



Parkland Softball Association By-Laws  
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Parkland Softball Association Bylaws

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**Article 1 Preamble**

## 1.1 The Society

The name of the organization shall be Parkland Softball Association, which may also be known or referred to as the Association.

## 1.2 The Bylaws

The following articles set forth Bylaws of the Parkland Softball Association.

## **Article 2 Defining and Interpreting the Bylaws**

### 2.1 Definitions

In these Bylaws, the following definitions apply:

2.1.1 Act means Societies Act as amended, or any statute substituted for it.

2.1.2 Annual General Meeting means an annual general meeting of Members in good standing and constituted in accordance with these bylaws

2.1.3 Affiliation means the Association shall be guided by Softball Alberta (an allied member of Softball Canada).

2.1.4 Association means Parkland Softball Association.

2.1.5 Board means the Board of Directors of Parkland Softball Association.

2.1.6 Boundary or Zone means the area as recognized by Softball Alberta that separates one Association from another and defines that area in which each Member may register as a resident player in the Association. Area is determined by "players" physical home address.

2.1.7 Bylaws mean these bylaws together with amendments thereto.

2.1.8 Chair means the person elected to chair a meeting of Members, Directors, or a committee of Directors as the case may be.

2.1.9 Directors means the Directors of the Association as described in Article 5 of these bylaws.

2.1.10 Members means the Members of the Association, which include playing and non-playing Members as described in Article 3 of these bylaws.

2.1.11 Member in good standing means any Member who has fulfilled all membership requirements as Follows:

a. Has paid, in full all applicable registration fees as set by Parkland Softball Association Board of Directors.

b. Has volunteered and fulfilled their job description as set by Parkland Softball Association

c. Has not been subject to any disciplinary action from Parkland Softball Association Board of Directors or has fulfilled all terms and conditions of such disciplinary actions to the satisfaction of the board.

2.1.12 Membership year- The period defined in the rules and regulations for which annual fees are Applicable.

2.1.13 Officers means the Executive officers of the Association as described in Article 5 of these bylaws.

## 2.2 Interpretation

The following interpretation must be applied in interpreting these bylaws:

2.2.1 Singular and Plural: words indicating the singular number also include the plural, and vice-versa.

2.2.2 Corporation: words indicating persons also include corporations.

2.2.3 Headings are for convenience only: they do not affect the interpretation of these bylaws.

2.2.4 Liberal Interpretation: these bylaws must be interpreted broadly and generously.

2.2.5 All terms contained in these bylaws that are not defined in these bylaws and which are defined in the Act shall have the meaning given to such terms in the Act.

2.2.6 The Board is the sole authority for interpretation of these bylaws and the decision of the Board upon any question of interpretation, or upon any matters affecting the Association and provided for by these bylaws and regulations made there under, shall be binding on all Members.

## **Article 3 Membership**

### 3.1 Membership Criteria

3.1.1 The current Members of the Parkland Softball Association shall consist of:

- a. Any parent or legal guardian, eighteen (18) years of age or older, having a player registered with Parkland Softball Association,
- b. Board Members,
- c. Coaching staff and/or Managers over the age of 18 that is registered with Parkland Softball Association,
- d. Any other community member in the City of Spruce Grove, Stony Plain or Parkland County or outside of these areas with approval of the board, who is interested in furthering the objectives of the Parkland Softball Association as approved by the Board who has relevant softball experience or other experience that is relevant to the needs of the Association.
- e. Players in the association 18 years or older

3.1.2 Members shall agree to abide by the bylaws Code of Conduct of the Parkland Softball Association, regulations of Softball Alberta and Softball Canada. This agreement will be

indicated by the completion of the Member and receipt of the registration fees, and Completion of all required Softball Alberta Forms and Waivers.

3.1.3 Membership is subject to approval of the Board. Such approvals will be evidenced by the Registrar upon acceptance of the appropriate electronic registration / application form and payment of registration fees for player(s).

3.1.4 Players and family Members residing outside of the Association boundaries as defined by Softball Alberta, and these bylaws may be admitted as a voting Member of the Association and play within the Parkland Softball Association program upon meeting the requirements of Softball Alberta transfer policy.

