

**CONSTITUTION  
of  
LYNN VALLEY LITTLE LEAGUE ASSOCIATION**

**Little League ID Number: 552-05-05**

1. The name of the Society is “Lynn Valley Little League Association”.
2. The purposes of the Society are:
  - (a) to implant firmly in the children of the community the ideals of good sportsmanship, honesty, loyalty, courage and respect for authority, so that they may be well adjusted, stronger and happier children and will grow to be good, decent, healthy and trustworthy citizens;
  - (b) To help and voluntarily assist young boys and girls in developing qualities of citizenship, discipline, teamwork and physical well-being through the medium of baseball and with guidance and exemplary leadership;
  - (c) To provide a supervised program of competitive baseball under the Rules and Regulations of Little League Baseball, Incorporated. All Directors, Officers, and Members shall bear in mind the attainment of exceptional athletic skill or the winning of games is secondary, and the moulding of future citizens is of prime importance.

**BYLAWS OF  
Lynn Valley Little League Association**

Little League ID Number: 552-05-05

*December 15, 2018*

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**BYLAWS OF  
Lynn Valley Little League**

**1. INTERPRETATION**

**1.1. Definitions**

In these Bylaws:

- (a) "Player Member" means, at a particular time, any person:
  - (i) who meets the requirements under Little League Regulation IV to participate on a team in the house league organized by the Society or as a player on an all-star or tournament team representing the Society;
  - (ii) as to whom the requisite registration fee has been paid to the Society or waived by the Society; and
  - (iii) whom the Registrar has so registered, and who remains so registered, in the Society's records;
- (b) "Board" means the board of directors, comprising the Directors in office from time to time;
- (c) "Constitution" means the constitution established for the Society in accordance with the *Societies Act*, as said constitution exists from time to time;
- (d) "Director" means a director of the Society from time to time;
- (e) "Member" means, from time to time, a person admitted under Bylaw 2.3 below whose membership has not ceased under Bylaw 2.10 below;
- (f) "Officer" means, from time to time, a person holding the office, pursuant to these Bylaws, of President, Vice-President, Treasurer, Secretary, Registrar, or Player Agent and, to the extent authorized by the Board, each of whom shall represent the Society in all matters concerning its day-to-day interests and the management of its day-to-day affairs;
- (g) "Ordinary Resolution" means:
  - (i) a resolution passed in a general meeting by the Members by a simple majority of the votes cast in person, or
  - (ii) a resolution that has been submitted to the Members and consented to in writing by not less than 75% of the Members, and a resolution so consented to is deemed to be an ordinary resolution passed at a general meeting;
- (h) "Person" means a natural person;

- (i) “President” means, from time to time, the person holding the office of President pursuant to these Bylaws;
- (j) “Player Agent” means, from time to time, the person holding the office of Player Agent pursuant to these Bylaws;
- (k) “Registrar” means, from time to time, the person holding the office of Registrar pursuant to these Bylaws;
- (l) “Secretary” means, from time to time, the person holding the office of Secretary from time to time;
- (m) “Society” means Lynn Valley Little League Association
- (n) “Societies Act” means the **Societies Act** of the Province of British Columbia from time to time in force and all amendments to it;
- (o) “Special Business” has the meaning given to it in Bylaw 5.2 below;
- (p) “Special Resolution” means:
  - (i) a resolution passed in a general meeting by a majority of not less than 75% of the votes of the Members who vote in person
    - (A) of which not less than 14 days’ notice has been given under Bylaw 4.5 below, specifying the intention to propose the resolution as a special resolution, or
    - (B) if every Member agrees, at a meeting of which less than 14 days’ notice has been given, or
  - (ii) a resolution that has been submitted to the Members and consented to in writing by every Member, and a resolution so consented to is deemed to be a special resolution passed at a general meeting.
- (q) “Treasurer” means, from time to time, the person holding the office of Treasurer pursuant to these Bylaws.
- (r) “Vice-President” means, from time to time, the person holding the office of Vice-President pursuant to these Bylaws.

1.2. **Number and Gender**

Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation and vice versa.

## 2. MEMBERSHIP

### 2.1. Admission to Membership

Membership in the Society is restricted to:

- (a) Those Persons who are Members in good standing on the date these Bylaws come into force; and
- (b) Those Persons whose subsequent application for admission as a Member is accepted in accordance with these Bylaws.

### 2.2. Eligibility, Requirements and Classes of Membership

Classes: There shall be the following classes of Members:

- (a) **Player Members:** Any player candidate meeting the requirements of Regulation IV and who resides within the authorized boundaries of the Society shall be eligible to compete for participation to become a Player Member. The Board may, by Board Resolution, determine that a prerequisite to become a Player Member is that an adult Person in the participant's household must become a Member of the Society. Player Members shall have no rights, duties or obligations in the management or in the property of the Society.
- (b) **Regular Members:** Any adult who is a parent or guardian of a Player Member is a Person eligible to become a Regular Member. Any adult (18 years or older) who is appointed as an Active Officer, Board Member, Committee Member, Manager, Coach, or Volunteer Umpire is also a Person eligible to become a Regular Member. Only Regular Members in good standing are eligible to vote at an annual general meeting or a General Meeting.
- (c) **Associate Members:** Any Person who is interested in advancing the purposes and supporting the activities of the Society is a Person eligible to become an Associate Member. Associate Members shall have no rights, duties or obligations in the Management or in the property of the Society.

