

**HAMPTON LITTLE LEAGUE ASSOCIATION  
CONSTITUTION**

  
CAROL PREST

1. The name of this Society shall be HAMPTON LITTLE LEAGUE ASSOCIATION hereafter referred to as the Hampton League.
2. The purposes of the Society are:
  - (a) to implant firmly in the youth of the community the ideals of good sportsmanship, honesty, loyalty, courage and respect for authority, so that they may be well adjusted, stronger and happier children and will grow to be good, decent, healthy and trustworthy adults
  - (b) to provide a supervised program of competitive baseball games under the rules and policies of Little League Baseball. Officers, Directors and Members shall bear in mind that stressing of the exception athletic skills or the winning of games is secondary, and the type of leadership extended is of prime importance.

***Hampton Little League Association***  
**BYLAWS**

*November 6, 2018*

BYLAWS OF  
**Hampton Little League Association**

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**BYLAWS OF**  
***Hampton Little League Association***

**1. INTERPRETATION**

1.1. Definitions

In these Bylaws:

- (a) “Active Player” means, at a particular time, any person:
  - (i) who meets the requirements under Little League Regulation IV to participate on a team in the house league organized by the Society or as a player on an all-star or tournament team representing the Society;
  - (ii) as to whom the requisite registration fee has been paid to the Society or waived by the Society; and
  - (iii) whom the Registrar has so registered, and who remains so registered, in the Society’s records;
- (b) “Board” means the board of directors, comprising the Directors in office from time to time;
- (c) “Constitution” means the constitution established for the Society in accordance with the *Society Act*, as said constitution exists from time to time;
- (d) “Coaching Coordinator” means, from time to time, the person holding the office of Coaching Coordinator pursuant to these Bylaws;
- (e) “Communications Officer” means, from time to time, the person holding the office of Communications Officer from time to time;
- (f) “Director” means a board of director member of the Society from time to time;
- (g) “Member” means, from time to time, a person admitted under Bylaw 2.2 below whose membership has not ceased under Bylaw 2.4 below;
- (h) “Officer” means, from time to time, a person holding the office, pursuant to these Bylaws, of President, Vice-President, Treasurer, Secretary, Communications Officer, Coaching Coordinator, or Player Agent and, to the extent authorized by the Board, each of whom shall represent the Society in all matters concerning its day-to-day interests and the management of its day-to-day affairs;
- (i) “Ordinary Resolution” means:
  - (i) a resolution passed in a general meeting by the regular Members by a simple majority of the votes cast in person
- (j) “President” means, from time to time, the person holding the office of President pursuant to these Bylaws;

- (k) "Player Agent" means, from time to time, the person holding the office of Player Agent pursuant to these Bylaws;
- (l) "Safety Officer" means, from time to time, the person holding the office of Safety Officer pursuant to these Bylaws;
- (m) "Secretary" means, from time to time, the person holding the office of Secretary pursuant to these Bylaws;
- (n) "Society" means *Hampton Little League Association*
- (o) "Society Act" means the **Society Act** of the Province of British Columbia from time to time in force and all amendments to it;
- (p) "Special Business" has the meaning given to it in Bylaw 4.2 below;
- (q) "Special Resolution" means:
  - (i) a resolution passed in a general meeting by a majority of not less than 75% of the votes of the Members who vote in person;
    - (A) of which not less than 14 days' notice has been given under Bylaw 3.4(a) below, specifying the intention to propose the resolution as a special resolution, or
    - (B) if every Member agrees, at a meeting of which less than 14 days' notice has been given, or
- (r) "Treasurer" means, from time to time, the person holding the office of Treasurer pursuant to these Bylaws.
- (s) "Vice-President" means, from time to time, the person holding the office of Vice-President pursuant to these Bylaws.

## 1.2. Number and Gender

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

## 2. **MEMBERSHIP**

### 2.1. Qualifications of Members

The following people are qualified to become Members:

- (a) the applicants for incorporation of the Society;
- (b) each person who, from time to time, is a Director;

- (c) each person who, from time to time, has the status of parent or guardian of any Active Player;
- (d) each person the Board designates, from time to time, as a manager or coach of a team in the house league organized by the Society or a team representing the Society; and
- (e) each person the Board recognizes, from time to time, as a volunteer for the Society;
- (f) Active Players who will have no rights, duties or obligations in the management or in the property of the Society; and
- (g) The District Administrator and any Assistant District Administrator(s) for District 7 Victoria Little League and all board members of Little League British Columbia.

