

BYLAWS OF THE CARNARVON BALL CLUB

Part 1 – Definitions and Interpretations

1.1 In these bylaws:

- a. “Act” means the *Societies Act* of British Columbia as amended from time to time;
- b. “Appointed Member” has the meaning given to it in Bylaw 2.5;
- c. “Board” refers to the collective Board Members of the Club;
- d. “Board Member” means a director who holds an office as described in Bylaw 4.9;
- e. “Bylaws” means these Bylaws as altered from time to time;
- f. “Club” means the Carnarvon Ball Club;
- g. “Director” means an Appointed Member or Parent Member who has been elected or appointed to one or more offices of the Club;
- h. “Parent Member” has the meaning given to it in Bylaw 2.3;
- i. “Player Member” has the meaning given to it in Bylaw 2.1;
- j. “Program(s)” refers to all sports and related activities offered by the Club;
- k. “Registrars” refers to those in the administrative position in charge of player registration
- l. “Regulations” means the regulations under the Act as amended from time to time;
- m. “Rules” means the rules of the Club set by the Board from time to time;
- n. “Social Member” has the meaning given to it in Bylaw 2.7; and
- o. “Vice-Presidents” mean the Vice-President Softball, Vice-President Senior Baseball, Vice-President Junior Baseball, Vice-President Mini Baseball, and Vice-President Basketball collectively.

1.2 The definitions in the Act apply to these Bylaws.

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

1.4 If there is a conflict between these Bylaws and the Act or Regulations, the Act or the Regulations, as the case may be, prevail.

Part 2 – Members

- 2.1 A youth competing as a participant in a sports program operated by the Club is a Player Member but has no rights, duties, or obligations with respect to the management or property of the Club.
- 2.2 A Player Member is entitled to one vote at meetings of the Club, which may be cast by that Player Member provided that he or she is 19 years of age or older. If the Player Member is under 19 years of age, that Player Member's vote must be cast by that Player Member's parent or guardian.
- 2.3 A parent or guardian of a Player Member is a Parent Member upon payment of the registration fee for that Player Member.
- 2.4 A Parent Member may not vote at any meeting of the Club unless that Parent Member is voting as the representative of a Player Member.
- 2.5 A person interested in active participation to further the purposes of the Club may apply to the Board for membership in the Club. If the Board, in its sole discretion, accepts that person as a member, that person is an Appointed Member. The Secretary shall keep a list of such Appointed Members.
- 2.6 An Appointed Member is entitled to one vote at meetings of the Club.
- 2.7 A person interested in passive participation in the Club may be designated as a Social Member by the Board. A Social Member is a Club alumnus who is not a Player Member, Parent Member, or Appointed Member and is not entitled to a vote at meetings of the club but who may, from time to time, receive Club communications, have limited active participation in the club, or provide passive support. The Secretary shall keep a list of such Social Members and the Board shall have, in its sole discretion, the right to add or remove Social Members from the list.
- 2.8 Every member must uphold the constitution of the Club and comply with these Bylaws.
- 2.9 The Board may, in its sole discretion, determine the amount of program registration fees. The registration fees are payable for each program registration and are intended to ensure the operational continuity of the Club's programs.
- 2.10 The Board may, in its sole discretion, waive the registration fees for a Player Member in cases of financial hardship.
- 2.11 The Board shall abide by and enforce the rules of each program's applicable governing body (including but not limited to Softball BC, BC Baseball, and BC Baseball Umpire Association) which includes member disciplinary action.
- 2.12 The Board may suspend a Player Member from participation in the Club if that Player Member contravenes the Constitution, Bylaws, Rules, or policies of the Club and if there is a two-thirds vote in favor of the suspension by the Board members present at a Board meeting. The Board

will give notice of the intended suspension in writing to the Player Member's parent or guardian and the manager or coach of the team to which the Player Member belongs. The Board may allow the Player Member's parent or guardian, or the manager or coach, a reasonable opportunity to appeal, but the Board's final decision is binding on the Player Member.

