

# SANGUDO MINOR SPORTS ASSOCIATION BYLAWS

## 1. INTERPRETATION

- 1.1 In these Bylaws and Regulations, unless the context otherwise requires, words importing the singular number, or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.
- 1.2 When constructing these Bylaws and Regulations, reference shall be made to the Societies Act, and the Bylaws, Rules and Regulations of Provincial and Federal governing bodies including but not limited to Baseball Alberta, Fun Team Alberta, Softball Alberta and Softball Canada. Words and expressions used in these Bylaws and Regulations shall, so far as the context does not otherwise require, have the same meaning, as would be the case when used under the Act, Bylaws, Rules and Regulations.
- 1.3 References to the "Association" in these Bylaws refer to the Sangudo Minor Sports Association (SMSA).
- 1.4 The Association shall conform and comply with the Bylaws, Rules and Regulations as set forth by the governing bodies.
- 1.5 A potential or actual conflict of interest exists when commitments and obligations to the association are likely to be compromised by that person's other interests or commitments. A conflict arises when a board member is or may be in a position to influence a specific team by taking on a head coaching or managing position; or lead to any form of personal gain for themselves or a family member or give improper advantage to others to the association's detriment.

When a Board member of the Association is in or believes they are in a conflict of interest position, they must declare so and remove themselves from all discussion and voting on the item.

Situations may include but are not limited to:

- a. Discussions regarding a spouse or child
- b. Contracts where a director may have a personal or business-related interest.

## 2. NAME AND REGISTERED OFFICE OF ASSOCIATION

- 2.1 The name of the organization will be SANGUDO MINOR SPORTS ASSOCIATION, hereinafter referred to as SMSA.
- 2.2 The registered office of the Association is Box 83, Sangudo, Alberta T0E 2A0 and may be changed from time to time by ordinary resolution of the directors.

FILED 107

OCT 20 2021

Registrar of Corporations  
Province of Alberta

RECEIVED

OCT 20 2021

Corporate Registry

### **3. REGISTRANT & MEMBERSHIP**

- 3.1 A Registrant shall be someone within the community of their residence, based on Northern Gateway Public School's elementary school boundaries, regardless of where they actually attend school.
- 3.2 A Member is any parent/guardian who is the full age of 18 years who has a child registered within the SMSA.
- 3.3 General Member should be open to anyone who is the full age of 18 years who resides in Alberta and who supports the objectives of the association. Membership will be ratified at the next General Meeting.
- 3.4 If any member is in arrears for fees or assessments for any year, such member shall be automatically suspended at the expiration of six (6) months from the end of such year and shall thereafter be entitled to no membership privileges or powers in the society until reinstated. Any member upon majority vote of all members of the society in good standing may be expelled from membership for any cause which society may deem reasonable.

### **4. RIGHTS AND RESPONSIBILITIES OF MEMBERS**

All members as a condition precedent to membership in the association shall agree that:

- 4.1 In order for the association to function efficiently and properly and to the best advantage to all members, the Board of Directors shall be the sole and final interpreter of the Bylaws, Regulations, Rules and Policies, and the application of same, subject only to the rights of appeals as provided by the Bylaws of the governing bodies.
- 4.2 All members have the right to attend and vote at any meeting of the members including annual and special meetings providing they comply with membership.
- 4.3 All members in good standing and present in person shall have one vote per family.
- 4.4 The members may by special resolution rescind, alter or vary the Bylaws.

### **5. EXPLUSION OR TERMINATION OF MEMBERSHIP**

- 5.1 Any member, who in the opinion, of the Board of Directors, fails to maintain an acceptable standard of conduct may be asked to resign in written form after at least one previous written warning. That decision will result in the loss of voting privileges, unless the member wins successful appeal. An administration fee may be charged.
- 5.2 Any member requested to resign may exercise the right to appeal the decision provided the written request is received by the Secretary within seven (7) days of the request to



resign. Any member that refuses to resign on written request will be considered expelled from the Association.

5.3 The executive claims the rights and interests as the Rental Contract Carrier to bar any suspended, expelled or resigned member from any &/or all facilities where the Association functions occur including meetings, games and practices.