## 2.2. Admission of Members

The following qualified persons will be admitted as Members:

- (a) each applicant for incorporation of the Society, as of the date of incorporation of the Society;
- (b) each Director from time to time, as of the date he or she is elected or appointed as a Director; and
- (c) each other person qualified under Bylaw 2.1 above to become a Member, as of the date on which the Directors admit him or her to membership.

## 2.3. Duties of Members

Every Member must uphold the Constitution and comply with these Bylaws.

## 2.4. Cessation of Membership

A person immediately ceases to be a Member in each of the following cases:

- (a) on the Secretary's receipt of his or her resignation from membership;
- (b) if the person is qualified to be a Member solely by virtue of being a Director, on ceasing to be a Director;
- (c) if the person is qualified to be a Member solely by virtue of his or her status as the parent or guardian of any Active Player, on ceasing to have such status;
- (d) if the person is qualified to be a Member solely by virtue of the Board's designation under Bylaw 2.1(d) above, on the Board's removal of said designation;



- (e) if the person is qualified to be a Member solely by virtue of the Board's recognition under Bylaw 2.1(e) above, on the Board's removal of said recognition;
- (f) on his or her death;
- (g) on being expelled from membership by the Board, by majority vote of the Directors present at any duly constituted Board meeting, if:
  - (i) the expulsion is based on the Directors' opinion that the conduct of such person is detrimental to the best interests of the Society; and
  - (ii) the person was notified of the meeting, informed of the charges against him or her, and given an opportunity to appear at the meeting to answer such charges.

2.5. Good Standing

All Members are in good standing. For a player to be considered in good standing, fees are paid to Hampton Little League or waived by Hampton Little League.

2.6. No Membership Fees

There shall be no annual membership fees for Members.

**3. MEETINGS OF MEMBERS**

3.1. Directors Determine Meetings of Members

General meetings of the Society must be held at least annually at such time and place, in accordance with the *Society Act*, as the Directors shall determine.

3.2. Annual and Extraordinary General Meetings

Any general meeting other than an annual general meeting is an extraordinary general meeting.

3.3. Calling and Requisitioning Extraordinary General Meetings

The Directors may, whenever they consider appropriate, convene an extraordinary general meeting. Members may requisition an extraordinary general meeting in accordance with the *Society Act*.

3.4. Notice of General Meetings

- (a) 14 days written notice of a general meeting will be provided to those members entitled to receive notice of a general meeting, but those members may waive or reduce the period of notice for a particular meeting by unanimous consent in person.

- (b) Notice of a general meeting must:
  - (i) specify the place, day, and time of the meeting and, in case of Special Business, the general nature of that business; and
  - (ii) be given as provided in the *Society Act* and these Bylaws to such persons as are entitled by law or under these Bylaws to receive such notice.
- (c) Accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any Member will not invalidate the proceedings at that meeting.

### 3.5. Waiving or Reducing Notice of General Meetings

Members may, before, during or after, by unanimous vote by all members present at the meeting, waive or reduce the period of notice of the meeting and an entry in the minutes folder of such waiver or reduction will be sufficient evidence of the due convening of the meeting.

### 3.6. Notice Requirements Regarding Approving, etc., Documents

Except as otherwise provided by the *Society Act*, if any Special Business at a general meeting includes considering, approving, ratifying, adopting or authorizing any document or the execution of a document or the giving of effect to a document, the notice convening the meeting will, with respect to such document, be sufficient if it states that a copy of the document or proposed document is or will be available for inspection by Members at the address of the Society or at some other place in British Columbia designated in the notice during usual business hours up to the date of such general meeting.

### 3.7. Time for Holding Annual General Meetings

Subject to any extensions of time permitted by the *Society Act*, the first annual general meeting of the Society must be held not more than 15 months after the date of incorporation and thereafter an annual general meeting must be held at least once in every calendar year and not more than 15 months after the last preceding annual general meeting.

## **4. PROCEEDINGS AT GENERAL MEETINGS**

### 4.1. Business Conducted At An Annual General Meeting

The business to be conducted at an annual general meeting includes the following:

- (a) the adoption of rules of order and the conduct of and voting at the meeting,
- (b) the consideration of the financial statements, and the respective reports of the Directors and auditor (if any),
- (c) the election of Directors,
- (d) the appointment of an auditor, if required, and fixing the remuneration of the auditor,

- (e) any business that is brought under consideration by the report of the Directors, and
- (f) other business that, under these Bylaws, ought to be conducted at an annual general meeting.

#### 4.2. Special Business

Special Business is:

- (a) all business at an extraordinary general meeting, except the adoption of rules of order; and
- (b) all business at an annual general meeting except the business set out in clauses (a) through (e), inclusive, of Bylaw 4.1 above.

