

OLDS MINOR
BASEBALL ASSOCIATION
BY-LAWS

Amended

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ARTICLE 1 - INTERPRETATION

1.1 Definitions

Unless otherwise provided in these By-laws, the following terms shall have the following meanings:

- (a) "Annual General Meeting" means an annual general meeting of the Members duly called and constituted in accordance with these By-laws;
- (b) "By-laws" means these by-laws of OMBA together with any amendments to or replacements of these by-laws;
- (c) "Board of Directors" or "Directors" means the persons who are elected or appointed as directors of OMBA from time to time in accordance with these By-laws;
- (d) "Majority" means a simple majority of the eligible voters who are present and voting at the time the vote is taken;
- (e) "Members" means the persons who are members of OMBA from time to time in accordance with these By-laws;
- (f) "Officers" means the persons who are elected or appointed as officers of OMBA from time to time in accordance with these By-laws;
- (g) "Societies Act" means the Societies Act (Alberta), as amended from time to time, and every statute that may be substituted there for and in the case of any such amendment or substitution, any reference in these By-laws to the Societies Act shall be read as referring to the amended or substituted provisions there for;
- (h) "OMBA" or "Society" means Olds Minor Ball Association;
- (i) "Volunteers" means any individual donating time and/or acting in the interest of

OMBA 1.2 Number and Gender

Words importing the singular number only in these By-laws shall include the plural number and vice versa and words importing one gender only in these By-laws shall include all genders.

1.3 Headings

The headings used in these By-laws are for ease of reference only and shall not affect the meaning or the interpretation of these By-laws.

ARTICLE 2 - JURISDICTION

2.1 Territorial Jurisdiction

The territorial jurisdiction of OMBA shall be as defined by The Baseball Alberta Association or its successor (collectively "Baseball Alberta").

ARTICLE 3 – MEMBERS

All members in good standing shall be entitled to attend the Annual General Meeting and all are expected to act and behave in accordance with OMBA objectives and these Bylaws.

3.1 Categories of Members

OMBA shall have the following categories of Members:

(a) Player Member

Any eligible person, who meets the requirements of Baseball Alberta and OMBA, upon registration and/or selection and payment of fees, will become a player member. Payment of said registration and/or selection fee shall constitute membership until April 1 of the following year.

(b) Coach Member

Any eligible person, who meets the requirements of Baseball Alberta and OMBA, upon registration and/or selection, will become a coach member. Selection of said registration shall constitute membership until April 1 of the following year.

(c) Family Members

Parent(s) or legal guardian(s) of a Player Member.

(d) Members at Large

Any person who wishes to support the objectives of OMBA may become a member at large of OMBA upon application for membership, payment of the membership fee prescribed by the Board of Directors and receipt of approval from the Board of Directors in their absolute and unfettered discretion. Fee will be equal to the registration fee of 18U, unless otherwise determined by the Board of Directors.

(e) Import Player

Players residing outside OMBA's territorial jurisdiction, as defined by Baseball Alberta transfer policy, may be admitted as non-voting members to play within the program on a year to year basis with the approval of the members of the Board.

Members admitted under Section 3.1(d) will not have voting privileges within the Association and will be subject to the annual surcharge as determined by the members of the Board.

(f) Director

A duly elected or appointed director or officer will be a member of the association for the duration of their appointment or term as outlined in these Bylaws.

3.2 Membership Register

- (a) OMBA shall maintain a register of all members.

3.3 Fees

- (a) Registration fees and membership fees shall be determined from time to time by the Board of Directors and shall be due and payable at the time prescribed by the Board of Directors.
- (b) The Board of Directors, in their absolute and unfettered discretion, may waive the payment of registration fees or membership fees in circumstances of demonstrated financial hardship or case-by-case situations.

3.4 Voting Rights of Members

All Members shall be entitled to vote at an Annual General Meeting or at a special meeting of the Members, subject to the following restrictions:

- (a) Members who are under 18 years of age shall not be entitled to vote;
- (b) Members must be in good standing with OMBA as outlined in these By-Laws to vote.
- (c) Import Player Members as outlined in 3.1 (e) shall not be entitled to vote;
- (d) Members shall vote in person only or by proxy;
- (e) Members are eligible to a maximum of 1 vote;
- (f) the President shall vote only where necessary to break a tie vote.

