

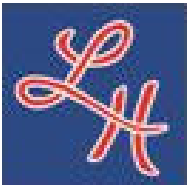


# Lakehill Baseball and Softball Association

## Constitution & Bylaws

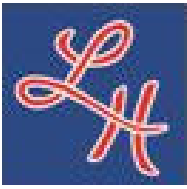
### Table of Contents

<b>Constitution</b>	<b>4</b>
Article 1 – Name	4
Article 2 – Purpose	4
<b>Bylaws</b>	<b>5</b>
<b>Part 1 – Overview</b>	
Preamble	5
Definitions	5
Definitions in the Act	6
Interpretation	6
Conflict with Act or Regulations	6
Inspection of Records and Books	6
Official Rules of Order	7
<b>Part 2 – Members and Membership</b>	<b>7</b>
Membership	7
Member Rights	8
Member Obligations	8
Life Membership	8
Membership Fees, Dues, and Assessments	8
Member in Good Standing	8
Membership Year	9
Cessation of Membership	9
Discipline and Suspension of a Member	9
Expulsion of a Member	9
Termination of Membership	10
Volunteer	
<b>Part 3 – Board of Directors</b>	<b>10</b>
Role of the Board	10
Powers of the Board	12
Board Composition	12
Qualifications for Directors	12



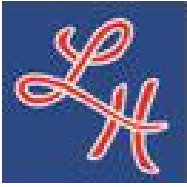
---

Obligations and Duties of Directors	13
Validity of Acts of the Directors	13
Duties and Responsibilities of the Directors at Large	13
Role of the President	13
Role of the Vice President, Administration	15
Role of the Vice President, Operations	15
Role of the Vice President, Baseball	15
Role of the Vice President, Softball	15
Role of the Secretary	15
Role of the Treasurer	16
Terms of Office	16
Nominations	17
Election of the Directors	17
Election of the President	17
Appointment of Directors at Large	17
When a Director Ceases to Hold Office	17
When a Director at Large Ceases to Hold Appointment	18
Resignation of Directors and Directors at Large	18
Suspension of Directors	18
Suspension of Directors at Large	18
Removal of Directors	19
Removal of Directors at Large	19
Filling a Board Vacancy	19
Registry Filings Respecting Directors	19
<b>Part 4 – Committees and Working Groups</b>	<b>20</b>
Standing Committees	20
Appeals Committee	20
Dispute Resolution & Discipline Committee	21
Finance Committee	21
Baseball Operations Committee	22
Softball Operations Committee	22
Select Committees and Working Groups	22
<b>Part 5 – Meetings</b>	<b>23</b>
Power to Call Meetings	23
Notice of Meetings (Generally)	23
Quorum	24
Participation in Meetings by Electronic Means	24
Board Meetings	24
Annual General Meetings	26
Special General Meetings	26
Ordinary Business at the Annual General Meeting and any Special General Meetings	26
Notice of Special Business	26



---

Chair	27
Chair to Determine Procedure	27
Adjournments by the Chair	27
Notice of an Adjourned Annual General Meeting or Special General Meeting	27
Voting	27
Announcement of Result	28
Matters Decided at the Annual General Meeting or any Special General Meetings	28
<b>Part 6 – Financial</b>	<b>28</b>
Fiscal Year	28
Signing Officers	28
Budget and Financial Documents	29
Expenditures, Borrowing, Investments and Insurance	29
Remuneration of Directors and Directors at Large	29
Appointment of Auditor	29
<b>Part 7 – Incident Reporting and Appeals</b>	<b>29</b>
Incident Reporting	29
Duty to Report	30
Appeals	30
Court Proceedings	31
<b>Part 8 – General</b>	<b>31</b>
Constitutional Amendments	31
Application	31
Indemnity	31
Rights	31
Unforeseen Circumstances	32
Liquidation and Dissolution	32



---

# Lakehill Baseball and Softball Association

## Constitution & Bylaws

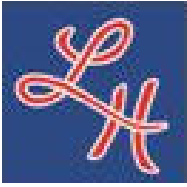
### Constitution

#### Article 1 – Name

- 1.1 This society shall be known as the “Lakehill Baseball and Softball Association”, hereinafter referred to as the “LBSA”.

#### Article 2 –Purpose

- 1.2 To promote and encourage amateur baseball and softball and to develop the highest possible standard of sportsmanship and citizenship for the youth of the community.
- 1.3 To maintain and increase the interest of amateur baseball and softball within the Lakehill Baseball and Softball Association’s Catchment and to encourage competition and good sportsmanship, not solely for the proficient, but rather for all participants.



---

# Bylaws

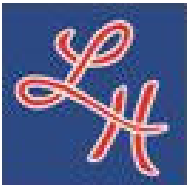
## Part 1 – Overview

### Preamble

- 1.1 The operations of the Lakehill Baseball and Softball Association are to be chiefly carried on in 'The Corporation of the District of Saanich' (District), and the registered office shall be located within said District.
- 1.2 The Lakehill Baseball and Softball Association shall be affiliated with Little League Canada and shall adhere to and observe the Bylaws, Regulations, Playing Rules, Policies, Procedures and related decisions of Little League Canada.
- 1.3 The Lakehill Baseball and Softball Association shall be affiliated with Softball BC and shall adhere to and observe the Bylaws, Regulations, Playing Rules, Policies, Procedures and related decisions of Softball BC.

### Definitions

- 1.4 The following terms have these meanings in these Bylaws:
  - a) "Act" – means the *Societies Act* of British Columbia as amended from time to time.
  - b) "Board" – means the Board of Directors and/or Executive Committee of the Lakehill Baseball and Softball Association.
  - c) "Bylaws" – means these Bylaws as altered from time to time.
  - d) "Catchment" – means that geographic area set out by Little League Canada and/or Softball BC from within which a Player must reside in order to be eligible to play for the Lakehill Baseball and Softball Association.
  - e) "Director" – means an individual who has been elected or appointed, in accordance with the *Societies Act* or its Regulations and these Bylaws, as a member of the Board of Directors of the Lakehill Baseball and Softball Association.
  - f) "Director at Large" – means an individual appointed by the Board to perform a role and/or function for a pre-defined term.
  - g) "District" – means the Corporation of the District of Saanich.
  - h) "Electronic Means" – means to communicate using any system or combination of systems such as mail, telephone, electronic, radio, computer, web-based technology, or communication facility that, in relation to a:
    - i. meeting or proceeding, permits all participants to communicate with each other or otherwise participate contemporaneously, in a manner comparable but not necessarily identical, to a meeting where all are present in the same room; or,
    - ii. vote, permits Directors to cast a vote on a matter for determination in a manner that adequately discloses their intention.
  - i) "LBSA" – means the Lakehill Baseball and Softball Association.



- 
- j) “Member” – means a person who becomes, in accordance with these Bylaws, a member of the Lakehill Baseball and Softball Association and who remains a member of the Lakehill Baseball and Softball Association during the Membership Year.
  - k) “Membership” – means the entirety of those Members in good standing in accordance with these Bylaws.
  - l) “Membership Year” – means the time period between April 1 of one calendar year and March 31 of the following calendar year.
  - m) “Player” – means a baseball or softball player under the age of 21.
  - n) “Player Agent” – means that individual responsible for overseeing all aspects of the management of playing members of the Lakehill Baseball and Softball Association.
  - o) “President” – means the Chair of the Executive Committee.
  - p) “Regulations” – means Regulations under the *Societies Act* of British Columbia as amended from time to time.
  - q) “Resolution” – means a resolution passed at a meeting by a simple majority of the votes cast by the voting members in attendance.
  - r) “Secretary” – means the individual elected by the Membership and responsible for fulfilling the requirements as set out in the Act and further established in these Bylaws.
  - s) “Signing Officers” – means the President, the Treasurer and the Vice President Administration or another Director as assigned by the Board.
  - t) “Special Resolution” – means a resolution passed at the annual general meeting or any special general meeting by at least seventy-five percent (75%) of the votes cast by the voting Members in attendance.
  - u) “Team Official” – means head coach, assistant coach, or manager.
  - v) “Volunteer” – means an individual who has consented to undertake to perform volunteer duties for the Lakehill Baseball and Softball Association.
  - w) “Writing” or “Written” – means any mode of representing or reproducing words in written form such as printing, lithography, typewriting, photography, email, fax, or in electronic format.