#### 4.3. Quorum for General Meetings

- (a) No business, other than the election of a person to chair the meeting and the adjournment or termination of the meeting, may be transacted at any general meeting at a time when a quorum of Members is not present. Once a quorum has been determined to be present at the commencement of a meeting, a quorum will be deemed to be present throughout the meeting, unless it is determined that a quorum is not present. If at any time during a general meeting it is determined that a quorum is not present, business then in progress must be suspended until a quorum is present or until the meeting is adjourned or terminated.
- (b) Subject to Bylaw 4.3(c) below, a quorum for all Annual General Meetings shall be not less than fifteen (15) Members present in person.
- (c) If a general meeting is convened upon the requisition of Members in accordance with the *Society Act* and a quorum under Bylaw 4.3(a) above is not present within 30 minutes from the time appointed for the meeting, the meeting shall be dissolved. In any other case if a quorum under Bylaw 4.3(a) above is not present within 30 minutes from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the following week at the same time and place and if, at the adjourned meeting, a quorum under Bylaw 4.3(a) above is not present within 30 minutes from the time appointed for the meeting, the Members present shall constitute a quorum.

#### 4.4. Chair of General Meetings

The President or, if the President is absent, the Vice-President is entitled to preside as chair at every general meeting of the Society. If the President and the Vice-President are absent or unwilling to act as chair, the Directors present may choose one of their number to be chair. If all the Directors present decline to take the chair or fail to choose one of their number to be chair, or if no Director is present, the Members present may choose one of their number to be chair.

#### 4.5. Adjourning and Adjourned Meetings

The chair may, and if so directed by the meeting must, adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place. If a meeting is adjourned for more than ten days, notice of the adjourned meeting must be given as in the case of an original meeting. Otherwise, it is not necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting.

#### 4.6. Procedure Regarding Resolutions

- (a) No resolution proposed at a meeting need be seconded and the chair of a meeting may move or propose a resolution.
- (b) In case of an equality of votes, the chair of the meeting is not entitled to a casting or second vote in addition to the vote to which the chair may be entitled as a Member, and the resolution will not pass.

#### 4.7. Voting at General Meetings

- (a) Each Member present in person at a general meeting of the Society is entitled to one vote.
- (b) Voting is by show of hands, unless (before or on the declaration of the result of the show of hands) the chair directs or a Member demands a poll (ballot). The chair must declare to the meeting the decision on every question in accordance with the result of the show of hands or the poll (ballot) and such decision must be entered in the minutes of the meeting. A declaration by the chair that a resolution has been carried, or carried unanimously, or by a particular majority, or lost or not carried by a particular majority, and an entry to that effect in the minute folders of the proceedings of the Society is conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
- (c) No poll (ballot) may be demanded on the election of a chair. A poll (ballot) validly demanded must be taken immediately. A demand for a poll (ballot) may be withdrawn. In any dispute as to the admission or rejection of a vote the decision of the chair made in good faith is final and conclusive.
- (d) Voting by proxy is not permitted.

#### 4.8. Action Normally by Ordinary Resolution

Unless the *Society Act*, the Constitution, or these Bylaws otherwise provide, any action to be taken by a resolution of the Members may be taken by an Ordinary Resolution.

#### 4.9. Rules of Order for General Meetings

*Robert's Rules of Order* shall govern the proceedings of all general meetings, except where same conflicts with these Bylaws and/or the Official Regulations, Playing Rules and Operating Policies of Little League Baseball, Softball and Challengers Incorporated.

## 5. DIRECTORS

### 5.1. Powers of Directors

The Directors must manage, or supervise the management of, the affairs and business of the Society and are authorized to exercise all such powers and do all such acts and things as 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 the provisions of all laws affecting the Society and these Bylaws.

### 5.2. Number of Directors

The Society will have not less than six (6) and not more than twenty-one (21) Directors.

### 5.3. Directors Need Not be Members

A person need not be a Member as qualification to be a Director.

### 5.4. Term of Office of Directors and Eligibility for Re-Election

The Directors, with the exception of President and Treasurer, shall retire from office at each annual general meeting, when their successors shall be elected. A retiring Director shall be eligible for re-election as a Director.

Both the President and Treasurer positions shall be two year terms, with alternating start years, to ensure one position carries over a year when the other position retires.

The President may hold office no more than 2 terms consecutively. The retiring president shall be eligible for re-election as a President once they have been retired from the position for the period of one term.

