

**BRANTFORD MINOR BASEBALL ASSOCIATION**

**GUIDELINES FOR MEMBER ASSOCIATIONS  
AS OF SEPTEMBER 30, 2007**

**BMBA By-Law No. 1**

**BRANTFORD MINOR BASEBALL ASSOCIATION**  
**CONSTITUTION OR BY-LAWS**

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# **BRANTFORD MINOR BASEBALL ASSOCIATION**

## **BY-LAW NO.1**

A by-law relating generally to the conduct of the affairs of the Brantford Minor Baseball Association.

BE IT ENACTED as a by-law of Brantford Minor Baseball Association

### **1. DEFINITIONS**

1.1. In this By-law and all other By-laws and Resolutions of the Association, unless the context otherwise requires:

- a) "Association" means Brantford Minor Baseball Association (or such other name as the Association may in the future legally adopt);
- b) "Board" means the Board of Directors of the Association;
- c) "Corporations Act" means the Corporations Act R.S.O. 1990, Chapter 38, and any statute amending or enacted in substitution therefore, from time to time;
- d) "Director" means an individual who has been elected to the Board of Directors of the Association;
- e) "Executive" mean the individuals who hold the offices enumerated in Article 11;
- f) "OBA" means the Ontario Baseball Association (or such other name as the OBA may in the future legally adopt);
- g) "ICBA " means Inter-County Baseball Association (or such other name as the ICBA may in the future legally adopt);
- h) "Policies" means written statements governing issues affecting the affairs of the Association, which have been considered and approved by the Board of Directors of the Association.
- i) "BMBA" means Brantford Minor Baseball Association
- j) "Members" means all classes of membership in the Association as provided for in section
- k) Members must be in good standing means member who has paid registration in full, no disciplinary sanctions, no outstanding property in possession that is owned by association and has no outstanding legal actions.

## **2. REGISTERED OFFICE/BOUNDARIES AND SEAL**

- 2.1. The Corporate Seal of the Association shall be in the form as the Board may by resolution from time to time adopt, and shall be entrusted to the Secretary of the Association for its use and safekeeping.
- 2.2. The registered head office of the Association shall be in the in the City of Brantford in the Province of Ontario and thereafter as the Association may from time to time determine by special resolution of the members pursuant to the Corporations Act. The Association may establish such other offices within Canada, as the Board may deem expedient by resolution.
- 2.3. As defined by the ICBA the area of governance will be as follows:
  - a) The boundaries of Brantford are the municipal boundaries of the city as laid out in the provincial map.
  - b) Players outside of the city/provincial defined boundaries are subject to resident rules of where they live. If there is no established program in their area, they become the property of the closest centre within the ICBA affiliate boundaries.

## **3. MISSION OF THE ASSOCIATION**

- 3.1. This organization shall be known as the Brantford Minor Baseball Association Inc. hereafter called the association.
- 3.2. The objectives of the Association are:
  - a) To promote and encourage good citizenship and sportsmanlike among the members of the association.
  - b) To establish, maintain, conduct and promote among the members of the Association and others an active interest in baseball.
  - c) The operations of the Association are to be chiefly carries on in the City of Brantford.
  - d) The Association shall be operated without the purpose of pecuniary gain to any of the Members and any surplus or accretions of the Association shall be used solely for the purposes of the Association and for the promotion of its objects.

## **4. AFFILIATIONS**

- 4.1. The Association shall have the following affiliations:
  - a) The Association shall be a member of the ICBA and OBA
  - b) The Association shall operate in cooperation with the Parks and Recreation Department of the City of Brantford.

## 5. CLASSES OF MEMBERSHIP

5.1. There shall be three (3) classes of Membership in the Association:

- a) Active Membership;
- b) Parent/Guardian Membership;
- c) Honorary Membership

## 6. TERMS OF MEMBERSHIP AND ELIGIBILITY

### 6.1. Terms and Eligibility

a) Active Membership:

Active Members shall include all elected or appointed Directors or officials, and all convenors, umpires who are at least 18 years of age, coaches, managers and trainers appointed for the current season, and all registered players who are at least 18 years of age.

**Members in this classification will be allowed one vote per person.**

b) Parent/Guardian Membership:

Parent/Guardian members shall include all parents and or legal guardians of registered players in good standing where the registered player is under the age of eighteen (18) years. Each Parent/Guardian member of a registered player shall be entitled to vote and may attend membership meetings and, by invitation, meetings of the Board and Committees of the Association.

c) Honorary Membership:

Honorary Membership may be granted to an individual who has rendered extraordinary and distinguished service to the Association. Individuals may be nominated to be Honorary Lifetime Member by any Member of the Association and the granting of Honorary Lifetime Membership must be confirmed by a majority vote of the Board of Directors. Only "Active Honorary Members" will have a vote during member's meetings and by invitation, meetings of the Board and Committees of BMBA.

