

BRITISH COLUMBIA BASEBALL UMPIRES ASSOCIATION
(the “Society”)

SPECIAL RESOLUTIONS OF THE MEMBERS

WHEREAS under the British Columbia *Societies Act* (the “**New Act**”), the Society as a pre-existing society is required to transition to the New Act which requires the Society to file a transition application containing in electronic form its constitution and by-laws as specified in the New Act with the Registrar of Companies (the “**Registrar**”).

RESOLVED AS SPECIAL RESOLUTIONS THAT:

1. The transition of the Society to the New Act is hereby approved.
2. The Constitution of the Society in the form attached as Schedule A, and the filing of an electronic form thereof with the Registrar, are hereby approved.
3. The existing Bylaws of the Society be altered by deleting and cancelling the existing Bylaws in their entirety and by creating and adopting the Bylaws set out in the form attached as Schedule B as the Bylaws of the Society, and the filing of an electronic form thereof with the Registrar, are hereby approved.
4. Leslie E. Maerov is authorized to file an application with the Registrar to effect the transition of the Society to the New Act.
5. Any one director or officer of the Society (the “**Authorized Signatory**”) be and is hereby authorized and directed to execute and deliver for and on behalf of the Society any and all documents and instruments, whether under the seal of the Society or otherwise, and to perform and do all such other acts and things as the Authorized Signatory may consider to be necessary, desirable or useful for the purpose of giving effect to these resolutions and execution and delivery accordingly will be conclusive proof that they are the documents and instruments authorized by these resolutions.

SCHEDULE A
CONSTITUTION

1. The name of the Society is **“British Columbia Baseball Umpires Association”**.
2. The purposes of the Society are:
 - (a) To register, train and classify officials for baseball throughout the Province of British Columbia; and
 - (b) To affiliate with the B.C. Amateur Baseball Association and the Canadian Baseball Umpires’ Advisory Committee.

SCHEDULE B

BYLAWS

British Columbia Baseball Umpires Association (the “Society”)

PART 1 - DEFINITIONS AND INTERPRETATION

Definitions

1.1 In these Bylaws:

“Act” means the *Societies Act* of British Columbia as amended from time to time;

“Board” means the directors of the Society;

“Bylaws” means these Bylaws as altered from time to time.

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

PART 2 - MEMBERS

Application for membership

2.1 A person may apply for membership in the Society, and upon paying the current membership fee shall become a member. Memberships expire on May 31 of each year, and each member must pay the current membership fee in order to be in good standing until the next expiration date.

Duties of members

2.2 Every member must uphold the constitution of the Society and must comply with these Bylaws.

Amount of membership fees

2.3 The amount of the annual membership fees shall be determined at an annual general meeting.

Member not in good standing

2.4 A member is not in good standing if:

- (a) the member fails to pay the member’s annual membership fees, if any, and the member is not in good standing for so long as those fees remain unpaid; or
- (b) the member is suspended by a Discipline Committee pursuant to the Society’s discipline policy.

Member not in good standing may not vote

2.5 A member who is not in good standing

- (a) may not vote at a general meeting, and
- (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Termination of membership if member not in good standing

2.6 A person shall cease to be a member of the Society:

- (a) by delivering a resignation in writing to the Secretary of the Society;
- (b) on the death of the member;
- (c) on being expelled; or
- (d) on having been a member not in good standing for 12 consecutive months. A member who has been suspended for 12 consecutive months or more shall not for that reason only cease to be a member.

2.7 A person may be expelled by a special resolution of the members passed at a general meeting.

2.8 The Provincial Supervisor appointed by B.C. Amateur Baseball Association (“BCABA”) shall be a member of the Society. The Provincial Supervisor shall act as a liaison between the Society and the BCABA.

2.9 A member may be disciplined pursuant to the discipline policy and procedures adopted by the Society for any breach of the Bylaws or for behaviour which discredits the Society.

2.10(1) Honorary Life Membership may be bestowed upon any current or past member or director of the Society for distinguished service or for having provided exemplary services to the Society and its membership over a period of at least 5 years.

(2) Nominations for Honorary Life Membership may be made by any member of the Society and such nomination shall be submitted, in writing, along with the reasons for the nomination to the Secretary of the Society.

(3) Upon receipt of any nomination for Honorary Life Membership the nomination and supporting documentation shall be reviewed and considered by the Directors of the Society. Approval of the nomination will be vested with the Directors and shall require the approval of 75% of the Directors.

(4) Honorary Life Members shall have full voting privileges at all general meetings of the Society.

PART 3 - GENERAL MEETINGS OF MEMBERS

Time and place of general meeting

3.1 A general meeting must be held at the time and place the Board determines, at least once in every calendar year after October 1.

Ordinary business at general meeting

3.2 At a general meeting, the following business is ordinary business:

- (a) adoption of rules of order;
- (b) consideration of any financial statements of the Society presented to the meeting;
- (c) consideration of the reports, if any, of the directors or auditor;
- (d) election or appointment of directors;
- (e) appointment of an auditor, if required;
- (f) business arising out of a report of the directors issued with the notice convening the meeting; and
- (g) other business that, under these Bylaws, ought to be transacted at an annual general meeting and not requiring a special resolution.

Notice of special business

3.3 A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

Chair of general meeting

3.4 The following individual is entitled to preside as the chair of a general meeting:

- (a) the President;
- (b) the Vice-president, if the President is unable to preside as the chair, or
- (c) one of the other directors present at the meeting, if both the President and Vice-president are unable to preside as the chair.

Alternate chair of general meeting

3.5 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

Quorum required

3.6 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

Quorum for general meetings

3.7 The quorum for the transaction of business at a general meeting is 3 voting members or a greater number that the members may determine at a general meeting.

