

## 2024 BRC BYLAWS

1. Article 1 Preamble
  - 1.1. The League

The name of the organisation is Babe Ruth Baseball Association of Calgary, also known as Babe Ruth Calgary (“The League” or “BRC” or “The Association”)
  - 1.2. The Bylaws

The following articles set forth the Bylaws of the League.
  
2. Article 2 Definitions and Interpretation
  - 2.1. Definitions
    - 2.1.1. “Playing Year” means the twelve-month period commencing on March 1 of each year
    - 2.1.2. “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 where the registration fee prescribed by the Association has been paid or waived
    - 2.1.3. “Parent” means a natural parent or guardian of a registered player
    - 2.1.4. “Board” means the Board of Directors for the Association
    - 2.1.5. “Board Director” means a duly elected member of the Board of Directors of the Association
    - 2.1.6. “League Director” include Board Directors and Directors appointed to fulfil league operations
  
  - 2.2. “Member” means an individual who is
    - the parent or guardian of a registered player family (“Parent Member”)
    - a registered player (“Player Member”)
    - a BRC Board Director
    - a BRC Board-appointed volunteer
    - a Technical Director, coach, manager, or BRC umpire
    - Regional Babe Ruth League Commissioners
  
  - 2.3. “Voting Member” means an individual who is
    - the parent or guardian of a registered player, provided that a maximum of two individuals shall be deemed to be voting members in respect of each registered player family (“Voting Parent Member”)
    - a BRC Board Director or League Director
    - a BRC Board-appointed volunteer
    - a coach or manager
  
  - 2.4. Interpretation
    - 2.4.1. The Association derives its authority from The Societies Act of the Province of Alberta (“Act”)
    - 2.4.2. The Association also derives authority through its Babe Ruth League Charter as part of official membership of a larger baseball organisation

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3. Article 3 Purpose of the Association
  - 3.1. The purpose of the Association is to provide players aged 13-19 with a competitive baseball education: to teach skills, mental and physical development, a respect for the rules of the game, and basic ideals of citizenship and fair play.
  
4. Article 4 Game and Tournament Rules and Regulations
  - 4.1. The Association follows accepted competitive baseball rules, as part of a larger organisation or as participants in competitive play, and may amend rules as needed. Rules and regulations will be reviewed annually and are to be published to the website prior to start of play. In the case where there are contradictions between established competitive baseball rules and any other affiliated organisation rules, the Association's published rules shall take precedence.
  
5. Article 5 Membership
  - 5.1. Eligibility
    - 5.1.1. Any individual within the requirements stated in registration may participate in evaluations to become a Player Member and remain a member of the Association. Note: individuals registered in information sessions are not considered members.
    - 5.1.2. Opportunity to participate is granted to any registered player regardless of gender, social, economic, ethnic, or religious identifications.
  - 5.2. Obligations of Members
    - 5.2.1. All members are required to demonstrate and actively work towards the League's purpose, values, and mission.
    - 5.2.2. All members are required to not disclose any personal or confidential information regarding another Member, except where required for safety reasons or by law.
  - 5.3. Other Affiliations
    - 5.3.1. No Required Affiliations - members shall not be required to be affiliated with another community, organisation, or group to qualify as members of the League
    - 5.3.2. No Conflict Affiliations - Directors, Volunteers, Staff, Vendors
      - 5.3.2.1. No Board Member should be actively engaged in the promotion and/or operation of any other competing baseball organisations through the access of Members of the League.
      - 5.3.2.2. Board-appointed volunteers, staff, and vendors may request an exemption by disclosing all conflicts in writing to the Board. The authority to grant the exemption or not grant the exemption rests with the Board, who will respond in writing.
    - 5.3.3. No Conflict Affiliations - Players
      - 5.3.3.1. No player member should be actively registered in any other competing baseball organisation, per league and inter-league regulations
  - 5.4. Member Resignation and Termination, and Disciplinary Committee