**Note: To be an "Active Honorary Member" you must have participated in three (3) of the last five (5) General Meetings of the BMBA.**

d) One Person – One Class of Membership:

Although it is possible for a member to be qualified for more than one (1) class of membership in the Association, no person may hold more than one (1) class of membership. It is therefore mandatory that each member shall declare himself/herself prior to the start of any meeting of the membership and advise the chairperson of the membership class he/she wishes to represent. Once the meeting is called to order, the member must remain in that class of membership and may not change to another category or class of membership.

## 6.2. Membership List:

Subject to Section 6.7 herein, the Secretary/Vice President of the Board shall prepare and maintain a list of current Active Members, Parent/Guardian Members, and Honorary Members. This list shall be kept at the head office and updated as necessary and made available to all Directors. Such list of Members shall be used to determine eligibility to attend and vote at any Meeting of the Membership.

## 6.3. Membership Year

Unless otherwise determined by the Board, every Membership, other than Honorary Lifetime Memberships shall commence on or after October 1 in each year, and shall lapse and terminate on the 30 day of September following the date on which such Membership commenced.

## 6.4. Termination

- a) Membership in the Association shall not be transferable and shall terminate upon a Member's resignation or death.
- b) Members may resign from the Association by submitting a resignation in writing addressed to the Secretary who in turn notifies the appropriate Board Members.
- c) Members in good standing shall be those admitted to Membership and who have paid all required membership fees to the Association. Members whose Membership fees are in arrears for a period of three (3) meetings shall be suspended from Membership and not permitted to vote, make nominations or hold office in the Association. The Secretary shall inform those concerned of this suspension in writing.
- d) Members whose conduct is considered by the Board to be contrary to the stated Code of Conduct and the purposes of the Association shall be asked by the Board to explain or justify their actions. If these Members are unwilling or unable to do so, they shall be asked by the Board to resign from the Association. If they do not resign, the Board shall give proper notice of motion, to be considered at the next Board meeting, requesting the expulsion of these Members. A copy of this motion shall be communicated to the Members concerned within a reasonable period of time for that person to make a written response. If a response is made, it shall be circulated with the notice of motion. Approval of such a motion shall require a two-thirds (2/3) majority in a ballot conducted at the meeting. The Members concerned shall be invited to attend the meeting and to explain their positions before the vote is taken.
- e) Rep players requesting release must have Executive Approval, signed by the President. No release will be given to a player if there is a position for him on the rep team in his age group. A release will only be given with Executive Approval if the player has been cut as per OBA Rules.

- f) Any Officer or Executive Committee Member absent from three (3) consecutive scheduled meetings for reasons other than sickness or leave of absence shall automatically forfeit his/her membership on the Executive. Any member forfeiting or resigning membership shall not be permitted to stand for office the following year.
- g) As an honor, the highest membership that may be bestowed by the Association to any one member who has served the Association for at least ten years and rendered outstanding emeritus service may be elected an Honorary Life Member at any regular Executive Meeting of the current season, and confirmed at the Annual General Meeting. Life members shall have the privilege of acting in an advisory capacity to the Executive and shall enjoy all rights afforded members of the Executive including voting privileges.
- h) Nominations for Life Membership must be submitted in writing to the Executive, signed by a member in good standing, and detail the service for which the honor is bestowed.
- i) The Ted Lawlor trophy winner will be chosen by the previous three (3) winners from any Coach, Manager, Executive or Volunteer in the Association. The award is presented to the person who has made an outstanding contribution over the season(s). The President shall be the non-voting Chairperson of this Committee.

#### 6.5. Membership Fees

Registration fees shall be established annually by the Budget Committee and resolved by the Board. Fees for any unexpired term of membership are normally not refundable, but the Board of Directors may, in its sole discretion, grant a request for such a refund in extenuating circumstances.

#### 6.6. Right to Vote

All Active Members, Parent/Guardian Members and Honorary Members shall be entitled to notice of and to vote at all Meetings of Members of the Association.

#### 6.7. Record Date

Individuals, who are Members of the Association at least 30 days in advance of any General Meeting of the Members of the Association, are entitled to notice of and to vote at such General Meeting of Members. Any individual who is not a Member at least 30 days in advance of a General Meeting is not entitled to notice of or to vote at such General Meeting for which the record date has been established.

