

Guelph Minor Baseball Association Inc. Constitution

Revised November 6, 2014

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- 1.1 This organization shall be **known as** the Guelph Minor Baseball Association Inc. (hereafter GMBA or the Association).
- 1.2 The seal, an impression whereof is stamped in the margin hereof, shall be the Corporate seal of the Corporation.
- 1.3 The head office of the Association shall be in the City of Guelph, in the Province of Ontario, and at such place therein as the Directors from time to time determine.
- 1.4 The GMBA membership shall be composed of:
- the Board of Directors (hereinafter referred to as the Board)
 - registered coaches, assistant coaches, managers, conveners, sponsors and umpires;
 - registered players (over the age of 18) or parents and/or legal guardians of registered players; there shall be one vote per registered player at the Annual Meeting
 - and such other individuals and legal entities as are admitted as members in good standing by the Board of Directors.
- There shall be no dues or fees payable for membership in GMBA except such, if any, as may from time to time be fixed by a vote of the Board of Directors, which vote shall become effective only when confirmed by a vote of the members at an annual or other general meeting.
- Members may resign in writing, which shall be effective upon acceptance thereof by the Board of Directors. In case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable by the member to the Association prior to acceptance of the resignation. Any member with outstanding debts **that are more than 30 days past due** will be considered a member not in good standing, **and will not be allowed to participate in any GMBA sanctioned events.**
- 1.5 GMBA shall, except in cases of conflict with its own rules, abide and comply with the Constitution, By-Laws and Rules of the Ontario Baseball Association and the Intercounty Baseball Association.
- 1.6 The goal of GMBA is to provide a program of baseball for the youth of Guelph that emphasizes athletic skill, good sportsmanship, and the enjoyment of team play, where winning should not be considered the primary goal.

- 1.7 GMBA will operate a houseleague baseball program for males and females from age three (3) to twenty-two (22) providing that there is sufficient interest to form a minimum of three (3) house league teams in any given age bracket, so that all interested players will have the opportunity to play baseball, and further, Tier 1, Tier 2, and House League Select teams in accordance with the Ontario Baseball Association age guidelines for those players who express a desire to play at a more competitive level and have demonstrated the attitude and ability to do so.

By-Law #2

Officers of the Association

2.1 Board of Directors

i. Duties

A Board of up to eighteen (18) Directors (Including the past President) shall manage the affairs of GMBA. In addition to the elected Board members, the Board may appoint League Convenors, who are not elected members, to the Board. Each year the Board shall allocate responsibilities to the Directors, for example, such duties to include the organization of fund raising benefits, registrations at the beginning of each season, presentation of trophies and any other duties required by the Board.

- ii. Directors shall be individuals, eighteen (18) years of age or more, and shall be at the time of their nomination to the board, be considered a member in good standing.

iii. Method of Election

Directors of the Board are elected at the Annual General Meeting. They are assigned to a one (1), two- (2) or three-(3) year term. Members of the Board are eligible for re-election to additional terms of office. League Convenors whom are appointed to the Board are only eligible for a one (1) year term.

iv. Vacancies

Vacancies on the Board of Directors, however caused, may be filled from among the members of the Association, by the remaining Directors.

v. Powers

The Board of Directors may administer the affairs of the Association in all things and make or cause to be made for the association, in its name, any kind of contract which the Association may lawfully enter into and, generally, may exercise all such other powers and do any such other acts as GMBA, by its Charter or otherwise, is authorized to do.

vi. Removal

The Board of Directors is also empowered to remove by a majority vote on secret ballot, any elected or appointed officers of the Association who are deemed not to be fulfilling their duties, responsibilities

vii. Remuneration

Directors shall receive no remuneration for acting as such, save and except that the Board may, from time to time, reimburse the Directors for their reasonable expenses incurred on behalf of GMBA. Honorariums may be awarded at the discretion of the Board.

viii. Conflict of Interest

No Director of the Association shall serve simultaneously in a role that includes, but is not limited to:

- Director
- Coach
- Any leadership roles

with another baseball organization that is in direct competition with GMBA and its' membership. Should a member of the Association be nominated for election, any conflict must be advised at that time and the member must declare his or herself ineligible for election. If at any time during the Directors tenure a conflict should arise, it must be brought to the attention of the board and the Director shall tender their resignation to the board or supply evidence they have tendered a resignation to the conflicting party. Should a Director fail to disclose this conflict to the Board and it be discovered, removal from the Board shall be immediate.

