

# GVBA Constitution & Bylaws

## CONSTITUTION

1. The name of the society is: **Greater Victoria Baseball Association**
2. The purposes of the association are:
  - A. to function as an umbrella baseball organization on behalf of and for the benefit of the association's member organizations;
  - B. to coordinate the baseball programs administered by the association's member organizations;
  - C. to promote interlocking activities between the association's member organizations and to foster and administer all other matters of common interest amongst them;
  - D. to encourage good sportsmanship, team play and good citizenship;
  - E. to promote and organize amateur baseball in the Lower Vancouver Island community;
  - F. to function exclusively as a charitable organization.
3. If and when the association is wound up and dissolved, its assets, after payment of all debts, shall be given to a charitable organization in British Columbia which maintains purposes similar to those of the association. This provision is unalterable.

## BYLAWS

(Amended October 2009)

(Amended October 2013)

### 1. Definitions

1.01 Words and expressions defined in the Society Act shall have the same meaning when used in these bylaws, unless a different meaning is specifically provided for in the next section (s.1.02), or unless the context in which such a word or expression is used clearly indicates otherwise.

1.02 Where the bylaws provide that a specified procedure may be used to obtain a specified result, then, in the absence of a clear inference to the contrary or where the context dictates otherwise, the specified procedure shall be the only way that the specified result can be achieved.

1.03 In these bylaws, the following words have the following meanings:

- a) **"Authorized Representative"** means the representative of each member at general meetings as selected pursuant to s.5.01;
- b) **"Baseball Organization"** means a baseball body which sponsors and administers a baseball program which is available to a wide range of ages over a wide geographic area.
- c) **"Board"** means the board of directors of the association.
- d) **"Catchment Area"** means the geographical area in which the members primarily carry out their respective programs as determined from time to time pursuant to s.3.03.
- e) **"Not in Good Standing"** means having an outstanding amount of money owing to the association for annual membership fees or for other accounts.
- f) **"Special Business"** means:
  - (i) all business at an extraordinary general meeting except the adoption of rules of order, and
  - (ii) all business conducted at an annual general meeting, except:
    - the adoption of rules of order;
    - the consideration of the financial statements;
    - the report of the directors;
    - the report of the auditor, if any;
    - the election of directors;
    - the appointment of the auditor, if required;
    - the other business that, under these bylaws, ought to be conducted at an annual general meeting, nor business that is brought under consideration by the report of the director issued with the notice convening the meeting
- g) **"Special Director"** means a member of the Board appointed pursuant to s.6.03.

## 2. Affiliation

2.01 The association may affiliate with any recognized Baseball Organization .

2.02 Decisions regarding affiliation must be made at the annual general meeting or at an extraordinary general meeting and must be approved by 75% of those members in attendance.

### **3. Membership**

3.01 The members of the association are the applicants for incorporation of the association, and those who subsequently become members.

3.02 Each member shall have the following qualifications:

- a) has been incorporated as a society;
- b) has the promotion and organization of amateur baseball as its primary purpose;
- c) has adopted the program from the same Baseball Organization with which the association is affiliated;
- d) carries out its activities primarily within the association Catchment Area.

3.03 The Catchment Area shall be determined by directors' resolution and may be changed from time to time in the same manner.

3.04 New members shall be admitted by members' resolution.

3.05 Every member shall uphold the constitution and shall comply with these bylaws (and any rules made pursuant to these bylaws).

3.06 Each member shall pay to the association an annual membership fee which shall be determined by director's resolution and may be changed from time to time in the same manner.

3.07 A member ceases to be a member of the association in any one of the following ways:

- a) by delivering the member's resignation in writing to the secretary of the Board;
- b) on dissolution or winding up of the member;
- c) on being expelled from the association; or
- d) being Not in Good Standing for a period of twelve consecutive months from the date the amount owing becomes due.

3.08 Any member may be expelled if the following requirements are met:

- a) The member has breached the constitution, bylaws, any rule made pursuant to the bylaws, or any written policy adopted by the Board;
- b) Notice in writing of the proposed expulsion, and an explanation of the reasons for it, are given to each member at least 30 days before the resolution is proposed at a meeting of the directors;

- c) The member which is the subject of the proposed resolution is given an opportunity to be heard at the directors' meeting before the resolution is put to a vote.
- d) A directors' resolution implementing the expulsion is passed by a majority of 75% or more of the directors present at the meeting;

3.09 Notice required pursuant to s.3.08(b) shall be deemed to have been given if it is delivered to one of the directors representing the member or if it is sent by registered mail to the registered office noted in the Company Office of the member.

