

EDMONTON AMATEUR BASEBALL ASSOCIATION

ASSOCIATION NAME:

The name of the Association shall be Edmonton Amateur Baseball Association (EABA), hereinafter referred to as "The Association" or "EABA" for the purpose of this document.

DEFINITIONS:

Unless provided in these ~~by-laws~~bylaws, the following terms shall be the following meanings:

- a) Annual General Meeting or AGM- means an annual meeting of members in good standing and constituted in accordance with these ~~by-laws~~bylaws.
- b) ~~By-laws~~Bylaws-means these ~~by-laws~~bylaws of EABA together with any amendments to or replacements of these ~~by-laws~~bylaws.
- c) Coordinator, Director, or Officer- the persons who are elected or appointed as Director, Coordinator or Officer of EABA in accordance with these ~~by-laws~~bylaws.
- d) Ex-officio- by virtue of office or official position.
- e) Executive Committee- Group of ~~directors~~officers appointed to act on behalf of, and within the powers granted to them by, the board of directors or members. ~~Typically consists and shall consist of the~~ President, Vice-President, Secretary ~~and~~, Treasurer ~~and Registrar~~. The executive committee shall not be made up of persons with the same surname, or the same residential address and/or the same residential phone number.
- f) Board of Directors – shall consist of the Executive Committee, Coordinators, Directors and officers who are elected or appointed in accordance with these bylaws
- f)g) Members - Any eligible person who wishes to support the objectives of EABA may become a member upon meeting the requirements outlined in these ~~by-laws~~bylaws.
- g)h) Member in Good Standing - Any member who has fulfilled all membership requirements as follows:
 - Has volunteered and fulfilled their job description as set by EABA.
 - Has not been subject to any disciplinary action from EABA and Board of Directors.
 - Has paid, in full, all applicable registration fees as set by EABA Board of Directors.
- h)i) Proxy- Written authorization from an absent member to vote on behalf of, and in accordance with the directions of EABA.

~~h~~j) Payable Contractors- Independent entity that agrees to services that meet the stated requirements of EABA at a mutually agreed upon price and timeframe.

~~h~~k) Quorum- Fixed number of eligible members who must be present at a meeting before any official business may be transacted or decisions taken therein becomes binding.

~~h~~l) Remuneration- Reward for Board members in the form of a Free Registration.

~~h~~m) Seal of the Society- Stamp imprinted of EABA legal name, as evidence that an agreement or a document was executed on behalf of EABA.

~~h~~n) Society- The way in which people organised an association of people with the same interests.

MEMBERSHIP AND QUALIFICATIONS OF ~~TOP~~-OFFICERS, DIRECTORS AND COORDINATORS

1. Members, ~~Top~~-Officers, -Directors and Coordinators- of ~~the Edmonton Amateur Baseball Association~~EABA must be:
 - a) A parent or legal guardian of a child participating in the program in good standing, or
 - b) Any adult (18 years of age or older) who is approved by the majority vote of a duly elected executive to participate in the running of ~~Edmonton Amateur Baseball Association~~EABA, or
 - c) Individuals, organizations, business or corporations who may be admitted solely at the discretion of the Executive Committee and by reason that they are deemed to make a special contribution to the Association.
 - d) Top Officers, Directors and Coordinators shall not be a payable contractor of ~~Edmonton Amateur Baseball Association~~EABA.

MEETING

2. ~~Edmonton Amateur Baseball Association~~EABA will hold their Annual General Meeting on or before the 30th of September of each year. ~~At this meeting there will be an election~~ to elect the Board of Directors consisting of the Executive Committee ~~consisting of the Top Officers:~~ President, Vice-President, Secretary, Treasurer, Registrar ~~and Top;~~ the Directors ~~including:~~ Coaching Director; AA Director, House Midget/Bantam A Director, Peewee A Director, Mosquito A Director, Rookie Director, and Rally Cap Director; and a maximum of fifteen (15) ~~coordinators~~Coordinator positions. ~~The;~~ the titles of ~~the~~ coordinators will be determined by the Executive Committee. The Officers, Directors and Coordinators will form the ~~board~~Board of Directors and shall serve until the following ~~years~~years' AGM where board members can either resume their current position, be elected to a new position or step down. Any vacancy occurring during the year can be filled at any monthly board meeting, providing it is stated in the agenda

and notice is given prior to the next meeting to all board members. Any person in good standing in the association shall be eligible for any officer position in the society.