5.4 A member who ceases to be a member or is expelled or suspended from the Association shall forfeit all rights and interest with membership in the Association for a time frame deemed appropriate by the Board of Directors.

## **6. MEETINGS OF THE MEMBERS**

6.1 SMSA has four (4) types of meetings of its members:

6.1.1 The Annual General Meeting (AGM) which SMSA conducts annually, within 90 days of the fiscal year end, to present reports and financial statements, elections and appointments of directors and officers, as well as to deal with bylaw amendments as required.

6.1.2 Board of Directors Meeting to deal with unusual or emergency issues.

6.1.3 Special Meeting to deal with Bylaw changes or issues.

6.1.4 General Meetings to deal with regular day to day operations of the Association.

6.2 All meetings of the Association membership shall be at the call of the President (or in the absence of the President the Vice-President).

6.3 Business will be conducted by Roberts Rule of Order.

6.4 Notice of Annual General meeting and Special Meetings shall be given at least 21 days notice in advance. Where notice contains a Special Resolution to make amendments to the Bylaw, the proposed amendments shall be included. Notification of a meeting may be by electronic means (email and/or text), mail, phone, posting of notices on public notice boards, or in local newspapers, or by other means deemed appropriate by the Board of Directors of the Association.

6.5 (A quorum for a General Meeting shall not be less than five (5) of the Board of Directors or members of the society in good standing.)

6.6 A quorum for the Annual General Meeting (AGM), or special meeting, shall not be less than seven (7) of the Board of Directors or society members in good standing.

6.7 A quorum for all meetings shall not be less than 50% of the directors in good standing which must include 3 of the executive board members.



- 6.8 A minimum of four (4) general meetings shall be held per year and shall be called by the President as necessary.

## **7. EXECUTIVE BOARD OF DIRECTORS**

The Board of Directors shall consist of the following:

- 7.1 President: The president shall be ex-officio a member of all committees. He shall when present, preside at all meetings of the society and of the board. In his absence, the Vice-President shall preside at any such meetings. In the absence of both a chairperson shall be elected at the meeting to preside.

No person shall be elected president unless that person has served as a member of the Board of Directors for a period of no less than one year, with an exception made when there are no present board members able to make that commitment.

The President, within the jurisdiction of the Association, shall:

- a. Be a signing authority for the Association;
  - b. Discipline up to and including suspension of any member, coach, manager, player, trainer, or other official connected with the Association, subject to ratification at the next meeting of the Executive;
  - c. Sit on committees as an ex-officio voting member;
  - d. Generally, manage and supervise the affairs and operations of the Association;
  - e. Together with the register, or other officer appointed by the Board of Directors for that purpose, shall sign all resolutions, transfers and releases.
- 7.2 Vice-President: In the absence of the President, or in the event of his ability to act, the Vice-President shall first have and exercise all powers, authority and restrictions of the President.
- 7.3 Secretary: It shall be the duty of the secretary to attend all meetings of the society and of the Board, and to keep accurate minutes of the same.

In case of the absence of the Secretary, his duties shall be discharged by such officer as may be appointed by the Board.

The Secretary shall have charge of all correspondence of the society and be under the direction of the President and the Board.

The Secretary shall also keep a record of all members of the society and their addresses, send all notices of the various meetings as required, and collect and receive the annual dues or assessments levied by the society. Such monies shall be promptly turned over to the Treasurer for deposit in a Bank, Trust Company, Credit Union or Treasury Branch as required.

The Secretary shall keep one-year current minutes on them to bring to a meeting.



All previous year information shall be stored in filing cabinet in minor sports room.

- 7.4 Treasurer: The Treasurer shall receive all monies paid to the society and be responsible for the deposit of same in the account of Sangudo Minor Sports.

He shall properly account for the funds of the society and keep such books as may be directed. He shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual Meeting a statement duly audited of the financial position of the society. He shall submit a copy of same to the Secretary for the records of the society.

The treasurer shall make available for inspection, the books and records of the association to any member of board of directors, at any time and to all other members of the association in good standing at the AGM of the association or at anytime convenient to all parties.