### 2.3. Application for Membership

#### **Player Member**

A player candidate becomes Player Member upon annual registration and payment of the annual registration fee set by the Board.

#### **Regular Member**

Any adult (18 years or older) who is appointed as an Active Officer, Board Member, Committee Member, Manager, Coach, or Volunteer Umpire is automatically a Regular Member.

A Person eligible to become a Regular Member may apply to the Board or Membership Coordinator in writing to become a Member and on acceptance by the Board will be a Member.



## **Associate Member**

A Person eligible to become an Associate Member may apply to the Board in writing to become a Member and on acceptance by the Board will be a Member.

The Board may, by Board Resolution, accept, postpone or refuse an application for membership.

An eligible Person may apply to the Society to become a Member by:

- (a) Submitting a completed application, in such form and manner as may be established by the Society, at the Address of the Society, and
- (b) Submitting such information or documentation as the membership coordinator may require to confirm eligibility for membership.

### **2.4. Membership Coordinator**

The Board may delegate the review and acceptance of new applications as re-applications for Regular Membership or Associate Membership to a Person or committee, which Person or committee will be referred to for the purposes of these Bylaws as the membership coordinator.

If no membership coordinator is designated by the Board, then the duties for that position set out in these Bylaws remain with the Board.

### **2.5. Reviewing and Acceptance of Application**

The membership coordinator, if any, will review all applications for membership in the Society and may, if necessary to determine eligibility for membership, request the Person to provide further information or documentation in support of the application.

The membership coordinator may, by entering the Person's information into the register of members, accept that Person as a Member as determined in accordance with these Bylaws.

### **2.6. Reporting and Ratification of Membership**

The membership coordinator will regularly report to the Board regarding applications for membership received and approved.

The Board will consider a Board Resolution to ratify the approval of memberships made in the last interval and may, if necessary, determine any issues related to membership of an applicant.

### **2.7. Referral of Application to Board**

The membership coordinator, may at any time refer an application for membership to the Board for further consideration and, if so referred, the Board may, by Board Resolution, accept, postpone or refuse such application for membership.

The Board may refuse or postpone an application for membership for any reason which, in the Board's view, is necessary or prudent to protect the reputation and integrity of the Society.

**2.8. Membership not Transferable**

Membership is not transferable.

**2.9. Membership Period**

A period of membership will commence on the date a Person's application for membership is accepted and will conclude on March 31<sup>th</sup> of the following year unless it is terminated earlier in accordance with Bylaw 2.10. If a Member renews his or her membership prior to March 31<sup>th</sup> of the following year, the period of membership is extended a further year until the next March 31<sup>th</sup>.

**2.10. Cessation of Membership**

A Person will immediately cease to be a Member:

- (a) Upon the date which is the later of:
  - (i) The date of delivering his or her resignation in writing to the Secretary or to the Address of the Society; and
  - (ii) The effective date of the resignation stated thereon;
- (b) Upon his or her expulsion; or
- (c) Upon his or her death; or
- (d) In the case of a Player Member, by not registering in any year and/or by not paying the annual registration fee, or
- (e) In the case of Regular Member who is a Regular Member because he or she is the parent or guardian of a Player Member, when such Player Member ceased to be a Member; or
- (f) In the case of an Associate Member in accordance with Section 2.10 (a), (b), or (c).

**2.11. Good Standing**

All Members are in good standing.

**2.12. No Membership Fees for Regular and Associate Members**

There shall be no annual membership fees for Regular Members and Associate Members.

**3. MEMBERSHIP RIGHTS AND OBLIGATIONS**

**3.1. Rights of Membership**

In addition to any rights conferred by the Act, a Member has the following rights and privileges of membership:

- (a) To receive notice of, and to attend, all General Meetings;
- (b) To make or second motions at a General Meeting and to speak in debate on motions under consideration in accordance with such rules or order as may be adopted;
- (c) To exercise a vote on matters for determination at General Meetings; and
- (d) May participate in the programs and initiatives of the Society, in accordance with such criteria as may be determined by the Board from time to time.

### 3.2. **Compliance with Constitution, Bylaws and Policies**

Every Member will, at all times:

- (a) Uphold the Constitution and comply with these Bylaws, the regulations and the policies of the Society in effect from time to time; and
- (b) Abide by such codes of conduct and ethics adopted by the Society; and
- (c) Further and not hinder the purposes, aims and objects of the Society.

### 3.3. **No Distribution of Income to Members**

The Society shall be carried on without purpose of gain for its members, and any profits or other accretions to the Society shall be used in promoting its stated purposes.

## **4. MEETINGS OF MEMBERS**

### 4.1. **Time and Place of General Meetings**

General meetings of the Society will be held at such time and place, in accordance with the Act, as the Board decides.

### 4.2. **Annual General Meetings**

An annual general meeting will be held at least once every calendar year and in accordance with the Act.