2.2 The President

- i. Election - The chair of the Board of Directors shall be its President elected by the Board at its first meeting after the Annual General Meeting. The President shall be elected from the current Board of Directors with at least one (1) year's experience on the Board of Directors.
- ii. Duties - The President shall, when present, preside at all meetings of the Association and the Board of Directors. The President is also charged with the general management and supervision of the affairs and operation of the Association and shall be an ex-officio member of all committees and subcommittees of the Association. The President, with the Treasurer or other officer appointed by the Board for the purpose, shall also have signing authority for the disbursement of funds by GMBA. In addition, the President is empowered to appoint members to Board committees and subcommittees and further, to create new committees and subcommittees as deemed necessary.

2.3 The Past President

- i. To ensure orderly transition from year to year the immediate Past President shall serve and assist the succeeding President and Board of Directors for one (1) Year. The Past President shall have all the rights and duties of a Director of the Association including the right to vote at Board Meetings.

2.4 The First and Second Vice-President

- i. Election - The First and Second Vice-President shall be elected by the Board of Directors at the first meeting after the Annual General Meeting. First and Second Vice-President must have at least one (1) year's experience on the board of directors.
- ii. Duties - The Vice-President, First then Second, shall in the absence of the President, or upon his/her inability to act, perform all duties pertaining to the office of the President. The Vice President(s) shall also render such assistance to the President as required and, in the case of a vacancy in the office, shall preside until a new President is elected.

2.5 The Secretary

- i. Election - The Secretary shall be elected by the Board of Directors at its first meeting after the Annual General Meeting.
- ii. Duties - The Secretary's duties are to include, but not be limited to, recording and distributing all minutes of GMBA Board meetings and the Annual General Meeting.

2.6 The Treasurer / Third Vice-President

- i. Election - The Treasurer shall be elected by the Board of Directors at its first meeting after the Annual General Meeting. The Treasurer may be selected from the elected Board of Directors, or, if no qualified and / or suitable individual is found on the Board of Directors, the Treasurer may be appointed from the membership at large. If the Treasurer is appointed from the membership at large, then a Third Vice-President is to be selected from the elected Board of Directors. If the Treasurer is appointed from the membership at large, the Treasurer shall be an ex-officio member of the Board of Directors with speaking but not voting privileges at meetings of the Board.
- ii. Duties - The Treasurer/Third Vice President duties shall include, but not be limited to, the duties of the Treasurer, if qualified, as outlined as follows:

The Treasurer shall keep full and accurate records of all monies received and disbursed by the Association in proper books of account, to the satisfaction of the appointed accountant(s), and shall produce same for their inspection at anytime.

The Treasurer shall disburse the funds of the Association under the direction of the President and / or the Board of Directors, paying all accounts by cheque as countersigned by the President or Vice-President, and shall render to the Board at its regular meetings, or whenever required an account of all transactions and of the financial position of the Association.

Should the Treasurer, at any time and for any reason, be unable to perform these duties, the President may appoint another member of the Board to act as Treasurer in the interim or to serve the remainder of the Treasurer's term.

The Treasurer shall, when receiving cash monies, give a receipt and shall keep on file a duplicate of such receipt. All monies collected are to be paid to the Treasurer and shall be deposited to the credit of the Association in such financial institutions as may from time to time be designated by the Board.

The Treasurer shall prepare an Annual Financial Report immediately after the close of each fiscal year, giving the receipts and disbursements of that year in detail and a summary of the Association's assets and liabilities. Copies of this report will be prepared for distribution at the Annual General Meeting. The Treasurer's Annual Financial Report shall be reviewed by the appointed Accountant(s) every 2nd year.