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- 5.4.1. An individual shall cease to be a member upon expiration of their membership period, or upon resignation or termination of membership
  - 5.4.2. To resign, an intention of resignation must be given in writing to the Board of Directors, upon which time they may elect to accept the resignation. An official resignation of any Board Member, once their intention of resignation is accepted, must be in writing, addressed to the Board of Directors, with a minimum 30 days notice (if possible) to allow for the recruitment of a replacement and transition.
  - 5.4.3. The Board of Directors has the authority to accept a suspension, or termination, of a membership. In the event of contention, the Board may appoint a disciplinary committee to seek their recommendations. The member involved in the contentious issue shall be informed in writing, by the disciplinary committee and/or Board, of the nature of the charge of complaint and be given an opportunity to answer to the charges, before determination and execution of disciplinary action, or in the case of recommended suspension or termination, before appearing before the committee or Board.
  - 5.4.4. A member who ceases to be a member forfeits all right, claim, and interest arising from, or associated with, membership in the Association.
- 5.5. Meetings of Members
- 5.5.1. The Annual General Meeting of Members of the League (“AGM”) shall be held regionally in the Province of Alberta, within 6 months of the end of the fiscal year, as determined by the Board by resolution. The purpose of the AGM is to elect directors for the coming fiscal year, report to its members on the operations of the league, present audited financial statements for the past fiscal year, and vote on bylaw amendments. A complete and proper statement of the standing of the financials for the previous year shall be submitted by the auditors, who shall be duly qualified accountants. The AGM will offer an opportunity for Other Business as appropriate, as per the discretion of the outgoing Board.
  - 5.5.2. General Meetings of Members may be called by the Board of Directors between Annual General Meetings. General Meetings may also be requested by members, in writing. The President, within thirty (30) days of receiving the request, will be required to have the Board vote if a general meeting will occur.
  - 5.5.3. Notice of the date, time, and place of all meetings of members 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. For Special Meetings, the purpose must also be stated in the notice, and in cases of emergency Special Meetings (where timing of a decision is a key consideration) the notice may be reduced to no less than seven (7) days. No business other than that specified in the notice of the meeting shall be transacted at any Special General Meeting of the Members. Virtual (online) meetings are an option.

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- 5.5.4. Meetings of the Board of Directors may be held, on reasonable notice to the directors, at such times and places the directors determine. Virtual (online) meetings are an option.
  - 5.5.5. Quorum for voting at any general meeting of the members shall consist of the voting members present. Quorum for voting at Board meetings will be 50.1% or greater of the Board in attendance. The chair of meetings can determine if proxy or digital votes through email can be accepted. The Chair of any meeting of members shall be elected by a simple majority of a vote of the Board of Directors that are present at the meeting.
  - 5.5.6. The Chair of any meeting shall have no vote, except in the event of an equality of votes, in which case the Chair shall cast the deciding vote, or table the motion if required.
  - 5.5.7. Votes can be cast in person, online in virtual meetings, or by proxy. The voting process will be defined and communicated to the membership, prior to voting. All proxies for meetings of members must be provided by email to the League Registrar three (3) days prior to the date of a meeting. All proxies for Board meetings must be provided by email to the President or designated meeting chair prior to the start of the meeting. The opportunity to vote by proxy may be withdrawn by the Board or Chair at any time, with notice given no less than three (3) days prior to a meeting.
  - 5.5.8. 'Robert's Rules of Order' shall govern the proceedings of all meetings, except where there may be conflict with the approved League Bylaws.
6. Article 6 - Directors
- 6.1. The affairs of the Association shall be managed by a Board consisting of not less than 3 and not more than 12 voting members. A director must be a member in good standing of the Association and have their primary residence in Alberta during the playing season. The Board of Directors can appoint Volunteers, Staff, and Vendors to support the operations and success of the league.
  - 6.2. The League Directors shall work together to oversee the following:
    - Fulfilment of League Values, Mission, and Purpose
    - Financial Management and Stability
    - Governance & Charter Obligations
    - Safety & Wellness
    - Player Recruitment, Placement, and Development
    - Coach Recruitment and Development
    - Officiating
    - Umpire Recruitment, Development, and Management
    - Player Registration
    - Club League Teams and Tournaments
    - Club Travel Teams
    - Premier Teams (and/or alternative teams)
    - Field Operations, Equipment, and Uniforms
    - Marketing
    - Communications

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- Member Engagement
  - Community Engagement
  - Fundraising
  - Special Events
  - Special Tournaments
  - Additional tasks as required
- 6.3. The Board of Directors is elected at the Annual General Meeting of the members of the Association. The President, Treasurer, and Secretary are elected individually for their specific roles. All other Directors are elected as Directors and they are appointed to their responsibilities and roles by the President. Additional League Directors and Coordinators are appointed by the board to help fulfil projects and goals; they are not voting Board Members. The Board can elect people to open positions on the Board in between Annual General Meetings.
- 6.4. The Terms of Office for directors are as follows:  
President: 2 years or two Annual General Meetings after first elected, alternating years with the Treasurer  
Treasurer: 2 years or two Annual General Meetings after first elected, alternating years with the President  
Secretary: 1 year or until the next Annual General Meeting  
Other Directors: 1 Year or until the next Annual General Meeting  
Should a Director be elected between AGMs, the Director's term will end at the next AGM. An individual whose term of office expires at the conclusion of an AGM shall be eligible for re-election.
- 6.5. The Board of Directors can opt to appoint a Nomination Committee ("NC"). The NC Chair will be approved by the Board. The NC will consist of Board Members and/or members who will assist with the principled and diligent vetting process of new Board Candidates. The NC will oversee Board recruitment and all recommendations for candidates will be based on whether or not the candidate has experience and the best interests and intentions for the League, Members, and Board. Upon completion of the vetting process, the NC will make a recommendation to the Board to be reviewed and ratified by the Board before presenting to the voters. The NC can be referred to as an advisory resource between elections as well.
- 6.6. A nominee for President must be a member who has served at least one term as a Board Director in the Babe Ruth Calgary Association, unless there is no nominee who has such previous experience; however, they must have prior sports league board experience in Canada for at least one year. Any other individual (be it Association member or member of the public) may be nominated as a candidate for treasurer, secretary or director.
- 6.7. Board Directors cannot be on the board of another baseball organisation, unless it is affiliated with the same head organisation
- 6.8. The election of directors at the Annual General Meeting of the Association shall be conducted in accordance with the following rules:
- 6.8.1. Once notice is posted for an AGM, nominations for directors can be received by the Board up to 14 days prior to the AGM date.
- 6.8.2. The vetting process is to be completed no less than 8 days prior to the AGM. The recommendations are then given to the Board, and when

