The Edmonton Seniors Slo-Pitch Association Bylaws

Seniors in Motion

1. Name

The name of this organization shall be the "Edmonton Seniors Slo-Pitch Association".

It will hereinafter be referred to as the "Association".

2. Membership and Fees

Any person being of full age of 45 years during the calendar year and a resident of Alberta who wishes to support the objectives of the Association may join upon payment of fees.

Fees will be determined by the membership at an Annual General Meeting.

3. Withdrawal, Arrears for Fees and Expulsion

Withdrawal from the Association may be made by notice in writing to the Board through the Secretary at which time the rights of membership will cease.

A member shall be automatically suspended when in arrears for fees at May 1 of any such year and shall be entitled to no membership privileges or rights in the Association until reinstated.

A member (including Directors and Officers) may be expelled for any cause deemed reasonable upon the passing of a resolution by a two-thirds majority vote of the Board of the Association.

4. President

The President is an ex-officio member of all Committees.

When present, the President shall preside at all meetings of the Association and the Board.

In absence of both the President and VP, a Chairperson will be elected by the members present to preside.

5. Board of Directors

Board of Directors or Board shall mean the Board of Directors of the Association.

The Board shall consist of Immediate Past President, President, Vice President, Secretary, Treasurer and eight (8) Directors at large.

Executive Committee shall consist of Immediate Past President, President, Vice President, Secretary and Treasurer.

Executive Committee shall be organized by the Board and have powers as designated by the Board.

The Board of the Association shall consist of a maximum of 13 members.

At Annual General Meetings on odd numbered years the following Executive and/or Board members are to be elected for a term of two (2) years.

(i) President
(ii) Vice President
(iii) Four (4) Directors

At Annual General Meetings on even numbered years the following Executive and/or Board members are to be elected for a term of two (2) years.

(i) Secretary
(ii) Treasurer
(iii) Registrar
(iv) Three (3) directors.

6. <u>Board Control, Special Meetings, Notice and Quorum</u>

The Board shall, subject to the bylaws or direction given by majority vote at any meeting properly called and constituted have full control and management of the affairs of the Association.

Meetings will be held as often as required, but at least once every three months and shall be called by the President. Board Members are expected to attend the majority of meetings.

A special Board meeting may be called on the instructions of any two members provided they request the President in writing to call such meeting and state the business to be brought up before the meeting.

Meetings of the Board shall be called by ten day's notice in writing.

Meetings may 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.

Any seven (7) members of the Board shall constitute a quorum for a Board Meeting.

Any four members of the Executive Committee shall constitute a quorum for an Executive Committee Meeting.

7. <u>Secretary</u>

The Secretary shall function as the recording Secretary (to prepare and have custody of minutes of meetings of the association, regular, special, Directors and Executive) and shall be responsible to the President.

The Secretary shall be a member of the Board and of the Executive Committee of the Board.

8. <u>Record of Members</u>

The Registrar shall keep a record of all the members of the Association and their addresses, send all notices of the various meetings as required and shall collect and receive the annual

dues or assessments levied by the society, such monies to be promptly turned over to the Treasurer for deposit in a Bank, Trust Company, Credit Union or Treasury Branch as hereinafter required.

9. Treasurer

The Treasurer shall receive all monies paid to the Association and shall be responsible for the deposit of same in whatever Bank, Trust Company, Credit Union or Treasury Branch the Board may order.

The Treasurer shall properly account for the funds of the Association and keep such books as may be directed.

The Treasurer shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual General Meeting a statement duly audited as hereinafter set forth of the financial position of the Association and submit a copy of same to the Secretary for the records of the Association.

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.

10. Auditing

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 members of the Association elected for that purpose at the Annual General Meeting and proper statement of the standing of the books for the previous year shall be submitted by such auditors for the Annual General Meeting of the Association.

The fiscal year of the Association shall end August 31.

11. Inspection of Books

The books and records of the Association may be inspected by any member of the Association at the Annual General Meeting provided for herein or at any time 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.

12. Annual General Meetings

The Association shall hold an Annual General Meeting (AGM) on or before October 31 in each year. At least ten day's notice of the AGM shall be given in writing to all members.

For each position of the Board, election procedures shall include giving an opportunity for nominations from the floor.

Elected members shall form a Board and shall serve until their successors are elected and installed.

When a vacancy occurs in the Board, the remaining members may appoint a replacement for the unexpired term.

Any member in good standing is eligible for election to any office in the Association.

13. Meetings

Meetings of the Association maybe called at any time by the Secretary upon the instruction of the President or Board by notice in writing.

A special meeting shall be called by the President or Secretary upon receipt by him of a petition signed by one-third of the members in good standing, setting forth the reasons for calling such meeting. Notice of a special meeting of the membership shall be called by ten days notice in writing.

14. AGM and Special Meeting Quorum

A quorum for AGM and special meetings shall consist of not less than ten percent of the registered members in good standing.

15. Voting

Any member in good standing shall have the right to vote at any meeting of the society.

Such votes must be made in person and not by proxy or otherwise.

16. Remuneration

Unless authorized at any meeting and after notice of same shall have been given, no Officer, Director or member of the Association shall receive any remuneration for his services.

17. Borrowing Powers

For the purpose of carrying out its objects, the Association 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 Association, and in no case shall debentures be issued without the sanction of a Special Resolution, as required to rescind, alter or add a Bylaw.

18. Bylaws

Bylaws shall be rescinded, altered or added to by Special Resolution passed at a General Meeting of which not less than twenty-one (21) day's notice specifying the intention to propose the resolution has been duly given, and by the positive vote of not less than seventy five per cent (75%) of those members who vote in person.

19. Dissolution

In the event of dissolution or winding up of the Association all of the remaining assets shall be distributed to a charitable organization selected by the Board.

20. Signing Authority

At all times, two Directors will be required to sign on behalf of the Association.

Dated February 8, 2011