3.1.5 Any Member may at any time resign his or her membership by notice in writing to the Board.

### 3.2 Membership Fees

3.2.1 Any individual elected or appointed to serve on the board of Directors of the Association shall automatically become a member upon being duly elected or appointed.

3.2.2 Membership year is from May 1<sup>st</sup> to April 30<sup>th</sup> of the following year.

3.2.3 Setting of Membership fees the Board decides the annual membership fees for each category of Member and subsequently the specific player registration fees. Player registration fees will be assessed on an annual basis.

3.2.4 The membership fees must be paid on or before May 1st of every year unless special circumstances have been presented and approved by the Board.

### 3.3 Rights and Privileges of Members

3.3.1 Members shall be entitled to such information and advice about the affairs of the Parkland Softball Association, if requested.

3.3.2 Members in good standing shall have one (1) vote at the Annual General Meeting or Special Meeting.

3.3.3 All Members of the Association who are 18 years of age or older and are Members in good standing are entitled; and as such have the right to attend, vote and be heard at any General Meeting or Special Meeting of the Association.

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3.3.4 Any Member in good standing may submit to the Secretary of the Board of the Association notice of any written matter that they propose to raise and discuss at the Annual General Meeting and notice of the proposal shall be given to the Board and to other Members insofar as the same is possible, with the notice of the next Annual General Meeting.

3.3.5 No right or privilege of any Member is transferable to another person. All rights and privileges cease when the Member resigns, dies, or is expelled from the Association.

3.3.6 Members that have been expelled or are not in good standing are not eligible to vote at Special Meetings or the Annual General Meeting of the Association.

3.3.7 Limitation on the Liability of Members no Member is, in His or Her individual capacity, liable for any debt or liability of the Association.

### 3.4 Code of Conduct

3.4.1. All players, parents, and participants of Parkland Softball Association shall respect other members, officials, parents, players, fans, team officials, volunteers, Executive Committee, board members and property of the Parkland Softball Association

3.4.2. Any inappropriate conduct, breach of confidentiality, threats, harassment, discrimination or abuse directed towards Players, Parents, Coaches, game or team officials, volunteers or Executive Committee, and board members of the Parkland Softball Association will not be tolerated.

3.4.3. All members, fans, and participants of the Association shall respect the game of Fastpitch Softball and shall behave in a manner that does not reflect poorly on or cause damage to the reputation of the Parkland Softball Association.

3.4.4. All Parents and Players are deemed to agree to adhere to the Code of Conduct as stated in above section 3.1.2.

3.4.5. Should one of the above not adhere to the Code of Conduct then hearing with the Executive shall take place and consequences will be forthcoming. Should those involved normally be members that are participating on this Executive or there is a conflict of interest then other members from the Executive Board will be assigned to conduct the complaints or deferred to the Directors if needed in their place.

### 3.5 Parent Player Complaints or Issues

3.5.1 If a player or parent has an issue with a coach or official before, during or after a game or practice, after a 24hr Cooling off Period they are to submit a written email complaint to the Division Director. (DO NOT PHONE). If the Director is in a conflict-of-interest position on a specific incident then the complaint may be forwarded directly to the President, but only once a conflict has been identified and the President has been informed.

3.5.2 This Director will act as a liaison between the parent and the coaching staff of that team and/or the executive. A meeting may need to be set up to address actions to be taken, and how the issues will be resolved with coaching staff of that team, and the President and/or Vice-President, and Divisional Director to come to an agreement between both parties. If either the

President or Vice president are involved in this issue, then another board member will be nominated in their place to ensure impartiality by the remaining Board members.

### 3.6 Termination and or Suspension of Membership

3.6.1 Any Member who does not conduct him or herself in accordance with Parkland Softball Association bylaws or policies, Softball Alberta rules, Softball Canada rules, can, upon a majority vote of the Board, may be expelled as a Member of Parkland Softball Association for the remainder of the present year or such longer period of time as the Board deems appropriate.

3.6.2 The Association reserves the right to terminate or restrict the level of involvement of any individual within The Association by majority vote of the Board for any of the following:

- a. Any act which is deemed by the Board of Directors to be detrimental to the game of Softball.
- b. Behavior that is contrary to the interests or objectives of the Association or can endanger the reputation of Parkland Softball Association.
- c. Non-payment of fees.