### 4.3. **Extraordinary General Meetings**

Every General Meeting other than an annual general meeting is an extraordinary general meeting.

### 4.4. **Calling of Extraordinary General Meetings**

The Society will convene an extraordinary general meeting by providing notice in accordance with the Act and these Bylaws in any of the following circumstances:

- (a) At the call of the President;
- (b) When resolved by Board Resolution; or
- (c) When such a meeting is requisitioned by the Members in accordance with the Act.

### 4.5. **Notice of General Meetings**

The Society will, in accordance with Bylaw 15 send notice of every General Meeting to:

- (a) Each Member shown on the register of Members on the date the notice is sent; and
- (b) The auditor of the Society, if any

not less than fourteen (14) days and not more than sixty (60) days prior to the date of the General Meeting.

No other person is entitled to be given notice of a General Meeting.

4.6. **Contents of Notice**

Notice of a General Meeting will specify the place, the day and the time of the meeting and will include the text of Every Special Resolution to be proposed or considered at the meeting.

If the Board has decided to hold a General Meeting with participation by Electronic Means, the notice of that meeting must inform Members how they may participate by Electronic Means.

4.7. **Omission of Notice**

The accidental omission to give notice of a General Meeting to a Member, or the non-receipt of the notice by a Member, does not invalidate proceedings at the meeting.

**5. PROCEEDINGS AT GENERAL MEETINGS**

5.1. **Business Required At An Annual General Meeting**

The following business is required to be conducted at an annual general meeting of the Society:

- (a) The approval of the minutes of the previous annual general meeting and any extraordinary General Meetings held since the previous annual general meeting;
- (b) Consideration of the financial statements and the report of the auditor, if any;
- (c) Consideration of any Member proposals submitted in accordance with the Act;
- (d) the election of Directors; and
- (e) such other business, if any, required by the Act or at law to be considered at an annual general meeting.

The annual general meeting may include other business as determined by the Board in its discretion.

5.2. **Special Business**

Special Business is:

- (a) All business at an extraordinary general meeting, except the adoption of rules of order; and
- (b) All business at an annual general meeting except the business set out in clauses (a) through (e), inclusive of Bylaw 5.1 above.

5.3. **Electronic Participation in General Meetings**

The Board may decide, in its discretion, to hold any General Meeting in whole or in part by Electronic Means.

When a General Meeting is to be conducted using Electronic Means, the Board must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting adequately and, in particular, that remote participants are able to participate in a manner comparable to participants present in person, if any.

Persons participating by Electronic Means are deemed to be present at the General Meeting.

5.4. **Requirement of Quorum**

No business, other than the election of a person to chair the meeting and the adjournment or termination of the meeting, may be transacted at any general meeting at a time when a quorum of Members is not present.

5.5. **Quorum**

A quorum at a General Meeting is thirty one (31) Members on the date of the meeting.

5.6. **Lack of Quorum**

If within thirty (30) minutes from the time appointed for a General Meeting a quorum is not present, the meeting, if convened on the requisition of Members, will be terminated, but in any other case it will stand adjourned to the next week, at the same time and place, and if at the adjourned meeting a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the Members present will constitute a quorum and the meeting may proceed.

5.7. **Loss of Quorum**

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

5.8. **Chair**

The President (or, in the absence or inability of the President, the Vice-President) will, subject to a Board Resolution appointing another Person, preside as chair at all General Meetings.

If at any General Meeting the President, Vice-President or such alternate Person appointed by a Board Resolution, if any, is not present within fifteen (15) minutes after the time appointed for the meeting, the Directors present may select one of their number to preside as chair at that meeting.

5.9. **Alternate Chair**

If a Person presiding as chair of a General Meeting wishes to step down as chair for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of the majority of the Members present at such meeting, he or she may preside as chair.

#### 5.10. **Adjournment**

A General Meeting may be adjourned from time to time and from place to place, but no business will be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

#### 5.11. **Notice of Adjournment**

It is not necessary to give notice of an adjournment or the business to be transacted at an adjourned meeting except where a meeting is adjourned for more than fourteen (14) days, in which case notice of the adjourned meeting will be given as in the case of the original meeting.

#### 5.12. **Procedure Regarding Resolutions**

No resolution proposed at a meeting need be seconded and the chair of a meeting may move or propose a resolution.

In case of an equality of votes, the chair of the meeting is not entitled to a casting or second vote in addition to the vote to which the chair may be entitled as a Member, and the resolution will not pass.

#### 5.13. **Voting at General Meetings**

- (a) Each Member present in person at a general meeting of the Society is entitled to one vote.
- (b) Voting is by show of hands, unless (before or on the declaration of the result of the show of hands) the chair directs or a Member demands a poll. The chair must declare to the meeting the decision on every question in accordance with the result of the show of hands or the poll and such decision must be entered in the minutes of the meeting. A declaration by the chair that a resolution has been carried, or carried unanimously, or by a particular majority, or lost or not carried by a particular majority, and an entry to that effect in the minute book of the proceedings of the Society is conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
- (c) No poll may be demanded on the election of a chair. A poll validly demanded must be taken immediately. A demand for a poll may be withdrawn. In any dispute as to the admission or rejection of a vote the decision of the chair made in good faith is final and conclusive.
- (d) Voting by proxy is not permitted.