3.5 Meetings of Members

The terms and conditions governing meetings of the Members are as follows:

- (a) An Annual General Meeting shall be held once a year for the purpose of electing the Board of Directors, approval of the year-end financial statement and any resolutions so advertised. The AGM shall be held before December 31st each year at such date, time and place, as the Board of Directors shall determine.
- (b) Notice of the Annual General Meeting of the Members shall be given, not less than 21 days before such meeting, by at least one (1) of the following means: email, signage in the Olds area, social media, or newspaper
- (c) A special meeting of the Members shall be called by the President of OMBA upon receipt of a written request from at least a majority of the Board of Directors or upon receipt of a written request or such meeting signed by at least 10 voting Members. Such a special meeting shall be held within 45 days following receipt of such written request at such time and place as the Board of Directors may determine.
 - (i) All members shall be given, not less than 21 days before such meeting, by at least one (1) of the following means: email, signage in the Olds area, social media, or newspaper
- (d) Notice of a special general meeting shall indicate the date, time and place of the meeting via at least one (1) of the following means: email, signage in the Olds area, social media, or newspaper at least three days prior to said meeting. Such notice must specify the general nature of the business to be transacted there at and no other business, than that specified, shall be transacted without the unanimous consent of all the members present.
- (e) No error or omission in giving notice of any meeting of the Members shall invalidate such meeting or invalidate or make void any proceedings taken at such meeting and any Member at any time may waive notice of any such meeting and may ratify and approve any and all proceedings taken at such meeting;
- (f) The president of OMBA shall preside over any meeting of the Members and, at his discretion; he may appoint a chairman to chair any meeting of the Members;
- (g) A quorum at any meeting of the members shall be 5 eligible voting Members in good standing. Provided that a quorum is not present within 30 minutes after the time at which such meeting is to commence, then the following terms and conditions shall be applicable:
 - (i) such meeting shall be postponed for a period of not more than 21 days and such meeting shall be held on such date, such time and at such place as the President of OMBA may designate;

- (ii) at such postponed meeting, those Members present shall constitute a quorum provided that at least 2-days' prior written notice of such postponed meeting has been given in the manner described in Section 3.4(c) hereof;
- (h) Every question at a meeting of the Members shall be decided by a Majority of the votes of the Members present at such meeting unless otherwise required by these By-laws or by the *Societies Act* provided that if there is an equality of votes, then the chairman of such meeting shall have a casting vote in order to eliminate such equality;
- (i) Every question at a meeting of the Members shall be decided in the first instance by a show of hands (unless a poll is demanded by a Majority of the Members) and upon such show of hands, a declaration by the chairman of such meeting that a resolution has been carried or not carried and an entry to that effect in the minutes of the meeting shall be sufficient evidence of that fact without proof of the number or proportion of the votes recorded in favor of or against such resolution. In case of equality of votes at any meeting, whether upon a show of hands or at a poll, the Chairman shall be entitled to a casting vote.
- (j) If a poll is demanded, then the question shall be decided by a Majority of the votes given by the Members present in person and the poll shall be taken in such manner as the chairman of the meeting shall direct and the results of such poll shall be deemed to be the decision of the Members with respect to such question;
- (k) A resolution in writing signed by all of the Members shall be as effective as a resolution passed at a meeting of the Members duly held and constituted;
- (l) All meetings of the Members shall be conducted in accordance with these By-laws and where these Bylaws are silent, such meeting shall be conducted in accordance with "Robert's Rules of Order Newly Revised" or any summary thereof;
- (m) Unless a secret ballot is requested all resolutions/polls will be passed by way of a simple majority via a show of hands vote.
- (n) The business at an Annual General Meeting shall be:
 - (i) to receive and consider the report of the Board of Directors;
 - (ii) to receive and consider the audited financial statements for the most recent fiscal year;
 - (iii) to elect Officers and Directors; and
 - (iv) to consider any resolution or resolutions as may be properly brought before the meeting.