2.7 The Umpire Supervisor

The Umpire Supervisor shall be an ex-officio member of the Board of Directors with speaking but not voting privileges at meetings of the Board, unless the Umpire Supervisor is a duly elected Member of the Board. If the Umpire Supervisor shall be appointed to the Board of Directors and the Umpire Supervisor shall be responsible for the selection of and training of all GMBA umpires.

The Umpire Supervisor shall also be an ex-officio member of the Grievance (Protest) Committee.

The Umpire Supervisor shall be responsible for the conduct of all GMBA umpires.

2.8 The Equipment Manager

The Equipment Manager shall be appointed by the Board of Directors and shall be responsible for determining equipment needs for each season, sending out tenders to assess relative costs, and for purchasing such equipment as approved by the Board of Directors.

The Equipment Manager shall also be responsible for the maintenance, distribution and retrieval of all equipment each season.

By-Law #3

Committees

3.1 Committee Creation

The President and the Board of Directors are empowered to strike committees and / or subcommittees from time to time as deemed advisable by the circumstances. All committees must bring recommendations back to the Board of Directors for Board approval, with the exception of the Grievance (Protest) Committee which is a standing committee.

Committees and subcommittees, except the Grievance (Protest) Committee, must be chaired by a Board Member appointed by the President with the approval of the Board. Committees and subcommittees, except the Grievance (Protest) Committee shall consist of both Board Members and General Members appointed by the President with the approval of the Board.

3.2 Executive Committee

The Executive Committee shall be a standing committee comprised of the President, First Vice-President, Second Vice-President, The Secretary and Treasurer / Third Vice-President for the purpose of making recommendations to the Board of Directors as to the affairs and management of GMBA.

The President shall chair the Executive committee. Meetings will be called as deemed necessary by the Committee members.

3.3 Grievance (Protest) Committee

The Grievance (Protest) Committee shall be a standing committee for the purpose of hearing and deciding protested games, violations of GMBA rules, and disagreements between and among members of the Association that affect players, games or the proper operation of the Association. The President shall appoint a chair of the Grievance (Protest) Committee and additional members as approved by the Board of Directors. The Umpire Supervisor will serve as an ex-officio member of the committee.

Hearings for the Grievance (Protest) Committee will be convened when a request for such a meeting is received by the President of the Association and the nature of the request is consistent with the mandate of the Grievance (Protest) Committee. If the President deems the matter is best handled by another Committee, the President may refer the request to that Committee for review in a timely manner. If upon review by another Committee the situation is not resolved to the satisfaction of the applicant, the Grievance (Protest) Committee shall convene to review the request and make a ruling.

Decisions of the Grievance (Protest) Committee which do not violate the Constitution are final.

3.4 Finance Committee

This Finance Committee shall consist of: the Treasurer, Sponsorship Chair and Registration Chair

3.5 Sponsorship Committee

The Sponsorship Committee shall consist of member(s) appointed by the President with the approval of the Board to approach existing sponsors of GMBA teams for their continued support, to find new sponsors as required and to deliver copies of team pictures.

3.6 Registration

The Registration Committee shall consist of member(s) appointed by the President with the approval of the Board of Directors to organize and participate in registration.

3.7 Equipment Committee

The Equipment Committee shall consist of members appointed by the President with the approval of the Board to assist the Equipment Manager in the performance of his / her duties. The Chair of the Equipment Committee will be the Equipment manager.

3.8 Rep Committee

The Rep Committee shall consist of members appointed by the President with the approval of the Board to oversee the Tier 1/Tier 2 Teams, and act as liaison between the teams and the Board of Directors. Their duties shall also include:

- organizing and finding volunteers for any GMBA hosted Tournament(s).
- Distribute Coach Evaluation Forms to Tier1 / Tier 2 team players and / or parents (guardians), collect completed forms and collate results.

