

CONSTITUTION OF
BASEBALL NEWFOUNDLAND AND LABRADOR

November 2024

WHEREAS Baseball Newfoundland and Labrador (Baseball NL) Inc. is a corporation made up of members and individuals established to promote and foster baseball. Baseball NL will foster and maintain interest in baseball by ensuring that all organized amateur baseball is developed within Baseball NL guidelines and bylaws.

BE IT ENACTED as the bylaws of Baseball Newfoundland and Labrador:

Section 1 – General

1. The name of the Corporation is “Baseball Newfoundland and Labrador Inc.”

Section 2 – Membership

1. Membership in this Corporation is voluntary and is open to any City, Town or Regional Baseball Association which wishes to promote and foster the objectives of the Corporation as set out in the Memorandum of Association
2. For anyone to be a member of Baseball NL, they must be considered a member in good standing within the association. The definition of good standing is to be determined on a case-by-case basis by the Baseball NL Executive or a selected sub-committee when such an infraction is possible.
3. The liability of the Members is limited
4. For the purposes of registration, the number of Members of the Corporation is declared to be unlimited.
5. All Members of the Corporation agree to abide by the bylaws of this Corporation and by any rules and regulations of this Corporation created by the Members of the Corporation at the Annual General Meeting or the Executive and these Articles.
6. The First Executive of the Corporation shall be the signatories to the Memorandum of Association and these bylaws
7. Associations desiring membership in the Corporation must apply to the Executive Director of the Corporation in writing. Such applications will be considered at a General Meeting of the Corporation. Any applicant shall become a Member if it gains two-thirds approval of the voting delegates at the General Meeting. Any existing Member may resign its membership in the Corporation by giving notice in writing of its resignation to the Executive Director of the Corporation. Any existing Member may lose its membership in the Corporation if a Resolution to that effect is passed by two-thirds of the voting delegates at the Annual General Meeting
8. No delegate from a Member in the arrears financially to the Corporation in any way shall be permitted to vote at a General Meeting of the Corporation or participate in any Baseball NL activity.
9. Baseball NL at its Annual General Meeting shall set boundaries for each Member Association for each year as required.
10. At a General Meeting, Members may have one minor division voting delegate and one Senior/Junior division voting delegate.

Section 3 – Governance

1. Every Member of the Corporation undertakes to contribute to the assets of the Corporation in the event of the same being wound up during the year that the Association is a Member, or within one year afterwards, for payment of the debts and liabilities of the Corporation contracted before the time at which the Association ceases to be a Member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributors among themselves, such amount as may be required, not exceeding the sum of One Dollar (\$1.00)
2. If upon winding up or dissolution of the Corporation there remains after the satisfaction of its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the Members of the Corporation, but shall be given or transferred to some other charitable organization(s) in Canada having similar objectives to the objectives of the Corporation and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least is great as is imposed upon the club under or by virtue of Clause 4 thereof, and their determination shall be made by the Members of the Corporation at or before the time of dissolution, in default thereof, by such Judge or the Supreme Court as may have or acquire jurisdiction in this matter, and if in so far as effect cannot be given to the aforesaid provisions, then to some charitable object.
3. Decisions of the General Meeting of the Corporation shall be decided by a majority of the votes cast. At a General Meeting, voting shall be by a show of hands, unless the meeting decides upon a ballot.
4. The Chair shall rule whether a motion is applicable to the minor division, junior division or senior division. When a motion is only applicable to the minor division, only minor division voting delegates will be permitted to vote on the motion. When the Chair rules that the motion is applicable to the junior division, only junior division voting delegates will be permitted to vote on the issue. When the Chair rules that the motion is applicable to the senior division, only senior division voting delegates will be permitted to vote on the issue. When the Chair rules that the motion is applicable to any combination of those three divisions, voting delegates for those affected divisions will be eligible to vote on the presented motion.
5. Board members shall have the right to one vote each at General Meetings. Sitting Board members cannot assume voting responsibilities for any member association.
6. On the occasion of the Election of Officers, Board members do not vote. If there is a tie in voting for a Board position, the President (or Vice-President in a year in which the President is elected) shall have the right to vote to break such tie.
7. Only the delegates within a region shall nominate for the regional director positions within their particular region. Once nominations are received, all voting delegates present at a meeting are eligible to vote.
8. Should a Board member consistently fail to perform his/her duties or fail to act in the best interest of the Corporation, he/she may be removed from the Board by a two-thirds majority vote of the Executive members present at an Executive Meeting considering such a motion.