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- reviewed and ratified, the list of candidates will be advertised to the members, no less than 5 days prior to the meeting.
- 6.8.3. Voting at general meetings for elections is to be conducted by secret ballot, unless the Chair determines it is not required.
- 6.8.4. A vote of confidence for acclamations is required; however, the vote does not have to be in the form of a secret ballot if the Candidate and Chair wish to waive it.
- 6.8.5. The Chair of the general meeting may make such further rules for the conduct of the election as necessary.
- 6.9. If any member of the Board resigns their office, or without reasonable excuse is absent from three meetings of the Board annually, or is suspended or terminated from the Association, the Board shall declare the office vacated. If needed, the NC may recommend an appointment of a successor for the board to vote on. The successor would hold office until the next AGM. Any casual vacancy on the Board of Directors arising from any other cause or circumstance will be filled similarly, through a recommendation by the Board and / or NC, and the description of office and responsibilities will be determined by the board or President.
- 6.10. A director may be disciplined, suspended, or terminated as a director by the same process as a Member.
- 6.11. Unless otherwise delegated by the Board, the **President** will
- Oversee the general management and supervision of the the affairs and operations of the Association
  - Chair all meetings of members and of the Board of Directors, when present
  - Coordinate the meeting agenda with the Secretary
  - Have signing authority together with the Treasurer and one other board member for any financial accounts
- 6.12. Unless otherwise delegated, the **Treasurer** will
- Keep accurate records of all financial transactions
  - Ensure that official records are available on written request by any Board Member
  - Be responsible for the receipt of all monies and deposits of all monies paid to the Association in whatever bank, trust company, credit union or treasury branch chosen by the Board
  - Be responsible for disbursements, as ratified by the Board, or by due process for reimbursement
  - Prepare or oversee the preparation of the budget, outlining the anticipated revenues and expenses for each funding cycle
  - Prepare the financial statements for the annual report and the Annual General Meeting
  - Prepare books and records for auditing, and preparing any tax returns, if required.
  - Monitor the terms and payments of any borrowing, if applicable.
  - Administer financial controls by complying with relevant policies and procedures
  - Support fundraising initiatives by tracking and reporting on fundraising activities.

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- 6.13. Unless otherwise delegated, the **Secretary** will
- act as a recorder at each meeting and ensure minutes accurately reflect the directions agreed to at the meeting
  - keep minutes, correspondence, records, contracts and other important organisational documents
  - maintain a record of all the members of the Board who have knowingly provided their contact information in accordance with current privacy laws
  - Set and share agendas with consultation of the President and other directors for board meetings and general meetings
  - Distribute notices for all meetings and other member events as required
  - Ensure all materials relating to the board, including resources, minutes and any relevant documents, including the Society Annual Return, are available for presentation as needed.
  - Advise on and oversee governance per governing bodies and association bylaws
  - Confirm quorum is met in meetings with voting
  - Coordinate official correspondence on behalf of the league with consultation with the President and/or Public Relations director, as required
  - Assist with the formation and coordination of board committees, as needed
  - In the absence of the secretary, the board shall choose a recording secretary for the meeting
- 6.14. Other directors will fulfil their duties as described in Roles and Responsibilities references, according to the list in these bylaws of what the directors oversee. Directors have the fiduciary responsibility to vote on all matters in the interests of members and the association.

## 7. Article 7 - Finances

### 7.1. General Oversight

- 7.1.1. Finances are overseen by the Board Treasurer. The Board of Directors shall decide all matters pertaining to the finances of the League and it shall place all income in a common league treasury. The expenditures of the same will also be managed in such a manner. The Board of Directors will give no individual or team an advantage over those in competition with the individual or team.
- 7.1.2. Only members of the Board with signing authority have the authority to sign contracts or agreements obligating the League.
- 7.1.3. The Board will endeavour to operate in a balanced financial position. It will not operate for profit. All surplus will be directed to operations improvements and/or reserves.
- 7.1.4. Board members have the right to make a motion, second a motion and vote on any financial matters brought forth during a board meeting.

