

**Bylaws  
of Coquitlam-Moody Minor Baseball Association**

**COQUITLAM-MOODY MINOR BASEBALL ASSOCIATION**

**BYLAWS**

1. General

- a) "Act" means the Societies Act of the Province of British Columbia from time to time in force and all amendments to it;
- b) "Written notice" refers to the delivery of communication via any of the following: mail, fax, email, or hand delivery;
- c) "Executive Members" when referenced is inclusive of all Board of Director and Executive Officer members.
- d) "Special resolution" shall mean a resolution passed by a majority of not less than two-thirds approval of the voting members in attendance at a General Meeting;
- e) The definitions in the Act on the date these Bylaws become effective apply to these Bylaws;
- f) Words importing the singular include the plural and vice versa; and words importing a male person include a female person and vice versa.

2. Membership

- a) The members of the Society shall include:
  - i. all players who are of the age of majority;
  - ii. the parents, guardians and/or trustees of eligible players if the player is not of the age of majority; and who are listed as the parent, guardian and/or trustee in the registration of that player;
  - iii. all members of the Society's Executive; and
  - iv. all team coaches and team managers of teams within the Society.
- b) All umpires registered with the Society are eligible to become members of the Society upon approval of the Board of Directors and receipt of a \$1.00 per annum membership fee, with all the same rights and privileges of members hereunder.
- c) The membership term will be valid for each of the following:
  - i. players – one (1) year from date of player registration;
  - ii. parents, guardians and/or trustees – one (1) year from date of player registration;

**Bylaws  
of Coquitlam-Moody Minor Baseball Association**

- iii. Executive Members – during the duration of their term;
  - iv. coaches and team managers – one (1) year from the start date of the Society’s baseball season for which the coach or team manager has been confirmed;
  - v. umpires – one (1) year from membership approval date.
- d) The members of the Society shall:
- i. comply with the Constitution, Bylaws and regulations of the Society in force and effect;
  - ii. comply with the British Columbia Minor Baseball rules, and/or any other entity to which the Society is affiliated, and shall work towards improvement of standards in the interest of baseball;
  - iii. hold the Society harmless with respect to any action of discipline which may be imposed upon a member;
  - iv. generally work towards attaining the goals and objectives of the Society.
- e) A person shall cease to be a member of the Society:
- i. by not registering for the current playing season;
  - ii. by delivering, mailing or emailing his resignation in writing to the attention of the Secretary of the Society;
  - iii. on his death;
  - iv. on being expelled; or,
  - v. when a member no longer qualifies for membership in accordance with these Bylaws.
- f) Any member may have their membership revoked by a vote of Special Resolution of the members at a General Meeting. Notice of intention to revoke the member’s membership must be provided via written notice to that member a minimum of three(3) weeks prior to the General Meeting; and written notice provided to all membership a minimum of two (2) weeks prior to the General Meeting.
- g) All members are considered to be in good standing except a member who has failed to pay the full current registration fee or any other subscriptions or debt due and owing by him to the Society; and he is not in good standing so long as the debt remains unpaid. Members who have paid reduced fees or who have been subsidized through an external party upon approval of the Executive will be in good standing.

3. Quorum for Meetings

- a) General Meetings: A quorum for General Meetings shall be fifteen (15) members; including a minimum of five (5) Executive Members;
- b) Executive Meetings: A quorum for Executive Meetings shall be five (5) members;

**Bylaws  
of Coquitlam-Moody Minor Baseball Association**

- c) Board of Directors Meetings: A quorum for meetings of the Board of Directors shall be three (3) Directors.

4. General Meetings

- a) A minimum of one (1) General Meeting shall be held in each calendar year not less than four (4) months apart, with the Annual General Meeting to be held in June of each year;
- b) Notice of any General Meeting, including the Annual General Meeting, shall be given by written notice to all members by the Secretary at least two (2) weeks prior to the meeting;
- c) Notice of a General Meeting shall specify the place, day and hour of meeting, and, in case of special business, the general nature of the business;
- d) The accidental omission to give notice of a General Meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at the meeting;
- e) The Executive may, upon a majority vote of the Executive, convene a General Meeting of the membership;
- f) Forty (40) members in good standing may, by written demand delivered to the Secretary, call a General Meeting. This meeting shall be held within thirty (30) days after delivery of the notice to the Secretary. Each submission must be legible with either an email or phone number so that the submission can be validated.

