

SCHEDULE "A"
THE SOCIETIES ACT
THE ST. ALBERT MEN'S SLOWPITCH ASSOCIATION
BYLAWS

ARTICLE 1 – DESIGNATION

1.1 Name of Society: "St. Albert Men's Slowpitch Association".

ARTICLE 2 – DEFINITIONS

2.1 In these Bylaws, the following definitions shall apply:

- (a) "Act" means the *Societies Act*, RSA 2000, c. S-14, as amended from time to time.
- (b) "Annual General Meeting" means that meeting of the Members to be held on or before December 15th for the purposes of reviewing the past fiscal year's financial and Society operations, election of Officers and Directors as well as any other business to be transacted
- (c) "General Meeting" means that meeting of the Members, other than the Annual General Meeting, to be held as described in the Bylaws
- (d) "Bylaws" mean the Bylaws of the Society.
- (e) "Officers" include the President, Past President, Secretary and Treasurer as elected under these Bylaws.
- (f) "Directors" include those positions as determined by the Executive and as elected under these Bylaws.
- (g) "Executive" shall be the "Officers" and "Directors" of the Society as elected pursuant to Section 5.1.
- (h) "Society" means the St. Albert Men's Slowpitch Association.
- (i) "Member" means a member team in good standing with the Society.
- (j) "Member Representative(s)" are individual(s) submitted by the Member and each Member must identify a minimum of two representatives.
- (k) A "Player" is a male, eighteen years of age or older on the roster in good standing with a Member.
- (l) In these Bylaws, wherever the singular is used it shall, where the context requires, mean and include the plural and vice versa.

- (m) "Ordinary Resolution" means a resolution passed by a majority of the votes cast by the Member teams as referenced in Article 7.1.
- (n) "Special Resolution" means a special resolution as that term is defined in the Act and the special resolution is passed by a majority of the votes cast by the Member teams as referenced in Article 7.1 other than the alteration of these Bylaws as referenced in Article 17.1.

ARTICLE 3 – MEMBERSHIP

- 3.1 The Executive may expel or exclude any Member failing to comply with the Bylaws, policies, procedures, or rules of the Society. A team may apply to become a Member of the Society by making a written application to the Executive.

Players must be 18 years of age or older to be eligible to play.

- 3.2 An annual registration fee shall be determined from time to time and paid by all member teams in accordance with the terms established at a General Meeting. Any Member in arrears for fees, dues, or assessments may be suspended as determined by the Executive and shall thereafter lose all membership privileges or powers in the Society until reinstated. The decision to reinstate any Member shall be in the sole discretion of the Executive. A Member failing to comply with the Bylaws, policies, procedures or rules of the Society may be subject to an assessment as determined by the Executive.

ARTICLE 4 – MEMBERSHIP CEASES

- 4.1 Any Member wishing to withdraw from the Society may do so by giving notice in writing to the Executive. Such Member shall be liable to the Society for the payment of any fees, dues, or assessments due and owing as of the date of such withdrawal and will forfeit all rights, claims, and interests arising from any association with membership in the Society. Any Member or Player upon a fifty percent plus one vote of the Executive in good standing may be expelled from membership for any cause which the Executive may in its sole discretion deem improper, unbecoming, in breach of the Bylaws, policies, procedures or rules harmful or potentially harmful to the interests or reputation of the Society. The Executive shall notify the Player or Member Representative of the meeting in writing or by electronic mail at which such a vote will be taken and shall allow him or his representative an opportunity to make representations at such meeting.

ARTICLE 5 – MEETINGS

- 5.1 The Society shall hold an Annual General Meeting on or before December 15th in each year. All Member Representatives shall be given notice fourteen (14) days prior to the meeting stating the time and place of the meeting. At this meeting the agenda will include a review of the past fiscal year's financial position and league operations. An election of executive members shall be conducted as per section 9.11. The individuals so elected shall form the Executive, and shall serve until their successors are elected and installed. Any Player in good standing shall be eligible to become a member of the Executive as defined in these Bylaws. At least one Member Representative from each member team must be present at the Annual General Meeting and all other General Meetings as determined by the Executive.