#### **Definitions in the Act**

1.5 The definitions in the Act, as amended from time to time, shall apply to these Bylaws.

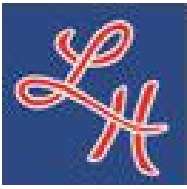
#### **Interpretation**

1.6 In these Bylaws, words in the singular form include the plural and vice versa and words importing a specific gender include the other gender and a corporation.

1.7 In these Bylaws, wherever submission of a notice, declaration, or other formal communication is required, such notice, declaration, or communication may be transmitted via mail or by email.

#### **Conflict with Act or Regulations**

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



### **Inspection of Records and Books**

- 1.9 The records of the LBSA shall be those records the LBSA is required to maintain in accordance with the Act and its Regulations.
- 1.10 The records of the LBSA shall be kept at the offices of the LBSAs in a form that allows the record to be inspected and copied in accordance with the Act or its Regulations and shall be:
  - a) kept in complete state;
  - b) safeguarded against loss, destruction or damage;
  - c) remain true and unaltered; and,
  - d) provided for simple, reliable and prompt access.
- 1.11 Upon receipt by written notice to the Secretary, the records of the LBSA shall, as soon as otherwise practicable, be made available for inspection to a Member to the extent and in accordance with the Act, at the offices of the LBSA during normal office hours.
- 1.12 The right to inspect records shall not include access to the Register of Members, or any disciplinary record unless approved in accordance with the Act. The information referred to above is hereby restricted from inspection or the obligation to provide copies of same in accordance with section 24(2)(b) of the *Societies Act*.
- 1.13 A person, other than a Member may inspect a record in accordance with the Act, subject to the payment of a reasonable fee to be calculated in accordance with the Regulations. The inspection of a record shall take place no later than fourteen (14) days, after receipt of the request and payment of the fee.
- 1.14 If a Member or other person requests a copy of a record in accordance with the Act, it shall be provided at the fee established in accordance with the Regulations. A copy of the record shall be provided no later than fourteen (14) days, after receipt of the request and payment of the fee.
- 1.15 Old records need not be kept when the record is no longer relevant in the opinion of the Board that the activities or internal affairs of the LBSA and ten (10) years have passed since the record was created or last altered.

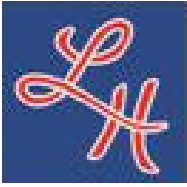
### **Official Rules of Order**

- 1.16 The current edition of Roberts Rules of Order is the official rules of order covering all meetings of the LBSA, except where they are at difference with these Bylaws in which case these Bylaws shall take precedence.

## **Part 2 – Members and Membership**

### **Membership**

- 2.1 To become a Member of the LBSA an individual must:
  - a) be the parent or guardian of a Player(s) registered to play baseball or softball with the LBSA;
  - b) be the parent or guardian of a Player(s) who resides within the established catchment area of the LBSA or attends a school within the established catchment area of the LBSA;



- c) have paid the prescribed fees;
- d) have reached the age of nineteen (19) years; or,
- e) be a Player who has reached the age of nineteen (19) years.

2.2 Membership in the LBSA is not transferable.

### **Member Rights**

- 2.3 A Member who is in good standing and not under suspension shall have the following rights, to:
- a) receive notices of the annual general meeting and any special general meetings of the LBSA;
  - b) attend and speak at the annual general meeting and any special general meetings of the LBSA;
  - c) submit proposals for inclusion on the agenda of the annual general meeting and any special general meetings of the LBSA;
  - d) submit proposals to amend the Constitution and/or Bylaws; and,
  - e) cast a single (1) vote at the annual general meeting and cast a single (1) vote at any special general meetings of the LBSA.

### **Member Obligations**

- 2.4 A Member shall comply with, the:
- a) Act and its Regulations, as applicable;
  - b) Constitution and Bylaws of the LBSA; and,
  - c) policies, procedures, codes of conduct, committee terms of reference and requirements of the LBSA and decisions of the Board and its committees.

### **Life Membership**

- 2.5 Life Membership may be bestowed on a Member for distinctive service to the LBSA for a period of at least five years. Nomination for Life Membership must be made by a Director and be approved at the last meeting of the Board during the current Membership Year. Life Members shall not have voting privileges at the annual general meeting and any special general meetings of the LBSA.

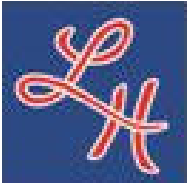
### **Membership Fees, Dues, and Assessments**

- 2.6 The Board may:
- a) determine any annual membership and/or registration fees;
  - b) levy any fees, dues, or assessments, as it deems necessary; and,
  - c) establish any policy and procedures pertaining to fees, dues, and assessments.
- 2.7 A Member shall pay any fees, dues, or assessments in the amount and manner established by the LBSA, if any.

### **Member in Good Standing**

- 2.8 All Members are in good standing except a Member:
- a) who fails to pay the required registration fees or any other subscription, due or debt owing to the LBSA and the Member is not in good standing for so long as the debt remains unpaid; or,





- 
- b) who has been suspended or expelled from the LBSA in accordance with the Act or its Regulations or these Bylaws.

2.9 A Member who is not in good standing shall forfeit their rights until such time as the Member regains its good standing as determined by the Board.

#### **Membership Year**

2.10 The membership year of the LBSA shall commence on April 1 of the calendar year and end on March 31 of the following calendar year.

#### **Cessation of Membership**

2.11 Membership in the LBSA ceases when a Member, by the virtue of the fact that Member is not in good standing for a period of six (6) months or no longer has a Player or Players enrolled to play baseball or softball within the LBSA, or is otherwise no longer qualified in accordance with these Bylaws or the Act or its Regulations.

#### **Discipline and Suspension of a Member**

2.12 The Board shall have the power to discipline or suspend any Member or Player who breaches or violates these Bylaws, policies, procedures, codes of conduct, committee terms of reference or requirements of the LBSA or who fails to adhere to a decision of the Board or its Committees, including discipline by fine.

2.13 A suspended Member shall lose their rights as a Member including the right to attend or vote at the annual general meeting and any special general meetings of the LBSA, while such suspension remains in effect.

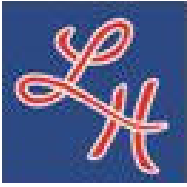
#### **Expulsion of a Member**

2.14 The Board may expel a Member or a Player who:

- a) fails to fulfill their financial obligations to the LBSA;
- b) repeatedly or egregiously violates these Bylaws, policies, procedures, codes of conduct, committee terms of reference or requirements of the LBSA;
- c) fails to adhere to a decision of the Board, including its Committees; or,
- d) is deemed in the view of the Board to have brought the sport of baseball, softball or the LBSA into disrepute.

2.15 Any action taken to expel a Member shall be in accordance with the Act.

2.16 Before determining a motion for the expulsion of a Member or a Player, the Board shall provide the Member or Player facing expulsion with notice of the meeting at which the expulsion is to be voted upon, with such notice to be provided at least seven (7) days in advance of the meeting, and which notice shall include a statement of the reason or reasons for the proposed expulsion. The Member or Player facing expulsion shall be given an opportunity to be heard prior to any decision being rendered.



- 2.17 In accordance with the Act, a Member may be expelled from the LBSA by a Special Resolution carried by Members attending the annual general meeting or a special general meeting of the LBSA.
- 2.18 Before determining a motion for expulsion of a Member by the Membership, the Board shall provide the Member facing expulsion with notice of the annual general meeting or the special general meeting of the LBSA at which the expulsion is to be voted upon, with such notice to be provided at least fourteen (14) days in advance of the meeting, and which notice shall include a statement of the reason or reasons for the proposed expulsion. The Member facing expulsion shall be given an opportunity to be heard prior to any decision being rendered by the Membership.