3.6 Liability of Members

A Member, when duly authorized to act for OMBA, shall not be personally liable for any loss or damage or depreciation to the property of OMBA except if such Member acted fraudulently, dishonestly or committed acts of gross misconduct or negligence.

3.7 Termination of Memberships

A Member's membership in OMBA shall terminate upon the occurrence of one or more of the following events:

- (a) The Board of Directors receives written notice from such Member stating that such Member wishes to terminate his membership in OMBA and such request is not requesting a release;
- (b) Such Member fails to pay his registration or membership fees as prescribed by the Board of Directors;
- (c) Such Member dies;
- (d) Any member who does not conduct himself in accordance with the policies, rules and regulations of the association or Baseball Alberta may have his membership suspended upon a majority decision of the members of the Board.
 - (i) A committee of the Board of Directors composed of at least 5 Directors, upon review of the conduct of such Member, and via a secret ballot (requiring a majority of the votes, decides to expel such Member on the basis that such Member has conducted himself in an improper or unbecoming manner which is likely to endanger the interest or reputation of OMBA or on the basis that such Member has willfully breached these By-laws and policies set out in the OMBA Handbook. Such expulsion shall not be effective until written notice of such expulsion has been forwarded by registered mail to such member at the address shown on his registration. Such notice shall be deemed to have been received by such Member on the 5th day following the mailing of such notice. Such expulsion shall be subject to the appeal procedure described in Section 3.8 hereof; and
 - (ii) Upon the termination of any Member's membership in OMBA, all rights, claims and interests of such Member in OMBA, including but not restricted to any refund of registration or membership fees, shall be forfeited by such Member.

3.8 Appeal Procedure Applicable to Termination of Memberships

Any Member who is expelled from OMBA pursuant to these By-Laws shall be entitled to appeal such expulsion in accordance with the following procedure:

- (a) Such Member shall forward to the Board of Directors, within 30 days following receipt or deemed receipt of written notice of such-expulsion, written notice of such Member's decision to appeal such expulsion;
- (b) Such Member's appeal shall be heard by a committee of the Board of Directors composed of at least 3 Directors (excluding those Directors who sat on the committee described in Section 3.7(d) hereof if there is a sufficient number of Directors) within 30 days of receipt of such Member's notice of appeal;

- (c) The procedure governing the hearing of such Member's appeal shall be determined by such committee of the Board of Directors, via a secret ballot (requiring a majority of the votes);
- (d) The decision of such a committee of the Board of Directors shall be final and such Member shall have no further right of appeal.

3.9 Member Releases

No member eligible to play within OMBA shall be released without the approval of the members of the Board and in accordance with Baseball Alberta's transfer policy. Prior to approval, a written request stating the reasons for the release and indicating where the player intends to play is required.

ARTICLE 4 - BOARD OF DIRECTORS

4.1 Powers of Directors

Subject to the provisions of these By-Laws and the Societies Act, the Board of Directors shall manage the business and affairs of OMBA and exercise all such powers of OMBA as are required to be exercised by the Members. Without restricting the generality of the foregoing, the Board of Directors shall be empowered to:

- (a) Receive sponsorships, bequests, funds, trusts, grants, benefits and property for the purpose of furthering the objects of OMBA provided that the Board of Directors in its absolute and unfettered discretion may refuse to accept any donations, bequests, funds, trusts, benefits and property;
- (b) Borrow money on the credit of OMBA;
- (c) Mortgage, charge, hypothecate or pledge any real or personal property of OMBA in order to secure any obligations or liabilities of OMBA;
- (d) Establish and maintain a banking relationship with one or more chartered banks, trust companies, credit unions or treasury branches and, in that regard:
 - (i) open one or more bank accounts;
 - (ii) designate signing officers for the signing of cheques, bills of exchange, promissory notes or other evidences of indebtedness or orders for the payment of money;
- (e) Appoint Officers, agents and employees of OMBA to perform such duties as may be prescribed by the Board of Directors or these By-laws;
- (f) Institute and amend policies, procedures and standards of conduct of OMBA's business and affairs;
- (g) Establish committees of the Board of Directors, standing or otherwise, as the Board of Directors deems necessary or desirable in order to carry on the business and affairs of OMBA and, for such purpose, the Board of Directors may delegate any of its power to

such committees provided that at least one member of each such committee shall be a Director;

- (h) Exercise any powers which, in the opinion of the Board of Directors, pertain to or promote the carrying out of the objects of OMBA.