### 5.5. Deemed Election of Directors If No Annual General Meeting

If the Society fails to hold an annual general meeting in accordance with the *Society Act*, the Directors then in office will be deemed to have been elected or appointed as Directors on the last day on which the annual general meeting could have been held and they may hold office until other Directors are appointed or elected in their place or until the day on which the next annual general meeting is held.

### 5.6. Failure to Elect Sufficient Number of Directors

If, at any general meeting at which Directors should be elected, fewer Directors are elected than the minimum number provided for in Bylaw 5.2 above, then:

- (a) the newly-elected Directors may (but shall not be required to) request any of the retiring Directors who are not re-elected to continue in office to complete the minimum number of Directors for the time being fixed pursuant to Bylaw 5.2 above; and
- (b) any such retiring Director who agrees to continue in office shall hold office until a sufficient number of new Directors is elected, at a general meeting convened for the

purpose, to complete the minimum number of Directors for the time being fixed pursuant to Bylaw 5.2 above.

5.7. Filling Casual Vacancies on the Board

The Directors may fill any casual vacancy occurring in the Board as per the Hampton Little League Operating Regulations and Procedures.

5.8. Removal and Replacement of Directors

The Members may by Ordinary Resolution remove a Director before the expiration of his or her period of office, and may appoint another person in his or her stead as per Hampton Little League Operating Regulations and Procedures. The notice of the meeting at which the Ordinary Resolution will be considered must include a brief statement of the reason or reasons for the proposed removal of the Director. The Director who is the subject of the proposed Ordinary Resolution must be given an opportunity to be heard at the meeting before the Ordinary Resolution is put to a vote.

5.9. Ceasing to be a Director

A person immediately ceases to be a Director in each of the following cases:

- (a) subject to Bylaws 5.5 and 5.6 above, on the expiration of his or her term of office;
- (b) on receipt of his or her resignation in writing or on such later date specified in the resignation, if such resignation is delivered to the Secretary of the Society by hand or email, or is mailed to the address of the Society;
- (c) on his or her removal as a Director under Bylaw 5.8;
- (d) on ceasing to be a Member of the Society;
- (e) on his or her death.

5.10. No Invalidity of Actions

No act or proceeding of the Directors is invalid only by reason of there being fewer than the prescribed number of Directors in office.

5.11. Remuneration of Directors

A Director is entitled to be reimbursed for all expenses that the Director necessarily and reasonably incurs while engaged in the affairs of the Society, provided that prior approval of such expenses and proper documentation of such expenses may be required.

5.12. Disclosure of Conflicts of Interest of Directors

Every Director who:

- (a) is, directly or indirectly, interested in a proposed contract or transaction with the Society; or
- (b) holds any office or possesses any property whereby, whether directly or indirectly, duties or interests might be created in conflict with his or her duties or interests as a Director or as an Officer;

must fully and promptly disclose to the Board, by delivery of a written notice or statement to the President and the Secretary (or if the disclosing Director is the President or the Secretary, then to the Vice-President instead of to himself or herself), the fact, nature and extent of the interest or conflict. Forthwith after receiving any such notice or statement the President and the Secretary (or the Vice-President) will arrange to provide a copy thereof to each Director and file a copy thereof in the Society's records.

#### 5.13. Discipline of Active Players by Directors

The Board has the authority to suspend or revoke an Active Player's right to future participation in a house league team, tournament team or all-star team for conduct that is detrimental to the best interests of the Society as determined by a majority vote present at any duly constituted Director's meeting or meeting of a duly appointed committee of the Board. The Directors shall give written notice of said meeting and the charges against the Active Player to the manager of the Active Player's team, the Active Player's parents or legal guardian(s) and the Player Agent. At said meeting, the Active Player will be given an opportunity to answer the charges against them. The Active Player's parents or legal guardian(s) may also be present and speak on behalf of the Active Player. The manager of the Active Player's team may also be present. The Player Agent shall appear in the capacity of an adviser on behalf of the Active Player.

### **6. PROCEEDINGS OF DIRECTORS**

#### 6.1. Chair of Meetings of Directors

The President or, if the President is absent, the Vice-President is entitled to preside as chair at every meeting of the Directors. If neither the President nor Vice-President is present within fifteen minutes of the time appointed for holding the meeting or is willing to act as chair, or if each of the President and the Vice-President has advised the Secretary that he or she will not be present at the meeting, the Directors present may choose one of their number to be chair of the meeting.