#### 5.14. **Action Normally by Ordinary Resolution**

Unless the *Societies Act*, the Constitution, or these Bylaws otherwise provide, any action to be taken by a resolution of the Members may be taken by an Ordinary Resolution.

### 5.15. **Rules of Order for General Meetings**

*Robert's Rules of Order* shall govern the proceedings of all general meetings, except where same conflicts with these Bylaws.

## 6. **DIRECTORS**

### 6.1. **Powers of Directors**

The Directors must manage, or supervise the management of, the affairs and business of the Society and are authorized to exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to the provisions of all laws affecting the Society and these Bylaws.

### 6.2. **Number of Directors**

The Society will have not less than seven (7) and not more than fifteen (15) Directors. No more than forty (40) percent of Directors can be from any combination of the Major, Intermediate, Junior, and Senior Divisions as defined by the Society. At least one of the Directors must be ordinarily resident in British Columbia.

### 6.3. **Directors Need Not be Members**

A person need not be a Member as qualification to be a Director.

### 6.4. **Term of Office of Directors and Eligibility for Re-Election**

The Directors shall retire from office at each annual general meeting, when their successors shall be elected. A retiring Director shall be eligible for re-election as a Director.

### 6.5. **Deemed Election of Directors If No Annual General Meeting**

If the Society fails to hold an annual general meeting in accordance with the *Societies Act*, the Directors then in office will be deemed to have been elected or appointed as Directors on the last day on which the annual general meeting could have been held and they may hold office until other Directors are appointed or elected in their place or until the day on which the next annual general meeting is held.

### 6.6. **Failure to Elect Sufficient Number of Directors**

If, at any general meeting at which Directors should be elected, fewer Directors are elected than the minimum number provided for in Bylaw 6.2 above, then:

- (a) the newly-elected Directors may (but shall not be required to) request any of the retiring Directors who are not re-elected to continue in office to complete the minimum number of Directors for the time being fixed pursuant to Bylaw 6.5 and 6.6

above; and

- (b) any such retiring Director who agrees to continue in office shall hold office until a sufficient number of new Directors is elected, at a general meeting convened for the purpose, to complete the minimum number of Directors for the time being fixed pursuant to Bylaw 6.2 above.

**6.7. Filling Casual Vacancies on the Board**

The Directors may fill any casual vacancy occurring in the Board.

**6.8. Removal and Replacement of Directors**

The Members may by Special Resolution remove a Director before the expiration of his or her period of office and may by Ordinary Resolution appoint another person in his or her stead. The notice of the meeting of Members at which the Special Resolution will be considered must include a brief statement of the reason or reasons for the proposed removal of the Director. The Director who is the subject of the proposed Special Resolution must be given an opportunity to be heard at the meeting before the Special Resolution is put to a vote.

**6.9. Ceasing to be a Director**

A person immediately ceases to be a Director in each of the following cases:

- (a) subject to Bylaws 6.5 and 6.6 above, on the expiration of his or her term of office;
- (b) on receipt of his or her resignation in writing or on such later date specified in the resignation, if such resignation is delivered to the Secretary of the Society by hand or is mailed, delivered or faxed to the address of the Society;
- (c) on his or her removal as a Director under Bylaw 6.8;
- (d) on ceasing to be a Member of the Society;
- (e) on his or her death.

**6.10. No Invalidity of Actions**

No act or proceeding of the Directors is invalid only by reason of there being fewer than the prescribed number of Directors in office.

**6.11. Remuneration of Directors**

No Director or Officer shall be remunerated for being or acting as a Director or Officer. A Director is entitled to be reimbursed for all expenses that the Director necessarily and reasonably incurs while engaged in the affairs of the Society, provided that prior approval of such expenses and proper documentation of such expenses may be required. **This provision was previously unalterable.**



#### 6.12. **Disclosure of Conflicts of Interest of Directors**

Every Director who:

- (a) is, directly or indirectly, interested in a proposed contract or transaction with the Society; or
- (b) holds any office or possesses any property whereby, whether directly or indirectly, duties or interests might be created in conflict with his or her duties or interests as a Director or as an Officer;

must fully and promptly disclose to the Board, by delivery of a written notice or statement to the President and the Secretary (or if the disclosing Director is the President or the Secretary, then to the Vice-President or Registrar instead of to himself or herself), the fact, nature and extent of the interest or conflict. Forthwith after receiving any such notice or statement the President and the Secretary (or the Vice-President or Registrar) will arrange to provide a copy thereof to each Director and file a copy thereof in the Society's records.

#### 6.13. **Discipline of Member by Directors**

The Board has the authority to discipline any class of Member for conduct that is detrimental to the best interests of the Society by the passing of a resolution by the Board. Any resolution for disciplinary action must pass with a 2/3 majority of votes of the Board present at a duly constituted meeting of the Board.

Before the Board may pass a resolution to take disciplinary action against a Member, the Board must conduct a disciplinary hearing.