9. Should a vacancy occur in any of the Board positions for any reason, or should any of the Executive positions not be filled at the Annual General Meeting of the Corporation, a person may be appointed by the remaining Board members to fill the vacant position until the next General Meeting of the Corporation at which time the vacancy shall be filled in the manner as the election of the Executive is carried out at the Annual General Meeting of the Corporation.
10. Meetings of the Executive shall be held at the discretion of the President, provided that a meeting of the Executive shall be called within seven (7) days of receipt of a written request for a meeting from at least one-half of the members of the Executive to the Executive Director of the Corporation. Notice of all Executive meetings shall be given to each member of the Executive but such notice need not be in writing.
11. At all Executive meetings of the Corporation, a quorum shall consist of one-half if the members of the Executive
12. At all meetings of the Executive, each member of the Executive shall be entitled to one (1) vote. No vote by proxy shall be allowed or accepted at any Executive meeting of the Corporation.
13. Decisions of the Executive shall be by a majority votes cast. Voting shall be by a vote of hands unless the members decide upon a ballot.
14. The President may conduct a vote of the Executive on any matter without an Executive meeting when the President deems such a vote necessary due to an urgent decision
15. The Executive of the Corporation shall exercise all such powers and do all such things as may be exercised or done by the Corporation save such as by those Articles or by any statutes for the time being in force which are required to be exercised or done by the Corporation in a General Meeting.

Section 4 – Meetings of Members

1. An Annual General Meeting of the Corporation shall be held at such place as may be designated by the Executive, and shall be held sometime during the fall of each year.
2. A Special Meeting of the Corporation may be held at any time and place designated by the Executive and must be held within ten (10) days of receipt of a written request for such a Special Meeting from at least one half of the Members of the Corporation to the President of the Corporation
3. A quorum at a General Meeting of the Corporation shall consist of one-half of the eligible voting delegates of the Corporation.
4. Member association designates must be in attendance at an Annual General Meeting, Semi Annual Meeting or Special Meeting for voting purposes. A member association's voting rights cannot be extended to another voting delegate. Voting delegates are not permitted to hold more than one (1) vote at any given time. In accordance with Section 3, Paragraph 5, sitting Baseball NL Board members cannot hold or assume voting privileges for a member association.
5. Notice of each Meeting of the Corporation shall be given by the Executive Director to the Members of the Corporation not less than sixty (60) days before the date fixed for the holding of said Meeting.

6. The President, or in the absence of the President, the Vice-President shall preside at all General Meetings of the Corporation and at Executive Meetings as the Chairperson. If there is no such Chairperson or, if at any meeting, they are not present within fifteen (15) minutes of the time fixed for holding the same, the Members present shall choose someone from their number to be Chairperson of the Meeting. In the case of an equality of votes among voting delegates the Chairperson shall be entitled to a deciding vote at any General Meeting of the Corporation.
7. The Vice-President shall, in the absence of the President, have all powers and perform all of the duties of the President.
8. The Executive Director of the Corporation shall record the proceedings of each meeting and shall provide those in attendance with a copy of the proceedings for review. Upon review and confirmation, the Executive Director shall disseminate any proceedings and minutes when appropriate
9. Any motion must follow the procedures as outlined in Section 14 of this document.

Section 5 – Board of Directors

1. For anyone to run for a position on Baseball NL’s Board of Directors, they must be a member in good standing with Baseball NL.
2. The Board of the Corporation shall consist of:
 - a. President
 - b. Vice-President
 - c. Treasurer
 - d. Metro Director (St. John’s, Mount Pearl)
 - e. Eastern Director (CBS, CBN, Paradise)
 - f. Central Director (Gander, Grand Falls Windsor, Upper Lake Melville)
 - g. Western Director (Pasadena, Corner Brook, Bay St. George)

These positions shall be voted on in alternating years for two (2) year terms each time such a position is voted on. The position of President, Treasurer, Eastern Director and Central Director shall be voted on in one year; the positions of Vice-President, Metro Director, and Western Director shall be voted the following year, and so on.

Nominations for positions a – g as outlined above shall be made from the floor at the Annual General Meeting of the Corporation. The Directors shall reside at the time of the Annual General Meeting in the region they represent. Persons nominated and accepting a nomination must be either present at the meeting or communicate to the Executive Director their intention to accept a nomination.

In order to serve the role of President, an interested candidate must have served at least one (1) full term on the Baseball NL Board of Directors, or served as a Baseball NL Committee Chair for at least one (1) full term.