3.6.3 Upon termination of any membership in Parkland Softball Association, all rights, claims and interests of such Member in Parkland Softball Association, including but not restricted to any refund of registration fees, shall be forfeited by such Member.

3.6.4 Members not in good standing forfeit all rights as Members as defined in these bylaws and are not entitled to attend the Annual General Meeting or Special meetings.

3.6.5 Parkland Softball Association claims the right as the Rental Contract Carrier to bar any expelled, or suspended Member from any or all facilities where the Association functions including where meetings, games and practices are taking place for a specified period of time as defined by the Board.

3.6.6 Parkland Softball Association reserves the right to include some or all family Members of the expelled Member in the expulsion, which can include, but not be limited to: parents, legal guardians, children, siblings, grandparents, or any other person(s), either Members or non-members, associated with the expelled Member at the complete discretion of the Board.

3.6.7 Members will be given five days written notice stating the reason why Suspension or expulsion is being considered. The Investigation or potential action by the Board must be for an infraction as outlined in This section.

3.6.8 The Member will be given the opportunity to appear before the board and be heard.

## **Article 4 Meetings of the Association**

### 4.1 The Annual General Meeting

4.1.1 The Association holds its Annual General Meeting no later than November 30th of each calendar year in Spruce Grove, Alberta or Stony Plain, Alberta. The Board sets the place, day and time of the meeting. The Association and any member may participate in a meeting by remote means by telephone conferencing, or video conferencing. Text messaging, instant messaging, email, and Web chat without audio are not acceptable means of remote participation.

4.1.2 The Secretary or assigned board member emails and posts notification on social media at least fifteen (15) days and not more than fifty (50) days before the Annual General Meeting. His or Her notice states the place, or Audio/Video conferencing link, date and time of the Annual General Meeting, and any business requiring a Special Resolution.

4.1.3 At the Annual General Meeting the following shall be the order of business:

- a. Roll call of the Board of Directors.
- b. Adopting the agenda.
- c. Adopting the minutes of the last Annual General Meeting.
- d. Report of the President.
- e. Report of the Treasurer, reviewing the financial statements setting out the Associations income, disbursements, assets and liabilities and the auditor's report.
- f. Appointing the auditors.
- g. Director Reports.
- h. Election of Board Members.
- i. Considering matters specified in the meeting notice.
- j. Other specific motions that any Member has given written notice of before the meeting are Called.

4.1.4 A quorum for the Annual General Meeting shall be a majority of elected Board Members or ten (10) Members of the association in good standing.

4.1.5 If a quorum is not present within thirty (30) minutes after the stated time the meeting was to commence:

- a. The meeting shall be postponed for a period of not more than twenty-one (21) days, and the meeting shall be held at a time and place designated by the President of Parkland Softball Association.
- b. At such postponed meeting, those Members present shall constitute a quorum provided notice had been given in the manner described in Section 4.1.2.

#### 4.2 Special Meetings of the Association

4.2.1 A Special Meeting may be called at any time:

- a. By a resolution of the Board of Directors to that effect; or
- b. On the written request of at least five (5) Directors; or
- c. By the President; or
- d. By ten (10) voting Members in good standing.

4.2.1.1 All requests for a Special Meeting must state the reason for the Special Meeting and the motion(s) intended to be submitted at this Special Meeting.



4.2.2 The Secretary mails, emails or delivers a notice to each Member at least twenty-one (21) days before the Special Meeting. This notice states the place, date, time and purpose of the Special Meeting.

4.2.3 Only the matter(s) set out in the notice for the Special Meeting are considered at the Special Meeting.

4.2.4 Any Special Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting (refer to 4.1.4)

4.2.4.1 A resolution is passed by the vote of not less than 75% of those Members who vote in person.

#### 4.3 Proceedings at the Annual or a Special Meeting

4.3.1 The President shall chair every Annual General or Special Meeting of the Association. The Vice-President chairs in the absence of the President.

4.3.1.1 If neither the President nor the Vice-President is present within thirty (30) minutes after the set time for the meeting, the Members present choose one (1) of the Members to chair.

