

Alberta
Registries

Society By-Laws

Name of Society

NOSE CREEK SOFTBALL ASSOCIATION

MEMBERSHIP

1. Membership fee, if any, in the Society shall be determined, from time to time, by the Members at a general meeting. Any person residing in Alberta, and being of the full age of 18 years, may become a Member by a favourable vote passed by a majority of the Members forming a quorum at a regular meeting of the Society, and upon payment of the membership fee. Such voting shall be by ballot, unless the meeting by resolution otherwise decides. Any person under the age of 18 years may in the same manner become a Member upon payment of half of the said fee. Any person who signs up to play fast pitch softball with the Society is, upon payment of their fee, granted a membership for a period of (1) one year. If the person is under the age of eighteen (18) at the time of registration then their parents and or guardians are also granted a membership for a period of (1) one year.
2. Any Member wishing to withdraw from Membership may do so upon a notice in writing to the Board through its Secretary. 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 a majority vote of all of the Board of Directors may be expelled from membership for any cause which the Society may deem reasonable.
3. All Members are responsible for behaving in accordance with the Bylaws and Objectives of the Society.

PRESIDENT

4. The President shall be ex-officio a Member of all Committees. He/she shall, when present, preside at all meetings of the Society and of the Board. In his/her absence, the Vice-President shall preside any such meetings. In the absence of both, a chairperson may be elected at the meeting to preside.

BOARD OF DIRECTORS

5. Board of Directors, Executive Committee or Board, shall mean the Board of Directors of the Society.
6. The Board shall, subject to the By-laws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the Society, and meetings of the Board shall be held as often as may be required, but at least twice a year, and shall be called by the President. A special meeting may be called on the instructions of any two (2) Members provided they request the President in writing to call such meeting, and state the business to be brought before the meeting. Meetings of the Board shall be called by ten (10) days notice in writing mailed to each Member or by three (3) days notice by fax, email or telephone. Any three (3) Members shall constitute a quorum, and meetings shall be held without notice if a quorum of the Board is present, provided however, that any business transactions at such meeting shall be ratified at the next regularly called meeting of the Board; otherwise they shall be null and void.
7. A person appointed or elected a Director becomes a Director if they were present at the meeting when being appointed or elected, and did not refuse the appointment. They may also become a Director if they were not present at the meeting but consented in writing to act as a Director before the appointment or election, or within ten (10) days after the appointment or election, or if they acted as a Director pursuant to the appointment or election.
8. The Members at a general meeting or special meeting may by majority vote remove any Director or Officer for any cause which the Society may deem reasonable.

SECRETARY

9. 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. He/she shall have charge of the Seal of the Society which whenever used shall be authenticated by the signature of the Secretary and the President, or, in the cause of the death or inability of either to act, by the Vice-President. In the case of the absence of the Secretary, his/her duties shall be discharged by such Officer as may be appointed by the Board. The Secretary shall have charge of all the correspondence of the Society and be under the direction of the President and the Board.
10. The Secretary shall also keep a record of all the 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.

TREASURER

11. The Treasurer shall receive all monies paid to the Society and be responsible for the deposit of same in whatever Bank, Trust Company, Credit Union or Treasury Branch the Board may order. He/she shall properly account for the funds of the Society and keep such books as may be directed. He/she 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 and submit a copy of same to the Secretary for the records of the Society. The Office of the Secretary and Treasurer may be filled by one person if any annual meeting for the election of Officers shall so decide.

AUDITING

12. The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant or by two (2) Members of the Society elected for the purpose at the Annual Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual Meeting of the Society. The fiscal year of the Society in each year shall be June 30.
13. The books and records of the Society may be inspected by any Member of the Society at the Annual Meeting or at anytime upon giving reasonable notice and arranging a time satisfactory to the Officer or Officers having charge of same. Each Member of the Board shall at all times have access to such books and records. The Members shall be entitled, upon request in writing, to receive information about the operations or the financial situation of the Society.

MEETINGS

14. This Society shall hold an Annual Meeting on or before October 15th in each year, of which notice in writing to the last known address of each Member shall be delivered by email or in the mail 21 days prior to the date of the meeting. At this meeting there shall be elected the Directors of the Society. The Directors shall appoint the Officers of the Society (a President, Vice-President, Secretary, Treasurer, (or Secretary-Treasurer)) from their numbers. The Officers and Directors so elected shall form the Board, and shall serve until their successors are elected and installed. Any vacancy occurring during the year shall be filled at the next meeting, provided it is so stated in the notice calling such meeting. Any Member in good standing shall be eligible to any office in the Society.
15. General meetings of the Society may be called at any time by the Secretary upon the instructions of the President or Board by notice in writing to the last known address of each Member, delivered by email or in the mail eight (8) days prior to the date of such meeting. A special meeting shall be called by the President or Secretary upon receipt of a petition signed by one-third (1/3) of the Members in good standing who are eighteen (18) years of age or older, setting forth the reasons for calling such meeting, which shall be by letter or email to the last known address of each Member, delivered by email or in the mail eight (8) days prior to the meeting.

16. Six (6) Members in good standing shall constitute a quorum at any meeting.

ELECTION AND TERM

17. The Society shall have a minimum number of five (5) Directors and a maximum of ten (10) Directors, which will consist of at least three (3) Officers. The number of Directors of the Society shall be fixed by resolution of the Board. The applicants for incorporation shall be the first Directors of the Society whose term of office shall continue until their successors are elected or appointed.
18. At the first annual General Meeting of the Members, one-half of the Board (or if there are an odd number of Board Members to be elected, the number of Board Members which is the next whole number greater than one-half of the Board Members) shall be elected for a term of one (1) year and the remaining number of Board Members shall be elected for a term of two (2) years. At the second annual general meeting of the Members and thereafter at each annual General Meeting of the Members, those offices of the Board Members whose term of office has expired shall be filled for a two (2) year term.
19. Board Members are elected by ordinary resolution of the Members from time to time, passed in accordance with these By-Laws.

VOTING

20. Any Member, eighteen (18) years of age or older, who has not withdrawn from the membership nor has been suspended or expelled shall have the right to attend and the right to vote at any meeting of the Society. Such votes must be made in person and not by proxy or otherwise. At all meetings of Members, each Member present in person shall be entitled to one (1) vote.
21. Ordinary Resolutions may be passed by a majority of the Members in attendance at either a general or Special meeting. Special Resolutions may be passed by a majority vote of ten (10%) percent of the membership.

REMUNERATION

22. Directors and Officers shall not, receive any stated remuneration for their services. However, the Society shall pay the reasonable expenses incurred by the Directors or Officers in the performance of their duties. Payment of expenses incurred by a Director or Officer must be approved by majority vote of the Board. Any Director or Officer who, upon request, performs special services for the Society may be paid such reasonable remuneration as the Board may determine, from time to time, by Ordinary Resolution.

BORROWING POWERS

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

DISSOLUTION

24. In the event of dissolution of the Society, all remaining assets after payment of its liabilities shall be disbursed to eligible charitable organization.

BY-LAWS

25. The By-Laws may be rescinded, altered or added to by a "Special Resolution". No rescission or alteration of or addition to a By-Law has effect until it has been registered by the Registrar.

ARBITRATION

26. A dispute arising out of the affairs of the Society and between any Member(s) of the Society or between any person who is aggrieved shall be decided by arbitration, which shall be under the *Arbitration Act*.

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for complete document Dated: _____, 2006.