



**CONSTITUTION AND BY-LAWS**  
**OF**  
**PORT COQUITLAM MINOR SOFTBALL ASSOCIATION**

The name of the Society is "Port Coquitlam Minor Softball Association", and that this Association shall be registered under the Societies Act.

1. The purpose of the Society shall be:
  - a) to promote, teach and perpetuate the game of softball chiefly in Port Coquitlam;
  - b) to teach sportsmanship and emphasize fair play at all times;
  - c) to teach respect for players, officials and spectators;
  - d) to develop community spirit through the participation in the game of Softball;
2. The operation of the Port Coquitlam Minor Softball Association is to be chiefly carried on in the City of Port Coquitlam, B.C.
3. The funds of the Port Coquitlam Minor Softball Association not required for immediate use will be kept in an accredited institution.
4. Should the Port Coquitlam Minor Softball Association accumulate any profit it shall not go to the members, but shall be distributed in the same manner as the assets would be distributed upon the winding-up or dissolution as hereinafter provided. If, upon the winding-up or dissolution of the Port Coquitlam Minor Softball Association, there remains after the satisfaction of all its assets and liabilities, any property or assets, the same shall be given to the Port Coquitlam Amateur Athletic Associations.
5. Clauses 3 and 4 are unalterable provisions.



## **BY-LAWS**

### **PART I - INTERPRETATION**

In these by-laws, unless the context otherwise requires:

- a) "directors" means the directors of the Society for the time being;
- b) "SOCIETIES ACT" means the SOCIETIES 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;
- d) The definition in the SOCIETIES ACT on the date these by-laws become effective apply to these by-laws.
- e) Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a Corporation.

### **PART II - MEMBERSHIP**

1. All members shall agree to comply to the constitution and by-laws of the association as amended from time to time, and with any regulations and policies made by, or on behalf of, the association.
2. They shall also agree to abide by the Constitution and By-Laws of the Port Coquitlam Amateur Athletic Association.
3. The following shall be deemed members:

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- a. Individuals who are parents or guardians of Registered Players and who are interested in the general work of the Association.
  - b. All coaches, managers, umpires, scorekeepers and other authorized game officials.
  - c. Any member of the Port Coquitlam Amateur Athletic Association who has a special interest in furthering the game of Softball may be deemed a member of the Port Coquitlam Minor Softball Association upon written request and with permission of the Port Coquitlam Minor Softball Association Executive. Such membership to be renewed yearly by the new Executive.
4. Membership shall run from annual meeting to annual meeting
  5. Only members in good standing may vote at General Meetings of the Association. A member in good standing is one who is not suspended or expelled.
  6. Membership to the Port Coquitlam Amateur Athletic Association must be paid before player registration will be accepted.
  7. A person shall cease to be a member of the Society:
    - a. by delivering his resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society, or;
    - b. on his death or in the case of a corporation on dissolution, or;
    - c. on being expelled, or;
    - d. on having been a member not in good standing for twelve (12) consecutive' months, or;



- e. any member who fails to abide by the Constitution and any policies set down by the Port Coquitlam Minor Softball Association or the Port Coquitlam Amateur Athletic Association;
8. A member may be expelled by a special resolution of the members passed at a general meeting.
- a. The notice of special resolution for expulsion "shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
  - b. 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.

### **III - MEETINGS OF MEMBERS**

1. General meetings of the Society shall be held at such time and place, in accordance with the SOCIETIES ACT, as the directors decide.
2. Every general meeting, other than an annual general meeting, is a extraordinary general meeting.
3. The directors may, whenever they think fit convene an extraordinary general meeting.
  - a. Notice of a general meeting shall specify the place, the day, and the hour of meeting and, in case of special business, the general nature of that business.
  - b. 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.



4. The first annual general meeting of the Society shall be held not more than fifteen (15) months after the date of incorporation; and thereafter an annual general meeting shall be held at least once in every calendar year and not more than fifteen (15) months after the holding of the last preceding annual general meeting.

#### **PART IV - PROCEEDINGS AT GENERAL MEETINGS**

1. 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: The adoption of rules of order, and;
    - i. The consideration of the financial statements,
    - ii. The report of the directors,
    - iii. The report of the Auditor, if required,
    - iv. The election of directors,
    - v. The appointment of the Auditor, if required, and,
    - vi. Such other business, as under these by-laws, 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.
2. 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.
3. 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.
4. A quorum is twenty-five (25) members, or such greater number as the members may determine at a general meeting.