#### 6.2. Regulation of Meetings, Voting and Notice of Meetings Held at Regular Intervals

The Directors may meet together for the conduct of business, adjourn and otherwise regulate their meetings, as they consider appropriate. Questions arising at any meeting will be decided by a majority of votes. In case of an equality of votes the chair does not have a second or casting vote. Meetings of Directors held at regular intervals may be held at such place, at such time and upon such notice, if any, as the Directors may by resolution from time to time determine.

#### 6.3. Meetings by Conference Telephone

A Director may participate in a meeting of the Directors, and any Director who is a member of a committee established by the Board may participate in a meeting of that committee, by means of

conference telephone or other communication facilities by means of which all Directors participating in the meeting can hear each other and provided that all such Directors agree to such participation. A Director participating in a meeting in accordance with this Bylaw will be deemed to be present at the meeting and to have so agreed and will be counted in the quorum for the meeting and be entitled to speak and vote at the meeting. Directors shall use best efforts to attend meetings in person.

#### 6.4. Calling Meetings and Notice

- (a) The Directors must meet at least once during each calendar quarter. Any Director may, and the Secretary upon request of any Director must, call a meeting of the Directors at any time. Reasonable notice of such meeting specifying the place, date and time of such meeting must be given to each Director by telephone, or by written notice sent by mail or e-mail to each Director at his or her address as it appears on the books of the Society, or delivered to his or her usual business or residential address.
- (b) It is not necessary to give notice of a meeting of Directors to a Director if the meeting is to be held immediately following a general meeting at which the Director was elected or is the meeting of Directors at which the Director was appointed.
- (c) Accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any Director will not invalidate the proceedings at the meeting.

#### 6.5. Waiver of Notice of Meetings of Directors

Any Director may file with the Secretary a document executed by him or her waiving notice of any past, present or future meetings of the Directors being, or required to have been, sent to him or her and may at any time withdraw the waiver with respect to meetings held after the withdrawal. After filing a waiver with respect to future meetings and until the waiver is withdrawn no notice need be given to such Director of any meeting of Directors and all meetings of the Directors so held will be deemed not to be improperly called or constituted by reason of notice not having been given to such Director.

#### 6.6. Quorum for Meetings of Directors

The Directors may from time to time set the quorum necessary to conduct the business of the Board and unless so set the quorum will be a majority of the Directors then in office.

#### 6.7. Actions During a Vacancy

The continuing Directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the minimum number provided for in Bylaw 5.2 above, the continuing Directors may act for the purpose of summoning a general meeting of the Society, but for no other purpose.

#### 6.8. Validity of Acts of Directors

All acts done by any meeting of the Directors or of a committee of Directors, or by any person acting as a Director, is, notwithstanding that afterwards it is discovered that there was some defect in the qualification, election or appointment of any such Directors or of the members of such committee or



person acting as a Director, or that they or any of them were disqualified, as valid as if every such person had been duly elected or appointed and was qualified to be a Director.

#### 6.9. Resolutions in Writing and/or via Electronic Vote

A resolution consented to in writing or via Electronic vote that all of the Directors have signed is as valid and effectual as if it had been passed at a meeting of the Directors duly called and held. Such resolution may be in two or more counterparts, which together will be deemed to constitute one resolution in writing. Such a resolution must be filed with the minutes of the proceedings of the Directors and will be effective on the date the last Director signed it or on any later date specified in the resolution.

### 7. **OFFICERS**

#### 7.1. Appointment and Termination of Officers

The Directors must, at the first meeting of the Directors following the annual general meeting, elect or appoint from among the Directors then in office an Executive consisting of President, Vice-President, Treasurer, Secretary, Player Agent, Safety Officer, Communications Officer and Coaching Coordinator. To the extent authorized by the Board, the Officers shall represent the Society in all matters concerning its day-to-day interests and the management of its day-to-day affairs. The Directors may, at any time, remove any of these Officers from office in which case the Directors will forthwith elect or appoint a replacement, from among the Directors then in office, to complete the term of office of such Officer. No one who is not a Director may be an Officer.

#### 7.2. President

The President shall:

- (a) Conduct the affairs of the Society and execute the policies established by the Board;
- (b) Present a report of the condition of the Society at the annual general meeting;
- (c) communicate to the Board such matters as are deemed appropriate, and make such suggestions as may tend to promote the welfare of the Society;
- (d) Be responsible for the conduct of the Society in strict conformity to the policies, principles, Rules and Regulations of Little League Baseball, Incorporated as agreed to under the conditions of charter issued to the Society by Little League Baseball, Incorporated;
- (e) Investigate complaints, irregularities and conditions detrimental to the Society and report thereon to the Board;
- (f) Work with the Treasurer to prepare and submit an annual budget to the Board and be responsible for the execution thereof;
- (g) With the assistance of the Player Agent, examine the application and proof-of-age documents of every Active Player candidate and certify to residence and age eligibility before the player may be accepted for an All-Star or Tournament team; and
- (h) Chair each meeting of the Board.