## **7. MEETINGS OF THE MEMBERSHIP**

### **7.1. Annual General Meeting of Members**

The Annual General Meeting shall be held each year within the last ten (10) days of September, at a time, place and day determined by the Board, for the transaction of at least the following business, to be set out in the agenda of such Annual General Meeting;

- a) approval of the agenda;
- b) approval of the minutes of the previous Meeting of the Membership;
- c) receiving reports of the activities of the Association during the preceding year;
- d) receiving information regarding the planned activities of the Association for the current year;
- e) receiving and approving the report of the Auditor of the Association from the previous year and a projected financial position for the current year;
- f) appointment of the Auditor for the ensuing year;
- g) consideration of any proposed amendments to the Letters Patent or By-laws of the Association;
- h) transaction of any business which relates to the business of the Meeting referred to above, and notice and particulars of which are received by the Secretary in writing on or before 6:00 p.m. on August 15th, immediately preceding the Annual General Meeting;
- i) Election of the new Board

### **7.2. Additional General Meetings of Members**

In addition to the Annual General Meeting and the October General Meeting described in Article 7.1, a General Meeting of the Membership may be called at any time by a Resolution of the Board. The business to be transacted at a General Meeting shall be limited to that specified in the notice calling the General Meeting.

### **7.3. Notice**

- a) Annual General Meeting:

Notice of the Annual General Meeting to be held within the last ten (10) days of September in each year, shall set out the agenda, including particulars of any other business to come before the Meeting. The time and the place of the Meeting, and such notice shall be mailed to all Members at the last known address recorded for such Members in the records of the Association. Such notice shall be posted in all Association website at least thirty (30) days prior to the date of the Meeting.



b) Additional General Meetings of the Membership:

Notice of any Additional General Meetings of the Membership shall be mailed to all Members at the last known address recorded in the records of the Association. Such notice shall be posted in all Association website within at least fifteen (15) days prior to the date of the Meeting.

c) Error or Omission in Notice:

No inadvertent error or omission in giving notice of any Annual General Meeting or Additional General Meeting of Membership or any adjourned Meeting, whether Annual or General, shall invalidate such a Meeting or make void any proceedings taken at such Meeting and any Member may at any time waive notice of any such Meeting and may ratify, approve and confirm any or all actions or proceedings taken at any such Meeting.

7.4. Quorum

A quorum for a General Meeting shall be a minimum of 1/3 of the Elected Executive who are eligible to vote and present in person. No business shall be transacted in the absence of a quorum except to take measures to obtain a quorum, to establish the time to which to adjourn, or to take a recess.

7.5. Voting Procedures:

- a) A majority of votes cast by Members entitled to vote, unless otherwise required by the Corporations Act or by the By-laws of the Association, shall decide every question proposed for consideration at Meetings of the Membership;
- b) The Chair presiding at a Meeting of the Membership shall have a vote only in the event of a tie vote;
- c) At the Meetings of the Membership, every question shall be decided by a show of hands, unless a specific count or unless a secret ballot is required by the Chair or requested by any Member entitled to vote. Whenever a vote by show of hands has been taken upon a question, unless a specific count or secret ballot is requested or required, a declaration by the Chair that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Meeting is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

7.6. No Proxies:

Proxies will not be permitted. Members must be present in person at additional General Meetings and Annual General Meetings of the Membership in order to exercise their voting rights in relation to matters coming before an additional General Meeting or an Annual General Meeting of the Membership.

7.7. Adjournments

Any Meeting of the Members of the Association may be adjourned at any time and from time to time and such business may be transacted at such adjourned Meeting(s) as might have been transacted at the original Meeting(s) from which such adjournment took place. No notice shall be required of any such adjourned Meeting other than to those Members present in person at the adjourned Meeting. Such adjournment may be made notwithstanding that no quorum is present.

7.8. Chair:

In the absence of the President and the Vice-President, the Members entitled to vote and present at any Meeting of the Membership shall choose another Director as Chair and, if no Director is present or if all the Directors present decline to act as Chair, the Members present shall choose any Member present to be Chair.

**8. BOARD OF DIRECTORS**

8.1. Composition

Eligibility

a) Director:

- i. shall be eighteen (18) or more years of age;
- ii. shall not be an un-discharged bankrupt or of unsound mind;
- iii. shall be a Member of the Association at the time of his or her election or appointment;
- iv. Shall remain a Member of the Association throughout his or her term of office.

b) The officers of the Association shall be;

Immediate Past-President,	President,
Vice-President,	Secretary,
Treasurer,	Rep Ball Convenor,
Minor Sports Council Rep,	Equipment Manager,
Tournament Convenor	Umpire in Chief.

**If the Past President does not stay on, an additional member at large may be elected.**

- c) The following shall be elected for;
  - i. Two (2) year term (elected in even years)  
The President, Umpire in Chief and Secretary.
  - ii. Two (2) year term (elected in odd years)  
Vice President, Treasurer, Equipment Manager.
  - iii. All other positions are elected to a one year term.

d) Change in Number of Directors:

The Association may by special resolution increase or decrease the number of its Directors. Any change in the number of Directors shall be in compliance with prevailing Ontario laws and regulations.

