SOCIETY ACT

CONSTITUTION

1. NAME

The name of the Society is the Mabel League Fastpitch Association.

2. PURPOSE

The purpose of the Society is to foster a safe and fun environment for lesbians, bisexual women, queer women, trans* people, and women allies to learn and play recreational softball.

BYLAWS

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Part 1 - Interpretation

1. Definitions

(1) In these bylaws, unless context otherwise requires,

“Directors” means the Directors of the Society for the time being;

“Executive” means the Directors and Officers of the Society for the time being;

“General Meeting” means a meeting of the Members of the Society, and includes an Annual General Meeting and a Special General Meeting;

“League” and “Mabel League” means the Mabel League Women's Fastpitch League Association;

“League Committee” is a body comprised of the Executive plus one Team Representative from each team registered in the League;

“League Fee” means the annual fee each team must pay to the League in order to play in a Season, the amount of which is determined by the Executive and may vary from year to year;

“League Fee Date” means the date by which each team’s League Fee, SPN Team Roster Form, Mabel League Team Roster Form and Forfeit Bond must be submitted to the Executive, and will be determined each Season in the sole discretion of the Executive;

“Members” of the Society are the applicants for incorporation of the Society, and those persons who subsequently become Members in accordance with these Bylaws, and who in either case have not ceased to be Members;

“Team Registration Date” means the date by which each team’s deposit toward the League Fee and completed Mabel League Team Registration Form must be submitted to the Executive, and will be determined each Season in the sole discretion of the Executive;

“Officers” means the officers of the Society for the time being;

“Registered Address” of a Member means the Member’s address as recorded in the Register of Members;

“Registered Address” of the Society means the Society’s address as filed with the Corporate Registry Office;

“Season” means an individual softball season;

“Society” means the Mabel League Women's Fastpitch League Association;

“Society Act” means the Society Act of the Province of British Columbia as from time to time in force and all amendments to it;

“SPN” means Slo-Pitch National;

“Team Representative” means one Member in good standing registered on a team who attends and may cast one vote at meetings of the League Committee;

(2) The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.

(3) Words importing the singular include the plural and vice versa; and words importing a female person include a male person and vice versa.

Part 2 - Membership

2. Eligibility and Good Standing of Members

(1) Any person who meets all of the following requirements during a Season is eligible to be a Member of the Society for that Season:

(a) is at least 19 years of age at all times during the Season;

(b) is a player, coach, manager or scorekeeper in the League;

(c) is a member in good standing of Slo-Pitch National; and

(d) is listed on an SPN Team Roster Form that has been submitted to the Executive during a Season.

(2) A person will cease to be a Member in good standing of the Society if the Member fails to pay their annual League Fees, if any, or any other fee, due, subscription, levy, or debt due and owing by their to the Society, and they are not in good standing so long as the debt remains unpaid.

(3) A person will cease to be a Member of the Society:

(a) upon failing or ceasing to meet any of the requirements listed in section 2(1) above;

(b) on their death or on their being found to be incapable of managing their own affairs by reason of mental or physical infirmity; and

(c) on being expelled from the Society in accordance with section 2(4) below.

(4) The Executive may expel, suspend or otherwise discipline any Member who in their opinion is guilty of conduct which is improper or unbecoming for a Member of the Society, or is likely to endanger the interest or reputation of the Society or is a breach of these Bylaws, but the Executive may not expel, suspend or otherwise discipline any Member until that Member has been notified of the proposed action and has been given an opportunity to be heard by the Executive.

(5) Any Member who ceases to be a Member forfeits all rights, claims, privileges or interest arising from membership in the Society.

3. Eligibility of Teams

(1) Each team wishing to play in the League in a Season must submit the following to the Executive by no later than the Team Registration Date for that Season:

(a) a non-refundable deposit toward the yearly League Fee, in an amount to be determined each Season by the Executive; and

(b) a Mabel League Team Registration Form.

(2) Each team wishing to play in the League in a Season must also submit the following to the Executive by no later than the League Fee Due Date for that Season:

(a) the balance of the team’s League Fees, in an amount to be determined each Season by the Executive;

(b) an SPN Team Roster Form, with complete information for each player;

(c) a Mabel League Team Roster Form, with complete information for each player including but not limited to full name, email address, birthdate and signature; and

(d) a refundable Forfeit Bond, in an amount to be determined each Season by the Executive;

(3) Failure by a team to meet any of the requirements noted in paragraph 3(1) above will result in the ineligibility of the team to register and play for that Season.

(4) Failure by a team to meet any of the requirements noted in paragraph 3(2) above will result in that team forfeiting all games until the requirements have been met.

(5) Notwithstanding the above, the Executive may, in its sole discretion, allow extensions for any of the requirements noted in paragraphs 3(1) and (2) if special circumstances are submitted to the Executive in writing in advance of the relevant due dates.