The Board may, at the Board's discretion, delegate a committee to conduct the disciplinary hearing.

Following the disciplinary hearing and on hearing the advice of the disciplinary committee if the hearing was conducted by a committee, the Board may take disciplinary action, including:

- (a) Reprimanding the Member;
- (b) Putting the Member on Probation;
- (c) Suspending the Member;
- (d) Expelling the Member from the Society; or
- (e) Any other remedy that the Board deems just in the circumstances.

The Board has discretion to determine the appropriate time and place for the disciplinary hearing as well as the appropriate notice period to give to the Member. The discretion must be exercised with consideration given to the right of the Member to give a response to the allegation.

In the case of a Regular Member or Associate Member, the Board must give written notice of the disciplinary hearing to the Member. In the case of Player Member, the Board must give written notice of the disciplinary hearing to:

- (a) the Coach of the Player Member;
- (b) the Player Member's parent or guardian that registered the Player Member; and
- (c) the Player Agent.

The notice of a disciplinary hearing must include a description of the conduct that is alleged to be against the best interests of the Society.

At the disciplinary hearing of a Regular Member or Associate Member, the Member must be given an opportunity to respond to the claim against the Member.

At a disciplinary hearing of a Player Member, the Player Member's Coach and the Player Member's parent or guardian that registered the Player Member must be given an opportunity to respond to the claim against the Player Member. The Player Agent must be present at the disciplinary hearing of a Player Member.

At a disciplinary hearing of any class of Member, the Board or committee may give an opportunity to respond to any Person that the Board or committee deems necessary or important for the disciplinary hearing.

Upon hearing the Member, Coach, parent or guardian, Player Agent or other Person, the Board or the committee may:

- (a) Conclude the hearing and make recommendations to the Board; or
- (b) Adjourn the hearing and investigate the matter further;
  - (i) If the hearing is adjourned and new information arises from further investigation, the Board or committee conducting the disciplinary hearing of the Member must give notice to the Member of the new information and give the Member an opportunity to respond to the new information in writing or in person at the Board or committee's discretion;
  - (ii) If the hearing is adjourned and new information does not arise from the investigation that the Board or committee deems relevant and necessary to its conclusions or recommendations, then the Board or disciplinary committee may conclude the hearing after advising the Member that there is no new information upon which the Board or committee is basing its conclusion and recommendation.

## **7. PROCEEDINGS OF DIRECTORS**

### **7.1. Chair of Meetings of Directors**

The President or, if the President is absent, the Vice-President is entitled to preside as chair at every meeting of the Directors. If neither the President nor Vice-President is present within fifteen minutes of the time appointed for holding the meeting or is willing to act as chair, or if each of the President and the Vice-President has advised the Secretary that he or she will not be present at the meeting, the Directors present may choose one of their number to be chair of the meeting.

### **7.2. Regulation of Meetings, Voting and Notice of Meetings Held at Regular Intervals**

The Directors may meet for the conduct of business, adjourn and otherwise regulate their meetings, as they consider appropriate. Questions arising at any meeting will be decided by a majority of votes. In case of an equality of votes the chair does not have a second or casting vote. Meetings of Directors held at regular intervals may be held at such place, at such time and upon such notice, if any, as the

Directors may by resolution from time to time determine.

7.3. **Meetings by Conference Telephone**

A Director may participate in a meeting of the Directors, and any Director who is a member of a committee established by the Board may participate in a meeting of that committee, by means of conference telephone or other communication facilities by means of which all Directors participating in the meeting can hear each other and provided that all such Directors agree to such participation. A Director participating in a meeting in accordance with this Bylaw will be deemed to be present at the meeting and to have so agreed and will be counted in the quorum for the meeting and be entitled to speak and vote at the meeting. Directors shall use best efforts to attend meetings in person.

7.4. **Calling Meetings and Notice**

- (a) The Directors must meet at least once during each calendar quarter. Any Director may, and the Secretary upon request of any Director must, call a meeting of the Directors at any time. Reasonable notice of such meeting specifying the place, date and time of such meeting must be given to each Director by telephone, or by written notice sent by mail, fax or e-mail to each Director at his or her address as it appears on the books of the Society or delivered to his or her usual business or residential address.
- (b) It is not necessary to give notice of a meeting of Directors to a Director if the meeting is to be held immediately following a general meeting at which the Director was elected or is the meeting of Directors at which the Director was appointed.
- (c) Accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any Director will not invalidate the proceedings at the meeting.

7.5. **Waiver of Notice of Meetings of Directors**

Any Director may file with the Secretary a document executed by him or her waiving notice of any past, present or future meetings of the Directors being, or required to have been, sent to him or her and may at any time withdraw the waiver with respect to meetings held after the withdrawal. After filing a waiver with respect to future meetings and until the waiver is withdrawn no notice need be given to such Director of any meeting of Directors and all meetings of the Directors so held will be deemed not to be improperly called or constituted by reason of notice not having been given to such Director.

7.6. **Quorum for Meetings of Directors**

The Directors may from time to time set the quorum necessary to conduct the business of the Board and unless so set the quorum will be a majority of the Directors then in office.