## **9. PROCEDURE FOR ELECTION OF DIRECTORS**

### 9.1. Nominations:

Nominations for the various offices of the Association will be sent to the President's attention to: BMBA PO Box 28143, North Park Plaza Brantford, Ontario N3R-7X5 or emailed to [bmba@rogers.com](mailto:bmba@rogers.com).

### 9.2. Board Positions:

The Board shall consist of the following;

- a) Past President - (immediate)
- b) President - Elected - two (2) year term (even)
- c) Vice President - Elected - two (2) year term (odd)
- d) Treasurer - Elected - two (2) year term (odd)
- e) Secretary - Elected - two (2) year term (even)
- f) Equipment Manager - two (2) year term (odd)
- g) Umpire in Chief - two (2) year term (even)
- h) Sponsorship - one year term
- i) Rep Ball Convenor - one year term
- j) House League Convenors - one year term
- k) Minor Sports Council Rep - one year term
- l) Tournament Convenor - one year term

### 9.3. Election Procedures:

The Chair of the Nominations and Elections Committee shall post in all Association websites; a listing of all individuals who have been nominated for election to the Board on or before the fifteenth (15<sup>th</sup>) day of September in each year. Such listing shall identify what position each nominee is seeking election for.

### 9.4. Vacancies:

Any vacancy occurring on the Board may be filled only for the remainder of the current year of the vacated term by Resolution of the Directors then in office provided there is a quorum of Directors then in office. The Board shall invite applications from the Membership for appointment to the vacancy on the Board. The Board shall appoint a replacement Director within thirty (30) days after the Board position was vacated.

### 9.5. Termination

#### a) Removal of Director by Membership

Provided that notice specifying the intention to pass such resolution has been given with the notice of meeting, eligible voting Members of the Association, by a resolution passed by at least 2/3 of the votes cast at a General Meeting of Members may remove any Director before the expiration of his or her term of office, and, by a majority of the votes cast at that Meeting, may elect any person in his or her stead for the remainder of his or her term.

#### b) Absenteeism

Unless otherwise determined by the Board, the absence of a Director from three (3) consecutive Board Meetings or the absence of a Director from four (4) out of any eight (8) consecutive Board Meetings shall be deemed to be a resignation of the said Director from the Board.

#### c) Resignation

A Director of the Board may resign his or her Directorship by submitting a letter of resignation to the President of the Association.

## **10. BOARD RESPONSIBILITIES**

### 10.1. Governance

The Board of Directors shall govern the Association in compliance with the objects, powers, by-laws and Policies of the Association, Rules of Operation and all applicable laws and regulations.

10.2. Board Meetings

a) Regular Board Meetings

Except as otherwise required by law, the Board may hold Meetings at such place or places as the President or, in his or her absence, the Vice-President, may from time to time determine. The Board shall meet not less than nine (9) times per year in the months of October, November, January, February, March, April, May, August & September.

***NOTE: Items that arise in December, June or July needing executive attention can be emailed to all Executive Members for an email discussion. A meeting will only be called if the President feels that one is needed.***

b) Special Board Meetings

Special Board Meetings may be called by the President or a Vice-President in the absence of the President or on petition in writing to the Secretary signed by any three Directors. Business transacted at a Special Board Meeting shall be limited to that specified in the notice calling the Meeting.

10.3. Notice of Board Meetings

- a) Notice shall be communicated to all Directors at least seven (7) days in advance of the Meeting, unless all Directors agree to the calling of a Meeting on shorter notice or the Board Meeting is held on a regular day or date each month or immediately following a Meeting of the Members of the Association.
- b) Notice shall include a tentative agenda in the case of a regular Board Meeting and shall specify the business to be conducted in the case of a Special Board Meeting.
- c) No formal notice of any Board Meeting shall be necessary if all the Directors are present or if those absent signify their consent to the Meeting being held in their absence.

10.4. Error in Notice

No error or omission in giving notice for a Board Meeting shall invalidate such Meeting or invalidate or make void any proceedings taken at such Meeting, and any Director may at any time waive notice of any such Meeting and may ratify and approve of any or all proceedings taken or had thereat.

10.5. Adjournment of Board Meetings

Any Board Meeting may be adjourned at any time and from time to time and such business may be transacted at such adjourned Meetings as might have been transacted at the original Meeting from which such adjournment took place. No notice shall be required of any such adjournment.