5. Proceedings at General Meetings

- a) At every Annual General Meeting, in addition to any other business that may be transacted, the Executive reports, the financial statements and the report of the auditor if required shall be presented, and an Executive and Board of Directors elected, as required. The following reports will be presented for approval by the membership:
  - i. President report;
  - ii. Treasurer report, including financial statements;
  - iii. Registrar report;
  - iv. Equipment Manager report;
  - v. Umpire-in-Chief report; and,
  - vi. Divisional Coordinator report(s).
- b) No business other than the election of a chairman and the adjournment or termination of the meeting shall be conducted at a General Meeting at a time when a quorum is not present. If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

**Bylaws  
of Coquitlam-Moody Minor Baseball Association**

- c) In the event that sufficient voting members and/or members of the executive are not present at a General Meeting within thirty (30) minutes from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week, at the same time, and if at the adjourned meeting a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the members present constitute a quorum.
- d) The President shall Chair the meeting, or he may designate another member of the Executive to chair the meeting on his behalf.
- e) A General Meeting may be adjourned from time to time, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Written notice of the adjourned meeting must be provided to the membership within seventy-two (72) hours of the adjournment.
- f) Members must be present to be eligible to vote. Voting will not be permitted via proxy, nor other electronic means.
- g) In the case of an equality of voted, the Chairman shall not have a casting or second vote in addition to the vote which he may be entitled to as a member, and the proposed resolution shall not pass.
- h) Unless a secret ballot is requested by a member in good standing and such request is seconded by another member in good standing, all voting shall be by a show of hands and not secret ballot. If a secret ballot is requested the Secretary will provide each eligible voter with an identical ballot to mark their vote. The Secretary will collect all votes, and along with two other members in good standing will count all votes.
- i) Only members in good standing are eligible to vote; meaning no member shall be entitled to vote at any meeting unless all subscriptions presently payable by him in respect to any registration dues and/or assessments to the Society have been paid in full.
- j) Any motion brought to the floor at a General Meeting concerning the expenditure of general funds will require a two-thirds majority to pass, and be subject to subsequent verification by the Treasurer of the availability of funds.
- k) Each Society player registration is entitled to one vote, providing that member is in good standing. The vote may be cast by the parent, guardian or trustee of the player if the player is not of the age of majority. As such, if a family has three (3) players registered with the Society, they will be entitled to three (3) votes as a family, to be divided by the number of eligible parents, guardians and/or trustees that attend the General Meeting. Conversely, if a family has one (1) player registered with the Society, they will be entitled to one (1) vote, and the parent(s), guardian(s) and/or trustee(s) that attend the General Meeting will need to decide who will be the designate person to cast a vote(s).
- l) Each team coach, team manager, Executive Member and membership approved umpire, providing they do not have a child registered to play with the Society, will be entitled to one (1) vote per person regardless if they occupy multiple roles. A team coach, team manager, Executive Member or umpire will not receive a vote if they are also the parent, guardian or trustee of a player, even if they are not the 'designated' voter of the family if the family has only one (1) registration.

**Bylaws  
of Coquitlam-Moody Minor Baseball Association**

6. Board of Directors

- a) The Board of Directors shall be the guiding body of the Society with power to consider and refer back to the Executive for reconsideration of any decisions as it sees fit, in the interests of the Society;
- b) The Board of Directors shall consist of five (5) members: four (4) elected members plus the Past President, EXCEPT that if the Past President is unavailable or unwilling to serve, the four (4) elected members may appoint a past Executive Officer who is not currently on the Executive to fill that role;
- c) Members of the Board of Directors shall be elected to a two (2) year term by the members at an Annual General meeting; except the Immediate Past President who, without election, shall automatically be appointed;
- d) The two-year term shall commence of the 1<sup>st</sup> day of September following their election;
- e) To stand for election as a Director for the Board, a member must be in good standing with the Society.
- f) The Board of Directors shall elect a Chairman of the Board of Directors at their first meeting after the Annual General Meeting;
- g) A member of the Board of Directors will serve as Risk Manager for the Society and will oversee the collection, inventory and manager of the Criminal Record Checks required from team coaches and managers:
- h) The President and Secretary may attend meetings of the Board of Directors but shall not have any voting privileges;
- i) Any member of the Society has the right to appeal an Executive decision to the Board of Directors and the decision of the Board of Directors shall be final. All appeals of Executive decisions must be submitted in writing to the Board of Directors;
- j) All decisions by the Board of Directors shall be by majority decision.