The Inter County (ICBA) Representative

GMBA's representative will be appointed by the President with the approval of the Board to act as liaison, attend Inter County meetings and report back to the Board when deemed necessary.

3.9 Coaches Selection Committee

The coaches Selection committee will be chaired by the Rep Committee Chair and will be made up of members appointed by the president with approval from the GMBA Board of Directors.

The coaches Selection committee shall be divided into sub-committees each containing three (3) – four (4) people with a few alternates available. The committee will be made up of both elected members of the board and volunteers from the community. No member of the Coaches Selection Committee will be allowed to participate in any sub-committee in which a conflict exists.

The duties of the committee are to interview, evaluate and recommend the best possible coach for GMBA Tier 1/Tier 2 teams.

3.10 House League Committee

The House League Committee shall consist of members appointed by the President with the approval of the Board to oversee the House League division and their teams as well as Select teams. Duties include, but are not limited to:

- organize and recruit volunteers for Championship Weekends
- present recommendations to the Board regarding Rules of Play.

League Convenors shall be appointed by The Board of Directors as early as possible before each season's commencement. Convenors are required to:

- keep up to date records of scores and standings in their League,
- to arrange for the replaying of games postponed due to inclement weather and to notify the Umpire Assignor of the need for umpires at these games
- observe regularly the games of their League and note the quality of fields, equipment, coaching and umpiring and to report any irregularities to the Board of Directors as appropriate.
- hold meetings of coaches to rectify minor problems as they arise, and to refer official protests to the House League Chair on any question concerning their league.

League Convenors may also be responsible for such further duties as assigned by the Board of Directors.

3.11 Special Events Committee

The Special Events Committee shall consist of:

The Special Events Committee shall consist of member(s) appointed by the President with the approval of the Board to be responsible for all GMBA special events. Duties include:

- seeking out sponsors for new trophies as required, collecting information on possible trophy winners; preparation of trophies to be awarded at the Annual General Meeting, and the selection and purchase of trophies for Championship Week.
- Organize and recruit volunteers for Fun Day, arrange special events licensing, co-ordinate with convenors for all-star teams, and arrange and organize activities for the day.
- Other special events such as Photo Day and player or coach related instruction clinics, shall be organized through Special Events.

3.12 Sports Advisory Representative

GMBA's representative(s) will be appointed by the President with the approval of the Board to act as an information liaison between the City of Guelph and GMBA and to report to the Board of Directors when necessary the outcome of the meetings.

3.13 Risk Management Committee

The Risk Management Committee shall consist of minimum (3) members, one of which will be the President, appointed by the President with the approval of the Board. Risk Management will be responsible for volunteer screening, including PRC's. Risk Management will arrange dates for all coaches to fill out the appropriate forms to obtain Vulnerable Sector Checks, and submitting these forms to Police Services. They will also be responsible for distributing and tracking of accident reports and ensuring these reports are forwarded to the appropriate people.

Risk Management will review and distribute GMBA Code of Conduct, and will oversee any special requirements from ICBA or OBA.

By Law #4 Meetings

4.1 Board of Directors Meetings

i. Quorum and Notice of Meeting

A majority of the Directors (one –half of the Board members +one, excluding the President) shall form a quorum for the transaction of business. The Board of Directors may hold its meetings at such place and such time as it may decide. No formal notice of any Board meeting is required if the Board has decided upon a regular time, date and place of meeting. The President may call special meetings of the Board alone or on direction in writing from two (2) of the Directors.

Notice of such special meetings shall be communicated to the members of the Board no less than twenty-four (24) hours before the meeting is to take place.

A meeting of The Board of Directors may also be held, without notice immediately following the Annual General Meeting. If a quorum is not obtained within Thirty (30) minutes of the scheduled start time, the meeting will be terminated.

ii. Voting

A Majority vote shall decide motions arising at any meeting of the Directors vote. In case of any equality of votes, the Chair shall cast the deciding vote, which shall be the first vote the Chair will cast on that specific motion. All votes at any such meeting shall be taken by secret ballot if so demanded by any Director present, but if no such demand is made, the vote shall be taken in the usual way of assent or dissent. A declaration by the Chair that the resolution has been carried and an entry to that effect entered in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number of votes in favour or against such resolution.