10.6. Quorum

A quorum for a Board Meeting shall be 1/2 of the Elected Executive. No business of the Board shall be transacted in the absence of a quorum.

10.7. Voting Rights

Each Director, present at a Board Meeting, including the Chair, shall be entitled to one vote. The Chair shall have a second vote in the event of a tie vote.

10.8. Voting Procedures

A majority of votes of the Directors present at a Board Meeting shall decide every question. Every question shall be decided in the first instance by a show of hands and, unless a secret ballot is demanded by a Director present, a declaration by the Chair that the motion has been carried or not carried and an entry to that effect in the minutes of the Meeting shall be sufficient evidence of the fact, without proof of the number or proportion of the votes recorded in favour or against such motion.

10.9. Remuneration

Directors shall serve without remuneration and no Director shall indirectly or directly receive any remuneration, salary or profit from the position of Director or for any service rendered to the Association; provided that, the Board of Directors may establish Policies relating to the reimbursement of Directors for reasonable expenses incurred in the performance of their duties as Directors of the Association.

10.10. Conflict of Interest

- a) Every Director who directly or indirectly has an interest in a proposed or existing contract or transaction or other matter relating to the Association shall make a full and fair declaration of the nature and extent of the interest at a Board Meeting.
- b) The declaration of a conflict of interest shall be made at the Board Meeting at which the question of entering into the contract or transaction or other matter is first taken into consideration or, if the Director is not at the date of that Board Meeting interested in the proposed contract or transaction or other matter, at the next Board Meeting held after the Director assumes the office.
- c) After making such a declaration, no Director shall vote on such a contract or transaction or other matter, nor shall he or she be counted in the quorum in respect of such a contract or transaction or other matter.
- d) If a Director has made a declaration of an interest in a contract or transaction or other matter in compliance with this Section, the Director is not accountable to the Association for any profit realized from the contract or transaction or other matter.
- e) If a Director fails to make a declaration of interest in a contract or transaction or other matter in compliance with this Section, the Director shall account to and reimburse the Association for all profits realized, directly or indirectly, from such contract or transaction or other matter.

10.11. Indemnification of Directors

Every Director of the Association and his or her heirs, executors, administrators and estate and effects respectively shall from time to time be indemnified and saved harmless by the Association from and against:

- a) all costs, charges and expenses whatsoever that he or she sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her for and in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her in or about the execution of the duties of his or her office; and
- b) all other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default; provided that, no Director of the Association shall be indemnified by the Association in respect of any liability, costs, charges or expenses that he or she sustains or incurs in or about any action, suit or other proceeding as a result of which he or she is adjudged to be in breach of statute unless, in an action brought against him or her in his or her capacity as a Director, he or she has achieved complete or substantial success as a defendant.
- c) The Association may purchase and maintain such insurance for the benefit of its Directors as the Board may from time to time determine.

10.12. Confidentiality

Every Director and Officer of the Association shall respect the confidentiality of matters brought before the Board for consideration in camera.

10.13. Rules of Operation

- a) Notwithstanding any other provision contained in this Constitution the Board shall have the power to pass without any confirmation or ratification by the members of the Corporation all necessary rules and regulations as they deem expedient related in any way to the operations of the Association including, without limitation, the conduct of its members, member teams and guests, provided such rules and regulations are not otherwise inconsistent with the letters patent of the Corporation or this By-law. Such prescribed rules and regulations shall have force and effect until the next AGM when they shall be confirmed. In the event of default of confirmation at such AGM the regulations shall, at and from that time, cease to have force and effect.

## **11. RESPONSIBILITIES OF DIRECTORS**

### **11.1. PRESIDENT**

- a) The President shall preside at all meetings of the Executive Committee, General and Annual meetings, and shall perform the duties usual to the office if the President.
- b) It shall be the duty of the President, immediately after the close of each Annual General Meeting to:
  - i. Set the date of the first Executive and General Meetings.
  - ii. Appoint a Finance Committee
  - iii. Appoint a Discipline Committee
  - iv. Appoint a Protest Committee
- c) The President shall serve no more than two (2) consecutive Executive terms.
- d) The President shall be a signing member of the Association
- e) Before becoming President he or she must be a member in good standing of the outgoing Executive.

### **11.2. VICE-PRESIDENT**

- a) The Vice-President shall, in the absence of the President, have all the power and perform all the duties of the President.
- b) The Vice-President shall be the chairperson of the protest committee.
- c) Shall be in charge of registration.
- d) The Vice-President shall be the Chair of the Arnold Anderson House League Tournament Committee in consultation with the Tournament Coordinator. *(If a tournament is being held in the current season.)*
- e) The Vice-President shall be a member of the Banquet committee.
- f) The Vice-President shall be a signing member of the Association.
- g) The Vice-President shall act as the privacy officer of the Association. His/her duties will be to develop and implement a comprehensive privacy policy, ensure compliance with government legislation and assist other members in doing the same.