- 5.2 Meetings of the Society may be called at any time by the President or his designate by fourteen (14) days' notice sent by electronic mail to the electronic mail address of the Member Representative (s) last known to the Society as recorded. A special meeting shall be called by the President or Secretary upon receipt of a petition signed by no less than one-third of the Members in good standing, setting forth the reasons for calling such meeting, notification of which shall be by electronic mail. Any Member Representative and Player of a member team may attend meetings of the Society. It shall be the duty of the Member Representative (s) receiving such notice of any meeting to notify their players and to ensure a representative will appear and vote at meetings of the Society.

ARTICLE 6 – QUORUM

- 6.1 Fifty Percent (50%) plus one of the total numbers of Members shall constitute a quorum at any meeting of the Society. If a quorum is not present, business transacted at that meeting must be ratified at the next General Meeting otherwise it shall be null and void.
- 6.2 Fifty Percent (50%) plus one of the total numbers of Executive members shall constitute a quorum at any Executive meeting. If a quorum is not present, business transacted at that meeting must be ratified at the next meeting of the Executive, otherwise it shall be null and void.

ARTICLE 7 – VOTING

- 7.1 Each Member in good standing shall have the right to one vote at any meeting of the Society, that right to be exercised by a Member Representative or designate. Executive members shall be entitled to vote. Voting must be in person and not by proxy or otherwise. In all meetings, all resolutions shall be decided by a majority of the votes of the Members present, by a show of hands, and a declaration by the chair that a resolution has been carried or defeated. In the event of a tie, the resolution shall be declared lost. Ballots may be used in the election of Officers and Directors.

ARTICLE 8 – PROCEEDINGS AT MEMBER'S MEETINGS

- 8.1 Business at all meetings of the membership shall be conducted according to these Bylaws and the rules of order adopted by resolution of the membership and, in the absence of rules so adopted or to the extent that such rules or these Bylaws do not provide, the latest edition of Robert's Rules of Order shall govern conduct of the meetings.
- 8.2 A resolution may be submitted at any meeting by any Player present whether or not notice in writing of the intention to submit such resolution had been given to the Executive prior to such meeting.
- 8.3 The President shall preside at every meeting of the Members but if the President is not present, or for any reason the President refuses to preside, then the Executive members present shall appoint a chair to act at that meeting.
- 8.4 The chair may move or propose a resolution.
- 8.5 A Member Representative shall not vote on a matter in which that Member Representative has a conflict of interest. Where a Member Representative believes a conflict of interest on a given matter exists, that Member Representative shall make that declaration to the meeting chair. The majority of the rest of the Members in attendance at the meeting shall determine

whether the Member Representative in question shall be allowed to remain in attendance for that part of the meeting when the matter is discussed. Should such determination be that a conflict exists; the Member Representative may be asked to leave the room for that part of the meeting where the matter in question is discussed. In the event that a Member Representative (s) are asked to leave the room for part of the meeting due to determination of a conflict, resolutions may be passed on the subject regarding such conflict by the majority of those remaining at the meeting.

