

BURLINGTON ORGANIZED MINOR BASEBALL ASSOCIATION CONSTITUTION

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ARTICLE I: DEFINITIONS

1.01 In this by-law and all other by-laws and resolutions of the Corporation, unless the context otherwise specifies, the interpretation shall be:

- (a) the singular includes the plural;
- (b) "Chair" shall include the terms Chairperson, or Chairwoman or Chairman as the gender dictates;
- (c) "Coaches" shall include persons who are designated as a head coach or manager of a House League, City Rep or City Select team.
- (d) "Corporation" means Burlington Organized Minor Baseball Association (Inc.);
- (e) "Board" means the Board of Directors of the Corporation;

"Corporations Act" means the Corporations Act, R.S.O. 1990 and any statute amending or enacted in substitution thereof;

(g) "Program" means a traditional base-running sport including, but not necessarily limited to, baseball, rookie ball, and T-ball.

1.02 Other interpretations and foundations for the by-laws, resolutions, and management of the affairs of the Corporation, unless otherwise indicated, shall be that:

(a) references to decisions, approvals, appointments, resolutions, et al, imply a Quorum and a simple majority decision;

(b) voting is by a show of hands, with only one (1) vote per person present;

(c) any required proportion of attendees, votes, et al, that results in a fraction shall be rounded, i.e., .5 and above shall round up to the next whole number; .4 and below shall be disregarded;

(d) all documents, records, procedures, files, reports, et al, relating in any way to the activities or business of the Corporation are the property of the Corporation and shall be filed and maintained at the Head Office of the Corporation.

ARTICLE II:NON-PROFIT CORPORATION

2.01 The Corporation shall operate without the intent of financial or material gain for its members and shall adhere to the relevant guidelines within the Corporations Act and to other legal requirements.

Any profits, assets, or accruals of the Corporation shall be used in promoting its objects.

ARTICLE III: OBJECTIVES

3.01 The objectives of the Corporation are:

(a) to organize and operate a supervised program of baseball, Rookie Ball, T-ball, and other related programs for the residents of the City of Burlington;

(b) to instruct and practice the code of good sportsmanship while endeavoring to improve playing ability and provide recreation through the operation of its program; and

(c) to encourage children to participate in an organization which will foster the development of honesty, loyalty, maturity, self-respect,

and respect for others.

ARTICLE IV: HEAD OFFICE

4.01 The Head Office of the Corporation is 1370 Artisans Court, in the City of Burlington, in the Province of Ontario, or at such other place in the City of Burlington as the Board may from time to time determine.

ARTICLE V: CORPORATE SEAL

5.01 The seal which is impressed hereon shall be the Corporate Seal of the Corporation.



ARTICLE VI: MEMBERSHIP

6.01 Qualification of Members:

(i) Members shall include no more than two (2) designated parents or guardians for each registered player and/or umpire, under eighteen (18) years of age, and registered players, coaches, up to two (2) assistant coaches designated as such for the year, and umpires eighteen (18) years of

age and older who are all duly authorized and registered for the current or coming season or, during the period between the end of one season and registration for the next, were duly authorized and registered for the most recent past season, and there is no circumstance that would preclude membership, including expressed intent not to renew, for the coming season; and

- (ii) Membership to any person who is not included in subsection (a) (i) shall be determined by a two-thirds (2/3) majority decision of the Board.
 - (b) No person shall be entitled to more than one (1) membership.

6.02 Voting:

- (a) Members are entitled to vote at Annual General Meetings and General Meetings of the Corporation.
- (b) Each member who is eighteen (18) years of age or over, shall have full voting rights at an Annual General Meeting and General Meetings of the Corporation.

6.03 Holding Office: Members may hold office in the Corporation as Board Directors and as Officers pursuant to Articles VII and VIII.

6.04 Transfer of Membership: Membership in the Corporation is not transferable.

6.05 Revocation of Membership: The Board, by a two-thirds (2/3) majority of vote, shall have the authority to expel or terminate the membership of any Member of any class when the conduct of such person is considered detrimental to the best interests of the Corporation. Prior to expulsion or termination, the Board will inform the member of the intention to expel or terminate and provide such person with the reasons generally and the opportunity to respond to the Board.