7.7. **Actions During a Vacancy**

The continuing Directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the minimum number provided for in Bylaw 6.2 above, the continuing Directors may act for the purpose of summoning a general meeting of the Society, but for no other purpose.

7.8. **Validity of Acts of Directors**

All acts done by any meeting of the Directors or of a committee of Directors, or by any person acting as a Director, is, notwithstanding that afterwards it is discovered that there was some defect in the qualification, election or appointment of any such Directors or of the members of such committee or person acting as a Director, or that they or any of them were disqualified, as valid as if every such person had been duly elected or appointed and was qualified to be a Director.

7.9. **Resolutions in Writing**

A resolution consented to in writing that all of the Directors have signed is as valid and effectual as if it had been passed at a meeting of the Directors duly called and held. Such resolution may be in two or more counterparts, which together will be deemed to constitute one resolution in writing. Such a resolution must be filed with the minutes of the proceedings of the Directors and will be effective on the date the last Director signed it or on any later date specified in the resolution.

**8. OFFICERS**

8.1. **Appointment and Termination of Officers**

The Directors must, at the first meeting of the Directors following the annual general meeting, elect or appoint from among the Directors then in office a President, Vice-President, Treasurer, Secretary, Player Agent and Registrar. To the extent authorized by the Board, the Officers shall represent the Society in all matters concerning its day-to-day interests and the management of its day-to-day affairs. The Directors may, at any time, remove any of these Officers from office in which case the Directors will forthwith elect or appoint a replacement, from among the Directors then in office, to complete the term of office of such Officer. No one who is not a Director may be an Officer.

## 8.2. **President**

The President shall:

- (a) conduct the affairs of the Society and execute the policies established by the Board;
- (b) present a report of the condition of the Society at the annual general meeting;
- (c) communicate to the Board such matters as are deemed appropriate, and make such suggestions as may tend to promote the welfare of the Society;
- (d) be responsible for the conduct of the Society in strict conformity to the policies, principles, Rules and Regulations of Little League Baseball, Incorporated as agreed to under the conditions of charter issued to the Society by Little League Baseball, Incorporated;
- (e) investigate complaints, irregularities and conditions detrimental to the Society and report thereon to the Board;
- (f) prepare and submit an annual budget to the Board and be responsible for the execution thereof;
- (g) with the assistance of the Player Agent, examine the application and proof-of-age documents of every Player Member candidate and certify to residence and age eligibility before the player may be accepted for an All-Star or Tournament team; and
- (h) chair each meeting of the Board.

## 8.3. **Vice-President**

The Vice-President shall:

- (a) perform the duties of the President in the absence or disability of the President, provided he or she is authorized by the President or Board so to act. When so acting, the Vice-President shall have all the powers of that office; and
- (b) perform such duties as from time to time may be assigned by the Board or the President.

## 8.4. **Secretary**

The Secretary shall:

- (a) record the activities of the Society and maintain appropriate files, mailing lists and necessary records;
- (b) give notice of all general meetings of the Society and Board meetings;

- (c) keep the minutes of the meetings of the Members, the Board and the Executive Committee, if any, and cause them to be recorded in a book kept for that purpose;
- (d) conduct all correspondence not otherwise specifically delegated in connection with said meeting and carry out all orders, votes and resolutions not otherwise committed;
- (e) notify Members of their admission and Directors, Officers and committee members of their election or appointment; and
- (f) perform such other duties which are incidental or ancillary to the above duties, or as may be assigned by the Board.

#### 8.5. **Treasurer**

The Treasurer shall:

- (a) keep such financial records, including books of account, as necessary to comply with the *Societies Act*;
- (b) receive all moneys and securities, and deposit same in a depository approved by the Board;
- (c) keep records for the receipt and disbursement of all moneys and securities of the Society, approve all payments from allotted funds and draw cheques therefor in agreement with policies established by the Board in advance of such actions;
- (d) prepare an annual budget, under the direction of the President, for submission to the Board no later than December 31 of each year;
- (e) prepare an annual financial report, under the direction of the President, for submission to the Members at the annual general meeting; and
- (f) perform such other duties which are incidental or ancillary to the above duties, or as may be assigned by the Board.

#### 8.6. **Player Agent**

The Player Agent shall:

- (a) record all player transactions and maintain an accurate and up-to-date record thereof;
- (b) receive and review applications from player candidates and assist the President in verifying player candidates' residence and age eligibility;
- (c) be present at the player draft and all other player transaction or selection meetings;

- (d) prepare, for the President's signature and submission to the Little League Baseball District Administrator, team rosters, including players claimed, and the tournament team eligibility affidavit;
- (e) act as an advocate for a player to address and resolve any dispute with a manager or coach; and
- (f) act as an advocate for Player Member in a disciplinary hearing before the Board or its authorized committee or agent.

8.7. **Registrar**

The Registrar shall:

- (a) plan for and receive or directly supervise the receipt of registrations, in electronic or written form, of all players registering to participate with the Society;
- (b) assist the Board in planning annually with respect to the capacity of the house league organized by the Society, and each division therein;
- (c) with ongoing input from and approval of the Board, prepare and publish a calendar of the Society's activities;
- (d) maintain the register of Members as required by the *Societies Act*, and maintain a register of Directors; and
- (e) perform such other duties which are incidental or ancillary to the above duties, or as may be assigned by the Board.