3. Executive Committee – to fulfill its responsibilities as set forth in Baseball NL’s Mission, Vision, and Values, an Executive Committee, consisting of the President, Vice President, Treasurer will be tasked with overseeing the day-to-day operations of Baseball NL
4. **Removal** – Any Board member may be removed by Ordinary Resolution at a meeting of the Board, provided that member has been given notice of and the opportunity to be present and to be heard at the meeting where such Ordinary Resolution is put to a vote.
5. **Vacancy** – Where the position of an Officer, other than the President, becomes vacant for whatever reason and there is still a quorum of Directors, the Board may, by Ordinary Resolution, elect a qualified individual to fill the vacancy for the remainder of the vacant position’s term of office.

Section 6 – Officers

1. The President shall be the chair of the Board, will preside at meetings of Members of the Corporation and at meetings of the Board unless otherwise designated, will be the official spokesperson of the Corporation, and will perform such other duties as may from time to time be established by the Board.
2. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and will perform such other duties as may from time to time be established by the Board
3. The Treasurer shall, subject to the powers and duties of the Board, keep proper accounting records as required, will cause to be deposited all monies received by the Corporation in the Corporation’s bank account, will supervise the management and the disbursement of funds of the Corporation, when required will provide the Board with an account of financial transactions and the financial position of the Corporation, will oversee the development of annual budgets, and will perform such other duties as may from time to time be established by the Board.
4. The Regional Directors (Metro, Eastern, Central and Western) shall act as the liaison between the associations in their respective regions and Baseball NL. Regional Directors are to bring issues, concerns or disciplinary needs to the Baseball NL Executive on behalf of their respective associations.
5. Executive Director – The Executive Director is an employee of the Corporation and will attend all meetings of the Board but will not vote. The Executive Director will have the following responsibilities (or may delegate such responsibilities to other staff of the Corporation):
 - a. Uphold the By-Laws and recommend any changes to the Board;
 - b. Attend committee meetings if and when requested by the Board (or designate an alternate staff person);
 - c. Interpret and assist with enforcement of all rules and regulations and policies of the Corporation;
 - d. Have and exercise such powers and authority as may reasonably be necessary to discharge the duties and responsibilities of the office of Executive Director;

- e. Manage the Corporation's office and conduct the day-to-day business of the Corporation in full accordance with established regulations, policies and procedures;
- f. Provide technical expertise, leadership, advice and direction related to the functions of liaison, financial management, communications, publicity, promotion and marketing;
- g. Formulate and recommend for action any matters pertaining to program development, services to Members, general legislation, policies, functions, activities, objectives or general welfare of the Corporation, and;
- h. Other responsibilities as the Board may direct.

Section 7 – Committees

1. Appointment of Committees – the Board may, from time to time:
 - a. appoint such committees as it deems necessary in its sole discretion for managing the affairs of the Corporation;
 - b. the Board shall adopt a process by which members can express their interest to serve on a committee;
 - c. appoint the chair of a committee;
 - d. prescribe the duties and terms of reference of a committee;
 - e. delegate to any committee any of its powers, duties, and functions; and
 - f. approve the members of a committee as selected by the chair.
2. Ex-Officio – The President and Executive Director shall be ex-officio and non-voting members of all committees of the Corporation.
3. Debts – No committee will have the authority to incur debts in the name of the Corporation.
4. Standing Committees – the Members by Special Resolution have determined the Corporation shall have the following Standing Committees: Finance Committee, Minor Committee, Junior/Senior Committee, High Performance Committee, Female Baseball Committee, Umpiring Committee, Coaching Committee and Player Advisory Council
 - a. The chair of any standing committee shall be an ex-officio member of the Board;
 - b. The composition of each standing committee shall be determined by the President, in consultation with the Board. Each standing committee shall be composed of a minimum of four (4) and a maximum of nine (9) individuals, including the standing committee chair.
 - c. The Standing Committee Chair and other individuals on each standing committee may serve a term of two (2) years but may be reappointed for subsequent terms.
 - d. The terms of reference of each standing committee shall be set out in policies established by the Board. Each standing committee may propose changes to its terms of reference to the Board.
 - e. At all standing committee meetings, a majority of the individuals who serve on that committee shall constitute a quorum.