- 2.13 The Board may suspend a Parent Member from participation in the Club if that Parent Member contravenes the Constitution, Bylaws, Rules, or policies of the Club and if there is a two-thirds vote in favour of the suspension by the Board Members present at a Board meeting. The Board will give notice of the intended suspension in writing to the Parent Member. The Board may allow the Parent Member a reasonable opportunity to appeal, but the Board's final decision is binding on the Parent Member.
- 2.14 A member is not in good standing if:
- a. the member fails to pay the member's program registration fee (i.e. the fee is past due);
 - b. the member fails to pay any other debt due and owing by the member to the Club; or
 - c. the member is suspended from membership,
- and the member is not in good standing for so long as the registration fee or debt remains unpaid or the suspension continues.
- 2.15 A member who is not in good standing may not vote.
- 2.16 A person ceases to be a member of the Club when:
- a. the member resigns by delivering his or her letter of resignation to the Board;
 - b. the member, in the case of an individual, dies or, in the case of a corporation, dissolves;
 - c. the member is expelled, which shall be decided by a special resolution of the Board requiring a two-thirds vote in favour of the expulsion following a written notice to the member and an opportunity to be heard;
 - d. the member does not pay at least one program registration fee during the fiscal year; or
 - e. the member is not in good standing for twelve consecutive months.

Part 3 – General Meetings of Members

- 3.1 The Annual General Meeting of the Club shall be held in the month of September.
- 3.2 The Board may convene a general meeting when it thinks fit.
- 3.3 At a general meeting, the following business is ordinary business:
- a. adoption of rules of order;

- b. consideration of any financial statements of the Club presented at the meeting;
 - c. consideration of the reports, if any, of the Board or auditor;
 - d. election or appointment of Board Members;
 - e. appointment of an auditor, if any; and
 - f. business arising out of a report of the Board not requiring the passing of a special resolution.
- 3.4 A notice of a general meeting must specify the place, day, and hour of the meeting, and, in the case of special business, the general nature of that business. Such notice shall be given at least 14 days before the general meeting via email to every member eligible to vote at a general meeting. Notice is deemed to have been provided to a Player Member if the notice has been provided to that Player Member's Parent Member's email address.
- 3.5 The accidental omission to give notice of a general meeting to a member, or non-receipt of a notice by a member, does not invalidate proceedings at the meeting.
- 3.6 All general meetings are to be governed by Robert's Rules of Order except where superseded by Club bylaws.
- 3.7 The order of business at a general meeting is as follows:
- a. roll call;
 - b. determine that there is a quorum;
 - c. election of a chair by simple majority if the President is not present;
 - d. approve the agenda, if any;
 - e. approve the minutes from the last general meeting;
 - f. deal with new business arising out of the minutes;
 - g. deal with communication and correspondence;
 - h. if the meeting is an annual general meeting, receive the Treasurer's report on the financial statements of the Club for the previous financial year, and the auditor's report, if any, on those statements;
 - i. receive Board Member's reports, if any;
 - j. receive the report on bills payable, if any;

- k. receive the reports from committees, if any;
 - l. deal with unfinished business from the last general meeting;
 - m. elect directors, where applicable;
 - n. deal with new business; and
 - o. terminate the meeting.
- 3.8 The quorum for the transaction of business at a general meeting is five voting members.
- 3.9 If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,
- a. in the case of a meeting convened on the requisition of members, the meeting is terminated, and
 - b. in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.
- 3.10 If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 3.11 The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.
- 3.12 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.
- 3.13 Voting shall be by a show of hands, except that if, before the vote, a majority of the voting members present request a secret ballot or a secret ballot is directed by the chair of the meeting, voting shall be by a secret ballot.
- 3.14 Voting by proxy is not permitted.

Part 4 – Directors

- 4.1 The Club shall have no fewer than three directors or such greater number determined from time to time at a general meeting.