### **11.3. SECRETARY**

- a) The Secretary's duties shall be to record the minutes of all meetings of the Association, whether Executive, General or Annual.
- b) The Secretary shall be responsible for all the correspondence and any other related duties as required.



11.4. TREASURER

- a) The Treasurer shall be responsible for maintaining a proper set of books to record the financial transactions of the Association.
- b) The Treasurer shall provide a detailed written financial report at each General and Executive Meeting and a year-end financial statement at the Annual Meeting.
- c) The Treasurer shall be a signing member of the Association.

11.5. DIRECTORS

- a) The Directors shall perform such duties and chair such committees as directed by the President.
- b) The Directors shall perform the following duties:
  - i. One Director shall be the representatives to the Brantford Sports Council and will be responsible for purchasing of awards and act as the Chairperson of the Banquet Committee.
  - ii. One Director shall be the Brantford Minor Baseball Association's representative to the Inter-County Baseball Association.
  - iii. One Director shall be responsible for reviewing tenders for equipment purchases and assisting the equipment manager as required.
  - iv. One Director shall coordinate all tournaments on behalf of the Association Executive.
  - v. Umpire-in-Chief is responsible for training and development of new and existing umpires as well as scheduling for all Association games.

11.6. COMMITTEES – DUTIES AND POWERS

The standing Committees of the Association shall be:

- a) Executive Committee
- b) Finance Committee
- c) Discipline Committee
- d) Protest Committee
- e) Appeals Committee
- f) Constitutional Committee
- g) Tournament Committee
- h) Coaches Selection Committee
- i) Banquet Committee

11.7. EXECUTIVE COMMITTEE

- a) The Executive Committee shall consist of the Officers of the Association, Sponsorship Coordinator, Park Maintenance Manager, six (6) Divisional/Administrator/Convenors (T-Ball, Rookie, Mosquito, Peewee, Bantam, and Midget) and Maintenance Manager to be elected at the Annual General Meeting.
- b) The Executive Committee following the Annual General Meeting shall appoint Executive Committee positions not elected at the Annual General Meeting.
- c) The duties of the Executive Committee shall be:
  - i. To fill vacancies that occurs on the Executive.
  - ii. To exercise the power to borrow or raise secure payment of money in such a manner as a majority of the Executive Committee sees fit providing it is within the budget.
  - iii. To suspend and/or take such disciplinary action that may be deemed necessary against any Team, Player, Team Official, Umpire, or Association member refusing to accept the ruling of the Executive.
  - iv. By a two-thirds vote, to forthwith remove from office any member of the Executive Committee who has ceased their usefulness as a member of the Executive;
  - v. The new Executive, elected at the Annual General Meeting of the Association, will take over the operation of the Association on October 1<sup>st</sup> of that year.

- d) The duties of the Equipment Manager shall be:
- i. To distribute, maintain, and collect uniforms and equipment owned by the Association.
  - ii. To purchase new equipment and uniforms.
  - iii. Maintain an inventory of Association equipment and uniforms.
- e) The duties of the Umpire-in-Chief shall be:
- i. To maintain an effective line of communication between the Umpires, the Association, and the Ontario Baseball Association.
  - ii. To coordinate training for all Umpires.
  - iii. To appoint the Umpires for all House league, Rep team and exhibition games and the appointment shall be final.
  - iv. To aid officials with advice and necessary training programs.
  - v. To submit all pay sheets to the Treasurer at the end of each month.
  - vi. To obtain diamonds
  - vii. Schedule, re-schedule, exchange and cancel diamonds.
  - viii. Shall be a member of the Coaches Selection Committee.
  - ix. The Umpire-in-Chief shall be a signing member of the Association.
- f) The duties of the Parks and Maintenance Manager shall be:
- i. To act as a liaison with the City of Brantford Parks and Recreation Department with regards to maintenance and upgrades.
  - ii. Attend meetings with Parks and Recreation.
  - iii. Responsible for the upkeep of Baker Building, batting cages and any other facilities that come under the direction of the BMBA.
- g) The duties of the Rep Ball Convenor shall be:
- i. To oversee the complete operation of the representative teams.
  - ii. To act as the liaison between the Association and higher category teams in town.
  - iii. The signing of players and teams officials to player's certificates and rosters.
  - iv. To inform the Equipment Manager of equipment requirements.
  - v. Rep Convenor must attend all scheduled ICBA Meetings.