6.06 Termination of Membership: Membership in the Corporation automatically terminates upon the occurrence of any of the following events:

- (a) the Member resigns or chooses to have membership lapse;
- (b) the Member dies;
- (c) Membership is revoked pursuant to Section 6.05; or
- (d) the Member no longer meets the criteria for membership pursuant to Section 6.01 but may continue up to but not including the next Annual General Meeting by resolution of the Board through a two-thirds (2/3) majority vote.

ARTICLE VII: DIRECTORS

7.01 The affairs of the Corporation shall be managed by a Board of Directors consisting of not more than twenty-four (24) elected Directors serving -alternating two (2) year terms and the immediate past President.

Each election shall install new Directors only to the offices being vacated that year. (See Articles IX and X).

7.02 The Offices to which the Directors shall be elected by the Board, are as follows:

(i) **President:**

Who shall act as the chief executive officer of the Corporation, chair of the Board of Directors and the executive committee, of which he is a member, and shall be an ex-officio member of all standing committees.

The President shall:

- (a) when present, preside at all meetings of the Board, the Executive Committee and all meetings of the membership;
- (b) supervise the affairs and operations of the Corporation;
- (c) sign all documents requiring his signature;
- (d) perform all duties required of the Chief Executive Officer; and
- (e) have such other powers and duties from time to time prescribed by the Board or incident to the office

(ii) **Secretary:**

The Secretary shall:

- (a) attend meetings of the Board, Executive Committee, and general membership and shall enter or cause to be entered in records kept for that purpose, accurate minutes of said proceedings;
- (b) provide minutes and notices required to be given to Members and

Directors;

(c) be the custodian of the Corporate Seal and of all books, papers, records, correspondence and documents belonging to the Corporation;

(d) collect all Nomination Forms and prepare slate of candidates for the Board; and

(e) be a member of the Executive Committee.

(iii) **Treasurer:**

The Treasurer shall act as chief financial officer of the Corporation and shall:

(a) keep full and accurate accounting records for the Corporation in compliance with applicable laws;

(b) be responsible for the receipt and deposit of all money, and the safekeeping of securities and other valuable effects to the credit of the Corporation in the bank or banks designated by the Board or Executive Committee, and for the disbursements of the funds of the Corporation;

(c) render to the Board whenever required an account of all transactions undertaken by the Treasurer and of the financial position of the Corporation;

(d) prepare and monitor the Corporate budget and provide direction in the preparation of the Program budgets and other budgets as may be required;

(e) report to the Board on a continuing basis and, at the annual general meeting, present the financial statements of the Corporation;

(f) perform other such duties from time to time prescribed by the Board, the Executive Committee, the President or incident to the office; and

(g) be a member of the Finance Committee and the Executive Committee.

7:02 The remaining 21 Board positions shall be determined at the first Board of Directors Meeting following the AGM.

7:02-1 The Board of Directors by a vote of 75% at a properly constituted Board meeting are authorized to change 7:02, to change the names and functions of the Directors and Executive to compliment the changes in the Organization expected as a result of the Web Application Development.

7.03 Qualification of Directors: Each Director shall:

(a) be at the date of his election and thereafter remain throughout his term a member in accordance with Article VI;

(b) not be legally declared mentally incompetent or incapable of managing his own affairs;

(c) not be convicted of a criminal offence unless this requirement is waived by the Board through a two-thirds (2/3) majority vote; and

(d) not be precluded by reason of a resolution of the Board.

7.04 Active Participation: A Director who fails to attend three (3) consecutive meetings of the Board or committee events may be removed from the Board by a two-thirds (2/3) majority vote of the Board without notice to such Director.

7.05 Vacancies: A vacancy on the Board may be filled from among the qualified and eligible Members of the Corporation as defined in Article VI. Each such Director shall be appointed to the Board for the unexpired term of office, as determined by the Board in maintaining alternating two (2) year terms for Directors, by a two-thirds (2/3) majority vote.

7.06 Removal of Directors: A Director may be removed from office before the expiration of his term, by a two-thirds (2/3) majority decision by the board, for failure to perform his duties and responsibilities. Prior to removal, the Board shall inform the Director with notice of the intention to terminate and the reasons generally and provide the Director the opportunity to respond to the Board.

