal guardians are considered members in the society, upon completion of the application process and payment of the associated dues. Persons in the position of coach or umpire for the Association shall be deemed to be members whether or not also a member as a result of paying dues for athlete participation.
- 4.2 Criteria:** To become a member and to maintain membership, the applicant must meet qualifying criteria as set by the Board of Directors from time to time.
- 4.3 Dues:** Dues for membership in the Association shall be determined by the Board of Directors. Dues shall be payable at the time of registration and renewed annually. Dues are separate from fees which may be assessed by the Board through the course of a membership year to pay for the costs associated with each member's participation in the Association.
- 4.4 Duties of Membership:** All members shall be required to assist with PMBA events, activities and fundraisers. Acceptance of membership in the PMBA requires that all members abide by constitution, Bylaws, Rules and Regulations, and decisions of the PMBA
- 4.5 Withdrawal:** Any member may withdraw from membership by writing to by providing written notice to the executive through the Secretary.
- 4.6 Expulsion:** Removal of any member shall take place by majority vote of the Board of Directors. Cause for removal of a member include:
- 4.6.1** Failure to pay dues or assessed fees in a timely manner;
  - 4.6.2** Failure of any member to follow the policies adopted by the Board for conduct of the members; or
  - 4.6.3** Any cause or action which the Board of Directors determines warrants expulsion.
- 4.7 Vote:** All adult members in good standing shall have an equal vote at the Annual General Meeting or other membership meetings, as needed, as called by the Board. Each minor athlete may have as many adult members as they have parents or legal guardians. Families with more than one minor athlete have only one vote per adult member.

## ARTICLE 5 - BOARD OF DIRECTORS

- 5.1 Board of Directors:** The Board of Directors (the "Board"), shall consist of adult members duly elected at the Annual General Meeting of the Association or as otherwise appointed pursuant to these Bylaws. Persons elected to these positions at the Annual General Meeting shall be members of the Board of Directors.
- 5.1.1 President:** The President shall chair all meetings of the Board and Members' and direct the affairs of the PMBA within the bylaws and the policies adopted by the Board.
  - 5.1.2 Vice President, Baseball:** The Vice President of Baseball shall assist the President in directing the affairs of the PMBA, shall assume the responsibilities of the President in his/ her absence (alongside the Vice President of Softball), and shall assume the responsibilities of being the main contact point for Baseball Alberta.
  - 5.1.2 Vice President, Softball:** The Vice President of Softball shall assist the President in directing the affairs of the PMBA, shall assume the responsibilities of the President in his/ her absence (alongside the Vice President of Baseball), and shall assume the responsibilities of being the main contact point for Softball Alberta.
  - 5.1.3 Treasurer:** The Treasurer shall handle all financial record keeping and reports as required.

- 5.1.4 Secretary - Deputy Treasurer:** The Secretary - Deputy Treasurer shall assist with recording the minutes of all meetings, attend to all correspondence, attend to giving requisite notices, keep the records of the PMBA, and assist the treasurer with financial duties.
- 5.1.5 Registrar:** The Registrar shall handle all aspects of establishing and maintaining the registration systems for Baseball and Softball.
- 5.1.6 Fundraising & Events Coordinator:** The Fundraising Director shall coordinate annual fundraising efforts of the Association within the bylaws and policies adopted by the Association.
- 5.1.7 Communications Coordinator:** The Communications Director will coordinate and supervise all matters related to the PMBA website, social media accounts, emails, and news releases.
- 5.1.8 Equipment Coordinator:** The Equipment Coordinator shall be responsible for purchasing and maintaining all equipment required by the Association.
- 5.1.9 Uniform Coordinator:** The Uniform Coordinator shall be responsible for purchasing and maintaining all uniforms required by the Association.
- 5.1.9 Learn to Play Director:** The Learn to Play Director will coordinate and supervise all matters relating to the Learn to Play 5U and 7U programming.
- 5.1.10 Facilities & Umpire Coordinator:** The Facilities and Umpire Coordinator will scheduling changes to teams for practices and games, guidance to umpires, including scheduling of games and ensuring they work with the treasurer for umpire payments, including age division specific fees, single umpire premiums, and travel pay when necessary.
- 5.1.15** Other positions may be determined at the Annual General Meeting at the time of elections.
- 5.2 Appointed Directors:** Appointed Directors shall consist of new directors and advisor(s) as the Board may determine from time to time, when needed.
- 5.3 Duties of the Board:** The Board of Directors is the decision making body of the Association. The members of the Board shall determine the policies and establish the principles for conducting the affairs of the PMBA. The duties of the Board shall include, but are not limited to:
  - 5.3.1** Advocacy for PMBA, promoting its objectives, mission, vision and membership;
  - 5.3.2** Long term planning for the PMBA;
  - 5.3.3** Setting policy and regulations for operating PMBA. within its objectives;
  - 5.3.4** Approving the annual budget and dealing with financial matters;
  - 5.3.5** Determining dues and fees and approving fundraising projects; and
  - 5.3.6** Assigning functions and responsibilities to committees which will advise the Board.
- 5.4 Term:** A Director whether appointed or elected, shall serve a term of one year commencing and terminating at the conclusion of the Annual General Meeting. A Director may volunteer for as many years as they'd like with the majority support/votes at the Annual General Meeting.