#### 7.3. Vice-President

The Vice-President shall:

- (a) Perform the duties of the President in the absence or disability of the President, provided he or she is authorized by the President or Board so to act. When so acting, the Vice-President shall have all the powers of that office; and
- (b) Assist the Board of Directors in ensuring all Rules and Regulations of Hampton Little League and Little League Incorporated are strictly enforced; and
- (c) Perform such duties as from time to time may be assigned by the Board or the President.

7.4. Secretary

The Secretary shall:

- (a) Record the activities of the Society and maintain appropriate files and necessary records;
- (b) Give notice of all general meetings of the Society and Board meetings;
- (c) keep the minutes of the meetings of the Members, the Board and the Executive Committee, if any, and cause them to be recorded in a folder kept for that purpose;
- (d) Conduct all correspondence not otherwise specifically delegated in connection with said meeting and carry out all orders, votes and resolutions not otherwise committed;
- (e) Maintain the register of Members as required by the society Act, and maintain a register of Directors; and,
- (f) Perform such other duties which are incidental or ancillary to the above duties, or as may be assigned by the Board.

7.5. Treasurer

The Treasurer shall:

- (a) Keep such financial records, including books of account, as necessary to comply with the *Society Act*;
- (b) Receive all moneys and securities, and deposit same in a depository approved by the Board;
- (c) Keep records for the receipt and disbursement of all moneys and securities of the Society, approve all payments from allotted funds and draw cheques therefor in agreement with policies established by the Board in advance of such actions;
- (d) Prepare an annual budget, under the direction of the President, for submission to the Board no later than December 31 of each year;
- (e) Prepare an annual financial report, under the direction of the President, for submission to the Members; and
- (f) Perform such other duties which are incidental or ancillary to the above duties, or as may be assigned by the Board.

7.6. Player Agent

The Player Agent shall:

- (a) Record all player transactions and maintain an accurate and up-to-date record thereof;
- (b) Receive and review applications from player candidates and assist the President in verifying player candidates' residence and age eligibility;
- (c) be present at the player draft and all other player transaction or selection meetings;
- (d) Prepare, for the President's signature and submission to the Little League Baseball District Administrator, team rosters, including players claimed, and the tournament team eligibility affidavit;
- (e) Act as an advocate for a Active player to address and resolve any dispute with a manager or coach; and
- (f) Act as an advocate for an Active Player in a disciplinary hearing before the Board or its authorized committee or agent.
- (g) Perform such other duties which are incidental or ancillary to the above duties, or as may be assigned by the Board.

7.7. Coaching Coordinator

The Coaching Coordinator shall:

- (a) Work with all coaches and managers and ensure that adequate training is at their disposal.
- (b) Arrange and execute adequate player development clinics and training for all levels of player members of the Hampton Little League Association.
- (c) Perform such other duties which are incidental or ancillary to the above duties, or as may be assigned by the Board.

7.8. Communications Officer

The Communications Officer shall:

- (a) Ensure that all pertinent information is represented on the Hampton Little League website.
- (b) Develop and implement marketing strategy and materials
- (c) Prepare and disseminate communications and information on behalf of Hampton Little League
- (d) Maintain a current electronic distribution list of all active members
- (e) Perform such other duties which are incidental or ancillary to the above duties, or as may be assigned by the Board.

7.9. Safety Officer:

The Safety Officer Shall

- (f) Collect and maintain an up to date list of Criminal Record Checks of all members who are working with the youth of Hampton Little League and the Board of Director Members.
- (g) Conduct and produce an annual safety report of all the facilities and grounds of the Hampton Little League Association.

- (h) Coordinates all safety activities including supervision of ASAP (a Safety Awareness program), ensures safety in player training, ensures safe playing conditions, coordinates reporting and prevention of injuries, solicits suggestion of making conditions safer and reports suggestions to Little League Canada through the ASAP system.
- (i) Perform such other duties which are incidental or ancillary to the above duties, or as may be assigned by the Board.

## **8. COMMITTEES**

### **8.1. Committees of Directors**

The Board may:

- (j) appoint one or more committees of the Board in any case comprising such Director or Directors as the Board considers appropriate;
- (k) delegate to any such committee such powers of the Directors as the Board considers appropriate (except the power to fill vacancies in the Board, expel a Member, disband the committee, change the membership of, or fill vacancies in any committee of the Board, or appoint or remove any Officer), all subject to such conditions as the Board may prescribe;
- (l) at any time revoke or override any authority given to or acts to be done by any such committee, except as to acts done before such revocation or overriding; and
- (m) at any time terminate the appointment of a member to a committee and disband, change the membership of, or fill vacancies in any such committee.