7.07 Remuneration of directors: Directors shall serve without remuneration. However, if any Director seeks remuneration for services outside of their specific Board responsibilities, such services and remuneration must be approved before hand by the Board of Directors

7.08 Conflict of Interest:

(a) Where a Director has any interest, direct or indirect, in any contract or agreement, or proposed contract or agreement with the .Corporation, whether financial or otherwise, which may require a decision of ie Board,

that Director is required to disclose his or her interest. Such director shall not take part in the consideration, discussion, or vote on any aspect of the matter.

(b) Where a Director is related to a person who is subject to Consideration by, or decision of the Board, such Director shall not take part in the consideration, decision or vote on any aspect of the matter.

7.09 Responsibility for Act: The Directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any Contracts act or transaction entered into in the name of or on behalf of the Corporation, except for that which was authorized and approved by the board.

7.10 Confidentiality: All Directors shall respect all confidential matters of the Corporation, and shall sign an agreement to this effect at the commencement of their term.

ARTICLE VIII: OFFICERS

8.01 Officers of the Corporation shall be elected by the Board from among the qualified Directors to serve one (1) year terms (See Articles IX and

(a) There shall be a President, Vice-President, Secretary, Treasurer and Past President.

(b) All Officers shall carry out their duties and serve the Corporation within the guidelines of their approved responsibilities and authority, and shall be members of the Executive Committee.

8.02 Past President: The Past President shall:

(a) during the absence or inability of the President to act, exercise the powers and duties of the President;

(b) provided he has not resigned as President or been removed from office, shall remain a Director for the year following

(c) perform such other duties from time to time prescribed by the Board, the Executive Committee, the President, or incident to the office.

8.03 Other Officers:

(a) The Board may from time to time identify duties and create officer les to accommodate the needs of the Corporation.

(b) Immediate Past President: So long as the President does not sign his or her position or is removed from office(s), he or she shall remain a Director for the year following his or her term as President and he or she shall sit on the Executive Committee in an advisory capacity.

8.04 Removal of Officers:

An Officer of the Corporation may be removed from office before the expiration of his or her term, by a two-thirds (2/3) majority decision of the Board, for failure to perform his or her duties/responsibilities.

Prior to removal, the Board shall inform the Director with notice of the intention to terminate and the reasons generally, and provide the director the opportunity to respond to the Board.

8.05 Vacancies:

A vacancy in the office of President may be assumed by the Past President, if that office has not been vacated and the Past resident so chooses.

A vacancy in any other Executive office shall be filled accordance with Section 9.01 (b).

The filling of vacancies shall be for the remainder of the term.

ARTICLE IX: ELECTIONS

9.01 (a) Election of Directors

At the Annual General Meeting: Candidates for Director offices that have been vacated shall be Members of the Corporation (in accordance with Articles VI and VII) in good standing who have signed an approved Nomination Form of the Corporation, and shall include:

(i) the slate of candidates for office proposed by the Nominating Committee:

(ii) any member who is nominated by any two (2) Members in good standing, at any time before nominations are closed.

Nominations shall be closed ten (10) clear days in advance of the annual general meeting.

(b) A candidate for the position of Director must obtain at least twenty percent (20%) of the vote by secret ballot at an annual general meeting or general meeting of the membership, failing which such candidate shall not be elected.

(i) When the total number of candidates exceeds the numbers of respective offices to be filled, the candidates receiving the most votes shall be elected.

(c) The Directors shall be so elected for a term of two (2) years, except as provided for in Section 7.05 Vacancies.

9.02 Election of Officers:

Eligible candidates for the position of President, Vice-President, Secretary and Treasurer of the Corporation shall have been Directors of the Corporation for a minimum of one (1) full year within the two (2) years prior to their nominations, and shall otherwise be qualified in accordance with Articles VI and VII and there shall be no exception to this requirement unless there is no person for each office that is so qualified.

(a) The President, Vice-President, Secretary and Treasurer shall be elected, from among qualified Directors by the Board at the first Directors' meeting following the Annual General Meeting, with no more than fourteen (14) days elapsed until such meeting is held.

(b) Where: (i) the number of candidates nominated is greater than the number of offices to be filled, the election shall be by secret ballot.

(ii) the number of candidates is equal to or less than the number of offices to be filled, the Secretary of the meeting shall cast a single ballot electing those candidates to the offices.

(c) The Officers in paragraph (a) shall be so elected for a term of one (1) year, except as provided for in Section 8.09 Vacancies.