3. (Notice sent by electronic means only)
 - a. Meeting of the society may be called at any time by the ~~secretary~~Secretary upon the instruction of the President or Executive Committee. Notice of the time and place of a meeting of the members shall be given to each member entitled to vote at the meeting by telephonic, electronic, or other communication facility to each member entitled to vote at the meeting during a period twenty-one (21) days before the day on which the meeting is to be held. If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.
 - b. A special meeting shall be called by the President or Secretary upon receipt by him/ her of petition signed by one-third of members in a good standing, setting forth the reasons for calling such a meeting, which notice shall be given by telephonic, electronic or other communication facility to each facility to each member entitled to vote at the meeting, during a period of twenty-one (21) days before the day on which the meeting is to be held. If a member requests that notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.
 - c. The accidental omission to give any notice to any member, director, coordinator, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the corporation has provided notice in accordance with the ~~by-laws~~bylaws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.
4. ~~Six members~~A majority of the elected Board of Directors in good standing shall constitute a quorum at any meeting.

VOTING

5. Any member in good standing shall have the right to vote at any general and/or special meeting of ~~Edmonton Amateur Baseball Association~~EABA. Voting must be in person or by proxy in a form satisfactory to the ~~Executive Committee~~Board of Directors.

EXECUTIVE COMMITTEE

PRESIDENT

6. The President shall be ex-officio ~~a~~ member of all committees. He/she shall, when present, preside at all meetings of the Association ~~and~~ the Executive Committee and the Board of Directors. The President shall be a representative of the whole association and will conduct

his/her self in a professional manner when conducting matters associated with the Association. An elected President shall hold the position for a minimum term of two (2) years. The Presidency can be held by one officer up to a maximum of two (2) terms.

VICE-PRESIDENT

7. The Vice-President presides over the operations of ~~Edmonton Amateur Baseball Association~~ EABA in the absence of the President, works with other officers and committee members, is ex-officio member of all committees and carries out such duties and assignments as may be delegated by the President. Elected Vice-President shall hold the position for a minimum of two (2) years opposite of the President.

SECRETARY

8. He/ she shall have charge of the Seal of the society (where applicable) which seal whenever used shall be authenticated by the signature of the Secretary and the President, or, in the case of the death or inability of either to act, by the Vice-President. In case of the absence of the Secretary, his/her duties shall be discharged by such officer as may be appointed by the Executive Committee. The Secretary shall have charge of all correspondence for the meetings of the society and be under the direction of the President and Executive Committee.
9. The Secretary shall also keep a record of all members of the society with their addresses and e-mail addresses, and all notices of the various meeting will be sent electronically.

TREASURER

10. The Treasurer shall receive all monies paid to the society and shall be responsible for the deposit of same in whatever bank, trust company, Credit Union or Treasury Branch the Executive Committee may order. He/ she shall present a full detail account of receipts and disbursements to the Executive Committee whenever requested and shall arrange for submission to the Annual Meeting a Statement audited as hereinafter set forth of the financial position of the society and submit a copy to the Secretary for the record of the Society. The office of the Secretary and Treasurer may be filled by one person if ~~one or both positions are vacant the Executive Committee shall decide at~~ any annual meeting for the election of ~~office~~ officers shall so decide.

REGISTRAR

11. The ~~registrars~~ Registrar receives registration, ~~divided~~ divides players into age appropriate divisions and ~~distributed~~ distributes information to coaches. In addition, the ~~registrar~~ Registrar must communicate effectively with ~~Edmonton Amateur Baseball Association~~ EABA Executives, coaches, umpires, and parents as required. The Registrar shall have an understanding of ~~Edmonton Amateur Baseball Associations~~ EABAs policies and procedures, bylaws, code of conduct and be present during Evaluations.

COACHING DIRECTOR

12. Coaching Director represents the Coaches within the association, providing them with support and direction. He/ She shall be responsible for placing, screening and overseeing that all coaches meet the required certification and training in a timely manner required by Edmonton Amateur Baseball Association. He/ she should have an adequate baseball knowledge/ experience. He/ She will represent the coaches that the annual meeting of the Executive Committee.

DIRECTORS

AA DIRECTOR

13.12. AA Director oversees the operation of the AA program for all levels on and off the field including Regular Season, Playoffs, and Provincials. He/-she shall be responsible for corresponding with coaches and team managers regarding regular season and Fall Ball schedules, tournament/tournaments, policies and procedures and to follow up on any concerns that may occur during the regular season/ aforementioned AA seasons. He/-she should have an adequate baseball knowledge/-experience. AA Director will be a representative of the AA Program at annual Meetings of the Executive Committee/ all meetings.