7. Executive Officers

- a) Subject to review by the Board of Directors, the property and business of the Society shall be managed and administered by the Executive.
- b) The following Executive Members shall be elected at the Annual General Meeting for a term of two (2) calendar years:
  - i. **PRESIDENT:** The President will serve as the official representative of the Society and shall at all times administer the Society in accordance with the Constitution, Bylaws and the Rules and Regulations then in force. The President is also an ex-officio member of all committees and will preside as chair at all meetings of the Executive and the Society, unless otherwise provided for in these Bylaws;

**Bylaws  
of Coquitlam-Moody Minor Baseball Association**

- ii. VICE PRESIDENT: The Vice-President will assist the President and will fill the office of the President in the President's absence. The Vice-President will be responsible for overseeing and reporting to the Executive on the work of the Field Co-ordinator and the Coaching Co-ordinator.
  - iii. SECRETARY: The Secretary will be responsible for recording and maintaining minutes of all meetings of the Executive, circulating minutes of Executive and other meetings to the Board of Directors and the Executive Members, and compiling, retaining and keeping safe all written correspondence, books and records related to the business of the Society, including all regulatory documents.
  - iv. TREASURER: The Treasurer will collect and disburse all membership fees, funds, donations and other assets of the Society of nature whatsoever and will, upon approval by the Executive, make all payments for expenses of the Society. The Treasurer will also establish and maintain all financial records and provide reports or statements for the use of the Executive at each meeting and will provide a report of the audited financial statements of the Society to the members at the Annual General Meeting.
  - v. REGISTRAR: The Registrar will propose registration fees for approval by the Executive on an annual basis and will be responsible to organize and receive all registration forms and fees, ensuring that all registration numbers match registration income, and will provide reports to the Treasurer and the Divisional Co-ordinator, as required, regarding registration details. The Registrar, in conjunction with the Treasurer, will follow up on any unpaid and outstanding fees.
  - vi. UMPIRE IN CHIEF: The Umpire-In-Chief will be responsible for all training programs and standardization of rules interpretation for umpires as well as the selection and organization of divisional head umpires. The Umpire-In-Chief will chair the Rules Committee and will preside over all protest meetings.
  - vii. DIVISIONAL CO-ORDINATOR: The Divisional Co-ordinator will oversee the co-ordinators for the divisions in the league and will be responsible, along with the Registrar for receiving pre-season registrations, organization player try-outs, presiding at player auctions or draws for any divisions, overseeing the make-up of teams, and planning team schedules.
  - viii. EQUIPMENT MANAGER: The Equipment Manager will oversee the purchase and distribution of all equipment and uniforms to teams. The Equipment Manager will prepare a budget for the Executive including pricing and sourcing of all equipment and uniforms.
  - ix. PUBLIC RELATIONS & FUNDRAISING CO-ORDINATOR: The Public Relations and Fundraising Co-ordinator will organize and oversee all fundraising activities of the Society and will be responsible for marketing and publicizing the league, the events and the fundraising activities of the Society
- c) To stand for election as an Executive Member, a member must be in good standing with the Society.
  - d) The two-year term for each Executive Member will commence on September 1 of the year of their election.

**Bylaws  
of Coquitlam-Moody Minor Baseball Association**

- e) The Executive may, by a majority vote, appoint committees whose chair, if not an Executive Member, will be an ex-officio member of the Executive.
- f) The Executive may, by a majority vote, add additional duties to any those set out for any Executive Member or transfer duties from one Executive Member to another Executive Member, except the duties of the President which may not be transferred other than to the Vice President as contemplated in these Bylaws..

8. Elections of Executive Members

- a) The members at the Annual General Meeting will by election fill those Executive Member positions whose terms have expired.
- b) Where only one (1) person is nominated for a position, that person will be deemed to be elected by acclamation.
- c) Where there is more than one nominee for any position, the nominee receiving the most votes cast at the Annual General Meeting will be declared elected.
- d) In the event that a vacancy arises for whatever reason, during the term of an Executive Member, the Executive will, at its discretion, fill that vacancy of the departing Executive Member until the next Annual General Meeting by either:
  - i. Appointing a replacement by a majority vote of the Executive Members present at the meeting at which the replacement is nominated; or,
  - ii. Holding a Special General Meeting for the purpose of electing a replacement by a vote of the members, after having solicited nominations from the members for no less than 14 days and after having circulated the required notice for the Special General Meeting.
- e) In the even that the vacancy occurs less than two (2) months prior to the Annual General Meeting, the Executive may elect to leave the position vacant until the election of other Executive Members at the pending Annual General Meeting.