ARTICLE X: TERMS OF OFFICE

10.01 Directors: Directors shall

(a) be elected to vacated offices for a term of two (2) years by the Members at the Annual General Meeting. (See Articles VII and VIII)

(b) promote continuity, the object of the Board shall be to maintain a

balance of Director offices to be filled each year, with the terms of office expiring on alternating years.

10.02 Officers:

Officers shall be appointed for a one (1) year term by the Directors at the first Board meeting following the Annual General Meeting (See Articles VIII and IX)

10.03 No person shall serve as President for more than five (5) consecutive years, provided that after an interruption of one (1) year such person may again be elected, given his/her eligibility in all other respects.

10.04 No person shall serve as Treasurer for more than three (3) consecutive years, provided that after an interruption of one (1) year such person may again be elected, given his/her eligibility in all other respects.

ARTICLE XI: COMMITTEES

11.01 Standing Committees shall be established at the first Board meeting following the Annual General Meeting, and the Chair or an interim designate approved for each such committee.

(a) All Standing Committee Chairs shall be appointed by the Executive and shall be Directors of the Corporation.

(b) All Standing Committee members shall be Members of the Corporation and shall be approved by the Board.

11.02 There shall be the following Standing Committees:

(a) **Executive Committee:** The Executive Committee shall consist of the President, Vice-President, Secretary, Treasurer and REP, House League and Finance Committee Chairs, and may include the Immediate Past President. The President of the Corporation shall be the Chairman.

(b) **Finance Committee:** This Committee shall consist of the President, Treasurer, and committee members assigned by the

Board based upon responsibilities.

(c) **Admin Committee:** This Committee shall consist of committee members assigned by the Board based upon responsibilities.

(d) **House League Committee:** This Committee shall consist of committee members assigned by the Board based upon responsibilities.

(e) **REP Committee:** This Committee shall consist the Director of Rep Director of Senior Rep Teams, Director of Junior Rep Teams, Director of Umpiring, Director of Player and Coach Development, Director of Coaching Evaluation and Selection, Director of Umpire Development and Evaluaiton.

Each of the above committees shall ideally consist of no less than 5 Directors.

11:02-1 The Board of Directors

By a vote of 75% at a properly constituted Board meeting are authorized to change 11:02 and 11:04 to change the names, members, functions and descriptions of the Committees to compliment the changes in the Organization expected as a result of the Web Application Development.

11.03 Ad Hoc Committees:

Ad Hoc Committees shall be established for such purposes as the Board or Executive Committee may from time to time determine.

The existence of each such Ad Hoc Committee shall be terminated automatically upon:

- (a) the delivery of its report or completion of its task;
- (b) the failure to complete its task by the Annual General Meeting;
- (c) a decision by the Board or Executive Committee which instituted it.

11.04 Duties of Committees:

(a) The Executive Committee:

- (i) Shall possess and may exercise the powers of the Board in

the management and direction of the affairs of the Corporation when an immediate decision is required in the intervals between meetings of the Board.

(ii) Shall ensure that a strategic plan is in place establishing strategic direction for the Corporation and review same annually and up-date as required.

(iii) Shall be responsible for all disciplinary actions, including the maintaining and enforcing of all Rules and Regulations.

(iv) Shall promptly report to the Board on all matters that come before it.

(b) The Finance Committee:

(i) Shall be responsible for developing an annual administration and finance plan consistent with the strategic goals of the Corporation.

(ii) Shall be responsible for developing both short and long term financial directions for the Corporation.

(iii) Shall be responsible for linking the overall operation, development and administration and finance goals of the organization with the budget of the Corporation.

(iv) Shall develop, monitor, seek approval of and ensure an audit of an annual budget for the Corporation.

(v) Shall ensure policies and procedures related to administration and finance are developed, -documented and implemented for the Corporation.

(vi) Shall ensure a competitive purchasing policy is developed and utilized for the Corporation.

(vii) Shall be responsible for the purchasing for the organization.

(viii) Shall ensure the constitution and bylaws and documentation related to the Corporation's status is kept current.

(ix) Shall assume responsibility for collecting, keeping and accounting for the monies of the Corporation.

(x) Shall ensure the books are maintained of the accounts and other necessary financial records.

(xi) Shall report on the fiscal position of the Corporation to the Board and membership.

