

**SOCIETY ACT**  
**Bylaws of BC BASEBALL UMPIRES ASSOCIATION**  
(Amended to February 11, 2013)

**Part 1 – Interpretation**

1. (1) In these bylaws, unless the context otherwise requires,
  - (a) "Directors" means the directors of the Society for the time being;
  - (b) "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
  - (c) "Registered address" of a member means his address as recorded in the register of members;(2) The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.
2. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

**Part 2 – Membership**

3. The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently have become members, in accordance with these bylaws and, in either case, have not ceased to be members.
4. Any person who submits the current membership fee to the Society shall be a member.
5. Every member shall uphold the constitution and comply with these bylaws.
6. The amount of the first annual membership dues shall be determined by the directors and after that the annual membership dues shall be determined at the annual general meeting of the Society.
7. (1) A person shall cease to be a member of the Society
  - (a) by delivering or mailing his resignation in writing to the Secretary of the Society;
  - (b) on his death or in the case of a corporation on dissolution;
  - (c) on being expelled, or
  - (d) on having been a member not in good standing for 12 consecutive months.
8. (1) A member may be expelled by a special resolution of the members passed at a general meeting.  
(2) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.  
(3) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
9. All members are in good standing except a member who has failed to pay his current annual membership fee (due no later than May 31) or other subscription or debt due and owing by him to the Society and he is not in good standing so long as the debt remains unpaid. Such a member shall not be eligible to officiate in Provincial and higher tournaments.
10. The provincial supervisor shall be a member of the Society.
11. A member may be disciplined by the officers for any breach of the bylaws or for behaviour which discredits the Society.
12. (1) Honourary Life Membership may be bestowed upon any current or past member or Director of the Society for distinguished service or provided exemplary services to the Society and its membership over a period of at least five (5) years.  
(2) Nominations for Honourary 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 Registered Office of the Society.  
(3) Upon receipt of any nomination for Honourary 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 a seventy-five (75%) acceptance vote of the Directors.  
(4) Honourary Life Members shall have full voting privileges at all general meetings of the Society.

**Part 3 - Meeting of Members**

13. General meetings of the Society shall be held at the time and place, in accordance with the Society Act, that the directors decide.
14. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
15. The directors may, whenever they think fit, convene an extraordinary general meeting.
16. (1) Notice of a general meeting shall specify the place, day and hour of meeting, and, in case of special business, the general nature of that business.

(2) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

17. The first annual general meeting of the Society shall be held not more than 15 months after the date of incorporation and after that an annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting. The date, location, and time of the annual general meeting shall be set by the President.

#### **Part 4 - Proceedings at General Meetings**

18. Special business is

- (a) all business at an extraordinary general meeting except the adoption of rules of order, and
- (b) all business that is transacted at an annual general meeting, except

- (i) the adoption of rules of order;
- (ii) the consideration of the financial statements;
- (iii) the report of the directors;
- (iv) the report of auditors, if any;
- (v) the election of directors,
- (vi) the appointment of the auditor, if required, and
- (vii) the other business that, under these bylaws, ought to be transacted at an annual general meeting, or

business which is brought under consideration by the report of the directors issued with the notice convening the meeting.

19. (1) No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

(2) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

(3) A quorum is 3 members present or a greater number that the members may determine at a general meeting.

20. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

21. Subject to bylaw 20, the president of the Society, the vice-president, or in the absence of both, one of the other directors present, shall preside as chairman of a general meeting.

22. If at a general meeting

- (a) there is no president, vice-president, or other director present within 15 minutes after the time appointed for holding the meeting; or
- (b) the president and all the other directors present are unwilling to act as chairman, the members present shall choose one of their number to be chairman.

23. (1) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

(3) Except as provided in this bylaw, it is not necessary to give notice of adjournment or of the business to be transacted as an adjourned general meeting.

24. (1) No resolution proposed at a meeting need be seconded and the chairman of a meeting may move or propose a resolution.

(2) In case of an equality of votes, the chairman shall not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass.

25. (1) A member in good standing present at a meeting of members is entitled to one vote.

(2) Voting is by show of hands.

(3) Voting by proxy is not permitted.

26. A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative shall be reckoned as a member for all purposes with respect to a meeting of the Society.

#### **Part 5 - Directors and Officers**

27. (1) The directors may exercise all such powers and do all the acts and things that the Society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless to:

- (a) all laws affecting the Society;
- (b) these bylaws; and
- (c) rules, not being inconsistent with these bylaws, which are made from time to time by the Society in general meeting.

(2) No rule, made by the Society in general meeting invalidates a prior act of the directors that would have been valid if that rule had not been made.