4.3.2 The Chair may adjourn any Annual General or Special Meeting with the consent of the Members at the meeting. The adjourned Annual General Meeting conducts only the unfinished business from the initial Meeting.

4.3.2.1 No notice is necessary if the Annual General Meeting is adjourned for less than thirty (30) days.

4.3.2.2 The Association must give notice when an Annual General Meeting is adjourned for thirty (30) days or more. Notice must be the same as for any Annual General Meeting

4.3.3 Each Member in good standing, including Board Members, are entitled to one vote on each issue polled, subject to the following restrictions:

- a. Voting will be by electronic poll or in person
- b. Members who have not been a Member in good standing for at least 14 days prior to the meeting shall not be entitled to a vote,
- c. In no event will voting by proxy be permitted,
- d. The Chair shall only vote when necessary to break a tie vote,
- e. Members holding multiple positions within the Association shall only be entitled to cast one vote on any issue polled.
- f. Families shall have one vote per player registered that they are the legal guardians of.
- g. Elected or Appointed Board members without players registered shall have one vote each.

4.3.4 As per Article 7, a seventy-five percent (75%) majority of Members voting at the Annual General Meeting is required for bylaw amendment ratification.

4.3.5 Subject to section 4.3.4 hereof, a majority of the votes of the voting Members present decides each issue and resolution.

4.3.6 The President declares a resolution carried or lost. This statement is final and does not have to include the number of votes for and against the resolution.

4.3.6.1 The President decides any dispute on any vote. The President decides in good faith, and this decision is final.

4.3.7 No action at an Annual General or Special Meeting is invalid due to:

- a. Accidental omission to give any notice to any Member.
- b. Any Member not receiving any notice; or
- c. Any error in any notice that does not affect the meaning.

## **Article 5 Governance of the Association**

### **5.1 Responsibilities of the Board**

5.1.1 The Board provides leadership and direction for the Association and governs the affairs of the Association on behalf of its Members; and as such shall establish the rules and regulations of Parkland Softball Association in accordance with the rules of the games of Fastpitch Softball, Softball Alberta, and Softball Canada.

5.1.2 The Board has the powers of the Association, except as stated in the Societies Act. Without restricting the generality of the foregoing, the Board is accountable to the membership and is responsible for the following:

- a. Promote the objectives of the Association by establishing and attaining annual and long-term goals for the Association.
- b. Monitoring and evaluation of the programs and activities of the Association.
- c. Prepare operational plans (including an annual budget) and assign operational duties and responsibilities to Members of the Board through the establishment of committees and otherwise.
- d. Receive donations, funds, trusts, grants and property for the purpose of furthering the aims and objectives of Parkland Softball Association, but may also, in its absolute and unfettered discretion, refuse to accept and donations, funds, trusts, grants and property.
- e. Making policies, rules and procedures for:
  - Maintaining and protecting the Association's property.
  - Managing and operating the Association and using its facilities and assets.
- f. Interpret and enforce the policies, procedures, and bylaws of the Association.
- g. Maintaining all accounts and financial records of the Association, including the establishment and maintenance of a banking relationship with one or more chartered banks, trust companies, credit union or treasury branches in regard to:
  - The opening of one or more bank accounts.
  - Designate signing officers for the signing of Association cheques for the payment of money from said accounts

- h. Establish committees as the Board deems necessary or desirable to carry on the business and affairs of Parkland Softball Association, and in turn, monitor and evaluate the performance of the committees and the Members responsible for the performance of such business and affairs.
- i. Provide all those governance functions required to effectively achieve the aims and objectives of the Association including the mediation and arbitration of disputes. All issues, questions, and disputes, which involve the game of Softball or softball and are referred to in the operating and playing rules, are within the jurisdiction of the Board and it has the sole right and final authority with respect to the resolution of such issue, question or dispute.
- j. Exercise any powers which, in the opinion of the Board, pertain to or promote the carrying out of the aims and objectives of the Association.
- k. Without limiting the general responsibility of the Board, delegating its powers and duties to the Executive Committee of the Association.