4.2 Qualifications of Directors

Each Director shall meet all of the following qualifications at all times that he is a Director:

- (a) 18 years of age or older;
- (b) Shall not be an employee of OMBA; and
- (c) Shall not be an investor or vendor of OMBA.

Every Director and Officer in exercising his powers and discharging his duties shall act honestly and in good faith with a view to the best interests of OMBA and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

4.3 Election and Term of Directors and Officers

Subject to Sections 4.3(c), 4.3(d) and 4.3(e) hereof, the Board of Directors shall be elected by the Members at an Annual General Meeting from the list of eligible persons presented at the Annual General Meeting on the following terms:

- (a) The composition of the Board of Directors may consist of up to fifteen (15), but not less than five (5) elected and/or appointed voting Directors, who will serve a two (2) year term.
- (b) All Directors are deemed to be Officers. The following Officer positions must be filled: President, Vice President, Secretary, Treasurer, and Scheduler and additional Officer Positions can be created at the discretion of the Board of Directors.
- (c) Nominations for the Board of Directors will come from the floor at the Annual General Meeting. In the event of multiple nominations are made for a particular position, and unless a secret ballot is requested, all nominations will be passed by way of a simple majority via a show of hands vote. The following position may be nominated at an Annual General Meeting:
 - (i) The Vice President, Scheduler, and Treasurer positions will be open for nominations in every even numbered year beginning in 2022;
 - (ii) The President, and Secretary positions will be open for nominations in every odd numbered year beginning in 2023;
 - (iii) Other positions will be open for nominations following the Board of Director member serving a 2 year term.
- (d) The immediate past President of OMBA shall serve as a Director for a one-year term following his term as President and only has a vote if meeting eligibility as outlined in 3.4.

- (e) In the event any vacancies exist on the Board of Directors following the election of Directors and Officers described in section 4.3(b) hereof, such vacancies may be filled by persons appointed by a majority of the Board of Directors provided.
- (f) Any vacancy occurring in the Board of Directors between Annual General Meetings shall be promptly filled by persons appointed by a majority of the Board of Directors provided that such newly appointed Director or Director and Officer shall hold office only for the unexpired portion of the vacating Director's term.

4.4 Removal of Directors or Officers

The terms and conditions governing the removal of Director or Officers are as follows:

- (a) A Director/Officer shall be deemed to have resigned immediately upon such Director/Officer ceasing to meet all of the qualifications set out in Section 4.2 hereof;
- (b) Any Director/Officer, who without prior notice to the Board of Directors is absent from 3 consecutive meetings of the Board of Directors, may be removed by the Board of Directors by a resolution passed by a majority of the Directors present at a meeting of the Board of Directors duly held and constituted;
- (c) If any Director/Officer demonstrates a lack of interest in OMBA by inactivity or if any Director/Officer is incompetent or unable to handle his elected or appointed tasks or if any Director/Officer conducts themselves in an improper or unbecoming manner which is likely to endanger the interest or reputation of OMBA, then such Director/Officer may be removed from the Board of Directors by a resolution passed by a majority of the Directors duly held and constituted;
 - (i) Removal of a Director/Officer shall be in written form, signed by the President and Vice President, presented at the next board of Directors meeting; and
 - (ii) Unless a secret ballot is requested all resolutions will be passed by way of a simple majority via a show of hands vote.
- (d) Any Director/Officer who is removed from the Board of Directors in accordance with this Section 4.4 shall have the right to receive notice of and reasons for such removal, but such removed Director/Officer shall have no right to appeal such removal.

4.6 Resignation of a Director or Officer

A Director may resign by notice in writing to the board, which shall be effective upon the acceptance of the Board of Directors by a majority vote.