- 4.2 At each annual general meeting, the voting members shall elect directors who will serve a one-year term of office.
- 4.3 Each director shall assume office on the first day of October following the annual general meeting.
- 4.4 Separate elections shall be held for each office vacancy. Candidates must announce the office they seek election to prior to a vote. A member may be elected to only one office.
- 4.5 An election may be by acclamation, otherwise it shall be determined by a vote of the general membership where the candidate with a simple majority of the vote shall be elected to the office.
- 4.6 The members may, by special resolution, remove a director before the expiration of his or her term of office, and may elect a successor to fill a vacancy that arises on the Board.
- 4.7 If a Board position remains vacant after the annual general meeting election or is vacated at any point during the year, a director may take up that office by acclamation of the general members during the annual general meeting, or a member or director may take up that office by the two-thirds approval of the Board at any other time. A member who takes up a Board position is, by definition, a director.
- 4.8 A director elected or appointed by acclamation to fill a board position vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.
- 4.9 The following are offices of the Board of Directors. Directors must be elected or appointed to one or more office(s), and a director, other than the President, may hold more than one office:
- a. President;
 - b. Vice-President Senior Baseball;
 - c. Vice-President Junior Baseball;
 - d. Vice-President Mini Baseball;
 - e. Vice-President Softball;
 - f. Vice-President Basketball;
 - g. Secretary;
 - h. Treasurer;
 - i. Umpire in Chief;

- j. Director of Facilities and Capital Projects; and
 - k. Director of Sponsorship.
- 4.10 The President shall:
- a. preside at all Board and general meetings of the Club;
 - b. supervise the other Board Members in the execution of their duties;
 - c. be an ex officio member of all committees;
 - d. conduct the business of the Club in a proper manner required by this Constitution;
 - e. have the power to cast the deciding vote in the event of a tie vote at general meetings, but is otherwise allowed one vote only at general meetings;
 - f. investigate complaints, irregularities, and conditions detrimental to the Club, and report his or her findings and make recommendations to the Board; and
 - g. with the assistance of the Registrars, examine the application and supporting proof of age documents of every prospective Player Member, and certify the residence and age eligibility before any prospective Player Member may be accepted for try-outs and selection as a Player Member.
- 4.11 The Vice-Presidents will aid the President and will be responsible for the enforcement of the Constitution. A Vice-President elected by a simple majority of Board Members at a Board Meeting shall assume the duties of the President while the President is unable to act.
- 4.12 The Vice-President Mini Baseball shall establish a committee who shall, subject always to the direction of the Board, govern the day-to-day operation of U5 and U7 baseball programs.
- 4.13 The Vice-President Junior Baseball shall establish a committee who shall, subject always to the direction of the Board, govern the day-to-day operation of U9 and U11 baseball programs.
- 4.14 The Vice-President Senior Baseball shall establish a committee who shall, subject always to the direction of the Board, govern the day-to-day operation of U13, U15, U18 and SIBL baseball programs.
- 4.15 The Vice-President Basketball shall establish a committee who shall, subject always to the direction of the Board, govern the day-to-day operation of the basketball program.
- 4.16 The Vice-President Softball shall establish a committee who shall, subject always to the direction of the Board, govern the day-to-day operation of softball programs.
- 4.17 The Secretary is responsible for doing, or making the necessary arrangements for, the following:
- a. issuing notices of general meetings and Board meetings;

- b. taking the minutes of general meetings and Board meetings, and ensuring the minutes are given to the Board Members;
 - c. keeping the records of the Club in accordance with the Act;
 - d. keeping the correspondence of the Board and receive and reply to all correspondence pertaining to the business of the Club;
 - e. filing the annual report of the Club and making any other filings with the registrar under the Act.
- 4.18 In the absence of the Secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.
- 4.19 The Treasurer is responsible for doing, or making the necessary arrangements for, the following:
- a. keeping an accurate record of all financial transactions of the Club;
 - b. ensuring all funds received by the Club are deposited in a chartered bank, trust company, credit union, or Canadian Money Market Instrument in the name of the Club;
 - c. preparing the Club's financial statements;
 - d. making the Club's filings respecting taxes; and
 - e. obtaining the services of a chartered accountant to perform an audit of the Club's books if, in the opinion of the Treasurer, it is desirable to do so.
- 4.20 The Umpire in Chief is responsible for the following:
- a. administering the rules governing league play set out by the governing body for the sport in British Columbia;
 - b. making recommendations to the Board on matters of discipline of members, coaches, players, umpires, and spectators;
 - c. acting as the liaison between the Board and the umpires;
 - d. representing the Club at meetings with other umpires in chief; and
 - e. maintaining the Club's Codes of Conduct.
- 4.21 The Director of Sponsorship is responsible for soliciting sponsorship donations, communicating externally with sponsors or prospective sponsors, and communicating internally regarding Club sponsorship policy.