- vi. A member of the Tournament Committee and Chair of the Coaches Selection Committee.
- vii. Give notice requesting applications for coaches beginning no later than August 1<sup>st</sup> and ending no later than August 15<sup>th</sup>.
- viii. Plan and organize fall tryouts after Labour Day.

h) The duties of the Divisional Administrators/Convenors shall be:

- i. To oversee the House League teams.
- ii. To find coaches in good standing to coach teams within their division(s).
- iii. To inform the Equipment Manager of equipment requirements.
- iv. To handle all disciplinary matters in consultation with the Discipline Committee.
- v. To coordinate the allocation of players, the switching of players and the dismissal of players from teams within the division.
- vi. To be on the House League Tournament Committee.
- vii. Maintain accurate records including all MVP and MSP voting.
- viii. Act as a liaison between the coaches and the executive.

i) The duties of the Sponsorship Coordinator shall be:

- i. Obtain sponsors for all teams (Rep and House League).
- ii. Collect sponsorship fees.
- iii. Setup program for team pictures.

11.8. FINANCE COMMITTEE

- a) The Finance Committee shall consist of the Treasurer of the Association who shall be the Chairperson, and two (2) members appointed by the President at the first Executive meeting.
- b) The duties of the Finance Committee shall be to review the finances and expenditures of the Association and recommend to the Executive Committee any course of action, which they may deem advisable.
- c) The Finance Committee shall prepare and circulate a budget of the proposed operations for the coming year to be approved by the Executive.
- d) The Finance Committee shall review all financial records of the association on a six (6) month basis and report all results back to the Executive.

11.9. DISCIPLINE COMMITTEE

- a) The Discipline Committee shall consist of the President of the Association who shall be the Chairperson, the appropriate Administrator, Umpire-in-Chief and two (2) additional members appointed by the President at the first Executive Meeting.
- b) The duties of the Discipline Committee shall be:
  - i. To review all discipline proceedings assessed players and team officials of the Association by each Division Administrator.
  - ii. To suspend and/or take disciplinary action that may be deemed necessary against such individuals referred by the Division Administrator(s).

11.10. PROTEST COMMITTEE

- a) The Protest Committee shall consist of the Vice-President or the Association who shall be the Chairperson, the appropriate Administrator and the Umpire-in-Chief.
- b) The duties of the Protest Committee shall be:
  - i. To review all House League protests and arrive at a decision.

11.11. CONSTITUTIONAL COMMITTEE

- a) The Constitutional Committee shall consist of three (3) at large members appointed by the Executive to review and recommend changes to the Constitution at the Annual General Meeting.

11.12. TOURNAMENT COMMITTEE

- a) The Tournament Committee shall consist of Tournament Coordinator, Rep Ball Convenor and at least three (3) at large members to plan and organize Association tournaments.

11.13. COACHES SELECTION COMMITTEE

- a) The Coaches Selection Committee shall consist of the Rep Ball Convenor, Umpire-in-Chief, and at least one (1) other Association members to review and recommend coaches for the following season.

11.14. BANQUET COMMITTEE

- a) The Banquet Committee shall consist of Minor Sports Rep, Vice-President and Sponsorship Coordinator.
- b) The duties of the Banquet Committee are to plan and organize the year-end banquet and awards for the Association.

11.15. APPEAL COMMITTEE

- a) The Appeal Committee shall consist of the Officers of the Association.
- b) The duties of the Appeal Committee shall be to hear appeals from decisions made by the Discipline Committee.
- c) The Appeal Committee may re-admit any team, player, team official, or umpire or uphold, or modify and decision made by the Discipline Committee.

**12. EXECUTION OF DOCUMENTS**

12.1. Execution of Documents:

The Board may from time to time appoint any Officer or Officers or any person or persons on behalf of the Association, either to sign documents generally or to sign specific documents. The corporate seal of the Association, when required, shall be affixed to documents executed in accordance with the foregoing.

12.2. Books and Records:

The Board shall ensure that all necessary books and records of the Association required by the By-laws of the Association or by any applicable statute are regularly and properly maintained and any contracts or agreements are filed for safekeeping.

**13. FINANCIAL YEAR**

- 13.1. The financial year of the Association shall terminate on the 30th day of September.

**14. BANKING ARRANGEMENTS**

14.1. Banking Resolution:

The Board shall designate, by resolution, the officers and other persons authorized to transact the banking business of the Association, or any part thereof, with the bank, trust company, or other corporation carrying on a banking business that the Board has designated as the banker of the Association, to have the authority to set out in the resolution, including, unless otherwise restricted, the power to:

- a) operate the accounts of the Association with a bank or a trust company;
- b) make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;
- c) issue receipts for and orders relating to any property of the Association;
- d) authorize any officer of the bank or trust company to do any legal act or thing on behalf of the Association to facilitate the business of the Association;

e) The Treasurer must have signature on every cheque unless cheque is going to him/herself, then President, Vice President or other signing authority must sign.

f) Deposit of Securities

The securities of the Association shall be deposited for safekeeping with one or more banks, trust companies or other place or places of safekeeping to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Association signed by such officer or officers, agent or agents of the Association, and in such manner as shall be determined from time to time by resolution of the Board, and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

## 15. NOTICE

15.1. Computation of Time:

In computing the date when notice must be given under any provision of this By-law requiring a specified number of days' notice of any Meeting or other event, the date of giving the notice is included, unless otherwise provided.