The office of Secretary and Treasurer could be a combined position, this can be determined at any AGM.

- 7.5 Registrar: take registrations, update and maintain website, submit electronic records to governing bodies as required, prepare rosters, complete transfer/registrations on appropriate documentation

The registrar shall make available for inspection, the books and records of the association to any member of board of directors, at any time and to all other members of the association in good standing at the AGM of the association or at anytime convenient to all parties.

- 7.6 Directors (maximum of 9):  
The directors shall be elected at the AGM by members.

## **8. DUTIES AND POWERS OF THE BOARD OF DIRECTORS:**

- 8.1 Where a vacancy occurs in the board, the board may appoint any member by a majority vote. Persons shall remain in the position until the next scheduled AGM.
- 8.2 The board of directors shall have control of the affairs of the association and shall govern in the best interest of the association.
- 8.3 The board of the directors will have the power to impose and enforce penalties for violation of the Bylaw or Regulation and rules of SMS.
- 8.4 The Board of directors may delegate authority to individuals, committees and others and as it determines is in the best interests of Sangudo Minor Sports Association subject to the bylaws and the laws of Alberta.



- 8.5 (Each member of the Board of Directors shall be elected or appointed to hold office until the conclusion of his/her term. If any member of the Board of Directors resigns his office, or ceases to be a member of the Association or without reasonable excuse absents himself from three consecutive meetings of the Board of Directors, or be suspended or expelled from the Association, the Board of Directors shall declare his office vacated. The Board of Directors shall then be charged with filling the vacant position subject to By-Law 8.1. The Board of Directors may delegate authority to individuals, committees and others as it determines is in the best interests of Sangudo Minor Sports Association subject to these Bylaws and the laws of Alberta.)
- 8.6 There shall be no remuneration for Directors of the Association. A director or member may be reimbursed for out of pocket expenses incurred on behalf of the Association, providing a minimum of four (4) executive approve the same via email or text to a maximum of \$500.00. This must be ratified at the next meeting prior to reimbursement. Any items over \$500.00 must be discussed and a motion approving of same at a meeting prior to purchase.
- 8.7 The board of directors are responsible for the collection and expenditure of funds of SMSA. Funds collected by SMSA for a specific purpose must be utilized for the intended purpose.
- 8.8 The Board of Directors shall develop and maintain Policies and Procedures for the management and operations of the Association.
- 8.8 The Board of Directors will interpret, define and explain all provisions of the Bylaws and Regulations of the Association.
- 8.9 The Board of Directors will adjudicate all disputes between members, which may arise between Annual Meetings.
- 8.10 The board of directors will delegate members as required to attend the meetings of sporting associations and/or leagues.
- 8.11 Where the president or vice president is unavailable to Chair a meeting, the members present can nominate a Chairperson for the purpose of a meeting. This can only be done after fifteen minutes has passed from the "scheduled start time of the meeting".

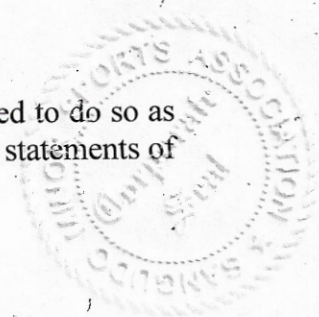
## **9. BANKING**

- 9.1 For the purpose of carrying out its objective, the Association may raise money or secure payment of money in such a manner, as it deems appropriate.
- 9.2 The Signing Officers of the Association for the purpose of drawing cheques on account or accounts of the shall be any two (2) of the: President, Secretary, Treasurer or Register.

## **10. AUDIT**

10.1 Two members in good standing (other than the treasurer) or a firm qualified to do so as designated by the board of directors shall perform an audit of the financial statements of the Association at the end of the fiscal year.