- f. Attendance at standing committee meetings shall be limited to the individuals serving on that committee, any individual approved by the President to attend, and such other persons as may be invited by the committee chair.
 - g. Any individual serving on a standing committee may be removed from such office at any time in the absolute discretion of the Board by Ordinary Resolution.
- 5. Finance Committee – The Finance Committee is responsible for oversight related to Baseball NL’s auditing, reporting, financial policies and strategies, and financial risk management. This committee is chaired by the Treasurer of Baseball NL. The Finance Committee shall, at the time of the annual audit, provide the Auditor with access to Baseball NL’s financial records, review the Auditor’s report and submit that report to the Members of Baseball NL.
- 6. Minor Committee - The Minor Committee is responsible for conducting the affairs of minor baseball within Baseball NL as set out in policy, as defined by the Board.
- 7. Junior/Senior Committee – The Junior/Senior Committee is responsible for conducting the affairs of junior and senior baseball within Baseball NL as set out in policy, as defined by the Board.
- 8. High Performance Committee – The High-Performance Committee is responsible for carrying out high performance programming within Baseball NL as set out in policy, as defined by the Board.
- 9. Female Committee – The Female Committee is responsible for carrying out female baseball programming within Baseball NL as set out in policy, as defined by the Board.
- 10. Umpiring Committee – The Umpiring Committee is responsible for conducting the affairs of officiating within Baseball NL as set out in policy, as defined by the Board.
- 11. Coaching Committee – The Coaching Committee is responsible for carrying out grassroots-, provincial- and elite-level coaching programming within Baseball NL as set out in policy, as defined by the Board.
- 12. Player Advisory Council – The Player Advisory Council is responsible to represent players at the minor, junior and senior levels of baseball within Baseball NL as set out in policy, as defined by the Board.
- 13. Baseball Newfoundland and Labrador reserves the right to appoint any Special Committee it deems necessary to address and carry out the work and operations of the Organization. A special committee can be assembled to address a specific task or project at the discretion of the Baseball NL Board of Directors.
- 14. Task Teams – The President, in consultation with the Executive Committee, Board, and the Executive Director, may establish task teams to undertake a specific task or project that is to be completed within a defined period of time. The President of Baseball NL shall have the authority to appoint individuals who serve on any such task team. A task team shall be dissolved after it has completed its assigned task or project.

Section 8 – Financial Management

1. Fiscal Year – Unless otherwise determined by the Board, the fiscal year of the Corporation shall be April 1st – March 31st.
2. Bank – The banking business of the Corporation shall be conducted at such financial institution as the Board may determine.
3. Auditors – At each Annual Meeting of Members, the Members shall appoint the Auditors to audit or conduct a review engagement of the books, accounts and records of the Corporation. The Auditors will hold office until the next Annual Meeting of Members. The Auditors will not be an employee, Officer, or Director of the Corporation and must be permitted to conduct an audit or review engagement of the Corporation.
4. Annual Financial Statements – The Board and the Treasurer shall approve Annual financial statements (as evidenced by the signature of one or more Directors) of the Corporation from the last fiscal year of the Corporation and present the approved financial statements at the Annual Meeting of Members. A copy of the applicable annual financial statements shall be provided to the Members with the notice of Annual Meeting of Members.
5. Books and Records – The necessary books and records of the Corporation required by these By-Laws or by applicable law will be necessarily and properly kept.
6. Signing Authority – Contracts, agreements, deeds, leases, mortgages, charges, conveyances, transfers and assignments of property, leases and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures, or other securities, agencies, powers of attorney, instruments of proxy, voting certificates, returns, documents, reports, or any other instruments in writing to be executed by the Corporation will be executed by at least two (2) Directors, or other officers as designated by the Board. In addition, the Board may direct a manner in which the person or persons by whom any particular instrument or class of instruments may or will be signed.
7. Property – The Corporation may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.
8. Borrowing – The Corporation may borrow funds under such terms and conditions as the Board may determine.
9. No Remuneration – All Directors, officers and members of committees will serve their term of office without remuneration (unless approved at a meeting of Directors in such a way that is transparent to the Members and compliant with Corporation Financial policy) except for reimbursement of expenses as approved by the Board. This section does not preclude a Director or member of a committee from providing goods or services to the Corporation under contract or for purchase so long as it does not create a conflict of interest.
10. Conflict of Interest – Directors and Members shall comply with conflict-of-interest provisions, and any Director or member of a committee shall disclose the conflict/potential conflict in accordance with the Governing Documents of Baseball NL and these By-Laws. A conflict of interest refers to situations in which personal,

occupational or financial considerations may affect, or appear to affect, a director's or a Executive Member's objectivity, judgment or ability to act in the best interests of the Corporation. Full disclosure, in itself, does not remove a conflict of interest.