## 5.2 Composition of the Board

### 5.2.1 The Board consists of:

#### 5.2.1.1 Executive Officers:

- a. President
- b. Vice-President
- c. Treasurer
- d. Secretary

#### Board of Directors:

- a. President
- b. Vice-President
- c. Treasurer
- d. Secretary
- e. Registrar
- f. Coach Director
- g. U7/U9 Director
- h. U11/U13 Director
- i. U15/U17/U19 Director
- j. Schedule Director
- k. Tournament Director

#### 5.2.1.3 The following non-voting positions may be appointed by the Board:

- a. Equipment Coordinator
- b. Social Media Coordinator
- c. Volunteer Coordinator
- d. Jersey Coordinator
- e. Apparel Coordinator
- f. Fundraising Coordinator

- g. Camps & Clinics Coordinator
- h. Umpire Coordinator
- i. Others as deemed required by the Board

### 5.3 Election of the Board of Directors

5.3.1 The Board will be determined by election at the Annual General Meeting based on the Board Member terms that expire at the AGM.

5.3.2 Every Member of the Association shall have the privilege of nominating a qualified representative for each Board position open for election in any given year. Note: Relevant Softball experience is an Asset.

5.3.3 Board member nominations may only be made by current members in good standing. Members in good standing can nominate themselves. Board member nominations may be received via email to the Board Secretary in advance of the AGM, and nominations can come during the AGM for vacant positions from those present at the AGM.

5.3.3.1 Board Members must be 18 years of age or older at the time that the Board Member is elected or appointed to the Board.

5.3.3.2 Any person nominated for a Board position must be a member in good standing.

5.3.3.3 Sufficient Softball experience and general knowledge of the Sport and specific position is recommended and should be discussed when appointing a Board Member.

5.3.3.4 Unless authorized at any meeting and after notice for the same shall have been given, no officer, director, or member of the society shall receive any remuneration for his/her services.

5.3.4 Each of the positions of the Board shall be elected for two-year terms and on a rotational basis to ensure that the board is not new every 2 years.

5.3.5 The Secretary shall establish a list of all persons wishing to run for election, complete with telephone numbers and Email addresses. 3 days prior to the Annual General Meeting, all persons on the list must be notified of the meeting to ensure attendance.

5.3.7 A person who has been nominated to a position may refuse the nomination prior to the election.

5.3.8 If more than one nomination is made for any position, an election by secret electronic polling will be held by all Members attending. Results will be shared with the membership live electronically by the software and Subject to audited results within 48hrs.

5.3.10 In the event that a position remains vacant after the Annual General Meeting, new Board Members may be appointed to the Board, by a majority vote of the current Board, to fill the position until the next Annual General Meeting.

5.3.11 A Member shall not be elected to a Division Director position if they are coaching during the term (or intend to) or if they have a child who will play in that division during His or Her term of office. This condition may be waived if there are not enough volunteers to fill a specific Director position and a person is nominated that does have a child in that division.

#### 5.4 Resignation, Death or Removal of a Board Member

5.4.1 Any Board Member may resign from office upon giving notice thereof in writing to the Board.

5.4.2 The resignation of a Board Member shall be effective upon acceptance by the Board.

5.4.3 The Members, by resolution passed by a majority of the votes cast at a General Meeting or Special Meeting of Members duly called for that purpose, may remove any Board Member before expiration of his/her term of office. The Members, by a majority of votes cast at that General Meeting or Special Meeting may elect another person to the vacated position for the remainder of the term of the Board Member so removed.

5.4.4 The Board may, by a two-thirds majority vote of the entire current Board, remove a Board Member who, in the opinion of the Board has been or is being remiss or neglectful of duty or by conduct tending to impair his/her usefulness and/or discretion as a Board Member.

5.4.5 Any Board Member who fails to attend Board Meetings on three (3) consecutive occasions, without just cause (which shall be determined by the Board), may be removed as a Board Member upon a motion to that effect passed by a majority of the Board Members.

#### 5.5 Meetings of the Board

5.5.1 The Board holds at least six (6) meetings each year.

5.5.2 The President calls the meetings. The President also calls a meeting if any two (2) Directors make a request in writing and state the business of the meeting. This can be made by email only.