Part 3 – The Executive: Directors and Officers

4. Composition of the Executive

(1) The Society will have at least three Directors at all times.

(2) Every Director of the Society will also be an Officer.

(3) The Directors and Officers of the Society from time to time will be known and referred to collectively as the "Executive" and individually as "Executives" or an "Executive".

(4) Executives may be appointed to the following offices:

(a) Chair;

(b) Co-Chair;

(c) Secretary;

(d) Treasurer;

(e) Scheduler

(f) Statistician;

(g) Registrar;

(h) Public Relations;

(i) Special Events Manager;

(j) Umpire-In-Chief ("UIC"); and

(k) Fields Officer.

5. Election and Appointment of the Executive

(1) Any Member in good standing of the League is eligible for election or appointment to the Executive.

(2) Each Executive must remain a Member in good standing at all times while an Executive.

(3) The Executives holding the offices of Chair, Co-Chair, Treasurer and UIC must have been Members in good standing of the League for at least two previous Seasons.

(4) The Executive for the upcoming Season will be nominated and elected or acclaimed by a vote of the Members at the Annual General Meeting at the end of a Season.

(5) An election may be by acclamation, otherwise it may be by show of hands unless a Member in good standing demands a ballot, in which case the election will be by ballot.

(6) The Executive may at any time and from time to time appoint a Member in good standing as an Executive to fill a vacancy in the Executive. An Executive appointed under this subsection holds office only until the conclusion of the next Annual General Meeting of the Society, but is eligible for re-election.

6. Resignation and Expulsion of Executives

(1) The Executives will resign at each Annual General Meeting, at which time their successors will be elected, and a resigning Executive is eligible for re-election.

(2) An Executive who resigns at an Annual General Meeting will nonetheless ensure that any post-Annual General Meeting business related to their office is completed, including but not limited to any required statutory filings, and will assist the incoming Executives in their transition to office.

(3) An Executive may resign at any time during their term by providing written notice of their resignation to the remaining Executives.

(4) An Executive who is expelled from membership in the Society or who ceases to be a Member in good standing is deemed to have resigned as an Executive.

(5) If an Executive is absent for three or more meetings (whether Annual General Meetings, Special General Meetings, League Committee Meetings, or Executive Meetings), the Members other Executives may expel that Executive or ask that Executive to resign.

(6) The Members may by special resolution remove an Executive before the expiration of their term of office, and may elect a successor to complete the term of office, but no Executive shall be removed until they have been given notice of the proposed action and an opportunity to be heard by the Members at a General Meeting.

(7) If an Executive resigns, is expelled, or otherwise ceases to hold office, the remaining Executives may appoint a Member to take the place of the former Executive.

7. Executive Expenses and Honorariums

(1) A director must be reimbursed for all expenses necessarily and reasonably incurred by the director on behalf of the society.

(2) Budget allowing, all directors in good standing may receive up to $200.00 at the end of their completed term, after the AGM.

8. Executive Meetings

(1) The Executive may meet together at such places as they think fit, adjourn and otherwise regulate their proceedings, as they see fit.

(2) An Executive may at any time convene a meeting of the Executive.

(3) The Executive may from time to time fix the quorum necessary for the transaction of business, and unless so fixed the quorum shall be a majority of the Executives then in office.

(4) Questions arising at any meeting of the Executive will be decided by a majority of votes and need not be seconded.

9. Executive Powers

(1) Executives may exercise all such powers and do all such acts and things as the Society may exercise and do, subject to the provisions of these Bylaws, all laws affecting the Society, and rules made from time to time by the Society or by the Executive which are not inconsistent with these Bylaws.

(2) The Executive may appoint other officers, consultants, committees, agents or persons as it thinks fit, and define the duties, responsibilities, remuneration and authority of such persons.

(3) The Society may purchase and maintain insurance for the benefit of Executives against personal liability incurred by them as Executives.

Part 4 – Finances

10. Expenditure of League Funds

(1) All expenditures of League Funds must be approved by the Executive.

(2) The Executives with signing authority for League Funds are the Chair, Co-Chair, Treasurer and Secretary, any two of whom may sign to approve any expenditure of League Funds.

11. Investment of League Funds

(1) The Executive may invest the funds of the Society in any securities or investments which they in their sole discretion consider in the best interests of the Society.

12. Executive Borrowing Powers

(1) The Executive does not have power to borrow monies on behalf of or in the name of the Society.

Part 5 – General Meetings of the Society

13. General Meetings

(1) "General Meetings" of the Society include:

(a) the Annual General Meeting; and

(b) any other meeting of the Members of the Society, which will be referred to as a "Special General Meeting".