ARTICLE 9 – EXECUTIVE

- 9.1 The Executive shall develop Bylaws, policies and, procedures that reflect good business practices and shall provide good governance and effective management over the business affairs and operations of the Society. The Executive, acting by majority vote, shall have the power to fill any vacancy which might occur on the Executive and such appointment shall remain in effect until the next Annual General meeting, subject to his removal in accordance with Bylaw 9.6.
- 9.2 The President elect must have been an Executive member in the previous year.
- 9.3 The Past President will remain on the Executive as a voting member for a minimum of two years after completing his term as President
- 9.4 Each member of the Executive shall be elected for a two year term with a minimum of three and a maximum of five positions elected each year, unless otherwise authorized by a two thirds majority vote of the members at the Annual General Meeting. The maximum number of terms served by an Executive member will be three and the Executive member will not be eligible for election until he has been an inactive Executive member for two years.
- 9.5 No Officer or Director, unless authorized at any meeting, shall be remunerated for acting as an Officer or Director, but shall be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Society upon submission of supporting documentation.
- 9.6 The Executive may, by two-thirds majority vote, remove from office any member of the Executive and may elect any Player to fill the vacancy as stated in these Bylaws, providing that Player elected receives a simple majority of the votes cast at that meeting.
- 9.7 A Player shall immediately cease to be an Officer or Director of the Society if one of the following situations occurs
 - (a) Upon giving his resignation in writing to the Executive;
 - (b) Upon his death;
 - (c) Upon being removed by the Executive pursuant to Section 9.6;
 - (d) Upon ceasing to be a Player or
 - (e) Upon failing to attend or participate in three (3) consecutive meetings of the Executive of which he had notices unless the Executive has specifically excused the Officer or Director for good reason deemed by the Executive to be adequate.

- 9.8 The Executive shall have the power to enter into trust arrangements or contract on behalf of the Society for the purpose of discharging obligations or conditions either imposed by a person donating or bequeathing money or real property to the Society, or assumed by the Society in expectation of such donations, bequests. Such arrangements or contracts shall be in accordance with these Bylaws.
- 9.9 The Executive shall take any action as it deems necessary to enable the Society to receive donations, bequests, funds, trusts, contracts, agreements, and benefits for the furthering of the purposes of the Society.
- 9.10 The Executive, in its sole and absolute discretion, may refuse to accept any donations, bequests, trusts, funds, or property.
- 9.11 The Executive may recommend to the Member teams a vote be held for the employment of an Executive Director.

ARTICLE 10 – PROCEEDINGS OF THE EXECUTIVE

- 10.1 The meetings of the Executive may be held at any time and place to be determined by the President in consultation with the Executive. Notwithstanding anything in the Bylaws to the contrary, the Executive may set a schedule of Executive meetings for a certain period or periods and, in such case, to be sent by electronic mail to each Officer and Director at least seven (7) days prior to the meeting.
- 10.2 Any Executive member may move or propose a resolution.
- 10.3 Except as otherwise described in these Bylaws, a majority of votes cast at a meeting of the Executive shall be required to pass a resolution of the Executive.
- 10.4 Voting shall be by show of hands, unless the majority of the Officers and Directors present shall otherwise determine.
- 10.5 In the event of a tie vote, the resolution shall be declared lost.
- 10.6 An Officer or Director shall not vote on a matter in which that Officer or Director has a conflict of interest. Where an Officer or Director believes a conflict of interest on a given matter exists, that Officer or Director shall make that declaration at a meeting. The majority of the rest of the Officers or Directors in attendance at the meeting shall determine whether the Officer or Director in question shall be allowed to remain in attendance for that part of the meeting when the matter is discussed. Should such determination be that a conflict exists; the Officer or Director will be asked to leave the room for that part of the meeting when the matter in question is discussed. In the event that an Officer or Director is asked to leave the room for part of the meeting due to determination of a conflict, resolutions may be passed on the subject regarding such conflict by the majority of those remaining at the meeting.
- 10.7 Meetings of the Executive shall be conducted according to these Bylaws and the rules of order adopted by the Executive and, in the absence of rules so adopted or to the extent that such rules or these Bylaws do not provide, the latest edition of Robert's Rules of Order shall govern conduct of the meetings.

ARTICLE 11 – DUTIES OF OFFICERS

11.1 President:

The President shall be an ex-officio member of all Committees. The President, when present, shall preside at all meetings of the Executive. In the President's absence, a chair may be elected by those attending the meeting to preside thereat.

The President will be responsible for developing a strategic operations plan, performance reporting, sponsorship, succession planning, and community relations. The President may delegate any task to members of the Executive as he deems necessary but may not delegate his duty to act as President of the Society.

11.2 Past President:

The Past President will serve as a resource, mentor, and advisor to the Executive members and committees, if any, to ensure an orderly transfer of knowledge.