9. **COMMITTEES**

9.1. **Committees of Directors**

The Board may:

- (a) appoint one or more committees of the Board in any case comprising such Director or Directors as the Board considers appropriate;
- (b) delegate to any such committee such powers of the Directors as the Board considers appropriate (except the power to fill vacancies in the Board, expel a Member, disband the committee, change the membership of, or fill vacancies in any committee of the Board, or appoint or remove any Officer), all subject to such conditions as the Board may prescribe;
- (c) at any time revoke or override any authority given to or acts to be done by any such committee, except as to acts done before such revocation or overriding; and
- (d) at any time terminate the appointment of a member to a committee and disband, change the membership of, or fill vacancies in any such committee.

## 9.2. **Committees to Keep Records and Report**

Each committee must keep regular minutes of the business it conducts, cause the minutes to be recorded in books kept for that purpose, and report the minutes to the Directors at such times as the Directors may from time to time require.

## 9.3. **Proceedings of Committees**

- (a) Each committee may make rules for the conduct of its business and may appoint such assistants as it considers appropriate, provided that any expenditures in connection with the appointment of assistants require the prior approval of the Directors.
- (b) A majority of members of a committee constitutes a quorum for the conduct of that committee's business.
- (c) Each committee may meet and adjourn as it considers proper.
- (d) Subject to there being a quorum present, questions arising at any meeting of a committee will be determined by a majority of votes of members of the committee present, and in case of an equality of votes the chair does not have a second or casting vote.
- (e) A resolution in writing that all members of a committee have signed is as valid and effective as if it had been passed at a meeting of such committee duly called and held. Such resolution may be in two or more counterparts, which together will be deemed to constitute one resolution in writing. Such resolution must be filed with the minutes of the proceedings of the committee and will be effective on the date the last committee member signed it, or on any later date specified in the resolution.
- (f) A member of a committee may participate in a meeting of the committee by means of conference telephone or other communication facilities by means of which all committee members participating in the meeting can hear each other and provided that all such committee members agree to such participation. A committee member participating in a meeting in accordance with this Bylaw will be deemed to be present at the meeting and to have so agreed and will be counted in the quorum for the meeting and be entitled to speak and vote at the meeting. Committee members shall use best efforts to attend meetings in person.

## 10. **SEAL**

### 10.1. **General**

The Directors may provide for a common seal for the Society and may from time to time destroy it and substitute a new seal in its place.

### 10.2. **Affixing the Seal**

Except as provided for in the final sentence of this Bylaw, the common seal of the Society must not



be affixed to any document except in the presence of, and with the execution of the document (to indicate he or she was present) by, either:

- (a) the President and any other Director; or
- (b) any two of the Vice-President, the Secretary, and the Treasurer; or
- (c) such person or persons as the Directors may from time to time by resolution appoint.

For the purpose of certifying under seal true copies of any document or resolution, the seal may be affixed in the presence of any one of the President, the Vice-President, or the Secretary, who must sign the document to indicate he or she was present.

## **11. BORROWING**

Subject to the *Societies Act*, including the requirement that the granting of any debenture must first be approved by Special Resolution, the Directors may from time to time on behalf of the Society:

- (a) borrow money in such manner and amount, on such security, from such sources, and upon such terms and conditions as they consider appropriate;
- (b) issue bonds, debentures and other debt obligations either outright or as security for any liability or obligation of the Society or any other person; and
- (c) mortgage, charge, or give other security on the undertaking, or on the whole or any part of the property and assets, of the Society (both present and future).

## **12. AFFILIATION**

### **12.1. Little League Baseball Charter**

The Society shall annually apply for a charter from Little League Baseball Canada, and shall do all things necessary to obtain and maintain such charter. The Society shall devote its entire energies to the activities authorized by such charter and shall not be affiliated with any other program or organization or operate any other program.

### **12.2. Rules and Regulations**

The Official Playing Rules and Regulations as published by Little League Baseball, Incorporated, shall be binding on the Society.

## **13. FINANCIAL AND ACCOUNTING**

### **13.1. Society Not For Profit Or Gain**

The affairs of the Society may not be carried on for profit or gain. The income, property or assets of the Society are not payable or otherwise available for the personal benefit of any Member of the Society (except on receipt of full and valuable consideration), and must be used only for promoting the purposes

of the Society. **This provision was previously unalterable.**

**13.2. Funds Upon Dissolution of Society**

On the winding-up or dissolution of the Society, all funds and assets of the Society remaining after the payment or satisfaction of all costs, charges, expenses, debts and liabilities of the Society, including remuneration (if any) of a liquidator, must be given, transferred and distributed to such organizations having purposes similar to or conducive to the purposes of the Society as are “qualified donees” pursuant to the *Income Tax Act* (Canada) as the directors or members of the Society may determine. **This provision was previously unalterable.**

**13.3. Authority**

The Society shall place all income in the Society’s common league treasury and apply said funds in furtherance of the Society’s purposes, in such a manner as will give no individual or team affiliated with the Society an advantage over any other such individual or team. Subject to the foregoing, the Board shall decide all matters pertaining to the finances of the Society and retain the authority to apply funds for the benefit of individuals based on financial need, and teams in other circumstances the Board considers appropriate.

