CONSTITUTION

OF THE

WHITE ROCK SOUTH SURREY BASEBALL ASSOCIATION

1. The name of the Society is **WHITE ROCK SOUTH SURREY BASEBALL ASSOCIATION**.
2. The purposes of the Society are: (a) To establish, maintain, conduct and promote among the members of the Society and others an interest in baseball for young people; (b) To promote baseball for young people, and to arrange games, matches and competitions; (c) To promote and generally encourage organized baseball for young people and thereby to foster goodwill and sportsmanship among the members of the community in which the activities of the Society are to be carried on; (d) To establish and carry on a baseball league or leagues, whether under charter or otherwise, including under charter by recognized charter granting organizations.

BYLAWS

OF THE

WHITE ROCK SOUTH SURREY BASEBALL ASSOCIATION

PART 1 – INTERPRETATION

1.1 In these Bylaws

a **"Act"** means the *Societies Act* of British Columbia as amended from time to time;

b **"Board"** or **"Directors"** means the directors of the Society for the time being;

c **"Electronic Means"** means any system or combination of systems, including telephonic, electronic, radio, computer or web-based technology, that allows all participants to communicate with each other;

d **"Executive Committee"** means the committee of Directors comprised of the Officers of the Society as defined in Part 5;

e **"Society"** means the White Rock South Surrey Baseball Association.

1.2 The definitions in the *Act* on the date these Bylaws become effective apply to these Bylaws.

PART 2 – MEMBERSHIP

2.1 The membership of the Society consists of:

a ***“Regular Members”*** Parents or legal guardians of a child currently registered in a youth baseball program provided by the Society.

b ***“Associate Members”*** Individuals, including coaches, officials, or long-standing volunteers who do not currently have a child registered in the program, who have applied for membership and been approved by the Board.

2.2 Each Regular Member and each Associate Member in good standing is entitled to one (1) vote at general meetings.

2.3 No person is entitled to more than one vote, regardless of whether they fall into multiple membership categories.

2.4 A person ceases to be a member of the Society:

a By delivering their resignation in writing or by email to the Society;

b On their death;

c On having been a member not in good standing for 6 consecutive months; or

d On being expelled in accordance with the *Act*.

PART 3 – GENERAL MEETINGS

3.1 Written notice of a general meeting must be sent to every member at least 14 days before the meeting. Notice may be given by email to the member's registered email address or by posting the notice prominently on the Society's official website. Publication in a newspaper is not required.

3.2 The Board may determine that a meeting of members shall be held entirely or partially by Electronic Means. A member who participates by Electronic Means is deemed to be present at the meeting.

3.3 A quorum for the transaction of business at a general meeting is 10 voting members present in person or via permitted Electronic Means.

3.4 Voting is by show of hands, except for the election of directors which shall be by secret ballot. Voting by proxy is not permitted.

3.5 If, within 30 minutes from the time appointed for a general meeting, a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place. If, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the voting members present constitute a quorum.

3.6 The President shall preside as Chair at all general meetings. If the President is not present, a Vice-President shall preside. If neither is present, the members present shall choose one of their number to be Chair.

PART 4 – DIRECTORS (THE BOARD)

4.1 The Board of Directors shall consist of:

a. The Officers of the Society (5 persons);
b. Ten (10) Directors serving as Age Division Coordinators; and
c. The Immediate Past President, who shall serve as a non-voting ex-officio Director.

4.2 Director Portfolios

a. The ten (10) Age Division Coordinator positions are fixed and shall consist of the following portfolios:
    i. 5U Coordinator
    ii. 6U Coordinator
    iii. 7U Coordinator
    iv. 8U Coordinator
    v. 9U Coordinator
    vi. 11U American League Coordinator
    vii. 11U National League Coordinator
    viii. 13U Coordinator
    ix. 15U Coordinator
    x. 18U Coordinator

4.3 Term of Office and Elections

a. The Officers of the Society shall be elected for a term of two (2) years. To ensure continuity, the election of Officers shall be staggered as follows:

i. Even-Numbered Years: The President, Vice-President (Junior), and Treasurer shall be elected.

ii. Odd-Numbered Years: The Vice-President (Senior) and Secretary shall be elected.

b. Age Division Coordinators (Directors): The ten (10) Age Division Coordinators shall be elected annually for a term of one (1) year.

c. Transitional Provision: At the first Annual General Meeting following the adoption of these Bylaws, all positions shall be considered vacant.

i. The Officers listed in subsection 4.3(a)(i) (Even Years) shall be elected for a two (2) year term.

ii. The Officers listed in subsection 4.3(a)(ii) (Odd Years) shall be elected for a one (1) year term.

iii. All Age Division Coordinators shall be elected for a one (1) year term.

iv. Thereafter, all Officer elections shall be for two-year terms, and all Coordinator elections shall be for one-year terms.