5. The order of business at the annual general meeting shall be:
  - a. Reading of the minutes of the last general meeting,
  - b. President's Remarks,
  - c. Correspondence,
  - d. Committee Reports,
  - e. Treasurer's Report,
  - f. Amendments to the Constitution and By-Laws,
  - g. General Business,
  - h. Election of Officers,
  - i. New Business,
  - j. Adjournment.
  
6. If within thirty (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 thirty (30) minutes from the time appointed for the meeting, the members present constitute a quorum.
  
7. Subject to By-Law 5, 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.
  
8. If at a general meeting:
  - a. there is no president, vice-president, or other director present within fifteen (15) minutes after the time appointed for holding the meeting, or,
  - b. the president and all other directors present are unwilling to act as chairman, The members present shall choose one of their number to be chairman.
  - c. 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.

- d. Where a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- e. Except as provided in this by-law, it is not necessary to give notice of any adjournment or of the business to be transacted at an adjourned meeting.
- f. Procedural disputes not mentioned in these by-laws shall be governed by Robert's Rules of Order: Current Edition, and shall apply to all meetings.
- g. No resolution proposed at a meeting need be seconded and the chairman of a meeting may move or propose a resolution.
- h. In case of an equality of votes the chairman shall cast the deciding vote.
- i. A member in good standing present at a meeting of members is entitled to one vote.
- j. Voting, shall be by secret ballot.
- k. Voting by Proxy is not permitted.

## **PART V - DIRECTORS AND OFFICERS**

1. The directors may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these by-laws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to the provisions of:

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- a. All laws affecting the Society,
  - b. These by-laws, and,
  - c. Rules, not being inconsistent with these by-laws, 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.
3. That the Directorship of the Port Coquitlam Minor Softball Association be seventeen (17), being the:
- a. Past President (Advisory Position Only - nonvoting
  - b. President
  - c. Vice-President - Boys
  - d. Vice-President - Girls
  - e. Administrative Vice-President
  - f. Assistant Vice President Secretary
  - g. Treasurer
  - h. Registrar
  - i. Equipment Manager
  - j. Publicity & Statistician
  - k. Umpire-in-Chief
  - l. Uniform Manager
  - m. Tournament Director
  - n. Concession Manager
  - o. Field Manager
  - p. Sponsorship
4. The Vice-President - Boys, Administrative Vice-President, Treasurer, Umpire-in-Chief, Publicity & Statistician, Uniform Manager, and Tournament Director shall be elected for a two (2) year term on odd-numbered years.
5. The President, Vice-President - Girls, Assistant Vice-President, Secretary, Registrar, Equipment Manager, Sponsorship, Concession Manager, and Field Manager shall be elected for a two (2) year term on even-numbered years.

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6. The directors shall retire from office when their term expires at the annual general meeting when their successors shall be elected.
7. Separate elections shall be held for each office to be filled.
8. An election may be by acclamation; otherwise it shall be by ballot.
9. Nominations will be accepted from the floor at the Annual General Meeting.
10. The candidate must give approval to allow his name to stand, verbal if present, written if absent.
11. Members of the executive shall not hold office in any other Associations where there may be a conflict of interest, except with the consensus of the remainder of the executive.
12. The directors may, at any time and from time to time, appoint a member as a director to fill a vacancy in the directors,
13. A director so appointed holds office only until the conclusion of the next following annual general meeting of the Society, but is eligible for reelection at the meeting.
14. If a director resigns his office or otherwise ceases to hold office, the remaining directors shall appoint a member to take the place of the former director.
15. No act or proceeding of the directors is invalid except by reason of there being less than the prescribed number of directors in office in attendance.
16. The members and/or directors may, by special resolution, remove a director for just cause (as determined by the remaining directors) before the expiration of his term of office, and may elect or appoint a successor to complete the term of office.



17. No director shall be remunerated for being or acting as a director, but a director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society.
18. Directors must attend all scheduled meetings unless notification is given to the President or Secretary prior to such meetings. A report may be requested of the absentee director prior to that meeting.

## **PART VI - DUTIES OF OFFICERS**

**PRESIDENT** - shall preside at all general, special and executive meetings of the Association: He shall generally supervise all the affairs of the Association, and shall be primarily responsible for the development and maintenance of the programs of the Association. He shall receive reports of all meetings of the Port Coquitlam Amateur Athletic Association. He shall be a member of all committees and shall be notified as to time and place of each meeting. He shall be a signing officer for the Association.

**VICE-PRESIDENTS** - shall carry out duties allotted by the President, and in the event the President is unable to carry on with his duties, they shall, by common consensus between them, appoint one of themselves to carry on with the President's duties.

