

RIDGE MEADOWS MINOR SOFTBALL ASSOCIATION

BY-LAWS

Article 1 Membership

Terms under which a person may be admitted to the association:

1. There shall be the following classes of members:
  - a) Individual members;
  - b) Honourary members
2. ~~Any person interested in or in any way connected with softball may apply for membership in the association as an individual member by applying to the Board of Directors.~~
23. Honourary membership may be awarded to individuals who have rendered exceptional services in the field of softball by the Board of Directors
34. The Board of Directors has discretion to accept or reject an application for membership in the association.
45. The membership fee, if any, for each class of members shall be determined by the Board of Directors subject to review by the ~~Executive members~~ at a meeting of the members of the association.
56. The Board of Directors shall determine the day in each year when the membership fees, if any, from each member shall be paid

Rights of Members

67. The subscribers to this Constitution and these By-laws shall have the same rights as any other member.
78. Honourary (life) members shall be entitled to speak at any meeting of the members of the association.

Duties of Members

89. The subscribers to this Constitution and these By-laws shall have the same rights a-s any other member.
910. It is the duty of each member, in order to remain in good standing in the association, to comply with the By-laws of the association, and pay when due the membership fee, if any, for the current year.

Member in Good Standing

A member is in good standing when the member:

10. Has paid all required membership dues, fees, and assessments;

11. Is not suspended or subject to disciplinary sanction and is compliant with the Society's Constitution, Bylaws, and policies; and has not ceased to be a member under these Bylaws.

12. Is a member until such time a player has accepted a position at another association

Ceasing to be in Good Standing

A member who is not in good standing:

13. May not vote at a meeting of members; and

14. May not exercise other rights of membership until restored to good standing.

Registration Fees

15. The fees collected from the participating players shall be determined by the Board of Directors on an annual basis.

~~Sponsorship and Sustaining Fees~~

~~12. The fees to be paid by the sponsors shall be determined by the Board of Directors on an annual basis.~~

Article 11 Termination of Membership:

Conditions under which membership in the association ceases:

1. Any member who desires to withdraw from membership in the association may notify the Board of Directors in writing to that effect/ and on receipt by the Board of Directors of such notice, the member shall cease to be a member.
2. A member shall cease to be a member if he or she fails to pay the annual membership fee, if any, on the date due.
3. A member shall cease to be a member after being absent from three consecutive meetings

4. A member, or an honorary member, may be expelled from the association by a special resolution of the members passed in the general meeting called for that purpose.
5. At a meeting described in Article 11, Clause 3, a member has the right to speak on his or her own behalf, or by counsel or agent.

Article 111 Meetings of Membership:

Month of the Annual General Meeting

1. The Annual General Meeting shall be held during the month of September in each year at a place within the province and on a day to be fixed by the Board of Directors. The new Executive to take office immediately following the election.
2. Every notice of an Annual, General or Special meetings of the association shall state the nature of the business of the meeting and such notice shall be given to every member 14 days before such General or Special meeting.

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3. Notice of any Annual, General or Special meeting shall be deemed to be given to every member if emailed ~~or handed~~ to every member, and in addition notice shall be deemed to be given to every member if a notice of the Annual, General or Special meeting is advertised on any newspaper circulating in the district of Maple Ridge or the association's newsletter ~~or the Association website~~ or electronic means to all its members.
4. A quorum is 3 members or ~~such~~ greater number as the members may determine at a general meeting.
5. The Board of Directors, or any two members of the Board of Directors, or ten percent of the membership, but in no case less than two members of the association may call a Special meeting of the association for any purpose.
6. Any persons calling a meeting of the membership of the association pursuant to Article 111, clause 4, shall be responsible for the administration and preparation of the meeting.

7. The rules of procedure at an Annual, General, or Special meeting shall be determined by the Board of Directors, or if any member objects, Roberts' Rules of Order shall apply.

#### Voting Rights of Members

8. Only members of the association can vote at any meeting of the members of the association, and honorary (life) members shall have no voting rights.
9. Voting Members must be 19 years of age or older on the date of the meeting vote
10. Each voting member is entitled to one vote
11. Voting at a meeting of members may occur by show of hands, written ballot, or other method permitted under the Act.
12. The Society may require proof of age and confirmation of good standing prior to permitting a member to vote
13. Voting by proxy is not permitted.

#### Article IV Directors and Officers

##### Directors:

1. The first Directors of the association shall be the subscribers to this Constitution and these By-laws. These Directors shall all retire at the first Annual Meeting. Thereafter, the number of Directors shall be determined at the first Annual Meeting, but in no event shall the number of positions on the Board of Directors be less than five in number.

##### Appointment of Directors:

2. The Directors of the association shall be elected by the members of the association at the Annual Meeting and shall hold office until the next Annual Meeting
3. ~~Only voting members of the association may serve as directors.~~

4. Any vacancy in the Directors may be filled by appointment by the Directors.

Duties and Powers of the Directors:

5. The management and the administration of the affairs of the association shall be vested in the directors. In addition to the powers and authority given by the By-laws or otherwise expressly confirmed upon them, the Directors may exercise all such powers of the association and do all such acts on its behalf as are not by the Societies Act or any of these By-laws required to be exercised or done by the association at a general or special meeting, and the Directors shall have full power to make such rules and regulations as they deem necessary, provided that such rules and regulations are not inconsistent with the Constitution of the association and these by-law.

~~56.~~ The Rules and Regulations of the said association shall be those approved by the Canadian Amateur Softball Association and other rules of general demeanor and conduct: as stipulated by the Board of Directors to be ratified at the Annual General Meeting.

~~67.~~ The Directors shall determine their own procedure and quorum.

