

Name of Society

BABE RUTH BASEBALL ASSOCIATION OF CALGARY

INTERPRETATION:

- 1 In these by-laws, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.
- 2 When construing these by-laws reference shall be had to the *Societies Act*, and words and expressions used in these by-laws shall, so far as the context does not otherwise require, have the same meaning as would be the case when used in that Act.

MEMBERSHIP:

In this Article

- (a) "registered player" means an individual registered to play with and on the roster of a team for that playing year, including any player registered to play with and on the roster of a team in the fall league, sponsored by the Association in respect of whom the registration fee prescribed by the Association has been paid or waived;
 - (b) "Playing year" means the twelve-month period commencing on the date of registration for the regular spring/summer season each year;
 - (c) "Parent" means a natural parent of a registered player and any individual standing in loco parentis to a registered player;
 - (d) "director" means a duly elected or appointed member of the Board of Directors of the Association;
 - (e) "honorary life member" means an individual appointed an honorary life member of the Association in accordance with these by-laws;
- 1 Any individual may become and remain a member of the Association.
 - 2 The following individuals shall be members of the Association:
 - (a) the parent or parents of a registered player, provided that a maximum of two individuals shall be deemed to be members in respect of each registered player;
 - (b) registered players;
 - (c) directors;
 - (d) coaches, managers, and other officials of athletic teams affiliated with the Association as selected and approved by the Board of Directors for the playing year; and
 - (e) honorary life members.
 - 3 An individual shall cease to be a member of the Association when he or she fails to qualify as a member under Clause 3 of this Article, or upon notification in writing to the Board of Directors of withdrawal from membership, or upon expulsion or suspension pursuant to Clause 5 of this Article.
 - 4 The Board of Directors shall have the power, by a vote of two-thirds of those present at a meeting called for that purpose, to expel or suspend any member whose conduct is determined by the Board of Directors to be improper, unbecoming, or likely to endanger the interests or reputation

of the Association. No member shall be expelled or suspended without being notified of the charge or complaint against him and without having first been given an opportunity to be heard by the Board of Directors at a meeting called for that purpose.

5 A member who ceases to be a member or is expelled or suspended from the Association shall forthwith forfeit all right, claim, and interest arising from, or associated with, membership in the Association.

6 The Board of Directors may from time to time appoint honorary life members of the Association. Honorary life members shall be entitled to all of the privileges of membership in the Association. An unlimited number of honorary life members may be appointed, provided that there shall be no more than five such members at any time.

MEETINGS OF MEMBERS

1 The annual general meeting of the Association shall be held at the City of Calgary in the Province of Alberta on such date, during the period between January 15 and March 15 inclusive in each year, as the Board of Directors shall determine by resolution.

2 Other meetings of the members of the Association, whether general or special, may be convened by order of the Board of Directors for any time at the City of Calgary, in the Province of Alberta.

3 Notice of the date, time and place of all meetings of the members of the Association shall be issued by posting the date, time and place of such meeting on the Association's website at least twenty-one (21) days prior to the date set for the meeting.

4 A quorum for the transaction of business at any meeting of the members of the Association shall consist of not less than 10 members in good standing of the Association present in person.

5 The President of the Association, if present, shall be entitled to act as Chairman of a meeting of Members. If the Chairman is not present, or declines or refuses to act as Chairman of a meeting, the Treasurer shall be entitled to act as Chairman and if the Treasurer is not present or declines or refuses to act as Chairman of a meeting, then the Chairman shall be elected by a simple majority of a vote of the board of directors that are present at the meeting.

6 Each member that is of the full age of 19 years and in good standing of the Association shall be entitled to one vote on each question arising at any meeting of the members of the Association, provided however that only two votes may be cast by a registered player and his or her parents on each question, such that each family of a registered player is limited to two votes on any given question, including election of directors. The Chairman of any meeting of the members of the Association shall have no vote, except in the event of an equality in votes, in which case the Chairman shall cast the deciding vote. All votes must be made in person and not by proxy or otherwise.

