

**GENERAL BY-LAW NO. 1**  
being the General By-Laws of  
**WINNIPEG GOLDEYES FAN CLUB INC.**

(hereinafter called the "Fan Club").

**ARTICLE I**  
PURPOSE AND OBJECTIVES

- 1.01 The purpose and objectives of the Fan Club shall be as set forth in its Articles.

**ARTICLE II**  
REGISTERED OFFICE

- 2.01 Until changed in accordance with the Act, the registered office of the Fan Club shall be at the City of Winnipeg and at such place therein as the Executive may from time to time decide.

**ARTICLE III**  
MEMBERS OF THE FAN CLUB

- 3.01 Membership in the Fan Club shall be available to any individual, regardless of race, creed or gender. Membership shall be limited to one (1) per person.
- 3.02 Application for Membership – Applicant shall become a member in good standing once application for membership is made and accepted by the Membership Committee and upon receipt of the annual dues by the Membership Committee.
- 3.03. Membership Classes:

**Membership:** All persons sixteen (16) years of age and older who have paid the current annual membership dues and have been accepted for membership by the Membership Committee. Members in good standing shall be entitled to all the rights and privileges of membership, including full voting privileges. **NOTE:** All members younger than the age of majority (18 in Canada and 21 in the USA): “The privilege to participate in Fan Club trips is restricted to the direct control of the member by a parent or legal guardian.”

**Honorary Membership:** Any person by recommendation of the Membership Committee and Fan Club Executive. An Honorary Member shall not have the right to vote or hold office but shall be subject to all other rights, privileges

and restrictions of membership. An Honorary Member shall not be subject to the payment of dues or assessments.

3.04 Rights and Privileges of Membership:

- (a) to elect the Executive Officers of the Fan Club;
- (b) to make motions and to vote on all issues to come before the Membership;
- (c) to approve or amend the minutes of the General Meetings. A member must have been present at the General Meeting;
- (d) to modify and/or veto a decision made by the Executive Committee, by a majority vote of Members. Members must be in good standing.
- (e) to amend these By-laws;
- (f) to volunteer for committee work;
- (g) to attend Fan Club meetings and functions (when attending Fan Club functions and meetings the Member must exhibit good conduct and uphold and support the principles and purposes of the Fan Club);
- (h) to recommend expenditures for consideration by the Executive Committee.

3.05 Membership Cards – The Membership Committee will issue membership cards to all members in good standing.

Members are requested to have their current membership cards with them at all Fan Club functions.

3.06 Termination of Membership

A Member may be terminated from the Fan Club by a two-thirds (2/3) vote of the Executive Committee. Termination could result from a violation of the Code of Ethics. The terminated Member will be notified in writing of said action and will be allowed to present their case to the Executive Committee at a scheduled Executive Committee Meeting prior to the expulsion vote. A Member will be allowed to appeal to the full membership after the Executive Committee has received notice to appeal in writing. The appeal will be presented at the next regularly scheduled Annual General Meeting. To expel a Member two-thirds (2/3) of the Members representing a quorum must vote to expel.

3.07 A person ceasing to be a member in the Fan Club shall have no further rights therein. Memberships in the Fan Club are not transferable, and lapse and cease to exist upon the death, resignation or expulsion of a Member.

**ARTICLE IV**  
**ESTABLISHMENT, PAYMENT OF ANNUAL DUES AND**  
**THE USE OF SAID FUNDS**

- 4.01 The Executive Committee, upon recommendation from the Membership Committee, shall establish Fan Club dues. The Fan Club membership year is defined as the period from April 1 of one calendar year to March 31 of the following calendar year.
- 4.02 Dues shall be made payable to Winnipeg Goldeyes Fan Club Inc. New memberships will be accepted at any time during the Fan Club year. Current year's dues must have been paid, with member in good standing, to be eligible to vote on any business coming before the membership.
- 4.03 Funds collected by the Fan Club can only be used to promote the Fan Club as stated in these By-laws, and only as authorized by the Executive Committee.
- 4.04 The specified charity of the Fan Club is the Winnipeg Goldeyes Field of Dreams Foundation Inc.