Lack of quorum at commencement of meeting

3.8 If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,

- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and

- (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

If quorum ceases to be present

- 3.9** If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Adjournments by chair

- 3.10** The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting

- 3.11** It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at general meeting

- 3.12** The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting:
 - (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements;
 - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting;
 - (iii) elect or appoint directors; and
 - (iv) appoint an auditor, if any;

- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) terminate the meeting.

Methods of voting

3.13 At a general meeting, a member in good standing present is entitled to one vote. Voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

Announcement of result

3.14 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy voting not permitted

3.15 Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

3.16 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

3.17 A resolution proposed at a meeting need not be seconded, and the chair of the meeting may move or propose a resolution. In case of equality of votes, the chair of the meeting shall not have a second or casting vote in addition to the vote to which the chair is entitled as a member, and the proposed resolution shall not pass.

PART 4 - DIRECTORS

Number of directors on Board

4.1 The Society must have at least 12 directors or a greater number determined from time to time at a general meeting.

Composition of Board

4.2 The directors of the Society shall consist of:

- (a) immediate Past President;
- (b) President;
- (c) Vice-president;
- (d) Secretary;
- (e) Treasurer;
- (f) Not more than 9 area representatives, or such number as determined by the Provincial Supervisor together with the directors, representing geographical areas of British Columbia, each of whom must reside in the area that the person represents.

Each area representative will act as a liaison between the Provincial Supervisor and the Society President in matters affecting that representative's area. An area representative may not hold another position on the Board.

Election or appointment of directors

- 4.3** At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board. The President, Treasurer and area representatives from odd numbered areas shall be elected in odd numbered years for a term of two years. The Vice-president, Secretary and area representatives from even numbered areas shall be elected in even numbered years for a term of two years.
- 4.4** Nominations for election to the Board and a declaration from an incumbent director that he or she intends to stand for re-election must be received by the returning officer by September 1 of each year. Nominations for election to the offices of President, Vice-president, Secretary and Treasurer may be made from the floor only if a position is or will become vacant, there have been no nominations for such vacant position and the incumbent has not declared an intention to run again for that position.
- 4.5** The process for nominations for election to office is as follows:
- (a) The President shall appoint a returning officer by August 1 of each year and this person will receive all nominations for President, Vice-president, Secretary and Treasurer;
 - (b) An incumbent occupying the offices of President, Vice-president, Secretary and Treasurer shall indicate an intention to run for re-election in writing delivered to the returning officer by September 1 of the year in which an election for those offices will take place;
 - (c) All persons running for office must be eligible in accordance with these Bylaws;
 - (d) Members in good standing may declare themselves standing for election without having been nominated by another person.
- 4.6** The order of election of Officers shall be as follows: Secretary, Vice President in even numbered years, and President, Treasurer, in odd numbered years, and then the other directors, in that order.

Directors may fill casual vacancy on Board

- 4.6** The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity or removal of a director during the director's term of office.

Term of appointment of director filling casual vacancy

- 4.7** A director appointed by the Board to fill a vacancy ceases to be a director at the next following annual general meeting but is eligible for re-election at that meeting.

PART 5 - DIRECTORS' MEETINGS

Calling directors' meeting

- 5.1** A directors' meeting may be called by the President or by any 2 other directors.

Notice of directors' meeting

5.2 At least 2 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

Proceedings valid despite omission to give notice

5.3 The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

Conduct of directors' meetings

5.4 The directors may regulate their meetings and proceedings as they think fit. Questions arising at a meeting of the directors and committee of directors shall be decided by a majority of votes, and in case of an equality of votes, the chair shall have a second or casting vote. No resolution proposed at a meeting of directors or committee need be seconded and the chair may move or propose a resolution. A resolution in writing, signed by all of the directors, is as valid and effective as if regularly passed at a meeting of directors.

Quorum of directors

5.5 The quorum for the transaction of business at a directors' meeting or committee of directors is a majority of the directors.

Provincial Supervisor

5.6 The Provincial Supervisor may attend all meetings of directors but may not vote.

PART 6 - DUTIES OF OFFICERS**Role of President**

6.1 The President is the chief executive officer of the Society and Chair of the Board and is responsible for supervising the other directors in the execution of their duties, including the coordination and function of all committees.

Role of Vice-president

6.2 The Vice-president is the Vice-chair of the Board and is responsible for carrying out the duties of the President during his absence or if the President is unable to act.

Role of Secretary

6.3 The Secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of general meetings and directors' meetings;
- (b) taking minutes of general meetings and directors' meetings;
- (c) keeping the records of the Society in accordance with the Act;
- (d) conducting the correspondence of the Society;
- (e) maintaining the register of members; and
- (f) filing the annual report of the Society and making any other filings with the registrar under the Act.

Absence of Secretary from meeting

- 6.4** In the absence of the Secretary from a meeting, the Board must appoint another individual to act as Secretary at the meeting.

Role of Treasurer

- 6.5** The Treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and banking monies collected from the members or other sources;
- (b) keeping accounting records in respect of the Society's financial transactions;
- (c) preparing the Society's financial statements;
- (d) making the Society's filings respecting taxes.

PART 7 - REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

Remuneration of directors

- 7.1** These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

Signing authority

- 7.2** A contract or other record to be signed by the Society must be signed on behalf of the Society
- (a) by the President, together with one other director,
 - (b) if the President is unable to provide a signature, by the Vice-president together with one other director,
 - (c) if the President and Vice-president are both unable to provide signatures, by any 2 other directors, or
 - (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

PART 8 - BORROWING

- 8.1** The Society is not permitted to borrow at any time.