4.7 Meetings of Directors

The terms and conditions governing meetings of the Board of Directors are as follows:

- (a) Meetings of the Board of Directors shall be held at such times and dates as the Board of Directors may from time to time determine provided that at least 1 meeting of the Board of Directors shall be held in each fiscal year of OMBA;
- (b) A meeting of the Board of Directors may be convened at any date, time or place upon proper notice by the President of OMBA;
- (c) Notice of meetings of the Board of Directors shall be given to each Director not less than 2 days before the meeting is to take place and such notice may be telephoned, e-mailed or included as part of the minutes of a previous meeting of the Directors provided that any meeting of the Board of Directors may be held at any time without formal notice if all of the members of the Board of Directors are present or those present have waived notice and those absent have signified their consent in writing to the meeting being held in their absence or without notice;
- (d) Notice of any meeting of the Board of Directors or any irregularity in any meeting or notice thereof may be waived by any Director and no error or omission in giving such notice for a meeting of the Board of Directors shall invalidate such meeting or invalidate or make void any proceedings taken at such meeting and any Director may at any time waive notice of any such meetings and may ratify and approve any and all proceedings taken at such meetings;
- (e) A quorum at any meeting of the Board of Directors shall be at least 50% of the members of the Board of Directors;
- (f) Each Director shall have one vote and all matters shall be decided by a majority of votes. If there is an equality of votes, then the chairman of that meeting of the Board of Directors shall have a casting vote in order to eliminate such equality;
- (g) Resolutions in writing signed by all of the Directors shall be as effective as a resolution passed at a meeting of the Board of Directors duly held and constituted;
- (h) Any Director may participate in a meeting of the Board of Directors by means of telephone or other communication facility that permits all persons participating in the meeting to hear each other and any Directors participating in a meeting by such means are deemed to be present in person at the meeting;
- (i) Any member in good standing shall be entitled to speak at a board meeting provided a clear agenda is presented in advance. Speaking members will not be entitled to vote on any issues that arise
- (j) Resolutions made in writing, posted for voting on the secure Directors page of the OMBA website, and passed by a majority of the directors shall be as effective as a resolution passed at a meeting of the Board of Directors duly held and constituted.

4.8 Limitation of Liability

No Director or Officer shall be liable for the acts, omissions or defaults of any other Director or Officer or an employee, or for any loss, damage or expense happening to OMBA through the insufficiency or deficiency of title to any property acquired for or on behalf of OMBA, or for the insufficiency or deficiency of any security in or upon which any of the moneys of OMBA shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous or criminal acts of any person with whom any of the moneys, securities or effects of OMBA shall be deposited, or for any loss occasioned by any error of judgement, or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation to it.

4.9 Indemnity

Subject to the Societies Act, OMBA shall indemnify Directors, Officers, former Directors or former Officers, and their heirs and legal representatives, against all costs, charges and expenses, including any amount paid to settle an action or satisfy a judgement, reasonably incurred by such Directors or Officers in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a Director or Officer if:

- (a) The Director acted honestly and in good faith with a view to the best interests of OMBA; and
- (b) In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

OMBA shall also indemnify such persons in other circumstances as the Societies Act permits or requires. Nothing in these By-laws shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of these By-laws.

4.10 Remuneration of Directors and Officers

All Directors and Officers shall serve OMBA without remuneration provided that the Board of Directors shall be entitled to reimburse any Director or Officer for all reasonable, authorised and substantiated expenses incurred by such person with respect to the business and affairs of OMBA.

ARTICLE 5 – OFFICER POSITIONS

5.1 Designation of Officers

The following Officer positions are available to be filled by the Directors:

- (a) President;
- (b) Vice-President;
- (c) Secretary;
- (d) Treasurer;
- (e) Scheduler;
- (f) Registrar;
- (g) Tournament Coordinator;

- (h) Fundraising Coordinator;
- (i) Apparel Coordinator;
- (j) Umpire Coordinator; and
- (k) Such other position(s) as the Board of Directors determine beneficial for OMBA.