**ARTICLE V**  
**FAN CLUB EXECUTIVE COMMITTEE**

- 5.01 The Executive Committee will act as the body of the Fan Club. Through the Executive Committee, officers and other designated representatives of the Fan Club shall have the sole authority to authorize expenditure of funds and communicate on behalf of the Fan Club.
- 5.02 Each Executive Officer of the Executive Committee shall be elected separately in the following order:
  - Past President (not elected – advisory/constitution)
  - President
  - 1<sup>st</sup> Vice-President
  - 2<sup>nd</sup> Vice-President
  - Secretary
  - Treasurer
- 5.03 Committees will be established as needs arise.
- 5.04 Election of Executive Officers and Committee Chairs :
  - a) at the Annual General Meeting, Members shall elect candidates for the Executive Officer and Committee Chair positions for a two (2) year term each;

- (b) in the case of more than one candidate per position, the election shall be by secret written ballot submitted by the Members present and voting at the Annual General Meeting;
- (c) the candidate receiving the greatest number of votes shall be elected. Cumulative voting, proxies and absentee balloting are not permitted;
- (d) the Executive Officers of the Fan Club shall be elected as decided by the number of votes cast for each position;
- (e) each Executive Officer shall hold office for two (2) years but may not serve more than two (2) consecutive terms in any one office;
- (f) election results will be published as soon as possible.

#### 5.05 Termination of Executive Officers or Committee Chairs

- (a) in the event of a resignation of an Executive Officer or Committee Chair an election will be held at the next Annual General Meeting;
- (b) any Executive Officer or Committee Chair may resign from their position at any time by submitting a notice of resignation to the President of the Fan Club. The acceptance of such resignation, unless required by the terms thereof, or by conditions set forth in these By-laws shall not be necessary to make the resignation effective;
- (c) the Executive Committee may, in its discretion, declare the office of any Executive Officer or Committee Chair vacated by reason of neglect if a member shall be absent, except for reason of employment or ill health for three (3) consecutive meetings of the Executive Committee; or a member shall be absent, except for reason of ill health or reason of employment for a total of four (4) meetings of the Executive Committee in any twelve (12) month period. These meetings include scheduled meetings and special meetings duly called and noticed. A successor shall be appointed as provided in these By-laws.

#### 5.06 Vacancies

- (a) if an Executive Officer or Committee Chair currently in office shall die, resign or cease to have any of the qualifications necessary to complete the duties of his/her office, then the office of this Executive Officer or Committee Chair shall become immediately vacant. The position shall be filled by the greatest number of votes cast at the next Annual General Meeting, pursuant to the conditions of these By-laws;
- (b) in the event of a resignation of an Executive Officer or Committee Chair during his/her term, a current Executive Officer or Committee

Chair whose terms is expiring may become a candidate for the resigned position;

- (c) the Executive Committee may select someone and their acceptance then ratified at the next Annual General Meeting or a specially called general meeting.

5.07 Qualifications

Candidates for Executive Officer and Committee Chair positions must be a minimum of eighteen (18) years of age and be a member in good standing.

5.08 Nominations:

- (a) any member of the Fan Club meeting the above qualifications may be nominated as a candidate for the purpose of being elected to the Executive Committee;
- (b) nominations as a candidate may be submitted in writing to the Nominations Committee. Nominations can also be made and seconded from the floor.

**ARTICLE VI**

**EXECUTIVE OFFICERS INTERESTED IN OTHER ORGANIZATIONS**

- 6.01 No Executive Officer shall be disqualified from his office by reason of the fact that he is interested in or participating in the profits of any contract or arrangement made or proposed to be made by the Fan Club, whether as vendor, purchaser or by reason of being a Member of any partnership, firm or corporation, or otherwise, nor shall any such contract or arrangement be voided nor shall any Executive Officer interested in such contract or arrangement be liable to the Fan Club for any profit realized by any such contract or arrangement by reason of his holding office as an Executive Officer, provided only that such Executive Officer shall make disclosure of the nature and extent of his interest and comply with the provisions of the Act.
- 6.02 In the event the Executive Officers of the Fan Club are connected with other corporations, firms or associations with which from time to time this Fan Club may have business dealings, no contract or other transactions between this Fan Club or any corporation, firm or association whose stock is held in common interest or otherwise shall be affected merely by the fact that the Executive Officers are interested in or are directors or officers of such corporation, firm or association.