HOUSEMIDGET/BANTAM A DIRECTOR

14.13. HouseMidget/Bantam A Director oversees the operation of the House Program/ Midget/ Bantam A programs at all levels on and off the field including Regular Season, Provincial teams/ Playoffs, Provincials, and Fall Ball. He/ she shall be responsible for corresponding with coaches and team managers regarding schedules, tournament/tournaments, policies and procedures and to follow up on any concerns that may occur during the regular season/ aforementioned A seasons. He/-she should have an adequate baseball knowledge/ experience. HouseMidget/ Bantam A Director will be a representative of the House Program/ Midget/ Bantam A programs at annual Meetings of the Executive Committee/ all meetings.

PEEWEE A DIRECTOR

14. Peewee A Director oversees the operation of the Peewee A programs at all levels on and off the field including Regular Season, Playoffs, Provincials, and Fall Ball. He/she shall be responsible for corresponding with coaches and team managers regarding schedules, tournaments, policies and procedures and to follow up on any concerns that may occur during the aforementioned seasons. He/she should have an adequate baseball knowledge/experience. Peewee Director will be a representative of the Peewee A program at all meetings.

MOSQUITO A DIRECTOR

15. Mosquito Director oversees the operation of the Mosquito A programs at all levels on and off the field including Regular Season, Playoffs, Provincials, and Fall Ball. He/she shall be responsible for corresponding with coaches and team managers regarding schedules, tournaments, policies and procedures and to follow up on any concerns that may occur during the aforementioned seasons. He/she should have an adequate baseball knowledge/experience. Mosquito A Director will be a representative of the Mosquito programs at all meetings.

ROOKIE DIRECTOR

15-16. Rookie Director shall be responsible for creating a transition between Rally cap, Rookie oversees the operation of the Rookie program on and Mosquito programs off the field including Regular Season, Playoffs and Rookie Days. He/she shall be responsible for corresponding with coaches and team managers regarding schedules, tournamenttournaments, policies and procedures and to follow up on any concerns that may occur during the regular-season. He/she should have an adequate baseball knowledge/experience. Rookie Director will be a representative of the Rookie Programprograms at annual Meetings of the Executive Committeeall meetings.

RALLY CAP DIRECTOR

17. Rally Cap Director oversees the operation of the Rally Cap program on and off the field including Regular Season and Rally Cap Days. He/she shall be responsible for corresponding with coaches regarding schedules, Evaluationsevaluations, policies and procedures and to follow up on any concerns that may occur during the regular-season. Rally Cap Director will be a representative of the Rally Cap Program at annual Meetings of the Executive Committee.all meetings.

COORDINATORS

18. There may be a maximum of fifteen (15) coordinator positions whose titles and roles will be determined by the executive committee.

~~16.~~

PAST PRESIDENT

17-19. Provide guidance and assistance to the current President when required. Past President shall not hold a board position for one complete year to commence at the time of new President starting their two-year term. Past President will not have vote or be required to attend annual meetings.

BOARD COMMITMENT

18-20. ExecutiveBoard Members shall be committed to their full one (1) or two (2)-year term (two (2) years for President and Vice President) with Edmonton Amateur Baseball Association from being elected at the Annual General Meeting which includes fulfilling Executive position

~~from beginning to the end of elected term.~~EABA. Attendance is mandatory at a minimum of ~~seven (7)~~eight (8) of the ~~ten (10) annual~~eleven (11) board meetings.

REMUNERATION

~~19-21.~~21-22. ~~Executive board members~~Board Members will receive one (1) free registration within ~~Edmonton Amateur Baseball Association~~EABA at the completion of ~~their elected position~~the year. Non-Parent Board Members have the choice of donating their registration to a family member, friend or another person of their choosing within ~~Edmonton Amateur Baseball Association.~~EABA. Registration shall not be exchanged for remuneration. No officer or member of the association shall receive any monetary remuneration for his/-her services to fulfill their elected position other than the one (1) free registration.

AUDITING

~~20-22.~~22-23. The books, accounts and records of the Treasurer shall be audited at least once a year by a duly qualified accountant or by two members of the society elected for the purpose at the Annual Meetings. A complete and proper statement of the standing of the books for previous years shall be submitted by such auditor at the Annual Meeting of the society. The fiscal year of the society in each shall be the 31st of August. An audited financial report from the 1st June to the 31st of May each year shall be prepared and submitted to the Alberta Consumer and Corporate Affairs, Corporate Registry Office.