(xii) Shall ensure that a fund raising plan that is consistent with the budget is developed and implemented for the Corporation.

(xiii) Shall be responsible for hiring, managing and terminating any salaried or contracted staff hired to finance related positions.

(c) The Admin Committee:

(i) Shall be responsible for the overall administration of special events, concessions, parks and facilities.

(ii) Shall be responsible for scheduling of umpires.

(iii) Shall be responsible for overall communication and public relations for the Corporation.

(iv) Shall be responsible for hiring, managing and terminating any salaried or contracted staff hired to administrative positions other than finance related positions.

(d) The House League Committee:

(i) Shall be responsible for the overall planning and administration and operations of House League Teams.

(ii) Shall work in collaboration with the REP Committee to ensure that plans are in place to support both coach and player development.

(f) The REP Committee:

(i) Shall be responsible for developing and implementing a plan outlining short and long term strategic directions related to baseball, player and coaching development.

(ii) Shall be responsible for coaching, umpiring and player development.

(iii) Shall be responsible for developing and implementing training and education plan focusing both on developing baseball skills and supporting player and coaching development.

(iv) Shall be responsible for ensuring the health and safety of players, umpires and coaches is a priority.

(v) Shall ensure policies and procedures of both an operational and preventative nature, related to health and safety are developed and implemented.

(vi) Shall ensure that coaches and umpire evaluations are completed and utilized in planning for future years.

(vii) Shall ensure the necessary operational supports are in place to promote fair play, player development, and coach development

and umpire development.

11.05 Procedures:

All Committees shall:

- (a) report after each meeting to the Executive Committee or the Board;
- (b) appoint a recording Secretary at each meeting to keep minutes;
- (c) enter all procedures & minutes to the Head Office files.

ARTICLE XII: OMBUDSMAN

(a) The Ombudsman shall be appointed by the Executive Committee as soon after the Annual Meeting as possible and shall receive complaints and review disputes if requested by any Member and attempt to resolve such issues.

(b) The Ombudsman will maintain the independence, objectivity and neutrality at all times in order to adequately investigate or facilitate the investigation of any complaint, inquiry or grievance of an individual which may arise against another member or the Corporation. The Ombudsman will provide information regarding complaints and suggestions about the rights and responsibilities.

(c) The Ombudsman will bring forward findings and recommendations to the attention of the Executive Committee by the most expeditious means possible.

(d) The Ombudsman has no power to order changes in rules, regulations, policies or procedures. The Ombudsman has the power to investigate and to recommend.

(e) The Ombudsman holds the position at the will of the Executive Committee.

ARTICLE XIII: MEETINGS

13.01 Annual General Meeting:

The Annual General Meeting of the Members shall be held each year at a time, place and date set by the Board for the purpose of:

- (a) hearing and receiving the reports and statements required by the Corporations Act to be presented to the Corporation, including reports from the President and Treasurer;
- (b) electing such Directors as are to be elected at such meeting;
- (c) appointing the Auditor(s) and establishing or authorizing the Board to establish his remuneration; and
- (d) the transaction of other business properly brought forth and relevant to the purposes of the Annual General Meeting.

In the absence of the President, the Members entitled to vote shall choose another Director to act as Chairman.

13.02 General Meeting:

The Board may at any time call a General Meeting of the Members for the transaction of any business, the general nature of which is specified in the notice, as shall be determined by the Board in calling the meeting.

There shall be a minimum of two (2) General Meetings of the Corporation in each calendar year.

13.03 Executive Committee Meeting:

The Executive Committee shall appoint at least one day per month for regular meetings, or meetings may be called by the President or by two (2) other Committee members as needed.

13.04 Board Meeting:

Regular meetings of the Board shall take place once per calendar quarter.

Special meetings of the Board may be called by the President, the Secretary, or 2 Committee Chairs with notification of meeting provided at least 15 days in advance on the Directors information page of baseballburlington.com website.

Minutes and Agenda's along with Committee proposals and recommendations will be posted on the Directors information page of the baseballburlington.com website for review at least 7 days prior to the Board meeting if they are to be considered by the Board at the meeting.

13.05 Committee Meeting:

Committees other than the Executive shall meet at least bimonthly and more frequently as required by their duties and functions.

The Committee shall include the time, date and place of its next scheduled meeting in its report to the Board, the Chair shall inform each Committee member in advance of an unscheduled meeting.