- 5.5 Vacancy:** In the event that a Director resigns, is removed from office, or the position is otherwise vacated, that position may remain vacant until the next Annual General Meeting unless the Board of Directors determines that it should be filled. In that case, the Board of Directors may appoint a replacement for a term to expire at the end of the next Annual General Meeting of the Association. In the event that an appointed position cannot be filled, it shall remain vacant.
- 5.6 Removal:** A Director may be removed by a vote of two thirds vote of the Board of Directors at any meeting of the Board of Directors, in-person or through online channels (ex - email).
- 5.7 Absences:** Any member of the Board absent from more than three (3) consecutive regular meetings without cause shall have his/ her office declared vacant at the discretion of the Executive Board members by majority vote.
- 5.8 Meetings:** Meetings of the Board of Directors shall schedule a minimum of three Executive Meetings per year. Meetings may be opened up to the general membership. The Board may also call meetings which are not open to the general membership. Directors may attend Board meetings by teleconference or other electronic means.
- 5.9 Voting of the Board:**
- 5.9.1** A Director shall have one (1) vote on matters coming before the Board.
- 5.9.2** Unless otherwise specified, all matters determined by the Board shall be determined by majority vote.
- 5.9.3** A Director shall not vote on any issue in which they have a conflict of interest.
- 5.9.4** There shall be no proxy votes.
- 5.9.5** Quorum of a meeting of the Board requires representation of at least 50% of the Directors. Should an emergency decision need to be made promptly, the Association President, Vice President of Baseball, and Vice President of Softball may make a ruling as long as it is a unanimous decision between the three positions.
- 5.9.6** Decisions made by the Board shall not be reviewed for a period of one year from the date of acceptance, unless a motion to revisit is ratified by a vote of two thirds of the Directors.
- 5.10 Procedure:** All meetings of the Board and Executive shall follow “Robert’s Rule of Order” with an agenda as follows:
- 5.10.1** Call to order;
- 5.10.2** Approval of Agenda;
- 5.10.3** Committee/ Officer Reports;
- 5.10.4** New Business;
- 5.10.5** Old Business;
- 5.10.6** Set next meeting;
- 5.10.7** Adjournment.
- 5.11 Notice:** Notice of meetings shall be given to Directors by way of email, or phone call / text if no email address. At any meeting of the Executive Directors a date, location and time for the next scheduled meeting should be made.
- 5.12 Special Committees:** The Board may also create special or standing committees as it may deem necessary to promote the PMBA and carry on the work of the Association. The Chairman of each committee shall present a plan of work to the Board for approval. No committee work shall be undertaken without the consent of the Board of Directors.