5.5.3 Five days notice for board meetings is provided to each Board Member by telephone or email. Board Members may waive notice.

5.5.4 A majority of the Directors present at any Board meeting is a quorum.

5.5.5 If there is no quorum, the President adjourns the meeting to a new alternative date as set by 5.5.3

5.5.6 Each Director has one (1) vote.

5.5.7 The President votes only in the case of a tie vote.

5.5.8 Meetings of the Board are open to Members of the Association, but only Directors may vote. Members are only permitted to participate in a discussion when invited to do so by the Board. A majority of the Directors present may ask any other Members, or other persons present, to leave.

5.5.9 All Directors may agree to and sign a resolution. This resolution is as valid as one passed at any Board meeting. It is not necessary to give notice or to call a Board meeting. The date on the resolution is the date it is passed.

5.5.10 From time to time there may be a need to seek the Boards' approval for items that cannot wait until the next meeting. At the discretion of the President, an electronic vote may be taken to avoid calling an Emergency Meeting as long as there are not more than five (5) Board Members that do not want to vote via electronic vote. If the electronic vote method of voting is approved, an electronic vote will be sent by the Secretary with the motion to all voting positions stating the motion and who it is made by. The Board Members to vote. This vote must be documented in the minutes of the next Board meeting.

5.5.11 Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.

5.5.12 A Director may waive formal notice of a meeting.

## 5.6 Board Committees

5.6.1 The Board may appoint committees to advise the Board.

5.6.2 A Board Member chairs each committee created by the Board.

5.6.3 The Chairperson calls committee meetings. Each committee:

- a. Records minutes of its meetings.
- b. Distributes these minutes to the committee Members and to the Board at the Request

5.6.4 The meeting notice must be emailed five (5) days before the scheduled date of the meeting. The notice states the date, place and time of the committee meeting. Committee Members may waive the notice in case of an urgent matter.

5.6.5 A majority of the committee Members present at a meeting is a quorum.

5.6.6 Each Member of the committee, including the Chairperson, has one (1) vote at the committee meeting. The Chairperson does not have a casting vote unless it is in case of a tie.

## 5.7 Standing Committees

The Board may establish these standing committees:

- a. Executive Committee
- b. Finance Committee
- c. Coach Selection Committee
- d. Rep Team Committee
- e. Recreational team Committee
- f. Conduct and Complaints Committee
- g. Fundraising
- h. Others deemed as necessary by the board

5.7.1 The Executive Committee consists of the President, Vice-President, Secretary, Treasurer.

5.7.1.1 Is responsible for:

- a. Planning the agendas for Board meetings.
- b. Carrying out emergency and unusual business between Board meetings.
- c. Reporting to the Board on actions taken between Board meetings.
- d. Carrying out other duties as assigned by the Board.

5.7.1.2 All Officers may agree to and sign a resolution. His or Her resolution is as valid as one passed at an Executive Committee meeting. It is not necessary to give notice or to call a meeting of the Executive Committee. The date on the resolution is the date it is passed.

5.7.1.3 A meeting of the Executive Committee may be held by a conference call or email. Officers who participate are considered present for the meeting.

5.7.2 The Finance Committee consists of the Treasurer, who is the Chairperson, and three (3) other Members appointed by the Board.

5.7.2.1 Is responsible for:

- a. Recommending budget policies to the Board.
- b. Investigating and making recommendations to the Board for acquiring funds and property.
- c. Recommending policies on disbursing and investing funds to the Board.
- d. Establishing policies for Board and Association expenditures.
- e. Arranging the annual audit of the books.
- F. Reportings on the year's activities at the Annual General Meeting; and
- g. Carrying out other duties assigned by the Board.

5.7.3 The Coach Selection Committee consists of the President, and two (2) Directors

5.7.3.1 Is responsible for:

- a. Developing the rep team coach application process
- b. Reviewing all rep team coach applications, and conducting interviews as necessary
- c. Selecting all rep team head coach assignments

5.7.4 The Rep Team Committee consists of the President, Vice-President, and two (2) Directors

5.7.4.1 Is responsible for:

- a. Representing the Association in all matters pertaining to the Association rep team programs.
- b. Supporting the Coach Selection Committee in duties as assigned.
- c. Developing the Rep Team budget allocation from the Association

5.7.5 The Code of Conduct Committee President and two (2) other Members appointed by the Board.

5.7.5.1 Is responsible for:

- a. Investigating reported concerns and incidents from members and Coaches. Then presenting findings and proposed corrective actions from concerns to the executive committee.