Each member of the Board shall have a single vote.

All decisions of the Board made by a vote are final. Such decisions of the Board can only be brought back for reconsideration at the same meeting they are made or at a subsequent meeting by first obtaining a two-thirds majority of the Board members present to do so.

iii. Attendance

All Directors are required to attend ~~sixty percent (60%)~~ **seventy-five percent 75%** of all scheduled meetings. Failure to do so may result in dismissal from the Board.

iv. Minutes

Minutes are to be taken at all meetings and kept in records for a minimum of seven years. Minutes of meetings must be accepted at the beginning of a subsequent meeting. A book containing all minutes and documents, shall be available at each meeting and will be kept up-to date at the GMBA office.

4.2 Annual General Meeting and Other Special Meetings of Members

i. Date and Place

The annual or any other general meeting of the members shall be held at the head office of the Association or elsewhere as the Board of Directors may determine and on such day and time as the Directors shall appoint.

The Annual General Meeting shall be held within two (2) months of the GMBA fiscal year end of September 30. Advertisement of members' meetings, annual or general, shall be required at least three (3) weeks prior to the time fixed for the holding of such meetings.

The President and / or the Board of Directors shall have the power to call, at any time, a general meeting of the members of the Association.

ii. Business

At every Annual Meeting, beyond any other business that may be transacted, the President's report, the financial statement and the report of the auditors shall be presented and a Board of Directors elected and auditors appointed for the ensuing year.

The members may consider and transact any business, specific or general, excepting changes to the Constitution, without prior notice of the members of the Association.

iii. Quorum

A quorum for the transaction of business at any meeting of members shall consist of not less than twenty-four (24) members present in person at the meeting.

iv. Voting

Each member of the Association present at any meeting of members shall be entitled to one vote. Proxy votes are not recognized by GMBA.

Motions shall be decided by majority vote taken by a show of hands unless any member demands a poll.

In case of an equality of votes at any general meeting, whether by show of hands or at a poll, the Chair shall cast the deciding vote, which shall be the first vote the Chair will cast on that specific motion.

By-Law #5

Financial Matters

5.1 Execution of Documents

Deeds, transfers, licenses, contracts and engagements on behalf of the Association shall be signed by either the President or Vice-President(s). Contracts in the ordinary course of the operations of the Association may be entered into on behalf of the Association by the President, Vice-President, and Treasurer or by any person authorized by the Board.

Notwithstanding any provisions to the contrary contained in the by-laws of the Association, the Board of Directors may at any time by resolution direct the matter in which, and the person or persons by whom, any particular instrument, contract or obligations of the Association may or shall be executed.

5.2 Books and Records

The Directors shall ensure that all necessary books and records of the Association required by the by-laws of the Association or by any applicable statute of law is kept regularly and properly.

5.3 Financial Year

Unless otherwise ordered by the Board of Directors, the fiscal year of the Association shall end on the thirtieth day of September each year.

5.4 Cheques

All cheques or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Association, shall be signed by an officer or officers, agent or agents of the Association in such manner as shall from time to time be determined by resolution of the Board of Directors.

Further, any one of the Association's officers or agents may alone endorse notes and drafts for collection on account of the Association through its bankers and endorse notes and cheques for deposit for the credit of the Association. Any one of the Association's officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Association and its bankers and may receive all paid cheques and vouchers and sign the entire bank's forms or settlement of balances and release of verification slips.

5.5 Deposit of Securities

The securities of the Association shall be deposited for safekeeping with one or more financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn from time to time, only upon the written order of the Association, signed by the Association's officers or agents, and in such manner as shall from time to time be determined by resolution of the Board of Directors and such authority may be general or confined to specific instances.

5.6 Borrowing

The Board of Directors may from time to time borrow money on the credit of The Association, issue, sell or pledge securities of the Association, mortgage or pledge all or any of the property of the Association to secure any debts or other obligations or liabilities of the Association.