(2) The Executive may, whenever it thinks fit, convene a Special General Meeting. Special General Meetings will be held at such time and place, in accordance with the *Society Act*, as the Executive decides.

(3) Notice of a General Meeting shall be given to every Member shown on the Register of Members on the day notice is given.

(4) Notice of a General Meeting will specify the place, the day and the hour of meeting, and the general nature of any business before that General Meeting.

(5) The accidental omission to give notice of a General Meeting to, or the non-receipt of a notice by, any of the Members entitled to receive notice does not invalidate proceedings at that General Meeting.

14. Annual General Meetings

(1) The Annual General Meeting of the Society will be held at such time and place, in accordance with the *Society Act*, as the Executive decides, and for greater certainty, will be held at least once in every calendar year and not more than 15 months after the adjournment of the previous Annual General Meeting.

(2) Any changes to these Bylaws must be proposed in accordance with the requirements of the *Society Act*, for discussion and voting at the Annual General Meeting.

(3) In accordance with the *Society Act*, changes to these Bylaws must be approved by a Special Resolution of the Members.

15. Proceedings at General Meetings

(1) Each Member in good standing of the Society, including each Executive:

(a) is entitled to attend, forward motions, participate in discussions, and cast one vote at a General Meeting; and

(b) may vote by proxy by delivering a written proxy to a Member who is attending the General Meeting in person, and the attending Member Submitting that proxy by the start of the meeting

(c) members may hold up to two (2) proxy votes for other members

(2) Voting at General Meetings is by show of hands, unless a secret ballot is requested by one or more Members at the meeting. When a secret ballot is requested, all votes including proxies will be reviewed by the Chair, Co-Chair, and Secretary. Should any one of these members not be available or be in a conflict of interest, a delegate on the executive will be decided by consensus of the executive.

(3) In the case of a tie vote, the Executive will cast one deciding vote by consensus, in addition to the votes to which each of the Executives may be entitled as a Member.

(4) Quorum is three Members present at a General Meeting, and no business other than the adjournment or termination of the meeting may be conducted at a General Meeting at a time when a quorum is not present.

(5) Members may submit their "Intention to Stand" to be eligible for an Executive position. An "Intention to Stand" must:

(a) Be delivered in writing to the existing Executive by a specific date; and

(b) Include the member's name, position(s) they intend to stand for, and statement of interest in said position(s).

(6) Information on all members running for an executive role will be provided to the membership with AGM notice.

Part 6 - League Committee

16. Composition of the League Committee

(1) The League Committee will be composed of the Executive plus one Team Representative (or substitute) from each team registered in the League.

(2) No Executive may be considered a Team Representative for the purposes of the League Committee.

17. Meetings of the League Committee

(1) The League Committee will meet a minimum of three times per Season.

(2) Any Member in good standing of the Society may attend League Committee meetings and participate in general discussions.

(3) Team Representatives will be given a minimum of four days notice prior to a League Committee Meeting.

(4) Meetings of the League Committee will commence at the scheduled time and last no longer than two hours.

(5) The Minutes of League Committee meetings will be posted on the League website no later than 14 days after the meeting.

(6) The Treasurer will present financial reports or updates at League Committee meetings, including but not limited to the following:

(a) A proposed budget at the first League Committee meeting of the Season; and

(b) an interim financial update at a mid-Season League Committee meeting.

18. Subcommittees of the League Committee

(1) The Executive may recruit and coordinate volunteers from the League Committee and League membership to form Subcommittees as necessary.

Part 7 – Amendments to the Bylaws

19. Amendments to the Bylaws

(1) Amendments to the Bylaws must be made by Special Resolution of the Members, in accordance with the provisions of the *Society Act*.

(2) Proposals for amendments to the Bylaws can be made at the Annual General Meeting by any Member in good standing of the Society.

(3) If there is a change in the Bylaws, the Chair must prepare and file a Special Resolution of the Change in the Bylaws, in accordance with the *Society Act*.

Part 8 – Records

20. Maintenance of Records

(1) Documents and records of the Society will be kept in hard copy for a minimum of seven years at the Registered Office of the Society, unless the Directors resolve to keep the records at a different location.

(2) The documents and records that must be kept pursuant to subsection (1) above include but are not limited to:

(a) Minutes of General Meetings;

(b) Minutes of League Committee meetings;

(c) Minutes of Executive meetings;

(d) Financial records;

(e) Registers of Members; and

(f) Statutory filings.

Part 9 – Delivery of Notices

21. Notices to Members or Directors

(1) A notice may be given to a Member either personally, by mail at their registered address, or by email at the email address they provide to the League.

(2) A notice may be given to the Executive or to the Society by mail to the registered address of the Society or by email to the Executive email addresses available on the League's website, or another email address provided by an Executive.