**ARTICLE VII**

**REMUNERATION OF EXECUTIVE OFFICERS**

- 7.01 The Executive Officers as such shall not be entitled to any remuneration whatsoever, but they shall be entitled to be paid their travelling and other expenses properly incurred by them in connection with the affairs of the Fan Club, and in attending meetings of the Fan Club. Any Executive Officer who is a bona fide employee of the Fan Club (whether full-time or part time) may be paid remuneration with respect to the services performed by him as an employee.

**ARTICLE VIII**  
**FOR PROTECTION OF EXECUTIVE OFFICERS AND OTHERS**

- 8.01 Limitation of Liability - No Executive Officer of the Fan Club shall be liable for the acts, receipts, neglects or defaults of any other Executive Officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Fan Club through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Fan Club, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Fan Club shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the monies, securities or effects of the Fan Club shall be deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereof, unless the same are occasioned by his own willful neglect or default, provided that nothing herein shall relieve any Executive Officer of any liability imposed upon him by the Act.
- 8.02 Indemnity - Except in respect of an action by or on behalf of the Fan Club to procure a judgment in its favour, the Fan Club shall indemnify an Executive Officer of the Fan Club, a former Executive Officer of the Fan Club or a person who acts or acted at the Fan Club's request as a director or officer of another corporation of which this Fan Club is or was a shareholder or creditor, and his heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a director or officer of such corporation or another corporation, if
- (a) he acted honestly and in good faith with a view to the best interests of the Fan Club; and
  - (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he has reasonable grounds for believing that his conduct was lawful.
- 8.03 The Fan Club shall, with the approval of a court, indemnify any member of the Executive Committee in respect of an action by or on behalf of the Fan

Club or another corporation to procure judgment in its favour, to which he is made a party by reason of being or having been an Executive Officer of the Fan Club or another corporation against all costs, charges and expenses reasonably incurred by him in connection with such action if he acted honestly and in good faith with a view to the best interests of the Fan Club and in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

- 8.04 In accordance with the provisions of the Act, the Fan Club shall indemnify any member of the Executtive Committee who has been substantially successful in the defence of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been an Executive Officer of the Fan Club or another corporation against all costs, charges and expenses reasonably incurred by him in respect of such action or proceedings.
- 8.05 Insurance - Subject to the limitations contained in the Act, the Fan Club may purchase and maintain such insurance for the benefit of its Executive Officers as the Executive Committee may from time to time determine.

**ARTICLE IX**  
**EXECUTIVE COMMITTEE MEMBERS**

- 9.01 In the case of the absence of any officer, or for any other reason that the Executive Committee may deem sufficient, the Executive Committee may by resolution delegate any and all of the powers and responsibilities of such an officer to any other officer or officers. The Executive Committee may also delegate any further duties to an Executive Officer in addition to the specific duties set out below.
- 9.02 President
- (a) The President shall act as the official spokesperson for the Fan Club. The President shall make rulings on the interpretation of these By-laws. The President shall be entitled to vote only in the event of a tie and shall be a member ex-officio of all committees;
  - (b) The President shall preside at all of the Fan Club meetings..
  - (c) The President shall upon request personally verify the Fan Club's bank balance. "Verify" in this context means will not only determine the amount of money on deposit, but will also arrange for the examination of the books to ascertain how much money should be on deposit.
- 9.03 1<sup>st</sup> Vice-President

- (a) the 1<sup>st</sup> Vice-President, in the absence of the President shall perform all the duties of the President;
- (b) the 1<sup>st</sup> Vice-President will fulfill the unexpired term of the President in the event that the President should die, resign or be expelled from office;
- (c) Chair the Membership Committee.