**ADMINISTRATIVE VICE-PRESIDENTS** - shall carry out specific duties assigned by the President not specified in positions of remaining vice-presidents and shall be responsible for purchasing any awards as required.

**ASSISTANT VICE-PRESIDENT** - shall carry out special duties assigned by the President not specified in positions of returning Vice-Presidents



**VICE-PRESIDENT - BOYS** - shall oversee all the boys divisions in all aspects of the Association.

**VICE-PRESIDENT - GIRLS** - shall oversee all the girls divisions in all aspects of the Association.

**SECRETARY** - shall conduct the correspondence of the Society and issue notices of meetings of the Directors & the Society

- shall keep minutes of all meetings of the Society & Directors,
- shall have custody of all records and documents of the Society except those required to be kept by the Treasurer,
- shall have custody of the common seal of the Society

**TREASURER** - shall keep such financial records, including books of account, as are necessary to comply with the Societies Act,

- shall render financial statements to the directors, members and others when required,
- shall be a signing officer,

**REGISTRAR** - shall be responsible for obtaining player registration forms and fees and to turn fees over to the Treasurer for deposit,

- shall check registrations and birth certificates,
- shall keep a register of all players and shall forward a complete list of registrations to the Port Coquitlam Amateur Athletic Association on date required;
- shall appoint deputy registrars as helpers if required,
- shall keep existing player file updated,
- shall report any irregularities in registration or payment of fees to the executive,

**UMPIRE-IN-CHIEF** - shall be responsible for settling game protests and rule disputes, and if unable to solve a particular problem shall call for an executive meeting,

- shall promote training and upgrading of umpiring within the Association,
- shall schedule umpires as required,



**EQUIPMENT MANAGER** - shall arrange for maintenance, repair and storage of all equipment owned by the Association,

- shall issue equipment to each team,
- shall ensure return of equipment from each team on completion of season,
- shall clearly mark each unmarked item with the Port Coquitlam Minor Softball Association name,
- shall keep an accurate record of all equipment owned by the Association and furnish an annual report of same, or at any time on request of the Executive,
- shall keep on hand at all times an ample supply of balls and other equipment that may be required on direction of the Executive,
- shall arrange purchase of all equipment and/or supplies, etc. as may be required by the Association,
- must obtain at least two (2) written quotations on items,
- shall be a signing officer

**PUBLICITY & STATISTICIAN** - shall be responsible for all newsletters, advertising, and to compile team standings on approval of the Executive.

**UNIFORM MANAGER** - shall maintain, repair, and store all uniforms owned by the Association,

- shall issue uniforms to each team,
- shall ensure return of uniforms from each team on completion of season,
- shall keep on hand an ample supply of uniforms as may be required on direction of the Executive,
- shall arrange purchase of all uniforms as may be required by the Association,
- must obtain at least two (2) written quotations on items,

**SPONSORSHIP** - shall be responsible for soliciting sponsorships for the Association, except traveling teams

**TOURNAMENT DIRECTOR** - shall be responsible for coordinating and promoting all Association in house tournaments,



**FIELD MANAGERS** - shall be responsible for maintaining all fields during all Association tournaments,

**CONCESSION MANAGER** - shall be responsible for coordinating concessions for all Association tournaments,

- shall be responsible for purchasing necessary food, beverages, and supplies for the operation of the concession,
- shall be responsible for scheduling volunteers working in the concession,
- shall be responsible for turning proceeds daily over to the treasurer for deposit,

### **PART VII - SEAL**

1. The directors may provide a common seal for the Society, and they shall have power from time to time to destroy it and substitute a new seal in place of the seal destroyed.
2. The common seal shall be affixed only when authorized by the 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, or President and Secretary Treasurer.

### **PART VIII - THE EXECUTIVE**

1. The officers of the Association shall comprise of the Executive of the Association.
2. The Executive has the authority to carry out its responsibilities within the allotted budget, and with due consideration to all requests for action as passed at the annual meeting, or any special meeting, for any recommendations passed to it from any commission, directorate, or committee.

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3. In the event of sickness or the inability to act of any member of the Executive, or persons appointed by them; or in the event of neglect of duties by any such person, the person so affected can be removed from office upon a two-thirds majority vote of the persons voting at Executive meeting for that purpose. The person so affected shall be given reasonable notice of the Executive's intention to so act, or deal with the question; and the member so concerned shall have the right to speak to the Executive meeting. The matter shall be placed on the agenda of the next special or annual meeting for ratification, or otherwise, by the Association.