### 7.2. Contribution of Funds

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- 7.2.1. The Board of Directors shall not permit the contribution of funds or property to an individual or to a club team. They shall solicit for the common treasury of the League and will endeavour to equalise and distribute benefits appropriately within the League.
- 7.3. Solicitation of Funds
  - 7.3.1. The Board of Directors shall not permit the solicitation of funds in the name of the League unless all funds raised are placed in the League treasury.
- 7.4. Distribution of Funds
  - 7.4.1. The Board shall not permit the distribution of League funds other than for the conduct of League activities, with the exception of scholarships to graduating players, coaches, and alumni vetted through due process.
- 7.5. Borrowing
  - 7.5.1. The Board of Directors may borrow money in any manner on the credit of the Association and in such amounts as it may consider 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.
- 7.6. Compensation and Remuneration
  - 7.6.1. No Board director or member of the Association shall be paid any remuneration for their volunteer services to the Association. A reasonable and verified out-of-pocket expense incurred by any person in connection with the affairs of the Association may be paid upon approval by the Treasurer and/or President.
  - 7.6.2. Members providing contractual services to the Association will be paid as per their contract with the Association. Any vendors authorized by the Board to provide contracted services will be paid as per their contract with the Association.
  - 7.6.3. Umpires will be paid as per their agreement with the Association. The umpiring fees will be reviewed as needed.
- 7.7. Deposits and Disbursements
  - 7.7.1. All monies received shall be deposited to the credit of the League, and all disbursements shall be made by the Treasurer or their representative, and at least one other director is to be aware of that expenditure. All cheques and deposits from the League require two directors with authorization to approve.
- 7.8. Auditing
  - 7.8.1. The books, accounts, and records of the Treasury shall be audited at least once each year by a duly qualified accountant or by two members of the Association elected for that purpose at the Annual General Meeting. A complete and proper statement of the standing of



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the books for the previous year shall be submitted at the Annual Meeting of the Association.

### 7.9. Fiscal Year

7.9.1. The fiscal year of the League shall begin the 1st day of January and shall end on the 31st day of December.

7.9.2. The Board will be provided, at minimum, quarterly financial updates within the year.

### 7.10. Dissolution or Liquidation

7.10.1. Upon the dissolution, liquidation, or winding-up of the Association, and after payment of all just debts and liabilities, all remaining property of the Association shall be transferred pursuant to the provisions of the Act.

7.10.2. Should the Association be dissolved and/or cease to exist, all monies then on deposit in the Casino Account will be donated to another Registered Charitable organisation.

## 8. Article 8 - Minutes and Record-keeping

### 8.1. Seal

8.1.1. The Board of Directors may adopt a seal which shall be the common seal of the Association.

8.1.2. 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 shall be determined by the Board.

### 8.2. Minutes and other books and records

8.2.1. The minutes of the meetings of the Association and of the Board of Directors shall be taken and prepared by the Secretary or recording secretary of the meeting. The Secretary shall keep a record of all minutes arising out of meetings of the Association and the Board, and shall have custody of all such minutes, as well as of other books, records, and documents of the Association. For General Meetings, the approved minutes shall be signed by the President and the Secretary.

### 8.3. Preservation of books and records

8.3.1. The presentation of books, records, and documents kept by the Treasurer and Secretary is to be authorised through resolution of the Board to such person or persons as may be named in the resolution. The request for documents may be provided in writing to a Board member including the reason for the request.

### 8.4. Bylaw Amendments

8.4.1. No amendments to the bylaws 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 two months prior to an AGM. The Secretary shall include the contents of the motion and/or proposed amendment (and a summary thereof) to be published five (5) days prior to the General Meeting.

### 8.5. Roles and Responsibility

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- 8.5.1. The Board should formulate Procedural Guides and Roles and Responsibilities for directors, volunteers, partners, vendors, and staff, as required. The information will be accessible to the President, Treasurer, and Secretary and may be reviewed by the board, and amended, as needed.
- 8.6. Administrative Guidelines
  - 8.6.1. The League shall develop and maintain a set of administrative guidelines to assist in the governance and operation of the League, and is to be endorsed by the League President. The guidelines are to address required financial practices including budgeting, reporting, authorised spending and transaction limits, handling of money; motions and minutes of Board and General Meetings; a code of conduct and disciplinary process; internal and external communications; certification and screening criteria for coaches and other volunteer members; the League's coach and player development model and strategy; evaluation structure; league structure; and league rules.