In these circumstances the Board of Directors will from time to time review the Association's debts and liabilities to ensure that these debts and liabilities are eliminated as quickly as possible without doing harm to the ongoing operations of the Association.

By-Law #6

Operating Rules for GMBA

6.1 GMBA Teams

The rules governing GMBA Teams are those found in the GMBA "PLAYERS' AND COACHES RULES OF PLAY HANDBOOK" " or "REP RULE BOOK" as revised on a yearly basis before March 31 or any amendments approved by the Board thereafter.

6.2 Affiliations

GMBA shall, except in cases of conflict with its own rules, abide and comply with the Constitution, By-Laws and Rules of the Ontario Baseball Association and the Intercounty Baseball Association.

6.3 Coaches/Volunteers/Umpires

All Coaches, Volunteers and Umpires will require a valid Police Record Check form. Applicants who do not fill out the Police Record Check (PRC's) will not be part of any position within GMBA's organization. PRC's will be dealt with in accordance with the Guelph Sports Advisory Council Guidelines.

Any applicant who is notified by the police that their PRC has not been returned to the organization must then submit their PRC for review, to the President of GMBA within 10 days to avoid becoming a member not in good standing. The President will then compare the PRC against the GMBA Screening Guidelines and provide a written report to the applicant stating whether or not the applicant meets the criteria for the position applied for. All applicants have the right to appeal this decision to the three person Risk Management Committee.

GMBA Screening Guidelines:

For all positions within GMBA a Police Record Check will be required as an important but not exclusive element of the screening process.

In general, Individuals with past Criminal Code convictions for certain offences will not be accepted for a direct service position with participants. These offences include, but are not limited to, the following with exclusion timeframes listed.

Lifetime

- Any type of sexual assault
- Invitation to sexual touching
- Sexual interference, bestiality, or sexual exploitation
- Procuring sexual activity
- Indictable criminal offences for youth abuse
- Any court order forbidding the individual to have contact with children under the age of 14
- Any conviction related to child pornography

Five (5) Years

- Assault
- Any weapons offence
- Conviction under any controlled drugs and substance act
- Criminal driving offences

Until resolved through the judicial system

- Outstanding convictions or charges pending for any violent offence
- Outstanding convictions or charges pending for any criminal driving offences, including but not limited to impaired driving
- Outstanding convictions or charges pending for sexual offences

Applicants may also be rejected as a result of other information gained during the PRC process or through the screening process as a whole, or as a consequence of other factors which are directly relevant to the requirements of the position, and to the ability of the applicant to carry out his/her duties in an effective, safe manner.

By-Law #7

Changes to the Constitution

7.1 Changes to the Constitution and By-Laws of the GMBA can only be made at the Annual General Meeting of the members or at a special meeting of members called for this express purpose.

Proposed changes to the Constitution and / or By-Laws must be received in writing by the President and / or the office of the Association no later than two (2) weeks prior to the Annual General Meeting or the special meeting.

8.1 GMBA Responsibility

- i. GMBA does not accept any responsibility for any debts incurred by any Officer/member
- ii. Any Officer of the board shall be reimbursed for reasonable expenses incurred during the course of performing their elected duties. The President and Treasurer must approve the expenses prior to payment.
- iii. No Board member will either directly or indirectly personally benefit from their position on the GMBA Board.

8.2 Indemnities of Officers and Directors

Every Officer or Director of the Club or any other person who has undertaken or is about to undertake any liability on behalf of the Club and his or her heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Club, from and against:

All costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him, for or 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.

All other costs, charges and expenses that he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

8.3 General

The Constitution and By-laws is a general guide and cannot cover each situation that may arise. Therefore, the Board will have authority to interpret and decide to the best of their judgment with regard to all circumstances or any specific cases. The GMBA reserves the right to discipline any player, coach, volunteer, Officer or member or inappropriate conduct that is deemed against our mission and objectives. Disciplinary action may include; probation, suspension, termination or expulsion.