5.7.6 Irregularities or errors done in good faith do not invalidate acts done by any meeting of a Standing Committee.

## **Article 6 Finance and Other Management Matters**

### **6.1 Finance and Auditing**

6.1.1 The fiscal year of the Association ends September 30th of each year.

6.1.2 At each Annual General Meeting of the Association, the Treasurer must submit a complete statement of the books for the previous year.

6.1.3 The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant or by two members of the society elected for that purpose at the Annual Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual Meeting of the society.

6.1.4 The designated Officers of the Board sign all cheques drawn on the monies of the Association. Two signatures are required on all cheques, or two approvals must be given for e-transfer.

6.1.5 All contracts of the Association must be signed by the Officers authorized to do so by resolution of the Board.

### **6.2 Records of the Association**

6.2.1 The Board keeps and files all necessary books and records of the Association as required by the Bylaws, the Societies Act, or any other statute or laws.

6.2.2 Members may inspect the books or records of the Association, however they must give reasonable notice to the President and the Secretary of his or her intention to do so, at an agreed upon location. These books and records will be available at the AGM if held in person.



6.2.3 All financial records of the Association are also open for such inspection by the Members, with reasonable notice, at an agreed upon location. These books and records will be available at the AGM if held in person.

6.2.4 Each Member of the Executive at all times shall have access to such books and records.

### 6.3 Payments

6.3.1 Reasonable expenses incurred while carrying out duties of the Association may be reimbursed upon Board approval.

### 6.4 Protection and Indemnity of the Board Members

6.4.1 Each Board Member holds office with the protection from the Association. The Association indemnifies each Board Member against all costs or charges that result from any act done in His or Her role for the Association. The Association does not protect any Board Member for acts of fraud, dishonesty, or bad faith.

6.4.2 No Board Member is liable for the acts of any other Board Member. No Board Member is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Association. No Board Member is liable for any loss due to an oversight or error in judgment, or by an act in His or Her role for the Association, unless the act is fraudulent, dishonesty or in bad faith.

6.4.3 Board Members can rely on the accuracy of any statement or report prepared by the Association's auditor. Board Members are not held liable for any loss or damage as a result of acting on that statement or report.

### 6.5 Borrowing Powers

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

### 6.6 Paid Employees

6.6.1 The President may from time to time appoint any paid employee with the approval of the Board and any employee shall be paid a salary or wage approved and determined by the Board.

6.6.2 Under no circumstances may any paid employee of the Association be allowed to cast a vote of the Association meetings or be allowed to hold office within the association.

## **Article 7 Amending the Bylaws**

### 7.1 Amending the Bylaws

7.1.1 These bylaws may be canceled, altered or added to by a Special Resolution at any Annual General or Special Meeting of the Association.

7.1.2. The twenty-one days notice of the Annual General Meeting or Special Meeting of the Association must include details of the proposed resolution to change the bylaws.

7.1.3 Any proposed amendment or addition to the bylaws must receive seventy-five percent (75%) of the votes cast at the duly called Annual Meeting or Special General Meeting to be approved.

7.1.4 An amendment may be considered at the Annual Meeting without required notice in the unanimous consent of the voting Members present.

7.1.5 The amended bylaws take effect after approval of the Special Resolution at the Annual General Meeting or Special Meeting and accepted by the Corporate Registry of Alberta.

#### **Article 8 Distributing Assets and Dissolving the Association**

8.1 The Association does not pay any dividends or distribute its property among its members.

8.2 If the Association is dissolved, any funds or assets after paying all debts are to be paid to a non-profit minor Softball association that succeeds Parkland Softball Association in the City of Spruce Grove, Town of Stony Plain or Parkland County and surrounding area.

8.3 Members are to select the organization to receive the assets by special resolution. In no event do any Members receive any asset of the Association.