9. Proceedings of the Executive Members

- a) No Executive Member shall be remunerated for being or acting as an Executive Member, but an Executive Member shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society;
- b) The Executive may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit, including permitting Executive Members to attend, participate and vote by telephone, video conference, Skype or other forms interactive electronic communication;
- c) Executive Member meetings may be formally called by the Secretary on the direction of any Executive Member. Notice of such meeting shall be sent via written notice to each member not less than forty-eight (48) hours before the meeting is to take place; HOWEVER, the Secretary on the direction of any two Executive Members may, where in the opinion of the Secretary or the two Executive Members there is urgent business to be addressed, the Secretary will provide at least 6 hours notice in writing with an explanation as to the urgency of the business to be conducted and the meeting shall be limited to the urgent business to be addressed. At such meeting, a majority of the Executive in attendance may

**Bylaws  
of Coquitlam-Moody Minor Baseball Association**

determine that the subject matter of the meeting is not urgent and the meeting will be re-scheduled pursuant to the general notice provisions of paragraph 9(c). The statement of the Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice;;

- d) An Executive Member who is directly or indirectly interested or stands to gain benefit in a proposed contract or transaction with the Society shall disclose fully and promptly the nature and extent of the interest to the Executive and shall otherwise comply with the requirements of the Act;
- e) The Executive Members shall prepare all reports, including financial and other reports, required by law to be prepared by the Society for the AGM, and as required by the Act, the Income Tax Act (Canada) and any other applicable financial or taxation authorities; and,
- f) Executive Members shall ensure that all true financial accounts are kept of all receipts, credits, payments, assets and liabilities of the Society and all other matters necessary for showing the true state and condition of the Society.

10. Removal of Executive Member

- a) Any Executive Member may be removed from office by a special resolution of the members at a General Meeting.

11. Audit of Accounts

- a) The fiscal year of the society shall run from January 1<sup>st</sup> to December 31<sup>st</sup> of each calendar year;
- b) The financial statements of the society shall be audited at the end of each fiscal year with the audited statements presented to the Board of Directors, and the Executive no later than one (1) month after the end of the fiscal year;
- c) The voting members may appoint an Auditor to examine all books of accounts, and other financial records. No Executive Member may be designated as the auditor.

12. Inspection of Records

- a) Members may inspect the books and records of the Society;
- b) Members must submit a written request to the Secretary informing of their desire to inspect the books and records of the Society. Upon receipt of request, the books and records may be reviewed at an agreed upon location within seven (7) days of the request.

13. Signature of Certification of Documents

- a) Contracts, documents or any instruments in writing requiring the signature of the Society shall be signed by any two (2) of the President, Treasurer and one other appointed member of the Executive, and all contracts, documents and instruments in writing so signed shall be binding upon the Society without any further authorization formality.



**Bylaws  
of Coquitlam-Moody Minor Baseball Association**

14. Bylaws, Rules and Regulations

- a) The Bylaws of the Society shall not be altered or added to except by a special resolution of the Society;
- b) The Executive and the Board of Directors may prescribe such Rules and Regulations not inconsistent with their Bylaws relating to the management and operation of the Society as they deem expedient provided that such Rules and Regulations shall have force and effect only until the next General Meeting of the members, when they shall be confirmed and in default of confirmation at such General Meeting of members, shall at and from that time cease to have force and effect. Any such Rules and Regulations confirmed shall remain in force until revoked by the Executive and the Board of Directors;
- c) All resolutions pertaining to a change in Bylaws, to be brought to a vote before the voting members at a General Meeting must be submitted to the Society no less than thirty (30) days prior to said meeting.

15. Finance

- a) The Society may conduct such fund raising campaigns as approved by the Executive to further its objectives and may also accept donations for this purpose.
- b) The Society shall not be permitted to invest the funds of the Society except in such investments as term certificates, term deposits, savings accounts and government bonds.
- c) The Society shall have no borrowing powers.

16. Logos, Trademarks and Publications

- a) No one is permitted to use the Society's name or logo, or conduct activities under the auspices of the Society, or represent themselves or their endeavours or goods under the auspices of the Society's Executive. Violation of this rule will be dealt with by the Board of Directors.

17. Clauses Moved From the Constitution Per the Act

- a) The operations of the Society are to be chiefly carried on in the City of Coquitlam and the City of Port Moody in the Province of British Columbia.
- b) Upon winding up or dissolution of the Society, the assets which remain after payment of all cost, charges and expenses which are properly incurred in the winding up shall be distributed to such charitable organization(s) having a similar charitable purpose. This provision was previously unalterable.
- c) Dissolution of the Society shall be affected upon a majority of voting members passed at a special General Meeting called for that purpose. This provision was previously unalterable.