#### **4. Meetings of Members**

4.01 General meetings of the association shall be held at the time and place, in accordance with the Society Act, that the directors shall decide.

4.02 Every general meeting, other than an annual general meeting, shall be an extraordinary general meeting.

4.03 In addition to any other way of initiating a general meeting, the directors may do so by directors' resolution.

4.04 Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of Special Business, the general nature of that business.

4.05 The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

4.06 The first annual general meeting of the association shall be held not more than 15 months after the date of incorporation, and after that an annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

4.07 If a member is Not in Good Standing, the member may neither attend nor vote at any general meeting.

## 5. Proceedings at General Meetings

5.01 Each member shall select one Authorized Representative to attend each meeting.

5.02 A member may vote by its Authorized Representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes with respect to a meeting of the association.

5.03 Business, other than the election of a Chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.

5.04 If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

5.05 A quorum at any general meeting shall be 75% but not less than **six five (2013)** of the total number of members.

5.06 One member shall not be entitled to vote, by proxy, the vote of another member.

5.07 If, within 30 minutes from the time appointed for a general meeting, a quorum is not present, the meeting, if convened on the requisition of members, must be terminated; but in any other case, it must stand adjourned to a date no longer than 14 days from the original time appointed, at a time and place to be determined by the president; and, if at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present shall be deemed to constitute a quorum.

5.08 Subject to s.5.09, the president of the association, the vice president or, in the absence of both, one of the other directors present, must preside as Chair of a general meeting.

5.09 If, at a general meeting, there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting, or the president and all the other directors present are unwilling to act as the Chair, then the members present must choose one of their number to be the Chair.

5.10

a) A general meeting may be adjourned from time to time and from place to place but business shall not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place;

- b) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
- c) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.

#### 5.11

- a) A resolution proposed at a meeting need not be seconded before it is voted on, and the Chair of a meeting may move or propose a resolution.
- b) The Chair may vote as any other member may, but may not cast an additional vote to break a tie.
- c) If a tie vote occurs, the resolution shall not pass.

#### 5.12

- a) A member in good standing present at a meeting of members is entitled to one vote.
- b) Voting shall be by show of hands, unless, the members decide otherwise by special resolution.

### **6. Directors**

#### 6.01

- a) The directors may exercise all the powers and do all the acts and things that the association may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the association in a general meeting, subject, nevertheless, to
  - (i) all laws affecting the association;
  - (ii) these bylaws;
  - (iii) rules, not being inconsistent with these bylaws, that are made from time to time by the association in a general meeting.
- b) A rule, made by the association in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.

#### 6.02 The Board shall consist of:

- a) two directors from each of the members as appointed by each of the members; plus
- b) any Special Directors elected pursuant to paragraph 6.03.

#### 6.03

- a) The Board of Directors may, at any time, elect an individual to become a Special Director;
- b) A Special Director must be elected by a vote of 75% of the total number of directors at the time of the vote;

- c) All Special Directors must resign on the day before an annual general meeting;
- d) There shall be no more than **three five (2013)** Special Directors at any one time;
- e) A Special Director shall have a vote at a director's meeting on any issue except on the election of another Special Director.

6.04 The number of directors at any given time shall be (the number of members at that time times 2) plus the number of Special Directors.

6.05 If a director resigns his or her office or otherwise ceases to hold office, the member who selected the director shall select a new one in that director's stead.

6.06 A member may change its selected directors at the member's discretion.

6.07 A director may be removed from office only by the member which the director represents or by a special resolution of the members.

6.08 An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.

6.09 A director shall not be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the association.

6.10 No director shall commit the association to any contract, undertaking or expenditure without the approval of the Board or the members, whichever is appropriate in the circumstances.

## **7. Proceedings of Directors**

7.01 The directors may hold and regulate their meetings as they see fit.

7.02 A quorum for directors' meetings shall be 50% of the total number of directors representing 50% of the total number of members.