#### **Termination of Membership**

- 2.19 The Board may terminate a Member's membership in the LBSA when, the:
- a) term of membership expires;
  - b) membership terminates in accordance with these Bylaws;
  - c) Member engages in actions detrimental to the LBSA;
  - d) Member violates the Constitution, these Bylaws, policies; procedures or any other requirements established by the LBSA;
  - e) Member fails to comply with the terms and conditions of membership;
  - f) Member is expelled in accordance with the Act or its Regulations or these Bylaws; or,
  - g) Member resigns or dies.
- 2.20 Any action taken to terminate a Member shall be in accordance with the Act.
- 2.21 Loss of Membership status by expiration, resignation, death or expulsion immediately terminates all rights and privileges that the Member enjoyed within the LBSA, but does not relieve that Member from the Member's financial obligations to the LBSA, other Members, or anyone else to whom the Member may have a financial obligation for which the LBSA may bear liability.

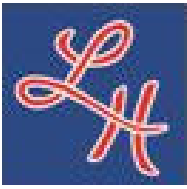
#### **Volunteer**

- 2.22 A Volunteer is an individual who has consented to undertake to perform volunteer duties for the LBSA. A Volunteer must be approved by the Board, serves at the pleasure of the Board and shall not be considered a Member. While a Volunteer shall not enjoy the same rights as a Member, a Volunteer bears the same obligations as a Member.

## **Part 3 – Board of Directors**

#### **Role of the Board**

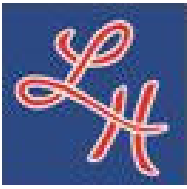
- 3.1 The Board shall manage, or supervise the management of, the activities and affairs of the LBSA, and is accountable to the Members which it serves.



- 
- 3.2 The responsibilities of the Board shall generally include, but are not limited to, the following: administration and operation of the LBSA; coaching; Player development; finance; maintenance; communications; policy development; procurement; umpiring, umpire scheduling; registration; safety and risk management; tournaments; or, any other matters required for the ongoing administration, operation and program delivery of the LBSA.
- 3.3 The Board may delegate any, but not all, of its responsibilities. The Board shall have the authority to delegate those responsibilities, duties and authority that may be lawfully delegated to a Director, Director at Large, standing committee, select committee, working group or Member or to any third party to assist the Board in carrying out the Purpose of the LBSA.
- 3.4 The Board may make, or cause to be made, for the LBSA, in its name, any kind of contract which the LBSA may lawfully enter into and, save as otherwise provided in these Bylaws, generally may exercise all such other powers and do all such acts and things as the LBSA by its Constitution or otherwise, is authorized to exercise and do.

#### **Powers of the Board**

- 3.5 Board may exercise all the powers and do all acts and things that the LBSA may exercise and do in accordance with the Act and its Regulations and the Bylaws, policies, procedures, codes of conduct, committee terms of reference and requirements of the LBSA.
- 3.6 A policy or rule made by the Members in the annual general meeting or any special general meetings of the LBSA shall not invalidate a prior act of the Board that would have been valid if that policy or rule had not been made.
- 3.7 In addition to any other powers which are conferred upon the Board by law or these Bylaws, the Board shall have the power to:
- a) appoint the required number of Directors at Large as to ensure sufficient capacity to fulfill the roles and responsibilities necessary to provide for the administration, operations and program delivery of the LBSA;
  - b) fill vacancies that occur on the Board in accordance with the procedures established by the LBSA;
  - c) establish standing committees, select committees and working groups in accordance with these Bylaws;
  - d) establish terms of reference and operating procedures for the Board, standing committees, select committees and working groups and to review and revise and approve such terms of reference and operating procedures, as warranted;
  - e) delegate any, but not all of its powers, to a committee, except for the Executive Committee;
  - f) amend, adopt or repeal the policies, procedures, codes of conduct, committee terms of reference and requirements of the LBSA from time to time;
  - g) formulate and monitor the implementation of the strategic plan of the LBSA;
  - h) censure, suspend, or take such disciplinary action that may be deemed necessary against any Director, Director at Large, Member, Volunteer, Player, team, Team Official or umpire for refusing to accept or adhere to a decision of the Board or its committees;



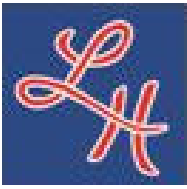
- i) remove a Director at Large from office in accordance with these Bylaws and/or the procedures otherwise established by the LBSA;
- j) approve the head coach and assistant coaches for each team of the LBSA;
- k) consider and render decisions as required for the ongoing administration and operation of the LBSA;
- l) enter agreements from time to time with the Little League Canada and Softball BC and/or any other organization, entity or individual regarding matters that are consistent with the Purpose of the LBSA;
- m) approve the annual operating budget of the LBSA and approve any adjustments thereto;
- n) establish policies for entering into and approving contracts and other financial arrangement as appropriate; and,
- o) propose amendments the Constitutional provisions and Bylaws of the LBSA from time to time.

### **Board Composition**

- 3.8 The Board shall consist of no fewer than eleven (11) Directors, each elected by the Members and non-voting Directors at Large appointed by the Board to a maximum number to be determined by the Board on an annual basis.
- 3.9 The Board shall consist of the following, the:
1. President;
  2. Past President;
  3. Vice President Administration;
  4. Vice President Operations;
  5. Vice President Baseball;
  6. Vice President Softball;
  7. Player Agent;
  8. Umpire in Chief – Baseball;
  9. Umpire in Chief – Softball;
  10. Secretary; and,
  11. Treasurer.

### **Qualifications for Directors**

- 3.10 In order to qualify to become or act as a Director, a person must be qualified under the Act and meet any other requirements in accordance with these Bylaws or those otherwise established by the LBSA.
- 3.11 Any person seeking appointment as a Director shall declare any conflict of interest in advance of seeking such appointment.
- 3.12 Paid employees of the LBSA are not eligible to be a Director.
- 3.13 An individual who ceases to be qualified to act as a Director must promptly resign.



### **Obligations and Duties of Directors**

- 3.14 A Director, when exercising the powers and performing their functions as a Director, must:
- act honestly and in good faith and with a view to the best interests of the LBSA;
  - exercise the care, diligence and skill that a reasonably prudent individual would;
  - exercise in comparable circumstances;
  - act in accordance with the Act and its Regulations;
  - act in accordance with the Bylaws, policies, procedures, codes of conduct, committee terms of reference and requirements of the LBSA; and,
  - act with a view to the Purpose of the LBSA.
- 3.15 Directors must adhere to the Disclosure of Director's interest provisions in accordance with the Act and its Regulations and any other policies and codes of conduct of the LBSA, if any.
- 3.16 The Directors shall help formulate plans and policies and serve as members of any standing committee, select committee or working group and otherwise fulfill their responsibilities in accordance with the Act or its Regulations and these Bylaws, policies, procedures, codes of conduct, committee terms of reference, requirements and position descriptions of the LBSA to the best of their ability.

### **Validity of Acts of the Directors**

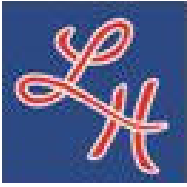
- 3.17 All acts done by any meeting of the Directors or of a committee of Directors, or by any person acting as a Director, is, notwithstanding that afterwards it is discovered that there was some defect in the qualification, election or appointment of any such Directors or of the members of such committee 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.

### **Duties and Responsibilities of the Directors at Large**

- 3.18 While a Director at Large shall generally not bear the same responsibilities as a Director, a Director at Large bears the same obligations when performing their appointed role as a Director including the obligation to:
- act honestly and in good faith and with a view to the best interests of the LBSA;
  - exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances;
  - act in accordance with the Act and its Regulations;
  - act in accordance with these Bylaws, policies, procedures, codes of conduct, committee terms of reference and requirements of the LBSA; and,
  - act with a view to the Purpose of the LBSA.

### **Role of the President**

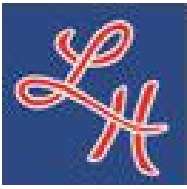
- 3.19 The President shall preside at all meetings of the Board and at the annual general meeting and any special general meetings of the LBSA.