5.2 Appointment of Directors

Subject to section 4.4 of these By-laws, the terms and conditions governing the election or appointment of Officers are described in sections 4.3 of these By-laws.

5.3 Duties and Responsibilities of Officers

(a) The President shall:

- (a) be the chief executive officer of OMBA;
- (b) preside at all meetings of the Board of Directors and at all meetings of the Members;
- (c) present the report of the Board of Directors at the Annual General Meeting;
- (d) be an ex-officio member of all committees of the Board of Directors;
- (e) be responsible for the formulation of policies governing the management of OMBA's business and affairs, and
- (f) assume position of Competitive Stream Coordinator if vacant
- (g) perform such other duties as may be specified from time to time by the Board of Directors or these By-laws.

(b) The Vice-President shall:

- (a) perform such duties and assignments as may be delegated by the President;
- (b) be an ex-officio member of all committees of the Board of Directors;
- (c) perform the duties and responsibilities of the President in the absence of the President;
- (d) assume position of Community Stream Coordinator if vacant and;
- (e) perform such duties as may be specified from time to time by the Board of Directors or these By-laws.

(c) The Secretary shall:

- (a) be responsible for the keeping of accurate minutes of the meetings of the Board of Directors and the meetings of the Members;
- (b) prepare and send notices of meetings of the Board of Directors and meetings of the members;
- (c) Ensure the annual return for OMBA is filed; and
- (d) perform such other duties as may be specified from time to time by the Board of Directors or these By-laws.

(e) The Treasurer shall:

- (a) be responsible for the financial affairs of OMBA, including but not limited to the preparation of budget, the dispensing of funds, and the maintenance of proper records and accounts;
 - (b) arrange for the annual review of OMBA following the close of each fiscal year for submission to the Board of Directors and Members at the Annual General Meeting;
 - (c) monitor expenditures as compared to budgeted expenditures and recommend corrective action when required;
 - (d) file the financial statements, annual returns and other necessary documents with the Registrar of Corporations as required by the Societies Act;
 - (e) coordinate with Registrar in overseeing registrations, camps and clinics; and
 - (f) perform such other duties as may be specified from time to time by the Board of Directors or these By-laws.
- (e) The Registrar shall:
- (a) opens and closes registration
 - (b) responsible for troubleshooting of all registration concerns
 - (c) coordinates all financial transactions in regards to registration
 - (d) has access to association website
 - (e) coordinates all Baseball Alberta roster registrations
 - (f) coordinates competitive stream teams black out dates, host weekends, and provincial championship bids with scheduler
 - (g) perform such duties as may be specified from time to time by the Board of Directors or these By-laws.
- (f) Tournament Coordinator or Fundraiser Coordinator shall:
- (a) organize the Annual Spitfire Summer Classic Tournament
 - (b) oversees all fundraiser initiatives
 - (c) responsible for collections of all fundraising initiatives
 - (d) responsible for all sponsorship advertisement
 - (e) perform such duties as may be specified from time to time by the Board of Directors or these By-laws.
- (g) The Apparel Director shall:
- (a) coordinate all apparel items
 - (b) coordinate apparel fit nights
 - (c) concept design jerseys to present to the board of directors
 - (d) gathering quotes and communication with vendors in regards to apparel
 - (e) coordinator all apparel concerns/issues with team managers
 - (f) ordering all team and coach jerseys and apparel
 - (g) perform such duties as may be specified from time to time by the Board of Directors or these By-laws.
- (h) The Scheduler shall:
- (a) liaise with the Town of Olds
 - (b) scheduling diamond time for all team practices, games, and tournaments

- (c) scheduling all indoor facility practice time
 - (d) update website
 - (e) assume position of Communications Coordinator if vacant
 - (f) update all TeamSnap communications
 - (g) Assume position of Umpire Coordinator if vacant; and
 - (h) perform such duties as may be specified from time to time by the Board of Directors or these By-laws.
- (i) Umpire Coordinator
- (a) communicating all umpire contact information to team managers;
 - (b) Provide training and mentorship to umpires;
 - (c) Create processes/procedures/policies to protect umpires and give them the best chance to succeed.
 - (d) coordinating all potential umpire clinics perform such duties as may be specified from time to time by the Board of Directors or these By-laws.