Notification of meetings will be provided at least 5 days in advance on each committees' information page of the baseballburlington.com website.

13.06 Quorum:

A Quorum shall exist for the transaction of business at any meeting.

- (a) Annual General Meeting: A Quorum shall be twenty (20) Members present in person. If, after one-half (1/2) hour beyond the specified start time of the meeting, less than twenty (20) but two (2) or more Members are present, the Quorum shall be two (2), and the business transacted shall be limited to the selection of a Chair and a Secretary for the meeting, the recording of names of those present, and the passing of a motion to adjourn.
- (b) General Meeting: Quorum requirements shall be as specified for an Annual General Meeting.
- (c) Executive Committee Meeting: A Quorum shall be a simple majority of Committee members, present in person, at least one of whom is the President, Secretary or a designate.
- (d) Board Meeting: A Quorum shall be a simple majority of Directors, present in person, at least one of whom must be the President, Secretary or designate.
- (e) Other Committee Meeting: A Quorum shall be a simple majority of the Committee members, present in person.

13.07 Notice of Meeting:

In computing the date of notice for any meeting, when a specified number of days is required under any by-law provision of the Corporation, the date of giving notice is excluded and the date of such meeting is included.

Declaration by an Officer of the Corporation that notice has been given, including the facts in relation to that notice, pursuant to this Section,

shall be sufficient evidence of the giving of such notice.

(a) **Annual General Meeting:** Notice of the time, place, date and general nature of the business to be transacted shall be given at least ten (10) days before the date of the meeting. Means of notification to eligible Members shall be determined by the Board and may include mail, telephone, a commonly available Member announcement or publication, a posting on and around the Head Office, a local newspaper announcement, electronic transmission, a computer website notice or the like, or any combination thereof. The accidental omission of any notice or the non-receipt of any notice by any Member(s) shall not invalidate any resolution passed or proceedings taken.

(b) **General Meeting:** Notice requirements shall be as specified for an Annual General Meeting.

(c) **Board Meeting:** Notice to Directors of the time, date and place of regular or special Board meetings shall be by telephone, mail or delivery to the person, his home, or Head Office, electronic transmission, or posting to a computer website or the like not less than two (2) days prior to the meeting. No formal notice of a meeting is required for the Directors present when a subsequent meeting date is announced.

13.08 Resolutions:

A declaration by the Chair that a resolution has been carried or lost by a particular majority shall be entered into the minutes of the meeting and be evidence of the fact without recording the number of votes for and against the motion.

(a) **Voting:** Unless otherwise required, all questions proposed for consideration at any meeting of the Corporation shall be voted on by a show of hands (one(1) vote per person present) and be decided by simple majority of the votes cast by eligible attendees. In case of a tie, the Chair presiding shall have a second vote.

(b) **Poll:** At any meeting, if a poll is requested on the election of a Chair or on a question of adjournment, it must be taken immediately

without amendment or adjournment. If a poll is requested on any other question, the Chair shall direct the time and manner in which it will be taken. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was requested. Such request may be withdrawn at any time prior to the poll being taken.

13.09 Adjournment:

Any meeting of the Corporation may from time to time be adjourned to another time or place, and no notice for the holding of the adjourned meeting need be given.

Any business may be dealt with that might have been dealt with at the original meeting in accordance with the notice calling for that meeting.

13.10 Rules of Order:

In all procedural matters of the Corporation, the Corporation shall be governed by Robert's Rules of Order, except as otherwise provided in this by-law.

ARTICLE XIV: LIABILITY OF CORPORATION

14.01 Liability of Members:

(a) A Member shall not be held answerable, responsible, or liable for any act, default, obligation, or liability of the Corporation or for any engagement, claim, payment, loss, injury, transaction, matter, or thing relating to or connected with the Corporation.

(b) A Director or Officer of the Corporation shall not be held liable for the acts, receipts, neglects, or defaults or any other Director or Officer or employee, or for joining in any receipt or act for conformity, or for any other loss, damage, expense or misfortune whatever which may happen to the Corporation in the execution of the duties of his or her respective office or trust, or in relation thereto.

(c) (a) and (b) do not apply in circumstances arising through the wrongful act, neglect, or default of such Member, Director or Officer that would by operation of law create a liability.