- 3.20 The President is the chair of the Board and is responsible for supervising the other Directors in the execution of their duties. The President shall:
- a) ensure meetings of the Board are efficiently managed and decision-making is transparent;
  - b) ensure Directors and Directors at Large comply with these Bylaws, policies, procedures, codes of conduct, terms of reference and requirements of the LBSA;
  - c) in exceptional circumstances have the authority to suspended a Director or Director at Large, subject to ratification of the Board;
  - d) have the power to suspend or take disciplinary action against a Member, Volunteer, Player, team or Team Official for unsportsmanlike conduct on or off the field, or for failure to comply with these Bylaws, policies, procedures, codes of conduct, committee terms of reference or requirements of the LBSA; subject to ratification by the Board;
  - e) represent the LBSA on matters involving the government, Members, external agencies, the media, Little League Canada, Softball BC and/or any other organization, entity and in any other circumstances as required;
  - f) exercise all duties and powers of the Board when, in the case of emergency, it is impractical for the President to obtain a vote of the Board; any such actions taken by the President in this manner are subject to ratification by the Board;
  - g) at any time, take a vote of the Board on any urgent matter by Electronic Means;
  - h) may act as the Chair of a standing committee, select committee or working group in such a case as the appointed Chair is unable to attend such a meeting;
  - i) be authorized to appoint any Director to act on their behalf; and,
  - j) be an ex-officio member of all standing committees, select committees and working groups.
- 3.21 It shall be the duty of the President, as soon as practicable following the close of each annual general meeting of the LBSA, to:
- a) set the date of the first meeting of the Board; and,
  - b) appoint Directors to the following standing committees in accordance with the committee's terms of reference:
    - i. Appeals Committee;
    - ii. Baseball Operations Committee;
    - iii. Dispute Resolution & Discipline Committee;
    - iv. Finance Committee; and,
    - v. Softball Operations Committee.
- 3.22 The President shall fulfill any and all additional responsibilities and obligations in accordance with the President position description as established by the LBSA, if any.

#### **Role of the Vice President, Administration**

- 3.23 The Vice President, Administration is responsible for all non-baseball-related activities of the LBSA, including, but not limited to general administration, registration, communications, and policy development.
- 3.24 The Vice President, Administration shall assist the President in the performance of the President's duties. In the event the President is absent or should resign or is otherwise unable to remain in office for any reason, the Vice President, Administration shall assume those duties.



- 
- 3.25 The Vice President, Administration shall fulfill any and all responsibilities and obligations in relation to the ongoing administrative function of the LBSA in accordance with the Vice President, Administration position description as established by the LBSA, if any.

**Role of the Vice President, Operations**

- 3.26 The Vice President, Operations is responsible for all non-baseball- related activities of the LBSA, including, but not limited to equipment, grounds, umpire co-ordination and uniforms.
- 3.27 The Vice President, Operations shall assist the President in the performance of the President's duties. In the event the President and the Vice President, Administration are absent or should resign or are otherwise unable to remain in office for any reason, the Vice President, Operations shall assume those duties.
- 3.28 The Vice President, Operations shall fulfill any and all responsibilities and obligations in relation to the ongoing operational function of the LBSA in accordance with the Vice President, Operations position description as established by the LBSA, if any.

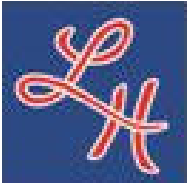
**Role of the Vice President, Baseball**

- 3.29 The Vice President, Baseball is responsible for all baseball program delivery-related activities of the LBSA, including, but not limited to assessments, team balancing, coaching, and Player development.
- 3.30 The Vice President, Baseball shall assist the President in the performance of the President's duties. In the event the President and the Vice President, Administration and Vice President, Operations are absent or should resign or are otherwise unable to remain in office for any reason, the Vice President, Baseball shall assume those duties.
- 3.31 The Vice President, Baseball shall fulfill any and all responsibilities and obligations in relation to the delivery of the LBSA baseball program in accordance with the Vice President, Baseball position description as established by the LBSA, if any.

**Role of the Vice President, Softball**

- 3.32 The Vice President, Softball is responsible for all softball program delivery-related activities of the LBSA, including, but not limited to assessments, team balancing, coaching, and Player development.
- 3.33 The Vice President, Softball shall assist the President in the performance of the President's duties. In the event the President and the Vice President, Administration and the Vice President, Operations and the Vice President, Baseball are absent or should resign or are otherwise unable to remain in office for any reason, the Vice President, Softball shall assume those duties.
- 3.34 The Vice President, Softball shall fulfill any and all responsibilities and obligations in relation to the delivery of the LBSA softball program in accordance with the Vice President, Softball position description as established by the LBSA, if any.





### **Role of the Secretary**

3.35 The Secretary shall:

- a) issue notices meetings of the Board, the annual general meeting, and any special general meetings of the LBSA;
- b) keep a full and complete record of all meetings of the LBSA and of all business and correspondence transacted thereat in accordance with the Act or its Regulations;
- c) keep the records of the LBSA in accordance with the Act;
- d) ensure that all statements, lists, annual reports or other reports are filed in accordance with the Act or its Regulations; and,
- e) turn over or otherwise make available all files, communications and documents pertaining to the affairs of the LBSA to their successor.

3.36 The Secretary shall fulfill any and all responsibilities and obligations in accordance with the Secretary position description as established by the LBSA, if any.

### **Role of the Treasurer**

3.37 The Treasurer shall:

- a) receive and deposit monies collected from the Members or other sources;
- b) keep accounting records in respect of the financial transactions of the LBSA, which at all times must be up to date;
- c) keep adequate accounting records for each of the financial years of the LBSA, including a record of each transaction materially affecting the financial position of the LBSA;
- d) prepare an annual operating budget;
- e) make the required filings of the LBSA respecting taxes if any, in accordance with the Act or its Regulations;
- f) prepare a financial statement for the annual general meeting of the LBSA in accordance with the Act or its Regulations; and,
- g) turn over or otherwise make available all books, papers, vouchers and monies to their successor.

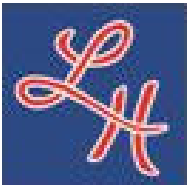
3.38 The Treasurer shall fulfill any and all responsibilities and obligations in accordance with the Treasurer position description and any financial policies as established by the LBSA, if any.

### **Terms of Office**

3.39 The President elected at the annual general meeting of the LBSA shall serve a two (2) year term. The term shall commence at the end of the annual general meeting at which the President was elected and shall terminate at the end of the annual general meeting occurring approximately two (2) years later.

3.40 A Director elected at the annual general meeting of the LBSA shall serve a one (1) year term. The term shall commence at the end of the annual general meeting at which the Director was elected and shall terminate at the end of the annual general meeting occurring approximately one (1) year later.





- 3.41 A Director at Large appointed as soon as practicable following the annual general meeting of the LBSA shall serve a one (1) year term. The term shall commence at the time of their appointment and shall terminate at the end of the annual general meeting occurring approximately one (1) year later.

#### **Nominations**

- 3.42 Nominations for the position of Director may only be submitted in accordance with the procedure established by the LBSA. A Director must be nominated a Member in good standing. The candidate for Director must provide written consent to the nomination in accordance with the Act or its Regulations and in the manner established by the LBSA, if any.
- 3.43 No Member may submit a number of nominations that exceeds the number of Director positions available for election.
- 3.44 The nomination process and any additional requirements to said nominations for the position of Director shall be in the manner established by the LBSA, if any.
- 3.45 Nominations from the floor at the annual general meeting of the LBSA shall be permitted.

#### **Election of the Directors**

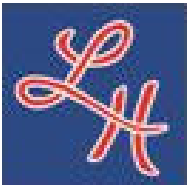
- 3.46 At each annual general meeting, elections shall be held to fill the positions of the elected Directors whose terms have expired and to fill any vacancies. The election of the Directors shall be in accordance with the Act or its Regulations, these Bylaws and in the manner established by the LBSA, if any.

#### **Election of the President**

- 3.47 The Members shall elect the President at the annual general meeting in accordance with the Act or its Regulations, these Bylaws and in the manner established by the LBSA, if any.
- 3.48 The candidate receiving the most votes shall be declared elected as President. In the event that there is a tie in the number of votes for one or more candidates with the greatest number of votes, a second vote will be conducted from among those candidates. If, after the second vote there remain two or more candidates with the same number of votes the President shall be selected by a draw by lot conducted by the Vice President, Administration or their designate, from among the candidates with the same number of votes.
- 3.49 Following the election of the President at the annual general meeting, all of the remaining nominees, including nominees who unsuccessfully ran for the position of President, shall be eligible to run for the Director positions.