## ARTICLE 6 - MEETINGS OF MEMBERS

- 6.1 Annual General Meeting:** An Annual General Meeting of the members of the Association shall be held before February 15 each year. The Annual General Meeting deals with the following matters;
- 6.1.1** Adopt the agenda;
  - 6.1.2** Adopt the minutes of the last Annual General Meeting;
  - 6.1.3** President's Report;
  - 6.1.4** Special or Sub Committee Reports;
  - 6.1.5** Treasurer's Report – including review of the Association's audited financial statements setting out PMBA income, disbursements, assets and liabilities and the auditor's report.
  - 6.1.6** Election and Appointment of Directors;
  - 6.1.7** Considering matters specified in the meeting notice. These may include agenda topics, added by the Board of Directors or specific motions that any members wish to bring provided they have given the Executive Director and the Board 14 days written notice of their intent to bring the motion to the meeting.
- 6.2 Special General Meetings:** Other general meetings of members, designated as special meetings, may be called at the discretion of the Board of Directors or President. The items, matters and issues identified and specified in the notice shall be considered at the special meeting. No other items, matters or issues shall be allowed. Any decisions or votes taken at the special general meeting shall be ratified and formally confirmed at the next regularly scheduled meeting of the voting Board of Directors. All rules, procedures, voting requirements and quorum requirements shall continue to be in force at such a special meeting as would occur at a regular meeting or the AGM of the Association.
- 6.3 Notice of Meeting of Members:** Members shall be provided 7 day's notice of the Annual General Meeting or any Special Meeting of the members. Notice shall be given by email to the address provided by the member on their last registration application and by notice on the Association's website. The notice shall provide the location, date, time and purpose for the meeting.
- 6.4 Voting:**
- 6.4.1** Each adult member shall have one (1) vote at meetings of the members. Each minor athlete may have as many adult members as they have parents or legal guardians. Families with more than one minor athlete have only one vote per adult member.
  - 6.4.2** All matters determined by majority vote unless required to be passed by Special Resolution which shall require a vote of 75% of the registered voters.
  - 6.4.3** There shall be no proxy votes at meetings of the members.

## ARTICLE 7 - FINANCE AND OTHER MANAGEMENT MATTERS

- 7.1 Year End:** The fiscal year of the PMBA ends on December 31 of each year.
- 7.2 Financial Reporting:** The Treasurer of the PMBA shall prepare an annual financial report setting out the income, disbursements, assets, liabilities and expenses of the Association, approved and signed by the Association's auditor. This report shall be presented at the Annual General Meeting.
- 7.3 Auditor:** The Board of Directors shall appoint the Auditor. The Auditor may be a member of the Association, but may not be a Board Member. The Auditor does not require a professional accounting designation.
- 7.4 Borrowing:** The Board has authority to borrow or raise funds to meet its objectives and operations including the issuance of debentures. The Association may not issue a debenture without approval by the members passed by special resolution.
- 7.5 Signing Authority:** The President, Vice President(s), Treasurer, Secretary - Deputy Treasurer and up to one additional designated Board member, nominated by the Board, shall have cheque signing authority for the Association.
- 7.6 Minutes:** Minutes are recorded for all Board and Annual General Meetings. Minutes are kept by the Secretary. Unless the meeting was closed to general membership, the minutes and financial records are open for inspection by any member. Inspection of minutes or records may take place with a minimum of seven (7) business days written notice given to the Executive Director.
- 7.7 Payment for Service:** No member or Director of the PMBA shall receive any payment for services as a member or Director. A Director or a member may be employed or contracted by the Association in an alternate capacity. Members and Directors and employees of the Association may be reimbursed for expenses incurred in carrying out the objects of the Association at the direction of the Board.
- 7.8 Seal:** The PMBA shall not adopt a seal.

## ARTICLE 8 - MISCELLANEOUS PROVISIONS

- 8.1 Amendment of By-Laws:** Changes to the Bylaws of the Association or to the Objects of the Association may be made by the Executive Board of Directors, or by Special Resolution at a meeting of the members, including an Annual General Meeting, after recommendation by a vote of the majority of the Board of Directors.
- 8.2 Conflict of Interest:** No Director shall enter into any business arrangement with the Association except on a competitive basis, and after having declared any interest therein, and he or she shall refrain from voting thereof but may participate in discussion thereof.
- 8.3 Impartiality:** The Association shall be nonsectarian and shall not promote or seek to advance, nor shall it adopt views or policies in favor of or against, any religious or ethnic group.
- 8.4 Protection of Members and Directors:** No Board Member shall be liable for the acts, receipts, neglects or defaults of any other Director for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by the Association or for or on behalf of the Association, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Association shall be deposited or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act or acts of any person, firm or corporation with whom or which any moneys, securities or effects of the Association shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office of trust, or in relation thereto, unless the same shall happen by or through his or her own wrongful and willful act or through his or her own wrongful and willful neglect or default.
- 8.5 Dissolution:** The Board of Directors shall be empowered to dissolve the Association upon a vote of the Board and the membership, with a majority of the vote being required in favor of dissolution, which would become effective immediately after the vote. As part of and subject to the vote for dissolution, the Board of Directors shall determine the disposition of the assets of the Association to a non-profit association or organization.