ARTICLE 6 - COMMITTEES

The Board of Directors shall establish any committee, name a chairman and set forth the terms of reference and dissolve any special committee. The chairman of each committee shall be a member of the Board of Directors, and if so empowered under the terms of reference given, select the members of the said committee (and the composition of the committee can include both members of the Board of Directors or general Members).

6.1 List of Committees

The committees of the Board of Directors could consist of the following:

- (a) Fundraising Committee:
- (b) Publicity and Special Events Committee;
- (c) Tournament Committee
- (d) Grievance Committee
- (e) Coach Selection Committee
- (f) any other committees as may be established from time to time by the Board of Directors.

ARTICLE 7 - VOLUNTEERS

7.1 Appointment of Volunteers

The President, with the approval of the Board of Directors, may appoint members to perform such duties as may be prescribed by the Board of Directors to further the objectives of OMBA. The following appointed positions are considered non-voting positions: These appointments may include but not be limited to the following:

Coordinator Positions (if not Officer positions):

- (a) T-Ball/Rally Cap Coordinator
- (b) U9 Coordinator
- (c) Community Coordinator
- (d) Competitive Stream Coordinator
- (e) Umpire Coordinator
- (f) Communications Coordinator

Coordinators

- (a) T-Ball/Rally Cap Coordinator
 - (a) find coaches for all teams
 - (b) coordinate with the registrar in order to divide athletes onto teams
 - (c) act as a liaison between the board of directors and the membership
 - (d) coordinate with the apparel director for hats and jerseys
 - (e) coordinate with the equipment director for team equipment

- (b) U9 Coordinator
 - (a) find coaches for all teams
 - (b) divide athletes onto teams
 - (c) act as a liaison between the board of directors and the membership
 - (d) coordinate with the apparel director for hats and jerseys
 - (e) coordinate with the equipment director for team equipment
 - (f) coordinate with the tournament director for involvement in Spitfire Summer Classic

- (c) Community Coordinator: liaison between all community based programming to the board of directors

- (d) Competitive Stream Coordinator: liaison between all competitive stream programming to the board of directors

- (e) Communications Coordinator
 - (a) updating all social media outlets
 - (b) working with tournament/fundraising director for all sponsorship opportunities
 - (c) updating website

7.2 Terms of Office of Coordinators

- (a) All Coordinators shall serve on an annual term.

ARTICLE 8 - ACCOUNTS

8.1 Accounts

The Board of Directors shall cause accounts to be kept of all assets and liabilities of OMBA, all monies received and expended by OMBA and all matters in respect of which such receipts and expenditures took place.

8.2 Fiscal Year

The fiscal year of OMBA shall end on the 31st day of December in each year or such other date as may from time to time be determined by the Board of Directors.)

8.3 Annual Audit

An audited financial statement setting out OMBA's assets, liabilities, income and expenses shall be prepared on an annual basis and presented at each Annual General Meeting.

The annual audit shall be completed by:

- (a) Two members of the Association (who may be Directors), duly appointed by the Board of Directors as set out in these By-Laws; or
- (b) An independent public accountant duly appointed by the Board of Directors as set out in these By-Laws.

ARTICLE 9 - BOOKS AND RECORDS

9.1 Books and Records

The Board of Directors shall ensure that all necessary books and records of OMBA required by the Societies Act or these By-laws or by any other applicable statute or law are regularly and properly kept by the registered office.

9.2 Records Office

The books of account, minute book and other books and records of OMBA shall be kept at such place in the Province of Alberta as the Board of Directors think fit and such books of account,

minute book and other books and records shall be open for inspection by any Director at any reasonable time.