#### **Appointment of Directors at Large**

- 3.50 As soon as practicable following each annual general meeting, the Board shall appoint individuals as Directors at Large to perform a role and/or function. The appointment of the Directors at Large shall be in accordance with these Bylaws and in the manner established by the LBSA, if any.



### **When a Director Ceases to Hold Office**

- 3.51 A Director ceases to hold office with the LBSA when, the:
- Director's term of office expires;
  - Director ceases, in accordance with these Bylaws, to hold office;
  - Director resigns or dies; or,
  - Director is removed from office in accordance with the Act or its Regulations or in accordance with these Bylaws or the manner established by the LBSA, if any.
- 3.52 A Director appointed by the Board to fill a 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.

### **When a Director at Large Ceases to Hold Appointment**

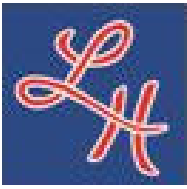
- 3.53 A Director at Large ceases to hold their appointed position with the LBSA when, the:
- Director at Large's term of appointment expires;
  - Director at Large resigns or dies; or,
  - Director at Large is removed from their appointed position in the manner established by the LBSA, if any.

### **Resignation of Directors and Directors at Large**

- 3.54 A Director or Director at Large who intends to resign must give their resignation to the LBSA in writing, and the resignation takes effect on the later to occur of the following:
- the receipt by the written resignation by the Vice President, Administration or their designate; or,
  - if the written resignation specifies that the resignation is to take effect on a specified date, on that specified date and time or on the occurrence of a specified event.

### **Suspension of Directors**

- 3.55 A Director may be suspended from office in accordance with these Bylaws or the manner established by the LBSA, if any.
- 3.56 The Board shall provide the Director subject to suspension with a statement of the reason or reasons for the proposed suspension at least fourteen (14) days prior to the meeting of the Board at which the proposed suspension is to be voted upon. The statement shall include a notice of the place and time when the Board will meet to vote on the suspension.
- 3.57 The Director subject to suspension shall be given an opportunity to be heard and the matter will be considered by the Board at the time cited in the notice. The motion by the Board to suspend a Director requires no less that a seventy-five percent (75%) majority of those entitled to vote to pass. The Director whose suspension is proposed shall not be entitled to vote on the motion.
- 3.58 In exceptional circumstances, a Director may be suspended by the President subject to ratification by the Board at a meeting of the Board to be held as soon as practicable following said suspension having occurred.



### **Suspension of Directors at Large**

3.59 A Director at Large may be suspended from their appointed office in the manner established by the LBSA, if any.

### **Removal of Directors**

3.60 A Director may be removed from office in accordance with the Act or its Regulations.

3.61 The Board shall provide the Director subject to removal from office with a statement of the reason or reasons for the proposed removal, at least fourteen (14) days prior to the meeting of the Membership at which the proposed removal is to be voted on. The statement shall include a notice of the place and time when the Membership will be meet to vote on the removal.

### **Removal of Directors at Large**

3.62 A Director at Large may be removed from their appointed office in the manner established by the LBSA, if any.

### **Filling a Board Vacancy**

3.63 The Board may, at any time, appoint to fill a vacancy that arises on the Board.

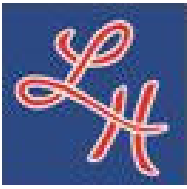
3.64 Where a vacancy occurs in position filled by a Director or Director at Large, the Board shall appoint a Member to act in that role until the next annual general meeting.

3.65 A vacancy in the President position shall be filled in accordance with the following:

- a) the Board shall appoint the Vice President, Administration to act as the Interim President;
- b) in such case as the Vice President, Administration is unable to take on the Interim role or the position is vacant, the Board shall appoint the Vice President, Operations to act as the Interim President; or,
- c) in such case as the Vice President, Operations is unable to take on the Interim role or the position is vacant, the Board shall appoint the Vice President, Baseball to act as the Interim President;
- d) in such case as the Vice President, Baseball is unable to take on the Interim role or the position is vacant, the Board shall appoint the Vice President, Softball to act as the Interim President; or,
- e) in such case as the Vice President, Softball is unable to take on the Interim role or the position is vacant, the Board shall elect from within their numbers an individual to act as Interim President until the Members elect a new President; and,
- f) the Members shall fill the vacancy at the next annual general meeting in the manner established by the LBSA, if any.

### **Registry Filings Respecting Directors**

3.66 The LBSA must, promptly after a change in its Directors or in the address of any of its Directors, file with the Registrar of Companies a *Notice of Change of Directors*. If a change of Directors occurs at the annual general meeting, the LBSA shall provide notice of the change in the annual report the LBSA is required to file with the Registrar of Companies in accordance with the Act.



---

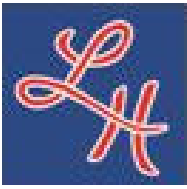
## Part 4 – Committees and Working Groups

### Standing Committees

- 4.1 The Standing Committees of the LBSA shall be, the:
  - a) Appeals Committee;
  - b) Baseball Operations Committee;
  - c) Dispute Resolution & Discipline Committee;
  - d) Finance Committee; and,
  - e) Softball Operations Committee.
- 4.2 The Chair of each standing committee, shall be a Director, and shall be appointed by the Board unless otherwise provided for in these Bylaws. The President may act as the Chair in such a case as the appointed Chair is unable to attend a committee meeting and has not delegated this responsibility to another member of the Committee.
- 4.3 The composition of each standing committee shall be determined in accordance with these Bylaws unless otherwise determined by the Board. Each standing committee shall consist of a minimum of three (3) and a maximum of five (5) individuals who shall be voting members, including the Chair. Membership on a standing committee shall be extended to Directors at Large.
- 4.4 The Board shall establish terms of reference for each standing committee and those terms of reference shall be available to the Members. Each standing committee may propose changes to its terms of reference to the Board for its approval.
- 4.5 At all standing committee meetings, a majority of the individuals who serve on that committee shall constitute a quorum. The Chair or their delegate must be present at all committee meetings. A member of the committee is considered to be in attendance if the member participates by Electronic Means as provided for in these Bylaws.
- 4.6 Attendance at standing committee meetings shall be limited to the individuals serving on that committee, any such other persons as may be invited by the Chair. That person invited by Chair shall not have voting rights.
- 4.7 An individual, apart from the Chair or any other Director or Director at Large set out in these Bylaws serving on a standing committee shall hold office at the pleasure of the Board and may be removed from office by the Board at its sole discretion.

### Appeals Committee

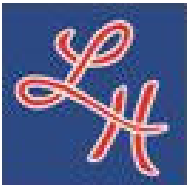
- 4.8 The Appeals Committee (Committee) shall consist of the:
  - a) Past President;
  - b) President;
  - c) Vice President, Administration, who shall be Chair;
  - d) Vice President, Baseball; and,
  - e) Vice President, Softball.



- 
- 4.9 The Committee shall hear appeals from decisions made by and/or disciplinary actions taken by the Dispute Resolution & Discipline Committee, the Baseball Operations Committee and the Softball Operations Committee established by the LBSA.
  - 4.10 The Committee may, upon the hearing of an appeal, re-admit any Member, Volunteer, Player, team, or Team Official or uphold, or modify, any decision made by the Dispute Resolution & Discipline Committee, the Baseball Operations Committee and the Softball Operations Committee established by the LBSA.
  - 4.11 Members of the Committee shall not participate in an appeal when in the determination of a reasonably prudent person, involvement in a given appeal, that member may benefit from the outcome of a decision of the Committee or have a conflict of interest in a matter before the Committee.
  - 4.12 When a Committee member has declared a conflict of interest, or in the determination of a reasonably prudent person, involvement in a given appeal, a member may benefit from the outcome of a decision of the Committee or have a conflict of interest in a matter before the Committee, said member shall not participate in any deliberations or vote on that matter until such time as the matter is concluded. The Board shall appoint such an alternate to the Committee until the matter before the Committee is resolved.
  - 4.13 The Committee shall exercise its authority in accordance with the Bylaws, policies, procedures, codes of conduct and requirements of the LBSA and the Committee's terms of reference established by the LBSA.