~~21-23.~~23-24. The books and records of the society may be inspected by any member of the society at the annual meeting provided for herein or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each member of the ~~Executive Committee~~Board of Directors shall at all times have access to such books and records.

BORROWING POWERS

~~22-24.~~24-25. For the purpose of carrying out its objectives, the society may borrow, or raise, or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the society, and in no case shall debentures be issued without the sanction of a special resolutions of the society.

~~AVERTISING~~ADVERTISING AND SOLICITATION

~~23-25.~~25-26. There shall be no public advertisement or solicitation by any person without the express written consent of the Executive Committee. All approved marketing materials and tools being used within the association must be signed in and out.

CORPORATION SEAL AND SIGNING AUTHORITY

24-26. The seal of the Association shall be such as the Executive Committee may from time to time adopt. Contracts, documents or instruments in writing requiring execution by the association may be signed by any two officers of the Executive Committee and all contracts, documents or instruments in writing so signed shall binding upon the association without any further authorization or formality. The seal of the Association may, when required, be affixed to contracts, documents and instruments in writing signed by any two members of the Executive Committee.

REGISTERED OFFICE

25-27. The Registered office of the Association shall be in Edmonton, Alberta.

The Executive Board may from time to time change the location of the registered office of the Association to a different place in Alberta designated as such by the Executive Committee.

INDEMNITY TO ~~DIRECTOR~~ BOARD OF DIRECTORS

26-28. The Association shall ~~indemnity~~ indemnify and save harmless any person accepting the position of a director, a coordinator or holding office on the Executive Committee from any liability incurring by their reasons of acting as an officer and/or director and/or coordinator provided such person was acting within the scope of their duties.

WITHDRAWAL, SUSPENSION AND EXPULSION OF MEMBERS

27-29.

- a) Any member wishing to ~~withdrawal~~ withdraw from membership may do so upon a notice in writing to the Board through the Secretary ~~or~~ and President.
- b) If any member shall willfully violate or fail to comply with the ~~by laws~~ bylaws of the ~~Edmonton Amateur Baseball Association~~ EABA or be guilty of any conduct which is deemed detrimental or not in the best interests of the Association, such ~~members~~ member may be suspended by a majority vote of the ~~Executive Committee~~ Board of Directors and such suspension shall take effect immediately upon written notice of the Committee's decision to the member.
- c) The ~~Executive Committee~~ Board of Directors may, by two-thirds vote, forthwith remove from office any member of the ~~Executive Committee~~ Board of Directors for neglect of duty, or for conduct tending in impair such member usefulness. Such removal may be appealed in person at the next meeting of the ~~Executive Committee~~ Board of Directors.
- d) The ~~Executive Committee~~ Board of Directors shall have the power to suspend any member for a period of time and upon such terms and conditions that the committee deem appropriate.

- e) Any member suspended by the ~~Committee~~Board of Directors shall have the right to file a written notice of appeal to the ~~Committee~~Board of Directors within ten (10) days of receiving the Notice of Suspension.
- f) The ~~Executive Committee~~Board of Directors shall forthwith lift the suspension upon being placed in receipt of a written notice of appeal.
- g) The ~~Executive Committee~~Board of Directors shall appoint an Appeal Board consisting of three (3) members of the ~~Executive Committee~~Board of Directors within five (5) days of giving notice of Appeal.
- h) The Appeal Board shall conduct a hearing within ten (10) days of being appointed upon two (2) day's written notice of the suspended member stating the date, time and place where the appeal will be heard.
- i) A majority decision by the Appeal Board shall be the decision of the Appeal Board and shall be final and binding upon member.

BYLAWS

~~28-30.~~ The ~~by laws~~bylaws may be rescinded, altered or added to by a Special Resolution.

MINUTES OF MEETING

~~29-31.~~ The minutes of the meetings of the Association and Executive Committee shall be taken and prepared by the Secretary, or other person designated by the Executive Committee. Copies of the such minutes shall be emailed to all members of the Executive Committee and such members of the Association that were in attendance at said meeting within 14 days of said meeting. Copies of all meeting thus prepared will be retained by the Secretary.

POLICE INFORMATION CHECKS

32. All Board Members and all coaches/trainers/managers of any team within in the EABA organization must fill out a Police Information Check form/Vulnerable Sector Police Information Check form forthwith upon being elected and/or appointed to their position.

DISSOLUTION

~~30-33.~~ Upon dissolution of the society for any reason all remaining funds and assets, after payment of debt and liabilities, will be donated to a charitable organization to be voted on by the Board by Special Resolution.

|

Formatte

|

Formatte