15.2. Omissions and Errors:

The accidental omission to give notice of any Meeting of the Board or Members or the non-receipt of any notice by any Director or Member or by the auditor of the Association or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the Meeting. Any Director, Member or the Auditor of the Association may at any time waive notice of any Meeting and may ratify and approve any or all proceedings taken thereat.

15.3. Method of Giving Notice:

Whenever under the provisions of this By-law of the Association, notice is required to be given, such notice may be given either personally or by telephone or by e-mail or by depositing same in a post office or a public letter box, in a postage paid sealed envelope addressed to the Director, Officer or Member at his or her address as the same appears in the records of the Association. Any notice or other documents so sent by mail shall be deemed to be sent at the time when the same was deposited in a post office or public letter box as aforesaid. For the purposes of sending any notice, the address of any Member, Director or Officer shall be his or her last address in the records of the Association.

## **16. PASSING AND AMENDING BY-LAWS**

- 16.1. The Board and/or a member in good standing may recommend amendments to the By-laws of the Association from time to time, to the Membership.
- 16.2. If the Board intends to discuss amendment of the By-laws of the Association at a Board Meeting, written notice of such intention shall be sent by the Secretary to each Director not less than ten (10) days before such Meeting. Where such notice is not provided, any recommendation to amend the By-laws may nevertheless be moved at the Meeting and discussion and voting thereon adjourned to the next Meeting for which written notice of intention to pass or amend such By-laws shall be given.
- a) A By-law or an amendment to a By-law recommended by the Board shall be presented for adoption at the next Annual General Meeting of the Members of the Association. The notice of such Annual General Meeting shall refer to, describe and explain the By-law or amendment(s) to the By-law to be presented at the Meeting of the Members.
  - b) A motion to amend the By-laws recommended by the Board or proposed by a Member at a General Meeting of Members called for that purpose must be approved by a two-thirds vote of the Members present at such General Meeting.
  - c) The Members at the General Meeting of Members may confirm the proposed By-law or amended By-law as presented or amend or reject the proposed By-law or amended By-Law.
  - d) Any Amendment to the By-laws by a member must be in writing, signed by a member in good standing and received by the Secretary of the Association 30 days prior to the Annual General Meeting.
  - e) All members in good standing shall have access to any proposed amendments to the By-laws, seven (7) days prior to the Annual General Meeting at a place as stated in the original meeting notice.

## **17. REPEAL OF PRIOR BY-LAWS**

17.1. Repeal:

All prior Constitution of the Association, including the document entitled the "Constitution" of the Association is hereby repealed.

17.2. Proviso:

The repeal of all prior Constitution of the Association shall not impair in any way the validity of any act or thing done pursuant to any such repealed by-law.

## **18. RULES OF PROCEDURE**

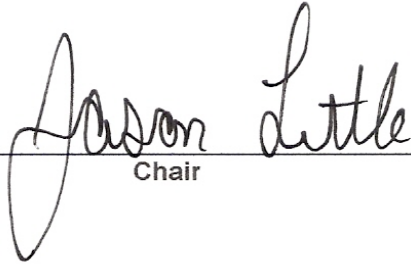
- 18.1. The Rules contained in the most current edition of "Procedures for Meetings and Organizations" by M.K. Kerr and Hubert W. King shall govern the rules and procedures to be used in conducting the Meetings and affairs of the Association in all cases to which they are applicable, and in which they are not inconsistent with the By-laws or other governing documents or laws affecting the Association.

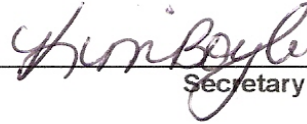


**19. EFFECTIVE DATE**

19.1. This Constitution shall come into force without further formality upon its enactment after approval by the Members of the Association as hereinbefore set out.

The foregoing By-law No. 1 is hereby enacted, ratified, sanctioned, confirmed and approved without variation by the affirmative vote of the Members of the Association at a General Meeting of the Members of the Association duly called and held at **Lion's Park Meeting Room** in the City of **Brantford, Ontario**, and at which a quorum was present on the **30th** day of **September, 2007**.

  
Chair

  
Secretary