4.4 The Directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

a. Meetings of the Board are closed to the membership and the public. Members may attend only upon invitation by the Board.

b. Questions arising at a meeting of the Directors shall be decided by a majority of votes.

c. In the case of an equality of votes, the Chair shall have a casting vote to break the tie.

4.5 The quorum necessary to transact business at a Board meeting shall be a majority of the Directors then in office.

4.6 The Directors may delegate any, but not all, of their powers to committees consisting of such Director(s) or other persons as they think fit (e.g., Discipline Committee, Tournament Committee). A committee so formed shall conform to any rules imposed on it by the Board and shall report every act or thing done in exercise of those powers to the earliest meeting of the Board.

4.7 A resolution in writing, signed or consented to by email by all the Directors and placed with the minutes of the Directors, is as valid and effective as if regularly passed at a meeting of Directors.

4.8 The Board may, at any time, appoint a member as a Director to fill a vacancy that arises on the Board as a result of the resignation, death, or removal of a Director.

  a. A Director so appointed holds office only until the conclusion of the next Annual General Meeting.
  b. If the vacating Director's term would have continued beyond that Annual General Meeting, the members shall elect a Director to serve for the remainder of the unexpired term.

PART 5 – OFFICERS & EXECUTIVE COMMITTEE

5.1 The Officers of the Society shall be elected by the members and shall consist of:

a. President;
b. Vice-President, Senior Divisions (13U - 18U);
c. Vice-President, Junior Divisions (5U - 11U);
d. Treasurer; and
e. Secretary.

5.2 The President is the chief executive officer of the Society and shall supervise the other officers in the execution of their duties. The President shall preside at all meetings of the Society and of the Directors.

5.3 The Vice-Presidents shall assist the President in the performance of their duties and shall perform the duties of the President in their absence.

5.4 The Secretary shall be responsible for:

a. Conducting the correspondence of the Society;
b. Issuing notices of meetings of the Society and Directors;
c. Keeping minutes of all meetings of the Society and Directors; and
d. Maintaining the custody of all records and documents of the Society, except those required to be kept by the Treasurer.

5.5 The Treasurer shall be responsible for:

a. Keeping the financial records, including books of account, necessary to comply with the Act; and
b. Rendering financial statements to the Directors, members, and others when required.

5.6 The Officers listed in 5.1 shall constitute the Executive Committee.

a. The Board delegates to the Executive Committee the power to transact the day-to-day business of the Society, manage staff and contractors, and handle urgent matters arising between Board meetings.
b. The Executive Committee shall report all decisions made between Board meetings to the full Board at the next scheduled Board meeting.
c. The Executive Committee may authorize expenditures only within the budget previously approved by the Board.

PART 6 – FINANCE

6.1 The Board of Directors is responsible for approving the annual budget of the Society. The budget shall not require approval by the members at a General Meeting.

6.2 The Directors may, on behalf of the Society, raise or secure the payment or repayment of money in the manner they decide, including the issue of debentures, without requiring a Special Resolution of the members, provided the borrowing is consistent with the purposes of the Society.

6.3 The Board may invest the funds of the Society in such manner and in such investments as the Board may decide, provided that such investments are reasonable and prudent.

6.4 Contracts, documents, or any instruments in writing requiring the signature of the Society, including cheques and banking documents, shall be signed by any two (2) Officers. The Board may authorize other persons to sign specific documents on behalf of the Society.

PART 7 – AUDITOR

7.1 The Society is not required to have an auditor. At each Annual General Meeting, the members may resolve to waive the appointment of an auditor or to appoint an accountant to conduct a Review Engagement.

PART 8 – INDEMNIFICATION

8.1 Subject to the *Act*, the Society must indemnify a Director or Officer against all penalties, costs, and expenses reasonably incurred by them in relation to any legal proceeding to which they are made a party by reason of being or having been a Director or Officer of the Society, provided they acted honestly and in good faith.

PART 9 – INSPECTION OF RECORDS

9.1 A member in good standing is entitled to inspect:

a. The Constitution and Bylaws of the Society;
b. The minutes of any General Meeting (AGM/SGM);
c. The Register of Directors; and
d. The Society's financial statements.

9.2 To protect the privacy of players, volunteers, and employees, a member is not entitled to inspect the minutes of Directors' meetings or the accounting records of the Society, unless the Board specifically authorizes such inspection.

PART 10 – DISSOLUTION

10.1 In the event of winding up or dissolution of the Society, funds and assets of the Society remaining after the satisfaction of its debts and liabilities shall be given or transferred to such organization or organizations promoting the same purpose of this Society, as may be determined by the members of the Society at the time of winding up or dissolution. Provided that such organization or organizations shall be a registered charity recognized by the Canada Revenue Agency, and shall be eligible to be a recipient of charitable gaming funds from the Province of British Columbia.