11.3 Treasurer:

The Treasurer will be responsible for preparing an annual operations budget, financial statements, establishment of internal business controls and insurance coverage.

The Treasurer shall keep full and accurate records of all receipts and disbursements of the Society and shall prepare for submission and approval to the Annual General Meeting an unaudited statement of the financial position of the Society and submit the same to the Secretary. The Treasurer shall collect and receive all annual dues, fees, and assessments levied by the Society and shall deposit the same in such bank or banks as the Executive may order and shall disburse all monies pursuant to the directions of the Executive. The Treasurer shall be responsible for filing the Society's audited Annual Return with Corporate Registry and submitting a copy to the Secretary.

The Treasurer will present a written annual budget at a General Meeting prior to the start of the season.

11.4 Secretary:

The Secretary shall attend all meetings of the Society and the Executive and will issue meeting notices as required, take accurate meeting minutes, including Officer and Director appointments, team member attendance at General Meetings, resolutions and proceedings of the General Meeting, ensure the contact list is maintained, retain on file the minutes, grant applications, Bylaws, correspondence, originals of agreements to which the Society is a party, league records, and record of keys issued to Executive members, concession, and maintenance contractors.

11.5 Directors:

The Directors are responsible for various duties defined by the Executive.

11.6 The Executive may establish positions to assist in the operations of the Society however such positions will not become part of the Executive.

ARTICLE 12 – COMMITTEES

12.1 The Executive may from time to time set up volunteer committees as it deems necessary for the operation of the Society. The Executive shall have the power to exclude any individual from participating on any committee at any time. Any member of a committee may request to attend an Executive meeting. All such committees shall be accountable to the Society through the Executive.

ARTICLE 13 – BORROWING

- 13.1 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, 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's membership.

ARTICLE 14 – AUDITING

- 14.1 The books, accounts, and records of the Society shall be audited annually, as soon as practical after each fiscal year end of the Society, by a duly qualified accountant or by two members of the Society appointed at the Annual General Meeting by the Executive. A complete and proper statement of the standing of the books for the previous year shall be signed by the appointed auditor(s) and forwarded to Corporate Registry in accordance with Corporate Registry requirements. The books and records of the Society may be inspected by any Member Representative of the Society at any time upon giving reasonable notice and arranging a time satisfactory to the Treasurer having charge of same. Each member of the Executive shall at all times have access to such books and records.

ARTICLE 15 – FISCAL YEAR

- 15.1 The fiscal year end of the Society in each year shall be October 31st.

ARTICLE 16 – SIGNING AUTHORITY

- 16.1 All cheques written on behalf of the Society must be signed by any two of the President, Treasurer, Secretary and one other Officer or Director appointed by the Executive. All documents executed on behalf of the Society shall be signed by the President and any other member of the Executive.

ARTICLE 17 – ALTERATION OF BYLAWS

- 17.1 These Bylaws may be rescinded, altered, suspended, or added to by a special resolution of the Society which shall mean a special resolution passed by a majority of not less than two-thirds of such Members entitled to vote as are present in person at a duly called meeting of which notice specifying the intention to propose the resolution as a special resolution has been given. A notice of motion to amend the Bylaws shall be submitted electronically in writing to the Member Representatives at least fourteen (14) days prior to the General Meeting date at which such changes will be considered.

ARTICLE 18 – INDEMNIFICATION

- 18.1 Each Officer and Director of the Society shall be indemnified by the Society against expenses reasonably incurred by him in connection with any action, suit, or proceeding to which he may be made a party by reason of his being, or having been an Officer or Director of the Society, except in relation to matters as to which he shall be finally adjudged in such action, suit, or proceeding to have been derelict in the performance of his duty as an Officer

or Director. "Derelict" shall mean grossly negligent, criminally negligent, or intentionally engaged in tortuous conduct with the intent to defraud, deceive, misrepresent, or take advantage improperly of an opportunity available to the Society.