9.04 2<sup>nd</sup> Vice-President

- (a) the 2<sup>nd</sup> Vice-President in the absence of the President and the 1<sup>st</sup> Vice-President shall perform the duties of the President;
- (b) the 2<sup>nd</sup> Vice-President will fulfill the unexpired term of the 1<sup>st</sup> Vice-President in the event that the 1<sup>st</sup> Vice-President should die, resign or be expelled from office;
- (c) Chair the Nominations Committee.

9.05 Secretary

- (a) keep the minutes of Executive Committee and Annual General meetings;
- (b) take roll call at these meetings;
- (c) have a list of all Executive Officers and Committee Chairs;
- (d) conduct correspondence as directed;
- (e) shall be the custodian of all documents belonging to the Fan Club;
- (f) make available By-laws and minutes of meetings to any member requesting them;
- (g) preside over the meetings taking place in the absence of the President and the Vice-Presidents;

9.06 Treasurer

- (a) maintain a bank account in the name of the Fan Club in a recognized banking institution;
- (b) receive and deposit all Fan Club receipts in a timely fashion;
- (c) keep records of such funds using approved accounting methods;

- (d) pay bills when clearly authorized by the Executive Committee. Payment will be made by countersigned cheque (Treasurer plus one Executive Officer required);
- (e) keep current the names of Executive Officers authorized to sign cheques with the banking institution used by the Fan Club;
- (f) prepare financial statements for review of the Executive Committee;
- (g) open the Fan Club's financial books to anyone authorized by the Executive Committee to inspect the books;
- (h) should the Treasurer desire to resign, all financial records will be surrendered and a resignation tendered to the President of the Fan Club. The Treasurer's resignation will not be accepted until such time as these financial records have been examined and found to be current;
- (i) present the annual financial statements to the members for approval at the Annual General Meeting;
- (j) prepare the annual budget for review and approval of the Executive Committee;
- (k) present the annual budget to the members at the Annual General Meeting.

9.07 Committee Chairs

- (a) to provide leadership to the Committee;
- (b) to ensure the Committee complies with the aims of the Fan Club stated in these By-laws;
- (c) to schedule Committee meetings as deemed necessary by the Committee Chair or the Executive Committee;
- (d) to submit to the Executive Committee for approval, a written budget prior to an anticipated activity;
- (e) upon completion of an approved activity and following the payment of all bills incurred by that activity, submit a financial statement to the Executive Committee at the next regularly scheduled Executive Committee meeting. Give to the Treasurer all monies collected for an activity. Also give the Treasurer all necessary items for payment of bills or other financial obligations;
- (f) are members of the Executive Committee and will attend all Executive Committee meetings, unless excused due to illness or reasons of employment.

**ARTICLE X**  
**MEETINGS OF THE EXECUTIVE COMMITTEE**

- 10.01 (a) Executive Committee meetings may be held at any place within or outside Manitoba as the Executive Officers may from time to time determine. A meeting of the Executive Committee may be convened by the President or a Vice-President, together with the Secretary. Notice of such meeting shall be delivered, mailed, faxed, e-mailed or telephoned to each member of the Executive Committee not less than two (2) days (exclusive of the day on which the notice is delivered, mailed, faxed, e-mailed or telephoned but inclusive of the day for which notice is given) before the meeting is to take place. Provided always that a meeting of the Executive Committee may be held at any time without formal notice if all of the members of the Executive Committee are present or those absent have waived notice or have signified their consent in writing to the meeting being held in their absence. No errors or omissions arising through inadvertence in giving notice for a meeting of the Executive Committee shall invalidate such meeting or invalidate or make void any proceedings from such meeting. Any member of the Executive Committee may at any time waive notice of any meeting and may ratify and approve of any and all proceedings taken or had thereat. The Executive Committee and committees may hold meetings by conference telephone or similar device in accordance with the provisions of the Section 10.04;
- (b) Notice of any Executive Committee meeting need not specify the purpose of the business to be transacted at the meeting except as required by the Act or as required by any other By-law of the Fan Club;
- (c) The continuing Executive Officers may act notwithstanding any vacancy in their body, but, if their number is reduced below the number necessary for a quorum, the continuing Executive Officers may act for the purpose of increasing the number of Executive Officers to that number, or of summoning a general meeting, but for no other purpose;
- 10.02 Quorum - A majority of the members of the Executive Committee shall form a quorum for the transaction of business.
- 10.03 Voting - Questions arising at any meeting of the Executive Committee shall be decided by a majority of votes.
- 10.04 Telephone - If all of the committee members consent, a committee member may participate in a meeting of the Executive Committee or of a committee by means of such telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a committee