Directors Remuneration:

~~78.~~ No Director shall receive remuneration from the association for his or her duties as Director.

Removal of Directors:

~~9. Directors shall cease to hold office upon their ceasing to be members of the association.~~

~~8.10.~~ If at any Special meeting of the members a resolution is passed by three fourths of the voting members present at the meeting, a Director may be removed from the Board of Directors.

Directors of the Association:

9. The Directors of the officer's association shall consist of the President, the Vice-President of House, Vice President of Rep, the Recording Secretary, Director of Association Operations, Director of Player and Coach Development Team Operations - Rep, Director of Team Operations - House, Director of Finance, Director of Umpires plus such other executives officers as

may be determined at a meeting of the members of the association.

~~Election of Officers:~~

~~The officers of the association shall be elected by the Directors from among Directors at the first meeting of the Directors next following the meeting of members at which the Directors are elected, except that the first Directors shall elect the association's first officers from among themselves at the first Directors meeting following incorporation.~~

Duties and Powers of Officers:

10. The President shall be the Chief Officer of the \_\_\_ association and shall preside at all meetings of the association and all meetings of the Directors.

11. The Vice-President shall assist the President and in the event that the President is absent, the Vice-President shall preside.

125. The Recording Secretary shall be responsible for recording all minutes from Board of Directors meetings, General Meetings, and Annual Meetings.

136. The Director of Association Operations shall be responsible for handling all letters, papers and documents as deemed necessary as the President.

147. The Director of Finance shall complete and keep full and proper records of the financial transactions of the association. He shall deposit all monies in a chartered bank, and he shall pay all approved accounts by cheque

15. The Director of Umpires shall complete and keep full and proper records of the umpires registered with RMMSA.

16. The Director of Player and Coach Development shall complete and keep full and proper records of the clinics held by the Association for players and coaches.

Removal of Executive Who are Not Directors

17. Any Executive member who is not a Director may be removed at any time by a majority vote of the Board of Directors at a duly convened Board meeting.

18. All Board members must be given notice of the meeting at which the removal will be considered.

19. The Executive member proposed for removal must be given notice of the meeting and may be given an opportunity to address the Board, at the discretion of the Board.
20. Any Board member who has a conflict of interest in the removal process must abstain from discussion and voting.
21. Removal is effective immediately upon the passing of the Board resolution unless the Board specifies a later effective date. The removed executive member ceases to hold all powers and responsibilities associated with the office.
22. The Board may immediately appoint a replacement executive member from among the Directors or qualified members of the Association.
23. The Directors will determine the Executive positions required to maintain efficient application of RMMSA for the next season. These positions will go forward for election at the AGM.

#### Return of Association Property

24. A director or executive who ceases to hold office, whether by resignation, removal or otherwise, must promptly deliver to the Association all property of the Association in their possession or control.
25. Association property includes, without limitation, keys, access cards, equipment, records, documents, electronic files, and any other materials provided to the individual for the purpose of performing their duties.
26. Unless otherwise determined by the board, all Association property must be returned no later than seven days after the date the individual ceases to hold office.

#### Article V Borrowing Powers

1. The association shall have the power to borrow or raise or secure the payment of money in such manner as the association shall think fit and without limiting the foregoing, the association may issue debentures or debenture stock, perpetual or otherwise, charged upon all or any of the association's present or future property, and may purchase, redeem, or pay off any such security.

AArticle VI Audits of the Accounts of the Association

1. The Directors shall present before the members of the association at the annual general meeting a financial statement showing the receipts and disbursements of the association during the preceding fiscal year; the said financial statement shall be signed by two or more members of the Board of Directors or by the association's auditor.

2. Final records will take up to 6 weeks to be published.

Article V 11 The Seal

Custody of the Seal

1. The seal of the association shall be kept in the custody of the Secretary of the association.

Affixing the Seal:

2. The seal of the association shall not be affixed to any document or instrument unless authorized by the Directors and then only by and in the presence of such officers as the Directors may authorize and such persons as shall be authorized to affix the seal of the association shall sign every instrument to which the seal is affixed in their presence.

Article VI 11 Maintenance of Minutes and Other Books and Records

1. The Directors shall see that the minutes of the members meetings and minutes of Directors meetings, and all other necessary books and records of the association required by the By-laws of the association or by any applicable statute or law are regularly and properly kept.

Article IX Inspection of Records of the Association

1. The books and records of the association shall be open to inspection by members at all reasonable times.

Article X By-laws

1. On being admitted to membership, a member is entitled to and the association shall give him, without charge, a copy of the Constitution and By-laws of the association.
2. These By-laws shall not be altered or added to except by special resolution.

Article XI Conflict of Interest

1. Any Director or Executive member who has a direct or indirect financial interest, business involvement, or commercial relationship in the sport of softball shall disclose the nature and extent of that interest to the Board immediately upon becoming aware of it.
2. A conflict of interest exists when a Director's or Executive members's personal, financial, or business interests could reasonably be perceived to influence their judgment or decision-making on matters before the Board.
3. A Director or Executive member who has declared, or is determined by the Board to have, a conflict of interest shall abstain from voting on any motion, resolution, or matter related to the conflict.
4. A Director or Executive member with a conflict of interest shall not participate in discussions on the matter, except to provide factual clarification at the request of the Chair, and may be asked to leave the meeting during deliberations and voting.
5. All disclosures of conflict and any resulting recusals shall be recorded in the minutes of the meeting.
6. A conflict of interest exists when a member holds an executive position in another softball association. Individuals in such positions are prohibited from coaching, managing or serving in a team-staff capacity within the Ridge Meadows Minor Softball Association. This restriction applies for the duration of their external executive appointment.