### **8.2. Committees to Keep Records and Report**

Each committee must keep regular minutes of the business it conducts, cause the minutes to be recorded in folders kept for that purpose, and report the minutes to the Directors at such times as the Directors may from time to time require.

### **8.3. Proceedings of Committees**

- (n) Each committee may make rules for the conduct of its business and may appoint such assistants as it considers appropriate, provided that any expenditures in connection with the appointment of assistants require the prior approval of the Directors.
- (o) A majority of members of a committee constitutes a quorum for the conduct of that committee's business.
- (p) Each committee may meet and adjourn as it considers proper.
- (q) Subject to there being a quorum present, questions arising at any meeting of a committee will be determined by a majority of votes of members of the committee

present, and in case of an equality of votes the chair does not have a second or casting vote.

- (r) A resolution in electronic form that all members of a committee have signed is as valid and effective as if it had been passed at a meeting of such committee duly called and held. Such resolution may be in two or more counterparts, which together will be deemed to constitute one resolution in writing. Such resolution must be filed with the minutes of the proceedings of the committee and will be effective on the date the last committee member signed it, or on any later date specified in the resolution.
- (s) A member of a committee may participate in a meeting of the committee by means of conference telephone or other communication facilities by means of which all committee members participating in the meeting can hear each other and provided that all such committee members agree to such participation. A committee member participating in a meeting in accordance with this Bylaw will be deemed to be present at the meeting and to have so agreed and will be counted in the quorum for the meeting and be entitled to speak and vote at the meeting. Committee members shall use best efforts to attend meetings in person.

## **9. SEAL**

### **9.1. General**

The Directors may provide for a common seal for the Society and may from time to time destroy it and substitute a new seal in its place.

### **9.2. Affixing the Seal**

Except as provided for in the final sentence of this Bylaw 9.2, the common seal of the Society must not be affixed to any document except in the presence of, and with the execution of the document (to indicate he or she was present) by, either:

- (t) the President and any other Director; or
- (u) any two of the Vice-President, the Secretary, and the Treasurer; or
- (v) such person or persons as the Directors may from time to time by resolution appoint.

For the purpose of certifying under seal true copies of any document or resolution, the seal may be affixed in the presence of any one of the President, the Vice-President, or the Secretary, who must sign the document to indicate he or she was present.

## **10. BORROWING**

Subject to the *Society Act*, including the requirement that the granting of any debenture must first be approved by Special Resolution, the Directors may from time to time on behalf of the Society:

- (a) borrow money in such manner and amount, on such security, from such sources, and upon such terms and conditions as they consider appropriate;
- (b) issue bonds, debentures and other debt obligations either outright or as security for any liability or obligation of the Society or any other person; and
- (c) Mortgage, charge, or give other security on the undertaking, or on the whole or any part of the property and assets, of the Society (both present and future).

## **11. AFFILIATION**

### **11.1. Little League Baseball & Softball Charter**

The Society shall annually apply for a charter from Little League Baseball Canada, Little League Softball Canada, and Little League Challengers Canada, and shall do all things necessary to obtain and maintain such charter. The Society shall devote its entire energies to the activities authorized by such charter and shall not be affiliated with any other program or organization or operate any other program.

### **11.2. Rules and Regulations**

The Official Playing Rules and Regulations as published by Little League Baseball, Little League Softball and Little League Challengers Incorporated, shall be binding on the Society.

## **12. FINANCIAL AND ACCOUNTING**

### **12.1. Authority**

The Society shall place all income in the Society's common league treasury and apply said funds in furtherance of the Society's purposes, in such a manner as will give no individual or team affiliated with the Society an advantage over any other such individual or team. Subject to the foregoing, the Board shall decide all matters pertaining to the finances of the Society and retain the authority to apply funds for the benefit of individuals based on financial need and other circumstances the Board considers appropriate, and teams in other circumstances the Board considers appropriate.

### **12.2. Contributions**

The Board shall not permit the contribution of funds or property to individuals or teams within the Society's league but shall solicit funds for the common treasury of the Society, thereby to discourage favouritism among teams and to endeavour to equalize benefits to the Society's league.

### **12.3. Solicitations**

The Board shall not permit the solicitation of funds in the name of the Society unless all of the funds so raised are placed in the Society's common league treasury.