7.03 The president is the Chair of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president must act as Chair, but if neither is present the directors present may choose one of their number to be the Chair at that meeting.

7.04

- a) The directors may appoint committees, standing or ad hoc.
- b) The directors may appoint any individuals to a committee, whether or not the individuals are members or directors; provided, however, that there must be a least one director on each committee.
- c) Committees shall carry out administrative, investigative and advisory support to the board and shall have no decision-making authority except authority necessary and ancillary to their respective mandates.

7.05 The members of a committee may meet and adjourn as they think proper.

7.06 For a first meeting of directors held immediately after the appointment of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the Board, it is not necessary to give notice for the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.

7.07

- a) Questions arising at a meeting of the directors and committee of directors shall be decided by a majority of votes.
- b) A resolution proposed at a meeting need not be seconded before it is voted on, and the Chair of a meeting may move or propose a resolution.
- c) The Chair may vote as any other director may, but may not cast an additional vote to break a tie.
- d) If a tie vote occurs, the resolution shall not pass.

7.08 A resolution in writing, signed 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.

7.09 A director who has been selected from a member who is Not in Good Standing shall not be entitled to vote for so long as that member remains Not in Good Standing.

## **8. Officers**

8.01 The officers of the association shall be president, vice-president, secretary, treasurer and any other officers which the Board, from time to time, shall choose.

8.02 Subject to as provided otherwise in these bylaws, the president is the Chair at all meetings of the association and of the directors.



8.03 The president is the chief executive officer of the association and shall supervise the other officers in the execution of their duties.

8.04 The vice president shall carry out the duties of the president during the president's absence.

8.05 The secretary shall do the following:

- a) conduct the correspondence of the association;
- b) issue notices of meetings of the association and directors;
- c) keep minutes of all meetings of the association and directors;
- d) have custody of all records and documents of the association except those required to be kept by the treasurer;
- e) have custody of the common seal of the association;
- f) maintain the register of members.

8.06 The treasurer shall do the following:

- a) keep the financial records, including books of account, necessary to comply with the Society Act;
- b) render financial statements to the directors, members and others when required.

8.07 The offices of secretary and treasurer may be held by the same person.

8.08 In the absence of the secretary at any meeting, the directors shall appoint one person from amongst them to act for that meeting.

## **9. Board Committees**

9.1 The Board may appoint committees to advise and complete certain tasks on behalf of the Board.

9.2 The Board will establish three Standing Committees:

1. Discipline – to review and rule on Ejection Reports, Incident Reports and any other matter that the board deems appropriate;
2. Rules – to manage the Universal House Rules for spring and fall house baseball;
3. High Performance Division – to manage the high performance (all-star) program for Mosquito, PeeWee, Bantam and Midget aged players.

9.3 A Board member chairs each committee created by the Board. Committees consist of persons appointed by the Directors or the chairperson or the committee members.

9.4 The chairperson calls committee meetings. The members of a committee shall meet and adjourn as they think proper.

9.5 Each committee records minutes of its meetings and provides reports at each Board meeting at the Board's request.

9.6 A majority of the committee members present at a meeting is a quorum.

9.7 Subject to the directions of the Board, the committee shall determine its own procedures.

## **10. Seal**

10.01 The directors may provide a common seal for the association and may destroy a seal and substitute a new one in its place.

10.02 The common seal must be affixed only when required and authorized by a resolution of the directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the president and secretary.

## **11. Borrowing**

11.01 In order to carry out the purposes of the association the directors may, on behalf of and in the name of the association, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.

11.02 A debenture must not be issued without the authorization of a special resolution.

11.03 The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

## **12. Financial and Accounting**

11.01 No member shall allow the solicitation of funds in the name of the association except pursuant to a resolution of the directors.

12.02 The fiscal year end shall be fixed from time to time by the directors but it shall end at least one month before the annual general meeting and no earlier than 6 months before.

12.03 The Board shall set the budget within two months after the annual general meeting.

12.04 No director or member may make an expenditure on behalf of the association without the approval of the Board.

### **13. Notices to Members**

13.01 A notice may be given to a member in any of the following ways:

- a) by delivering it in writing personally to any person on the members board of directors;
- b) by sending it by regular mail to the member's registered office.

13.02 A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.

### **14. Bylaws**

14.01 These bylaws may be amended by special resolution.