- 18.2 The Executive is authorized from time to time to give indemnities to any Officer, Director or other person who has undertaken or is about to undertake any liability on behalf of the Society or any foundation or corporation controlled by it, and to secure such Officer, Director or other person against loss by mortgage or charge on the whole or any part of the real and personal property of the Society by way of security, and any action from time to time taken by the Officers or Directors under this paragraph shall not require approval or confirmation by the Members.
- 18.3 The Board, in its discretion, may submit any contract or transaction for approval, ratification, or confirmation at any General Meeting of the Members or at any general meeting of the Members called for the purpose of considering the same and any contract or transaction that may be approved, ratified, or confirmed by Ordinary Resolution (unless any different or additional requirement is imposed by these Bylaws) shall be as valid and as binding upon the Society and upon all the Members as though it had been approved, ratified, and confirmed by every Member.
- 18.4 Expenses incurred with respect to any claim, action, suit, or proceeding may be advanced by the Society prior to the final disposition thereof at the discretion of the Executive and, upon receipt of an undertaking satisfactory in form and amount to the Executive by or on behalf of the recipient to repay such amount, unless it is ultimately determined that he is entitled to indemnification hereunder.
- 18.5 The Society shall apply to the Court of Queen's Bench of Alberta, Judicial District of Edmonton, for any approval of the Court of Queen's Bench of Alberta, which may be required to make the indemnity herein effective and enforceable. Each Director and officer of the Society, on being elected or appointed, shall be deemed to have contracted with the Society upon the terms of the foregoing indemnity.
- 18.6 The failure of a Director or Officer of the Society to comply with the provisions of these Bylaws shall not invalidate any indemnity to which he is entitled.
- 18.7 The Society shall purchase and maintain insurance for the benefit of any or all Directors and Officers against personal liability incurred by any such person as a Director or officer.

ARTICLE 19 – NOTICE

- 19.1 Notice of a General Meeting shall be given to every Member Representative and Executive member last known to the Society as recorded on its books or records on the day notice is given.
- 19.2 Any notice which is required or permitted to be given under these Bylaws to a Member Representative or Executive member shall be in writing and shall be sent by electronic mail to the electronic mail address of the Member Representative or Executive member last known to the Society as recorded on its books or records.
- 19.3 Any notice which is required or permitted to be given to members of the Executive shall be in writing and shall be sent by electronic mail to the electronic mail addresses of the Executive members at the last known addresses as recorded on the Society's books or records.

ARTICLE 20 – ROSTERS

- 20.1 Members must submit rosters on or before June 1st of each playing season. Late submissions will be subject to an assessment, the amount to be decided by the Executive. All additions or changes to rosters after June 1st will be done in accordance with policies established by the Executive from time to time.

ARTICLE 21 – SUSPENSIONS

- 21.1 Players are expected to act in a courteous and respectful manner at all times, including conducting themselves in a sportsmanlike manner. Verbal or physical abuse of Players, umpires, Society contractors or spectators will not be tolerated.
- 21.2 Verbal abuse such as threats, foul language, or attempts to incite another team or Player (s) and persistent dispute of an umpire's call can result in ejection from the game and ball park.
- 21.3 The Executive may establish a process governing the conduct of the Society's Players and may levy assessments or suspensions in accordance with that process.

ARTICLE 22 – UNIFORMS

- 22.1 All roster Players shall wear matching numbered uniforms. The minimum standards are for all roster signed Players to wear matching jerseys and hats (if hats are worn).

ARTICLE 23 – DISSOLUTION OF SOCIETY

- 23.1 The Society may only be dissolved by Special Resolution. Upon the dissolution of the Society:
- (a) the Society shall pay its debts and liabilities; and
 - (b) shall vacate and surrender up to the City of St. Albert the Leased Premises in accordance with the provisions of the original lease made effective May 1, 1997 and
 - (c) its remaining property shall be paid for, transferred, and assigned to non-profit organizations as determined by the Executive.

Dated this 17th day of April, 2010.