### **12.4. Disbursements of Funds**

The Board shall not permit the disbursement of the Society's funds for any purpose other than the conduct of Little League activities in accordance with the rules, regulations and policies of Little League Baseball, Incorporated. All disbursements shall be made by cheque. All cheques shall be signed by the Treasurer and such other Officer or Officers or person or persons as the Board shall determine.

12.5. Frank Findlay Scholarship Program

The Board shall oversee and disburse scholarship monies from the scholarship fund as determined by the Hampton Little League Policies and Procedures.

12.6. Dissolution of the Society

On the winding-up or dissolution of the Society, all funds and assets of the Society remaining after the payment or satisfaction of all costs, charges, expenses, debts and liabilities of the Society, including remuneration (if any) of a liquidator, must be given, transferred and distributed to such organizations having purposes similar to or conducive to the purposes of the Society as are "qualified donees" pursuant to the Income Tax Act (Canada) as the directors or members of the Society may determine. This provision is unalterable.

**13. INDEMNITY AND PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

13.1. Requirement to Indemnify

The Society shall, to the full extent that the *Society Act* permits, indemnify and hold harmless every person who has been, is now, or is in the future a Director, Officer, employee or agent of the Society and his or her heirs and legal representatives against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, that he, she or they actually and reasonably incur in a civil, criminal or administrative action or proceeding to which he or she is or they are made a party by reason of being or having been a Director, Officer, employee or agent of the Society, including an action brought by the Society.

13.2. Advances on Undertaking

At the discretion of the Directors, the Society may advance the amount of any expenses incurred with respect to any claim, action, suit or proceeding prior to its final disposition upon receipt of an undertaking, that the Directors find to be satisfactory in form and amount, by or on behalf of the recipient to repay the amount advanced unless it is ultimately determined that the recipient is entitled to indemnification under Bylaw 13.1.

13.3. No Invalidity of Indemnity

The failure of a current or former Director, Officer, employee or agent of the Society to comply with the provisions of the *Society Act*, the Constitution, or these Bylaws will not invalidate any indemnity under Bylaw 13.1.

13.4. Obligation of Society to Apply for Court Approval

The Society shall apply to the Supreme Court of British Columbia for any approval of the Supreme Court of British Columbia that may be required to make the indemnities in Bylaw 13.1 effective and enforceable.

### 13.5. Deemed Contract of Indemnification

Each Director, Officer, employee and agent of the Society on being elected, appointed, employed or engaged is deemed to have contracted with the Society on the terms of the indemnities in Bylaws 13.1 to 13.6 inclusive. These indemnities shall continue in effect with regard to actions arising out of the term each Director, Officer, employee and agent of the Society held such office or position, even if he or she no longer continues to hold that office or position.

### 13.6. Insurance

The Directors may cause the Society to purchase and maintain insurance for the benefit of any person who is or was serving as a Director, Officer, employee or agent of the Society or any other entity, his or her heirs and personal representatives, against any liability incurred by him or her as such Director, Officer, employee or agent.

## 14. NOTICE TO MEMBERS

### 14.1. How to Give Notice

Any notice (hereinafter referred to as "Notice") may be given or delivered by the Society to any Member either by posting on the Society's website, personal delivery, electronically, or by mail to the address of the Member as last recorded in the register of Members.

### 14.2. Effecting Notice by Mail

If a Notice is sent by mail, service or delivery of thereof will be deemed to be effected by properly addressing, prepaying and mailing the Notice and the Notice will be deemed to have been given on the first day following the date of mailing that is not a Saturday, a Sunday, or a holiday in British Columbia. A certificate signed by the Secretary or another Officer that the letter, envelope or wrapper containing the Notice was so addressed, prepaid and mailed will be conclusive evidence thereof.

### 14.3. Who is Entitled to Receive Notices

Notice of every general meeting must be given to the Society's auditor, if any, and to every person who is a Member on the day Notice is given. No other person is entitled to receive notice of general meetings.

## 15. AUDITOR

### 15.1. Appointment of Auditor

The Directors may appoint an auditor and, subject to the *Society Act*, the auditor may be appointed at any duly constituted Board meeting.

## 16. BYLAWS

### 16.1. Members Are Entitled to a Copy of the Constitution and Bylaws



Each Member is entitled to, and on a Member's request the Society must provide him or her with, a copy of the Constitution and these Bylaws.

16.2. Alteration of Bylaws

These Bylaws must not be altered or added to except by Special Resolution.

These Bylaws and the attached Constitution were approved by Hampton Little League Association at a special general meeting on November 6, 2018