DIRECTORS AND OFFICERS

1 The affairs of the Association shall be managed by a Board consisting of not less than 3 and not more than 12 directors, and shall be of the full age of 19 years. A director shall throughout his term of office be a member in good standing of the Association.

2 The Board of Directors may delegate any of its powers to an executive committee (the "Executive Committee") and may from time to time revoke such delegation.

3 The officers of the Association shall be:

President
Director of Operations
Director of Marketing/Public Relations/Social Media
Director of Special Events and Travel Teams
Treasurer
Secretary/ T A Administrator

Each of whom shall *ex officio* be a director of the Association.

4 The Board of Directors shall be elected at the annual general meeting of the Association. An individual whose term of office expires at the conclusion of the annual general meeting shall be eligible for re-election.

5 The election of directors at the annual general meetings of the Association shall be conducted in accordance with the following rules:

(i) Nominations for the following directors shall first be called for and received and voting conducted on a secret ballot basis individually in the following order:

President
Director of Operations
Director of Marketing/Public Relations/Social Media
Director of Special Events and Travel Teams
Treasurer
Secretary/ T A Administrator

Only a member that has previous experience within the last 5 years as a member of the Board of Directors, or a board of another baseball organization, shall be nominated for the position of President, unless there is no nominee that has such previous experience.

(i) Following the election of the positions named in section 5(i) above, the meeting, by majority vote, shall determine the number of additional directors to be elected at the meeting. After such vote nominations for the remaining positions, if any, shall then be called for and received. If more individuals are nominated than there are directors to be elected, a vote shall be taken by secret ballot and nominees receiving the highest number of votes shall be declared elected.

(ii) The Chairman of the annual general meeting may make such further rules for the conduct of the election of directors as may be necessary or desirable and which are not inconsistent with the rules set out herein.

6 The Board of Directors shall have and exercise all the powers of the Association as fully and completely as the Association could in general meeting, subject always, however, to the provisions of *The Societies Act*.

7 Each director shall be elected or appointed to hold office until the conclusion of the next annual general meeting held after he shall have been elected or appointed or until he otherwise ceases to be a director in accordance with this Article.

8 If any member of the Board of Directors resigns his office, or without reasonable excuse absents himself from three meetings of the Board of Directors, or is suspended or expelled from the Association, the Board of Directors shall declare his office vacated and may appoint a successor in his place to hold office until the next annual general meeting. The Board of Directors shall have

power to appoint a director to fill any casual vacancy on the Board of Directors arising from any other cause or circumstance.

MEETINGS OF DIRECTORS

- 1 Meetings of the Board of Directors may be held, on reasonable notice to the directors, at such times and at such places within the City of Calgary as the directors may determine.
- 2 A quorum for the transaction of business at any meeting of the Board of Directors shall consist of not less than three (3) Board of Directors present in person, exclusive of honorary directors.
- 3 Questions arising at any meeting of the Board of Directors shall be decided by a simple majority. The Chairman of any meeting of the Board of Directors shall have no vote except in the case of an equality of votes.

DUTIES OF OFFICERS

President

The President shall be charged with the general management and supervision of the affairs and operations of the Association. He shall, when present, preside at and chair all meetings of the members, the Board of Directors and the Executive Committee. The President, together with the Secretary or other officer appointed by the Board of Directors for that purpose, shall sign all resolutions of the members and Board of Directors.

Treasurer

The Treasurer shall receive, deposit and make disbursements of all monies of the Association, provided that all disbursements shall be subject to ratification by resolution of the Board of Directors at the meeting of the Board of Directors next following the disbursement. In the absence or incapacity of the President, he shall preside at and chair all meetings of the Board of Directors.