member participating in such meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it related and may be given with respect to all meetings of the Executive Committee and of committees of the Fan Club.

**ARTICLE XI**  
**MEETING OF MEMBERS**

- 11.01 Annual General Meeting - Subject to the Act and the By-laws, the Annual General Meeting of the Members shall be held at such place in Manitoba on such day in each year as the Executive Committee may from time to time determine. The Annual General Meeting must, however, take place not later than six (6) months after the Fan Club's fiscal year-end.
- 11.02 Special Meetings - Meetings of the Members, other than the Annual General Meeting, may be convened in the following circumstances:
1. by order of the Executive Committee at any time and/or any place,
  2. when one-third of the Executive Officers, without resolution of the Executive Committee, convene a special meeting, or
  3. when 25% of the Members of the Fan Club convene a special meeting in the same manner as nearly as possible as that by which meetings may be convened by the Executive Committee.
- 11.03 Notices
- (a) A printed, written or typewritten notice stating the day, hour and place of meeting and the information respecting the business to be transacted, as required by the Act, shall be served, either personally or by sending such notice to each Member entitled to vote at such meeting through email or the post at least fourteen (14) days (exclusive of the day of mailing, but inclusive of the day for which notice is given) before the date of every meeting directed to such address as appears on the books of the Fan Club, or, if no address be given therein, then to the last address of such Member known to the Fan Club; provided always that a meeting of Members may be held for any purpose at any time and at any place without notice if all the Members entitled to notice of such meeting are present in person at the meeting or if the absent Members shall have signified their assent in writing to such meeting being held. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any Member.
  - (b) Where the provisions of this By-law as to notice have been duly observed, the non-receipt of any notice by any Member or Executive Officer shall not invalidate any proceedings or transaction at any meeting or otherwise.

- (c) Any Member or Executive Officer may at any time waive any notice required to be given under these By-laws.
- 11.04 Omission of notice - The accidental omission to give notice of any meeting or the non-receipt of any notice by any Member or Members shall not invalidate any resolution passed or any proceedings taken at any meeting.
- 11.05 Chair - At every meeting of Members, the chair shall be taken by the President, if present, or in his/her absence, by the Vice-Presidents or Secretary, or if absent, a Chair shall be elected by the Members present.
- 11.06 Quorum - Fifteen (15) members, in good standing, shall constitute a quorum for the transaction of business at a regular or special meeting of the Fan Club.
- 11.07 The voting at the Annual General Meeting or special meetings of Members shall be by a show of hands, unless a secret ballot is demanded by at least one Member. If a secret ballot is demanded, it shall be taken forthwith without adjournment. In the case of equality of votes, the Chair shall have a second or tie-breaking vote.
- 11.08 Adjournment - The Chair may, with the consent of the Members at any meeting, or shall, if so directed by the Members at the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

## **ARTICLE XII**

### **EXECUTION OF INSTRUMENTS**

- 12.01 Notwithstanding Section 9.06 (d), contracts, documents or any instruments in writing requiring the signature of the Fan Club may be signed by the Secretary and any one Executive Officer together and all contracts, documents and instruments in writing so signed shall be binding upon the Fan Club without any further authorization or formality. In addition, the Executive Committee shall have power from time to time by resolution to appoint any officer or officers, person or persons on behalf of the Fan Club either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

**ARTICLE XIII**  
**FISCAL YEAR**

- 13.01 The fiscal year of the Fan Club shall be from October 1 to September 30 of the following year.