#### **Dispute Resolution & Discipline Committee**

- 4.14 The Dispute Resolution & Discipline Committee (Committee) shall consist of the:
  - a) Player Agent, who shall be Chair;
  - b) Umpire in Chief – Baseball; and,
  - c) Umpire in Chief – Softball.
- 4.15 The Committee shall apply alternative dispute resolution practices to resolve conflicts in an interested-based manner and for take the disciplinary action that it may deem necessary against any Member, Director, Director at Large, Team Official, parent/guardian or Volunteer.
- 4.16 The Committee shall make decisions and/or take disciplinary actions in matters related to Player safety or conduct-related or other matters reported through the process established by the LBSA, if any.
- 4.17 Members of the Committee shall not participate in an appeal when in the determination of a reasonably prudent person, involvement in a given appeal, that member may benefit from the outcome of a decision of the Committee or have a conflict of interest in a matter before the Committee.



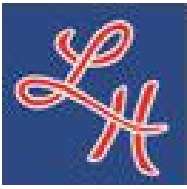
- 
- 4.18 When a Committee member has declared a conflict of interest, or in the determination of a reasonably prudent person, involvement in a given appeal, a member may benefit from the outcome of a decision of the Committee or have a conflict of interest in a matter before the Committee, said member shall not participate in any deliberations or vote on that matter until such time as the matter is concluded. The Board shall appoint such an alternate to the Committee until the matter before the Committee is resolved.
- 4.19 The Committee shall exercise its authority in accordance with the Bylaws, policies, procedures, codes of conduct and requirements of the LBSA and the Dispute Resolution & Discipline Committee's terms of reference established by the LBSA.

#### **Finance Committee**

- 4.20 The Finance Committee (Committee) shall consist of:
- a) the Treasurer, who shall be Chair; and,
  - b) two (2) Directors appointed by the Board.
- 4.21 The Committee is generally responsible for oversight related to the LBSA's auditing and reporting, presenting to the Board and Membership annually and preparing an annual operational budget for the approval of the Board.
- 4.22 The Committee shall exercise its authority in accordance with the Bylaws, policies, procedures, codes of conduct and requirements of the LBSA and the Finance Committee's terms of reference established by the LBSA.

#### **Baseball Operations Committee**

- 4.23 The Baseball Operation Committee (Committee) shall consist of, the:
- a) Vice President, Baseball, who shall be the Chair;
  - b) Coaching Coordinator (Baseball); and,
  - c) Technical Director (Baseball).
- 4.24 The Committee is responsible for advising the Board about baseball development-related issues including the screening, interviewing and recommending of qualified head coaches for teams within each division of the LBSA and the general oversight of the baseball development programs of the LBSA. The Committee shall ensure the establishment of program practices, standards, monitoring performance of programs against approved objectives.
- 4.25 The Committee shall make decisions and/or take disciplinary actions in relation to any baseball operations-related incidents.
- 4.26 The Committee shall exercise its authority in accordance with the Bylaws, policies, procedures, codes of conduct, terms of reference and requirements of the LBSA and the Baseball Operations Committee's terms of reference established by the LBSA.



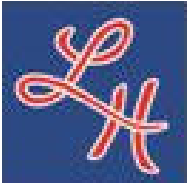
### **Softball Operations Committee**

- 4.27 The Softball Operation Committee (Committee) shall consist of, the:
- a) Vice President, Softball, who shall be the Chair;
  - b) Coaching Coordinator (Softball); and,
  - c) Technical Director (Softball).
- 4.28 The Committee is responsible for advising the Board about softball development-related issues including the screening, interviewing and recommending of qualified head coaches for teams within each division of the LBSA and the general oversight of the softball development programs of the LBSA. The Committee shall ensure the establishment of program practices, standards, monitoring performance of programs against approved objectives.
- 4.29 The Committee shall make decisions and/or take disciplinary actions in relation to any softball operations-related incidents.
- 4.30 The Committee shall exercise its authority in accordance with the Bylaws, policies, procedures, codes of conduct, terms of reference and requirements of the LBSA and the Softball Operations Committee's terms of reference established by the LBSA.

### **Select Committees and Working Groups**

- 4.31 The Board may establish select committees or working groups to undertake a specific issue or project that is to be completed within a defined period of time and provide a report to the Board. A select committee or working group shall be dissolved after it has completed its mandated assignment.
- 4.32 The Board shall, in accordance with these Bylaws, appoint the Chair, who shall be a Director, of each select committee or working group.
- 4.33 The terms of reference of each select committees or working group shall be established by the Board and shall be available to the Members. Each select committee or working group may propose changes to its terms of reference to the Board for its approval.
- 4.34 At all select committee or working group meetings, a majority of the individuals who serve on that select committee or working group shall constitute a quorum. The select committee or working group Chair or their delegate must be present at all meetings of the committee. The President may serve as the Chair in such case as the appointed Chair or their delegate is unable to attend a select committee or working group meeting.
- 4.35 An individual, apart from the Chair or any other Director set out in these Bylaws serving on a select committee shall hold office at the pleasure of the Board and may be removed from office by the Board at its sole discretion.





---

## Part 5 – Meetings

### Power to Call Meetings

- 5.1 The Board may decide the time and place of the annual general meeting, any special general meetings of the LBSA and meetings of the Board.
- 5.2 Meetings of the Board, the annual general meeting and any special general meetings shall be called by the President in accordance with the Act or its Regulations and these Bylaws.
- 5.3 The President or, if the President is absent, the Vice President, Administration or if the Vice President, Administration is absent the Vice President, Operations shall preside as chair at a meeting of the Board. If the President or Vice President, Administration, or Vice President, Operations is present within fifteen minutes of the time appointed for holding the meeting or is unwilling to act as chair, the Directors present may choose one of their numbers to be chair of the meeting.
- 5.4 The Board, in addition to the Act or its Regulations and these Bylaws, may establish additional requirements, procedures and/or criteria that apply to meetings of the Board, annual general meetings, and any special general meetings.

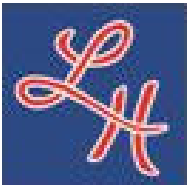
### Notice of Meetings (Generally)

- 5.5 Notice of meetings shall be given as defined in these Bylaws or the procedure established by the LBSA or prescribed by the Act or its Regulations.
- 5.6 The Vice President, Administration or their delegate shall send notice of the date, time and place of the annual general meeting or any special general meeting to each Director, Director at Large and to each Member in accordance with these Bylaws or the procedure established by the LBSA, if any.
- 5.7 Whenever, under the Act or its Regulation and these Bylaws, notice is required to be given, such notice may be given by mail in a post-paid sealed envelope addressed to the address of the Member at their address as the same that appears on the Register of Members or by Electronic Means to the email address as the same that appears on the Register of Members.
- 5.8 A notice shall be deemed to have been given as follows, on the:
  - a) day it is given, if the notice is delivered in person;
  - b) second day following the day the notice is mailed; and,
  - c) on the first day following the day that the notice is delivered, in all other situations.

### Quorum

- 5.9 Business must not be transacted at the annual general meeting or any special general meetings unless a quorum of Members is present in accordance with these Bylaws or the procedure established by the LBSA.





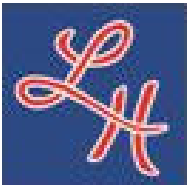
- 
- 5.10 A quorum for a meeting of the Board shall consist of a majority of Directors.
  - 5.11 A quorum for the annual general meeting and any special general meetings shall consist of a majority of Directors and a minimum of 20 Members in good standing.
  - 5.12 If, at any time during the annual general meeting or any special general meetings, there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

#### **Participation in Meetings by Electronic Means**

- 5.13 The Board may determine, in its discretion, to conduct the annual general meeting, any special general meetings or Board meeting in whole or in part by Electronic Means, so as to allow for participation in the meeting remotely.
- 5.14 If the Board has determined to hold the annual general meeting, any special general meeting or a Board meeting to include participation by Electronic Means, then the notice of the meeting must inform participants they may attend by Electronic Means and provide instructions about how this may be done.
- 5.15 If the annual general meeting, any special general meeting or Board meeting is to be conducted by Electronic Means, the Board shall take reasonable steps to ensure that all 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 being present in person, if any.
- 5.16 The Board may adopt any policy or special rules necessary to enable or facilitate a person's participation by Electronic Means.
- 5.17 A person participating by Electronic Means shall be deemed to be present at the annual general meeting, any special general meeting or Board meeting.