28. (1) The directors of the Society shall consist of:  
 immediate past president  
 president  
 vice-president  
 secretary  
 treasurer  
 first director  
 area representatives (9).
- (2) The number of directors shall be 12 or a greater number determined from time to time at a general meeting.
29. (1) The immediate past president shall remain as a Director of the society until there is a new past president.  
 (2) The president, treasurer and first director shall be elected in odd numbered years.  
 (3) The vice-president and secretary shall be elected in even numbered years.  
 (4) Subject to bylaw 29(7) and 29(8), each area representative shall be elected in even numbered years.  
 (5) Separate elections shall be held for each office to be filled.  
 (6) An election may be by acclamation, otherwise it shall be by ballot.  
 (7) If no successor is elected, the person previously elected or appointed continues to hold office.  
 (8) At the Annual General Meeting held in 1998, 4 of the 9 Area Representatives, as determined by the officers, will be elected for a term of one year. These 5 Area Representatives will be elected in subsequent odd numbered years.  
 (9) At the Annual General Meeting in 1998 the other four area representatives, not included in bylaw 29(8), will be elected for a term of two years. These four area representatives will be elected in subsequent even numbered years.  
 (10) The nominations for election of Table Officers (President, Vice President, Treasurer, and Secretary) will be completed by September 1 prior to the Annual General Meeting. Therefore no nominations from the floor at the AGM for these positions be accepted unless:  
 A position is vacant and there have been no nominations for such vacant position. Ie – The incumbent declares that he/she is not interested in running for the position and no other nominations have been received by the deadline. This declaration of the incumbent must also be made by September 1.  
 The Process for nominating someone for Election to Office is as follows:  
 A Returning Officer is Appointed by the President by August 1 and this person will receive all nominations.  
 The Incumbent need only to indicate in writing that they intend to stand for election.  
 Any nominated person must be eligible to run for office as outlined in the Bylaws.  
 Members in good standing with the Association may declare themselves standing for election without other support  
 Electronic or handwritten notice is considered to be sufficient.  
 If there are no nominations by writing and the Incumbent has declined to run again, the process of nomination will revert to the current process whereby nominations from the floor on election day will be accepted.
30. (1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.  
 (2) Subject to 29(7), a director so appointed holds office only until the conclusion of the next following annual general meeting of the Society, but is eligible for re-election at the meeting.
31. (1) If a director resigns his office or otherwise ceased to hold office, the remaining directors shall appoint a member to take the place of the former director.  
 (2) No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
32. The members may by special resolution remove a director before the expiration of his term of office, and may elect a successor to complete the term of office.
33. No officer shall be remunerated for being or acting as a officer but he shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society.
34. The officers of the Society shall comprise the directors, and the provincial supervisor.
35. The directors may, by resolution made in accordance with Part 6, remove an officer.

#### **Part 6 - Proceedings of Directors**

36. (1) The directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.  
 (2) The directors may from time to time fix the quorum necessary to transact business, and unless so fixed, the quorum shall be a majority of the directors then in office.  
 (3) The president shall be chairman of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president shall act as chairman; but if neither is present, the directors present may choose one of their number to be chairman at that meeting.  
 (4) A director may at any time, and the secretary, on the request of a director, shall, convene a meeting of the directors.
37. The provincial supervisor may attend all meetings of directors, but may not vote.

38. (1) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.

(2) A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.

39. A committee shall elect a chairman of its meeting; but if no chairman is elected, or if at a meeting the chairman is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be chairman of the meeting.

40. The members of a committee may meet and adjourn as they think proper.

41. For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.

42. A director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter, telegram or cable, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,

(a) no notice of meeting of directors shall be sent to that director; and

(b) any and all meetings of the directors of the Society, notice of which has not been given to that director shall, if a quorum of the directors is present, be valid and effective.

43. (1) Questions arising at a meeting of the directors and committee of directors shall be decided by a majority of votes.

(2) In case of an equality of votes, the president shall have a second or casting vote.

44. No resolution proposed at a meeting of directors or committee of directors need be seconded and the chairman of a meeting may move or propose resolution.

45. A resolution in writing, signed by all directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

#### ***Part 7 - Duties of Officers***

46. (1) The president shall preside at all meetings of the Society and of the directors.

(2) The president is the chief executive officer of the Society and shall supervise the other officers in the execution of their duties, including the coordination and function of all committees.

47. The vice-president shall carry out the duties of the president during his absence.

48. The secretary shall

(a) conduct the correspondence of the Society;

(b) issue notice of meetings of the Society and directors;

(c) keep minutes of all meetings of the Society and directors;

(d) have custody of all records and documents of the Society except those required to be kept by the treasurer;

(e) have custody of the common seal of the Society; and

(f) maintain the register of members.

49. The treasurer shall

(a) keep such financial records, including books of account, necessary to comply with the Society Act; and

(b) render financial statements to the directors, members and others when required.

50. (1) The officers of secretary and treasurer may be held by one person who shall be known as the secretary-treasurer.

(2) When a secretary-treasurer holds office, the total number of directors shall not be less than 11 or the greater number that may have been determined pursuant to bylaw 28(2).

51. In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.

52. (1) The provincial supervisor shall be appointed by B.C. Amateur Baseball Association (BCABA). He shall act as a liaison between the Society and BCABA.

(2) The provincial supervisor, together with the directors, may recommend for election a maximum of nine members to act as representatives of the members in each geographical area established by the officers. Each area representative must reside in his area. Each representative will act as a liaison between the provincial supervisor and the Society president in matters affecting that representative's area. A director may not be an area representative.

#### ***Part 8 – Seal***

53. The directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.

54. The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the president and secretary and president and secretary-treasurer.

**Part 9 – Borrowing**

55. In order to carry out the purposes of the Society, the directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting the generality of the foregoing, by the issue of debentures.

56. No debenture shall be issued without the sanction of a special resolution.

57. The members may by special resolution restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

**Part 10 – Auditor**

58. This part applies only where the Society is required or has resolved to have an auditor.

59. The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.

60. At each annual general meeting, the Society shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting.

61. An auditor may be removed by ordinary resolution.

62. An auditor shall be promptly informed in writing of appointment or removal.

63. No director and no employee of the Society shall be auditor.

64. The auditor may attend general meetings.

**Part 11 - Notice to Members**

65. A notice may be given to a member, either personally or by mail to him at his registered address or by email or by other electronic means approved by the board

66. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle.

67. (1) Notice of a general meeting shall be given to
- (a) every member shown on the register of members on the day notice is given, and
  - (b) the auditor, if Part 10 applies.
- (2) No other person is entitled to receive a notice of general meeting.

**Part 12 - Proxy Voting**

68. On being admitted to membership, each member is entitled to and, upon his request, the Society shall give him, without charge, copy of the constitution and bylaws of the Society.

69. These bylaws shall not be altered or added to except by special resolution.