Secretary

The Secretary shall be the clerk of the Board of Directors. He shall attend all meetings of the Board of Directors and record all facts and minutes of all proceedings in a book kept for that purpose. He shall give all notices required to be given to members and to directors. He shall be the custodian of the seal of the Association and of all books, papers, records, correspondence, contracts and other documents belonging to the Association which he shall deliver up only when authorized by resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution, and he shall perform such other duties as may from time to time be determined by the Board of Directors.

REMOVAL OF DIRECTORS AND OFFICERS

The Board of Directors shall have the power, by vote of two-thirds of the Board of Directors, to expel or suspend any member of the Board of Directors from his position as a director on the basis that his conduct has been determined by the Board of Directors to be improper, unbecoming, or likely to endanger the interest or reputation of the Association. No director shall be expelled or suspended from his position without being notified of the charge or complaint against him and without having first been given an opportunity to be heard by the Board of Directors at a meeting called for that purpose.

BORROWING

The Board of Directors may from time to time borrow money in any manner on the credit of the

Association and in such amounts as it may think proper, and may cause to be executed mortgages and pledges of the real and personal property and rights of the Association and may cause to be signed bills, notes, contracts and other evidences of securities for money borrowed or to be borrowed, such monies to be borrowed from any person, firm, corporation or bank, on such terms as the lender may be willing to advance the same, provided that debentures shall not be issued without the sanction of a special resolution of the Association.

BANKING

The signing officers of the Association for the purpose of drawing cheques on the account or accounts of the Association shall be any two officers of the Association.

SEAL

- 1 The Board of Directors may adopt a seal which shall be the common seal of the Association.
- 2 The common seal of the Association shall be in the custody of the Secretary and under the control of the directors, and the responsibility for its use from time to time shall be determined by the Board of Directors.

AMENDMENTS

No amendments to the by-laws of the Association, whether by way of new provisions, amended provisions, or to rescind any of the provisions in these bylaws, shall be made except at the annual general meeting of the Association and then only by special resolution. Notice of any motion or motions and/or any proposed amendment or amendments must be filed with the Secretary in writing prior to January 15 in each year. The Secretary shall cause the contents of the motion and/or proposed amendment or a summary thereof to be published with the notice of the annual general meeting at which it is proposed to consider the resolution.

MINUTES OF MEETINGS AND OTHER BOOKS AND RECORDS

The minutes of the meetings of the Association and of the Board of Directors and Executive Committees shall be taken and prepared by the Secretary. After approval of the minutes they shall be signed by the President and the Secretary. The Secretary shall keep a record of all minutes arising out of meetings of the Association, the Board of Directors and the Executive Committee and shall have custody of all such minutes, as well as of other books, records and documents of the Association.

AUDITING

The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant or by two members of the society elected for that purpose at the Annual Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual Meeting of the society. This fiscal year end of the society in each year shall be December 31.

INSPECTION OF BOOKS AND RECORDS

The President shall make available for inspection the books and records of the Association to a member of the Board of Directors at any time and to all other members of the Association in good standing at any time upon at least seven days' notice in writing addressed to the secretary of the Association.

REMUNERATION - EXPENSES

No director, officer or member of the Association shall be paid any remuneration for his services to the Association, provided that reasonable and verified out-of-pocket expenses incurred by any person in connection with the affairs of the Association may be paid upon approval thereof by the Executive Committee.

AFFILIATIONS

The Association shall abide by the constitution and by-laws of the Babe Ruth Baseball Association of Calgary.

POLICIES AND PROCEDURES

The Board of Directors may formulate and make available to the membership through the Association's website a manual setting out the policies and procedures of the Association, as amended from time to time.

DISSOLUTION OR LIQUIDATION

Upon the dissolution, liquidation or winding-up of the Society, and after payment of all just debts and liabilities, all remaining property of the Society shall be transferred pursuant to the provisions of the Act as amended from time to time.

Should the Babe Ruth Baseball Association of Calgary be wound up dissolved and/or cease to exist, all monies then on deposit in the Casino Account will be donated to another Registered Charitable Organization.