**13.4. Contributions**

The Board shall not permit the contribution of funds or property to individuals or teams within the Society’s league but shall solicit funds for the common treasury of the Society, thereby to discourage favouritism among teams and to endeavour to equalize benefits to the Society’s league.

**13.5. Solicitations**

The Board shall not permit the solicitation of funds in the name of the Society unless all of the funds so raised are placed in the Society’s common league treasury.

**13.6. Disbursements of Funds**

The Board shall not permit the disbursement of the Society’s funds for any purpose other than the conduct of Little League activities in accordance with the rules, regulations and policies of Little League Baseball, Incorporated. All disbursements shall be made by cheque. All cheques shall be signed by the Treasurer and such other Officer or Officers or person or persons as the Board shall determine.

**14. INDEMNITY AND PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

**14.1. Requirement to Indemnify**

The Society shall, to the full extent that the *Societies Act* permits, indemnify and hold harmless every person who has been, is now, or is in the future a Director, Officer, employee or agent of the Society and his or her heirs and legal representatives against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, that he, she or they actually and reasonably incur in a civil, criminal or administrative action or proceeding to which he or she is or they are made a party by reason of being or having been a Director, Officer, employee or agent of the Society, including an

action brought by the Society.

#### 14.2. **Advances on Undertaking**

At the discretion of the Directors, the Society may advance the amount of any expenses incurred with respect to any claim, action, suit or proceeding prior to its final disposition upon receipt of an undertaking, that the Directors find to be satisfactory in form and amount, by or on behalf of the recipient to repay the amount advanced unless it is ultimately determined that the recipient is entitled to indemnification under Bylaw 14.1.

#### 14.3. **No Invalidity of Indemnity**

The failure of a current or former Director, Officer, employee or agent of the Society to comply with the provisions of the *Societies Act*, the Constitution, or these Bylaws will not invalidate any indemnity under Bylaw 14.1.

#### 14.4. **Obligation of Society to Apply for Court Approval**

The Society shall apply to the Supreme Court of British Columbia for any approval of the Supreme Court of British Columbia that may be required to make the indemnities in Bylaw 14.1 effective and enforceable.

#### 14.5. **Deemed Contract of Indemnification**

Each Director, Officer, employee and agent of the Society on being elected, appointed, employed or engaged is deemed to have contracted with the Society on the terms of the indemnities in Bylaws 14.1 to 14.6 inclusive. These indemnities shall continue in effect with regard to actions arising out of the term each Director, Officer, employee and agent of the Society held such office or position, even if he or she no longer continues to hold that office or position.

#### 14.6. **Insurance**

The Directors may cause the Society to purchase and maintain insurance for the benefit of any person who is or was serving as a Director, Officer, employee or agent of the Society or any other entity, his or her heirs and personal representatives, against any liability incurred by him or her as such Director, Officer, employee or agent.

### 15. **NOTICE TO MEMBERS**

#### 15.1. **How to Give Notice**

Any notice (hereinafter referred to as "Notice") may be given or delivered by the Society to any Member either by personal delivery, electronically, or by mail to the address of the Member as last recorded in the register of Members.

#### 15.2. **Effecting Notice by Mail**

If a Notice is sent by mail, service or delivery of thereof will be deemed to be effected by properly addressing, prepaying and mailing the Notice and the Notice will be deemed to have been given on

the first day following the date of mailing that is not a Saturday, a Sunday, or a holiday in British Columbia. A certificate signed by the Secretary or another Officer that the letter, envelope or wrapper containing the Notice was so addressed, prepaid and mailed will be conclusive evidence thereof.

**15.3. Who is Entitled to Receive Notices**

Notice of every general meeting must be given to the Society's auditor, if any, and to every person who is a Member on the day Notice is given. No other person is entitled to receive notice of general meetings.

**16. AUDITOR**

**16.1. Appointment of Auditor**

The Directors may appoint an auditor and, subject to the *Societies Act*, the auditor may be appointed at any duly constituted Board meeting.

**17. BYLAWS**

**17.1. Members Are Entitled to a Copy of the Constitution and Bylaws**

Each Member is entitled to, and on a Member's request the Society must provide him or her with, a copy of the Constitution and these Bylaws.

**17.2. Alteration of Bylaws**

These Bylaws must not be altered or added to except by Special Resolution.

**18. DISSOLUTION OF SOCIETY**

**18.1. Voting to Dissolve Society**

The Members may, by Special Resolution, vote to dissolve the Society.

**18.2. Quorum to Dissolve Society**

Notwithstanding Bylaw 5.4 above, there must be a quorum of not less than fifteen (15) percent of all Members in order to constitute a quorum to vote on the dissolution of the Society.

**These Bylaws and the attached Constitution were adopted by Special Resolution of Lynn Valley Little League Association on [Date].**