- 4.22 The Director of Facilities and Capital Projects is responsible for park maintenance, concession operations, and capital assets. The Director of Facilities and Capital Projects may delegate duties to groundskeepers appointed to the committee(s) established by the Vice-Presidents pursuant to these Bylaws.

Part 5 – Board of Director’s Meetings

- 5.1 A minimum of six Board meetings will be held each year on dates decided by the President.
- 5.2 The quorum for the transaction of business at a Board meeting is fifty percent (50%) of the directors, but never less than three. A two-thirds majority is required to approve all special resolutions.
- 5.3 Each director is entitled to one vote at a Board meeting regardless of the number of board positions held by that director.
- 5.4 Voting shall be by a show of hands, except that if, before the vote, a majority of the voting members present request a secret ballot or a secret ballot is directed by the chair of the meeting, voting shall be by a secret ballot.
- 5.5 Voting by proxy is not permitted.
- 5.6 Any director who is absent from two consecutive directors’ meetings without reasonable excuse may be asked for his or her resignation from the Board.

Part 6 – Borrowing and Accounting

- 6.1 Board Members may receive remuneration for being or acting as a Board Member, and will be reimbursed for all reasonable expenses necessarily incurred by the Board Member in performing his or her duties as a Board Member.
- 6.2 No Parent Member shall receive remuneration for rendering any services to the Club, including without limitation as a coach or manager.
- 6.3 The fiscal year of the Club begins on the first day of January and ends on the last day of December.
- 6.4 The Board has full control of the financial and other affairs of the Club, subject to bylaw 6.6 regarding extraordinary expenses. The Board is responsible for setting Rules, policies, and the Club’s annual budget.
- 6.5 The Club may not commit to any project, financial or otherwise, by any individual or group of individuals (such as committees), until the project has been approved by the Board, subject to bylaw 6.6 regarding extraordinary expenses.
- 6.6 Despite bylaw 6.4 and 6.5, the Treasurer and one additional Board Member, upon agreement between the Treasurer and that Board Member, shall have the authority to approve extraordinary expenditures of up to two thousand dollars (\$2,000.00) in addition to the Club’s

normal costs of operation. The extraordinary expenditure must be reported and approved at the next Board meeting.

- 6.7 The Club may borrow funds for such purposes as decided by special resolution at a general meeting.
- 6.8 All debts incurred by the Club must be repaid by the end of the fiscal year in which the debts are incurred, unless otherwise specified by a special resolution at a general meeting.
- 6.9 The Board shall not permit the solicitation of funds in the name of the Club unless all the funds so raised are placed in the Club's treasury. Solicitation of funds must be approved by the Board.
- 6.10 The Board may not permit the disbursement of funds for purposes other than the conduct of the Club's activities.
- 6.11 All cheques issued on behalf of the Club must be signed jointly by the Treasurer and the President. Two signatures are required on all cheques.
- 6.12 The seal of the Club must be kept by the Secretary and used only by resolution of the Board and in the presence of such officers as may be designated by such resolution.

Part 7 – Players' Compliance with League Rules

- 7.1 A player shall not be permitted to play baseball with another association while registered with the Club unless such player first obtains the written permission of the President of the Club.
- 7.2 All members shall comply with the rules and regulations of the associated governing bodies (including but not limited to GVBA, BC Baseball, Softball BC, and Victoria Night League) where such rules and regulations do not conflict with the Rules and policies of the Club.

Part 8 – Altering the Constitution, Bylaws, and Rules

- 8.1 The Constitution, Bylaws, and Rules of the Club may only be altered at an annual general meeting or general meeting called by the Board specifically for that purpose and of which fourteen days' written notice has been duly given to all members. A request for such a meeting must be made by a fifty-one percent (51%) majority of the Board or ten percent (10%) of the members. No alteration may be made unless seventy-five percent (75%) of the members present and entitled to vote so vote to pass the alteration.

Part 9 – Dissolution

- 9.1 Upon dissolution of the Club and after all outstanding debts have been satisfied, the members shall distribute the property of the Club to such other organization or organizations maintaining a purpose similar to that set forth herein, which are operated as a non-profit society. This provision was previously unalterable.