#### **Board Meetings**

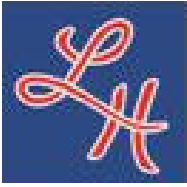
- 5.18 A meeting of the Board may be called by the President or by any other three (3) Directors.
- 5.19 Notice of the time, place and the agenda for any meeting of the Board shall be provided to each Director and Director at Large at least seven (7) days before such meeting. Notice may be waived or abridged with the consent of every Director or Director at Large who has not received the prescribed seven (7) days notice.
- 5.20 The accidental omission to give notice of a Board meeting to a Director or Director at Large, or the non-receipt of a notice by a Director or Director at Large, shall not invalidate the proceedings at the meeting of the Board.
- 5.21 At all meetings of the Board, a quorum shall consist of a majority of the Directors.



- 
- 5.22 A Director and a Director at Large may participate in a meeting of the Board by Electronic Means. A Director or Director at Large participating in this manner shall be taken to be present at the meeting.
- 5.23 The Board must close a meeting of the Board and go in-camera (exclusionary meeting) if the subject matter being considered relates to one or more of the following:
- the consideration of information received and held in confidence relating to negotiations between the LBSA and Little League Canada or Softball BC, or between the LBSA and Little League Canada or Softball BC and/or a third party;
  - a matter being investigated by Little League Canada or Softball BC or law enforcement;
  - a matter of Player safety, discipline or conduct;
  - matter of a financial nature where the release of information about said matter may harm negotiations;
  - disclose a Member's personal information; and,
  - a matter that, under another enactment, is such that the meeting of the Board must be closed.
- 5.24 The Board may at its discretion close a meeting of the Board and go in-camera (exclusionary meeting) if the subject matter being considered relates to one or more of the matters as established in these Bylaws or any other matter the Board determines at its sole discretion.
- 5.25 The President, at any time, may take a vote of the Board via Electronic Means. The motion and the results of the vote shall be recorded in the minutes of the next meeting of the Board.
- 5.26 Questions arising by way of motion at any meeting of the Board shall be decided by a majority vote of the Directors present, unless a larger proportion of the votes is required in accordance with these Bylaws. Each Director is authorized to exercise a single (1) vote. Proxies are not accepted at any meeting of the Board.
- 5.27 Any Member or any individual may attend a meeting of the Board in accordance with the manner established by the LBSA, if any.
- 5.28 The Board, in addition to these Bylaws, may establish additional requirements, procedures and criteria established by the LBSA that apply to meetings of the Board.

### **Annual General Meetings**

- 5.29 The annual general meeting shall be held each year following September 30 and not later than November 30 at a location within the District to be determined by the Board.
- 5.30 It shall be the duty of the Vice President, Administration or their delegate to notify all Members fourteen (14) days prior to the date, as to the time and location of the annual general meeting. That notice shall be given in accordance with the Act or its Regulations and these Bylaws and shall include any documents required under the Act or its Regulations.



- 5.31 A proposal submitted for inclusion on the agenda of the annual general meeting of the LBSA in accordance with the Act or its Regulations and these Bylaws shall be considered at the annual general meeting.

### **Special General Meetings**

- 5.32 A special general meeting shall be held when the Board approves a motion to call for a meeting; or at such time as five (5) or more Directors; or, Members requisition a special general meeting in accordance with the Act. Any such requisition by a Director or Members shall be made in a written submission sent to the Board in accordance with the Act, its Regulations and procedure established by the LBSA, if any, and must set out the purpose of and any special resolution for which such meeting is being requisitioned.
- 5.33 It shall be the duty of the Vice President, Administration or their delegate to notify all Members at least seven (7) days prior as to the date, as to the time, place and reason for the special general meeting. That notice shall include any documents required under and the Act or its Regulations and these Bylaws.

### **Ordinary Business at the Annual General Meeting and any Special General Meetings**

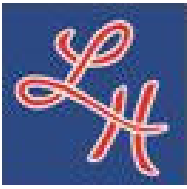
- 5.34 At the annual general meeting or any special general meetings, the following business shall constitute the ordinary business of the LBSA:
- a) adoption of rules of order;
  - b) adoption of the agenda;
  - c) approval of minutes, if any;
  - d) consideration of any financial statements of the LBSA presented to the meeting;
  - e) consideration of reports, if any, of the directors or auditor;
  - f) election or appointment of directors, if any;
  - g) appointment of auditor, if any; and,
  - h) business arising out of a report of the directors not requiring the passing of a special resolution, if any.

### **Notice of Special Business**

- 5.35 In a notice of the annual general meeting or any special general meetings of the LBSA, the Board must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a Member receiving the notice to form a reasoned judgment concerning that business.

### **Chair**

- 5.36 The following individuals may preside as the Chair of the annual general meeting or any special general meetings of the LBSA, the:
- a) President;
  - b) Vice President, Administration if the President is unable to preside; or,
  - c) Vice President, Operations if the President and the Vice President, Administration are unable to preside.



- 5.37 If there is no individual entitled under these Bylaws who can preside as the Chair of the annual general meeting or any special general meetings within 15 minutes from the time set for holding the meeting, the Members who are present shall elect an individual present at the meeting to preside as Chair.

#### **Chair to Determine Procedure**

- 5.38 If there is any doubt, dispute, or ambiguity in relation to procedural matters or parliamentary process at the annual general meeting or any special general meetings of the LBSA, the Chair shall have the authority to interpret and apply any rules of orders that the Members have adopted for the meeting and determine matters in accordance with those rules, the Act, and these Bylaws.

#### **Adjournments by the Chair**

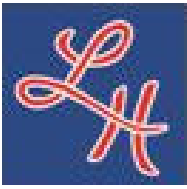
- 5.39 The Chair may, or, if so directed by the Members, then shall adjourn the annual general meeting or any special general meetings of the LBSA from time to time and from place to place and no business may be transacted at an adjourned meeting other than business left unfinished at the meeting from which the adjournment took place.

#### **Notice of an Adjourned Annual General Meeting or Special General Meeting**

- 5.40 The Board is not required to give notice of the adjourned annual general meeting or any special general meeting of the LBSA or the business to be transacted at the adjourned general meeting, except when a meeting is adjourned for 30 days or more at which point notice of continuation of the adjourned meeting must be given.

#### **Voting**

- 5.41 Each Member in attendance at the annual general meeting or any special general meeting is entitled to cast a single (1) vote on any matter on which Members are entitled to vote. Voting by proxy is not permitted.
- 5.42 Decisions at the annual general meeting or any special general meetings shall be in accordance with the Act or its Regulations, these Bylaws and the procedure established by the LBSA.
- 5.43 At the annual general meeting or any special general meetings, a Member must vote by:
- a show of hands;
  - an oral vote;
  - a show of cards;
  - a vote cast by Electronic Means; or,
  - another method that adequately discloses the intention of the Member.
- 5.44 Members may vote by secret ballot; if:
- two (2) or more Members make such a request; or,
  - the Chair directs.



- 5.45 If the person presiding as Chair of the annual general meeting or any special general meetings is a Member, then the Chair may cast a vote on any motion or resolutions under consideration at the same time as voting occurs.
- 5.46 In the event of a tie vote:
- the person presiding as Chair of the annual general meeting or any special general meetings does not have a second or deciding vote; and,
  - a motion or resolution that is tied is defeated.

#### **Announcement of Result**

- 5.47 The Chair shall announce the outcome of each vote and that outcome must be recorded in the minutes of the annual general meeting or any special general meetings of the LBSA.

#### **Matters Decided at the Annual General Meeting or any Special General Meetings**

- 5.48 The Members shall decide a matter by Resolution unless the matter is required by the Act or these Bylaws to be decided by Special Resolution.

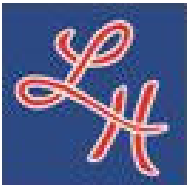
## **Part 6 – Financial**

#### **Fiscal Year**

- 6.1 The fiscal year of the LBSA begins on October 1 of the calendar year and ends on September 30 the following year, unless otherwise determined by Special Resolution.