**ARTICLE XIV**  
**MISCELLANEOUS**

- 14.01 A resolution or by-law signed by all of the members of the Executive Committee shall be as valid and effective as if passed at a meeting of Executive Committee duly called, constituted and held.

**ARTICLE XV**  
**CODE OF CONDUCT**

- 15.01 Upon purchase of an annual membership, the Fan Club's Code of Conduct will be required to be signed.
- 15.02 The Executive Committee may from time to time repeal, amend or vary codes of conduct and policies to be followed by Members.
- 15.03 A breach by a Member of any such codes of conduct or policies may be grounds for losing membership in the Fan Club and this shall be in addition to the general provisions of these By-laws respecting the loss of membership.

**Article XVI**  
**WINNIPEG GOLDEYES BASEBALL CLUB ENDORSEMENT**

- 16.01 The Winnipeg Goldeyes Baseball Club has the right to revoke the endorsement of the Fan Club upon twenty-one (21) days written notice of default or unbecoming conduct not being remedied.
- 16.02 A representative of the Winnipeg Goldeyes Baseball Club may attend any Executive Committee or Annual General Meeting.

**ARTICLE XVII**  
**AMENDMENT AND INVALIDITY**

- 17.01 Amendments to the By-laws
- (a) the By-Laws of the Fan Club may be repealed or amended by a majority vote of the Executive Committee confirmed by a two-thirds vote of the Members at a meeting duly called for that purpose or at the Annual General Meeting;

- (b) any Member of the Fan Club in good standing may submit in writing any requested amendments to the By-laws to the Executive Committee 30 days prior to the Annual General Meeting.
- (c) proposed amendments to By-laws shall be presented to the Executive Committee prior to being submitted to the membership at the Annual General Meeting provided that written notice is given to the Members at least fourteen (14) days prior to said general meeting, indicating that By-laws revisions will be on the meeting agenda.

17.02 Invalidity - If any provision of these By-laws shall be contrary to the express provisions of the Act, or the Articles, such provision of the by-law shall be read subject to such provisions of the Act or Articles as the case may be, but except as aforesaid, the said provisions of the by-law shall be valid and binding.

#### **ARTICLE XVIII** **DISSOLUTION OF THE FAN CLUB**

- 18.01 The Fan Club may be dissolved by the affirmative vote for dissolution of two-thirds (2/3) of its voting members.
- 18.02 In the event of dissolution, and after the Fan Club's financial obligations have been met, the assets of the Fan Club shall be distributed for charitable purposes to the Fan Club's specified charity.

#### **ARTICLE XIX** **INTERPRETATION**

- 19.01 In these by-laws or any other by-law, special resolution or resolution, unless the context otherwise clearly requires:
  - (a) "the Act" means The Corporations Act, RSM 1987, c. C225, or any Act substituted therefor as amended from time to time, but reference shall be to the Act and amendments thereto in force at each relevant time;
  - (b) "person" shall include individuals, partnerships, associations, corporations, trustees, executors, administrators or legal representatives; the male gender shall include the female and neuter gender; the female gender shall include the male and neuter gender; and the neuter gender shall include the male and female gender;
  - (c) When any provision of the Act is referred to, the reference is to that provision as modified by any statute for the time being in force;

- 19.02 Where these By-Laws deal with any matter or thing which normally may be dealt with by the Executive Officers or Members without such a provision, such provision has been inserted only for convenience of reference, and in no way is intended to be a restriction or limitation on the powers of the Executive Officers or Members.
- 19.03 The Articles and headings are inserted only as a matter of convenience and for ease of reference and in no way define, limit, or extend any of the provisions of these by-laws nor are intended to affect their interpretation.

**ENACTED** the 1st day of November, 2007.

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President

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Secretary