(d) No one shall or is able to commit the Corporation to any financial obligations, budgeted or unbudgeted, in excess of \$1,000.00 without prior approval of the Board.

14.02 Indemnities to Directors:

Every Director and Officer of the Corporation, their heirs, executors, administrators, estates, and effects shall at all times be indemnified and saved harmless out of the funds of the Corporation from and against all costs, charges, or expenses sustained or incurred in any act, suit, or proceeding brought against him or her in respect to any act, deed, or matter whatever, occurring in the execution of the duties of his or her office, except the costs, charges or expenses occasioned by his or her own willful neglect or default.

14.03 Insurance:

The Corporation shall purchase and maintain such insurance as may be considered necessary and advisable.

ARTICLE XV: EXECUTION OF DOCUMENTS

15.01 Cheques, Drafts, Notes et al:

All cheques, drafts, or orders for the payment of money, and all notes, acceptances, and bills of exchange shall be signed by the Officer(s) or person(s) and in the manner from time to time prescribed by the Board.

15.02 Execution of Documents:

After approval by the Board, documents requiring execution by the Corporation may be signed by the President and the Secretary or the Treasurer.

All documents so signed are binding upon the Corporation.

The Board may from time to time appoint any Officer(s) or person(s) on behalf of the Corporation, either to sign documents generally, or to sign specific documents.

The Corporate Seal shall, when required, be affixed to documents executed in accordance with the foregoing.

15.03 Books and Records:

The Board shall see to it that all necessary books and records of the Corporation required by the By-laws of the Corporation, or by any other applicable statute, are regularly and properly kept.

ARTICLE XVI: BANKING

16.01 Banking:

By resolutions, the Board shall designate a banking corporation and approve the Officers or other persons authorized to transact the banking business of the Corporation, whose authority may include the power to:

- (a) operate the Corporation's account(s) with the banker;
- (b) issue receipts and orders relating to any property of the Corporation;
- (c) make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;
- (d) authorize any officer of the banker to act on the Corporation's behalf to facilitate the banking business.

16.02 Deposit of Securities:

Securities of the Corporation shall be deposited for safekeeping with one or more financial institutions selected by the Board and shall consist of fixed income securities only.

Any and all such securities may be withdrawn from time to time by the Treasurer, signed by the Treasurer and one other Officer, or in such other manner, as determined by resolution of the Board.

Such authority may be general or confined to specific events.

The Institutions so selected as custodians shall be fully protected in acting in accordance with the directions of the Board, and shall not be liable for the due application of the securities so withdrawn from deposit or for the proceeds thereof.

ARTICLE XVII: BORROWING BY THE CORPORATION

17.01 Subject to the limitations set out in the By-Laws or in the Letters Patent of the Corporation, the Board may:

- (a) borrow money on the credit of the Corporation;
- (b) issue, sell or pledge securities of the Corporation;
- (c) charge, mortgage, or pledge any or all of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities, money borrowed, or other debt, obligation or liability of the Corporation, provided that, except where the Corporation borrows on the security of its real or personal property, its borrowing power shall be limited to borrowing money for current operating expenses only.

17.02 Authorization:

From time to time the Board may authorize-- any Director or Officer of the Corporation, or any other person to make any arrangements necessary for borrowing by the Corporation, pursuant to Section 16.01.

ARTICLE XVIII: FINANCIAL YEAR

18.01 The Financial Year of the Corporation shall terminate on the 31st day of August each year or on such other date as the Board may from time to time determine.

ARTICLE XIX: DISSOLUTION

19.01 In the event that the Corporation dissolves or is liquidated for any reason, any assets of the Corporation remaining after payment of all liabilities of the Corporation shall be transferred to one or more organizations offering related Programs and benefitting the youth of the Burlington community and operating within the City of Burlington, to be determined by the Directors, Officers, or other persons effecting the dissolution or liquidation. None of the assets shall be distributed to the Members of the Corporation.

ARTICLE XX: BY-LAWS AND AMENDMENTS

20.01 By-laws of the Corporation may be enacted, repealed, amended, altered, added to, or re-enacted by a two-thirds (2/3) majority decision at an Annual General Meeting or General Meeting pursuant to Article XII. A record of any amendments shall be included as an appendix of the by-law being amended, and all enactments, amendments, et al, shall include the date of approval. All shall be published and available to Members.