10.2 An internal financial review shall be provided to members at the AGM.





## **11. AMENDMENTS**

- 11.1 The bylaws may be rescinded, altered or added to by way of a "Special Resolution" at the AGM, or a Special Meeting of the Members called to deal with such amendment.
- 11.2 75% of the members present must vote in favour of a special resolution for the special resolution to be accepted.
- 11.3 Members must present requests for Bylaw amendments to the Secretary thirty (30) days prior to the AGM to be considered.
- 11.4 Notice of any proposed Bylaw amendment must be provided to members at least twenty-one (21) days prior to any meetings to ratify changes. The Secretary shall post any resolutions on the association website, bulletin board, email or mail along with notice of the Special Meeting or AGM.

## **12. RULES & REGULATIONS:**

- 12.1 The Board from time to time may create rules, regulations and policies, or delegate the authority to create rules, regulations and policies for the betterment of Sangudo Minor Sports .

## **13. DISCIPLINE**

- 13.1 The Sangudo Minor Sports Association expects all team officials, parents, and guardians to exhibit leadership qualities that promote player sportsmanship and decorum, as well as acceptable levels of respect towards opponents, game officials and spectators.
- 13.2 As such, standards of behaviour should be clearly defined and maintained throughout the season, within a climate of mutual respect. However, shall an incident occur it shall be reported in writing to the President within and up to forty-eight (48) hours after occurrence.
- 13.3 It is recognized, that from time to time, disciplinary action may be necessary, which transgresses acceptable standards. Disciplinary action may be applied to any player, team official, team follower, parent, or member, and may take the form of:
1. A verbal reprimand;
  2. A written reprimand;
  3. A suspension;
  4. an expulsion;
  5. a combination of the above.

Current executive will act as disciplinary committee with not less than three (3) people meeting to review reported incidents and determine necessary action.



#### **14. APPEALS**

- 14.1 Any appeal of a decision must occur in writing within seventy-two (72) hours of the decision being communicated.
- 14.2 The appeal committee is appointed by the President and shall consist of one executive member who acts as the Chair of the Appeals Committee and two or more executive/board members.
- 14.3 The appeals committee shall establish a hearing and invite such persons, as they deem necessary to provide information to the committee.
- 14.4 The appeals committee shall render a verbal decision and provide a written decision to the party within twenty-four (24) hours with copies logged by the SMSA secretary. In unforeseen circumstances an extension may be granted by the President.
- 14.5 All decisions of the appeal committee shall be final.

#### **15. GRIEVANCES PROCEDURES**

Parental, player, or team problems not resolved by the Head Coach &/or Team Manger shall be addressed as follows:

- 15.1 All Grievances shall be initiated in writing to the Discipline Chair.
- 15.2 Upon receipt of written notification, a Grievance hearing shall be set within seven (7) days.
- 15.3 The President or Vice President of the Association shall convene a Discipline Committee. In the event of the conflict of interest, the President will name another designate.
- 15.4 The decision of the Discipline Committee shall be given in writing within forty-eight (48) hours.
- 15.5 All decisions shall be subject to appeal to Provincial governing bodies that Sangudo Minor Sports is a member of.

#### **16. FISCAL YEAR**

- 16.1 The fiscal year of the SMSA shall commence the 1<sup>st</sup> day of September every year up to and including the 31<sup>st</sup> day of August the following year.

#### **17. DISSOLUTION**

- 17.1 A motion to dissolve the organization in part or in whole, must be publicly announced (posted) 45 days in advance of a special meeting.

## **18. LIQUIDATION OR WINDING UP THE ASSOCIATION**

- 18.1 Where funds are held by the Society in trust for and on behalf of any organization, all such funds shall be returned to such organization (as it exists).
- 18.2 Remaining funds and assets shall be disbursed to charitable organizations or groups as determined by the Board of Directors.
- 18.3 As otherwise directed by a Justice of the Court of Queen's Bench of Alberta.

## **19. INDEMNITY AND PROTECTION OF BOARD MEMBERS**

- 19.1 Each Board of Director holds office with protection from the Association. The Association indemnifies each Board of Director against all costs or charges that result from any act done in his role for the Association. The Association does not protect any Board of Director for acts of fraud, dishonesty, or bad faith.
- 19.2 No Board of Director is responsible for any loss or damage due to bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Association. No Board of Director is liable for any loss due to an oversight or error in judgement, or by an act in his role for the Association, unless the act is fraud, dishonesty, or bad faith.