9.3 Inspection of Books and Records by Members

The minute book of OMBA may be inspected by any Member in good standing at any Annual General Meeting. Any Member in good standing who wishes to inspect the books of account, minute book or other books and records of OMBA shall forward a written request to the Board of Directors and, at their next meeting, the Board of Directors shall designate a time and place at which such-books of account, minute book and other books and records of OMBA may be inspected by such Member. No Member shall be entitled to remove the books of account, minute book or other books and records of OMBA from OMBA's records office. Any Member in good standing wishing to copy any portion of the books of account, minute book or other books and records of OMBA shall indicate that desire in such Member's written request to the Board of Directors and the Board of Directors shall be entitled, in its absolute and unfettered discretion, to determine whether or not such request is granted. All inspections of the books of account, minute book or other books and records of OMBA by a Member in good standing shall be performed in the presence of a Director or Officer and if the duration of such inspection exceeds one hour, then such Director or Officer shall be entitled to receive payment from such inspecting Member at such reasonable hourly rate as the Board of Directors may determine from time to time.

9.4 Annual Budget

At the Annual General Meeting, the Board of Directors shall provide a budget to be reviewed and approved by a majority of the Members in attendance.

No budget, which provides for a deficit, shall be either submitted or approved by the Board of Directors. A contingency fund in an amount not to exceed 10% of the total budget shall be incorporated in the budget.

9.5 Non-Budget Expenditure

Any expenditures not included in the budget may be approved by the Board of Directors on a majority vote of those present, provided such expenditures do not place OMBA in a deficient.

9.6 Building Fund

The building fund of the Association shall not be used for any other purpose except to fund capital expenditures to the baseball facilities for the Association. Said funds may only be expended with the approval of a majority of the members of the Board present at the time of voting.

9.7 Representative Team Surcharge

A representative player and or team surcharge may be established by the members of the Board and approved by such members present at the time of the vote.

9.8 Travel Fund

The Association may give financial assistance to a representative of a team or player qualifying for Westerns or Nationals.

The amount will be established by OMBA's Handbook and/or the Board and approved by the members of the Board present at the time of the vote.

9.9 Team Accounting

Each representative team must keep a set of financial records and provide a full accounting of funds raised and used, with such record(s) being provided to the Board upon request by August 31 of the current year.

9.10 Distribution of Assets on Dissolution of a Team

Any surplus funds that may have accrued to a team upon the dissolution of the team, the surplus funds which are over and above the parent's contribution, must be donated to a baseball cause in the OMBA.

9.11 Distribution of Assets on Dissolution of the Association

Any surplus that may accrue to the Association during the time it is in operation shall be used for the purpose of the Association as the Directors may see fit. In the event of the winding up of the affairs of the Association, all the assets of the Association, including cash on hand or in the bank, after the payment of all outstanding accounts and other liabilities, shall be donated to a charity in Olds or non-profit organization in Olds as determined by a resolution passed by the members at a general meeting.

Article 10 - Execution of Documents and Seal

10.1 Signing Officers

Unless otherwise resolved by the Board of Directors with respect to any specific document, all contracts, documents or other instruments in writing (excluding cheques) requiring execution and delivery by OMBA shall be signed and delivered by the President or any Director of OMBA if authorized by the Board of Directors. All contracts, documents or other instruments in writing so signed shall be binding upon OMBA without any further authorization or formality. The society is not adopting a society seal at this time.

ARTICLE 11 - AMENDMENT OF BY-LAWS

11.1 Special Resolution

These By-laws shall not be rescinded, altered or amended except by a special resolution of the Members as defined in Section 1(d) of the Societies Act.

Section 1(d) of the Societies Act

(d) “special resolution” means:

i. a resolution passed

(A) at a general meeting or special meeting of which not less than 21 days’ notice specifying the intention to propose the resolution has been duly given, and

(B) by the vote of not less than 75% of those members who, if entitled to do so, vote in person or by proxy,

ii. a resolution proposed and passed as a special resolution at a general meeting or special meeting of which less than 21 days’ notice has been given, if all the members entitled to attend and vote at the general meeting or special meeting so agree, or

iii. a resolution consented to in writing by all members who would have been entitled at a general meeting or special meeting to vote on the resolution in person or, where proxies are permitted, by proxy

11.2 Registration of Amendments

Each rescission, alteration or amendment to these By-laws shall be registered with the Registrar of Corporations (Alberta) in accordance with the *Societies Act*.