#### **Signing Officers**

- 6.2 The Signing Officers of the LBSA shall be the President, the Treasurer and the Vice President, Administration, Vice President, Operations or another Director or Directors appointed by the Board.
- 6.3 A contract, agreement, financial instrument or other financial record to be signed by the LBSA must be signed on behalf of the LBSA, by:
- the President, together with the Treasurer;
  - if the President is unable to provide such a signature, by the Vice President, Administration together with the Treasurer;
  - if the Vice President, Administration is unable to provide such a signature, by the Vice President, Operations together with the Treasurer;
  - if the Vice President, Operations is unable to provide such a signature, by another Director appointed by the Board together with the Treasurer;
  - if the President, Vice President, Administration, Vice President, Operations are unable to provide such signatures, by any other two Directors appointed by the Board together with the Treasurer; or,
  - in such case, by one or more individuals authorized by the Board to sign the record on behalf of the LBSA.



### **Budget and Financial Documents**

- 6.4 On or before January 31 of each year, the Board shall approve the operational budget of the LBSA for the upcoming fiscal year.
- 6.5 The LBSA may establish annual fees and assessments. All applicable fees and assessments shall be published in the manner established by the LBSA, if any.
- 6.6 At least seven (7) days prior to the annual general meeting, the Board shall provide to the Membership the financial statements of the LBSA for the immediately preceding year. Members, by way of Resolution at the annual general meeting, must approve those financial statements.

### **Expenditures, Borrowing, Investments and Insurance**

- 6.7 The financial, insurance, investment and risk management matters and their respective authorities, controls and limitations of the LBSA shall be as described in policy established by the LBSA, if any.

### **Remuneration of Directors and Directors at Large**

- 6.8 A Director and a Director at Large:
- shall serve without remuneration;
  - shall not receive any income, profits, benefits, or gains resulting from holding a position of Director or Director at Large;
  - may be reimbursed for expenses incurred in the performance of their duties for the LBSA in the manner established by the LBSA, if any.

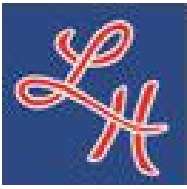
### **Appointment of Auditor**

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

## **Part 7 – Incident Reporting and Appeals**

### **Incident Reporting**

- 7.1 Any Player safety or injury-related concerns, such as those involving the physical, psychological, emotional health or general welfare of a Player shall be submitted in writing to the Player Agent in accordance with the procedure established by the LBSA, if any. Incidents of Player safety or an injury-related matter must be reported immediately to the LBSA.
- 7.2 Any Member, Director, Director at Large, Team Official, parent/guardian, Volunteer, umpire, Player conduct-related concerns, stemming from an LBSA, Little League Canada or Softball BC-authorized event shall be submitted in writing in accordance with the procedure established by the LBSA. A period of no less than twenty-four (24) hours between the occurrence of the event or incident and the written submission to the LBSA must have elapsed unless the matter involves Player safety.



- 
- 7.3 Any baseball or softball operations-related concerns, such as those involving: team administration; Player participation; equal and fair playing time; game and/or practice scheduling; shall be submitted in writing in accordance with the procedure established by the LBSA. A period of no less than twenty-four (24) hours between the occurrence of the event or incident and the written submission to the LBSA must have elapsed unless the matter involves Player safety.

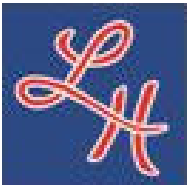
#### **Duty to Report**

- 7.4 Any Member, Director, Director at Large, Team Official, parent/guardian, Volunteer, umpire or Player who has knowledge of any Player safety, conduct incidents and/or events that in the judgement of a reasonable person should be reported to the LBSA and fails to do so may be subject to discipline from the LBSA in accordance with these Bylaws and or the policies, procedures, codes of conduct, terms of reference or requirements of the LBSA.

#### **Appeals**

- 7.5 Any Member, Director, Director at Large, Team Official, parent/guardian, Volunteer or Player may appeal any disciplinary action taken by the President or any person to whom decision-making authority has been delegated in accordance with the procedure established by the LBSA, if any.
- 7.6 Any Member, Director, Director at Large, Team Official, parent/guardian, Volunteer or Player may appeal any decision of the Dispute Resolution & Discipline Committee, Baseball Operations Committee, Softball Operations Committee in accordance with the procedure established by the LBSA to the Appeals Committee established by the LBSA, if any.
- 7.7 Any appeal to the Appeals Committee by the aggrieved party shall be submitted in writing to the Chair of the Appeals Committee in accordance with the procedure established by the LBSA, if any. The written submission must be accompanied by the fee in accordance with the policy established by the LBSA, if any.
- 7.8 Any decisions of the Appeals Committee in a given matter shall be in accordance with the Bylaws, policies, procedures, codes of conduct and requirements of the LBSA and the Appeals Committee's terms of reference established by the LBSA.
- 7.9 Any Member, Director, Director at Large, Team Official, parent/guardian, Volunteer or Player may appeal a decision of the Appeals Committee to the Board in accordance with the procedure established by the LBSA, if any.
- 7.10 Any appeal to the Board by the aggrieved party shall be submitted in writing to the President in accordance with the procedure established by the LBSA, if any.
- 7.11 Any decisions of the Board in a given matter shall be in accordance with the Bylaws, policies, procedures, codes of conduct and requirements of the LBSA.
- 7.12 The Board's decisions and actions in a given matter are final.





### **Court Proceedings**

- 7.13 No Member, Director, Director at Large, Team Official, parent/guardian, Volunteer or Player may pursue any recourse in the courts of any jurisdiction prior to exhausting all rights, remedies and rights of appeal under these Bylaws, policies, procedures, codes of conduct, terms of reference and requirements of the LBSA; or, the Bylaws, Regulations of Little League Canada or Softball BC, if applicable.

## **Part 8 – General**

### **Constitutional Amendments**

- 7.14 A proposal to amend the Constitution or Bylaws of the LBSA may be submitted in writing by a Director, Director at Large or a Member to the Vice President, Administration or their delegate.
- 7.15 Amendments to the Constitution or Bylaws require a Special Resolution at the annual general meeting or a special general meeting.
- 7.16 Amendments to the Constitution or Bylaws shall take effect when filed with the Registrar of Companies or at a later date as specified in the Special Resolution.

### **Application**

- 8.1 All provisions and/or terms of these Bylaws, policies, procedures, codes of conduct, committee terms of reference and requirements shall be deemed to be severable one from the other, and if any such provision is ever found or declared by a competent authority to be void or invalid, it shall be stricken from the documents of the LBSA as the case may be, without affecting the validity of any other provision.

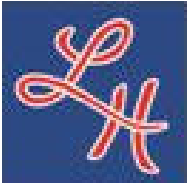
### **Indemnity**

- 8.2 Every Director, Director at Large, Standing Committee member, select committee participant, working group participant, employee or Volunteer of the LBSA shall be indemnified by the LBSA against such claims and for such conduct as may be afforded within the general liability and Directors and Officers insurance policies as amended from time to time.

### **Rights**

- 8.3 The LBSA is the owner of all rights emanating from competitions and other events coming under its jurisdiction, without any restrictions as to content, time, place and law. These rights include, among others, every kind of financial rights, audio-visual and radio recording, reproduction and broadcasting rights, multimedia rights, marketing and promotional rights, incorporeal rights and intellectual property rights.
- 8.4 The Board shall decide how and to what extent the rights described herein may be utilized. The Board may decide whether these rights shall be utilized exclusively, or jointly with a third party or entirely through a third party.





---

### **Unforeseen Circumstances**

- 8.5 The Board shall have the final decision on any matters not provided for in the Act or its Regulations, Bylaws, policies, procedures, codes of conduct, committee terms of reference and requirements of the LBSA.

### **Liquidation and Dissolution**

- 8.6 The LBSA may be wound up, or liquidated and dissolved, by a:
- a) liquidation or dissolution initiated by Little League Canada; or,
  - b) liquidation or dissolution initiated by Softball BC; or,
  - c) a Court-ordered liquidation and dissolution initiated by an application to the Court.
- 8.7 In the event that the LBSA should at any time be wound up, liquidated or dissolved, the remaining assets after payment of all debts and liabilities shall be turned over to a recognized not-for-profit organization(s) with the similar Purpose in the province of British Columbia.