11. Integrity – Baseball NL and its Members shall ensure the highest standards and maintenance of integrity. Directors and Executive Members shall act at all times in the best interests of the Corporation rather than in the interest of particular Members. This means putting the interests of the Corporation ahead of any personal interests of any person or entity. It also means performing his or her duties and transacting the affairs of the Corporation in such a manner that promotes public confidence and trust in the integrity, objectivity and impartiality of the Board.
12. No Pecuniary Benefit
 - a. No Director shall directly or indirectly receive any benefit from his or her position on the Board.
 - b. The pecuniary interests of the immediate family members or close personal or business associates of a Director or Executive Member are considered to also be the pecuniary interests of the Director or Council Executive Committee Member.
13. The income and property of the Corporation, whensoever derived, shall be applied solely towards the promotion of the objectives of the Corporation. No portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit to the Members of the Corporation: PROVIDED that nothing herein contained shall prevent the payment, in good faith, of remuneration to any officers or servants of the Corporation or to any Member of the Corporation or other person in return for any services actually rendered to the Corporation
14. True accounts shall be kept to the sums of money received and expended by the Corporation, and the manner in respect of which such receipts and expenditures take place, and of the property, credits and liabilities of the Corporation, and such to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Corporation for the time being, shall be opened to the inspection of the members. Once, at least, in every year the accounts of the Corporation shall be examined and the corrections of the balance sheet ascertained by one of more auditors appointed by the Corporation.
15. The auditor or auditors of the Corporation shall each year, before the Annual General Meeting and at any other time at the request of the Executive, audit the books, accounts and balance sheets of the Corporation and shall for this purpose have access to all books, documents, securities and receipts of the Corporation. For the purpose of any such audit, the Treasurer shall give the auditors any assistance they may require.
16. All monies received by the Corporation from any source shall be used for the expenses and objectives of this Corporation by the Executive.

Section 9 – Dispute Resolution

1. The Board may make policies and procedures relating to management of disputes and appeals within the Corporation and all disputes and appeals will be dealt with in accordance with such policies and procedures.

Section 10 – Authority

1. The Board may make final decisions and rulings on any matters regarding amateur baseball that may be brought before it, including the interpretation of the Governing Documents of Baseball NL, providing for special dispensation from such documents, or any of the matters referenced therein. Any decision of the Board is final and binding on all affected members. There are no further appeals to Baseball NL from that decision.
2. All Members shall accept as final and binding all Board decisions, and any interpretation or construction of the Governing Documents of Baseball NL made by the Board.
3. It is understood that, prior to Baseball NL involvement, all other policies and procedures have been followed at the local level.

Section 11 – Jurisdiction

1. The procedures outlined in these bylaws shall be the sole recourse available to any member. No member, or anyone acting on behalf of, or for the benefit of, such member, shall pursue any recourse in the courts of any jurisdiction prior to exhausting all rights, remedies and rights of appeal under the By-laws, Regulations, Playing Rules or Policies of Baseball NL if applicable.

Section 12 – Penalties for Non-Compliance

1. Any member who fails to comply with a decision of the Board or the Baseball NL Appeals and Dispute Committee acting on behalf of the Board shall be suspended indefinitely from all Baseball NL activities in accordance with these bylaws
2. Any recourse to the courts of any jurisdiction by, on behalf of, or for the benefit of, any member, prior to the exhaustion of all rights, remedies and rights of appeal under the Governing Documents of Baseball NL, shall result in an automatic and indefinite suspension of such member from all games and other activities under the jurisdiction of Baseball NL. Such member shall also be liable for all legal costs and disbursements incurred by Baseball NL in connection with defending and/or responding to such court action.
3. Any member who, having exhausted all rights, remedies and rights of appeal within Baseball NL, proceeds with court action against Baseball NL or its constituent bodies shall be liable for all legal costs and disbursements incurred by Baseball NL, or its constituent bodies should the courts rule in favour of Baseball NL or its constituent bodies.
4. The President may suspend any member who fails to pay the costs and disbursements described in these bylaws in a timely manner.

Section 13 – Amendments of By Laws

1. If any person in good standing wishes to make an Amendment to the Constitution, that amendment must be brought to the Baseball NL Executive no later than 45 days prior to that year's Annual General Meeting or Semi-Annual Meeting for inclusion in the *Articles to the Amendments* section of that year's Annual General Meeting or Semi-Annual Meeting, and is to be delivered to voting Members thirty (30) days prior to meeting at which it is to be considered.
2. Amendments or alterations to these Articles of Association can be made only at an Annual General Meeting or Semi-Annual Meeting of the Corporation and by passing a Special Resolution – a Special Resolution being a Resolution passed by at least three-quarters of the votes cast by Members of the Corporation.

Section 14 – Notice

1. Any motion on any business of the Corporation must be brought to the Baseball NL Executive no later than 45 days prior to that year's meeting.
2. **Written Notice** – In these By-Laws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the individual, Director, Officer, or Member, as applicable.
3. **Date of Notice** - Date of notice will be the day on which receipt of the notice is
 - a. confirmed verbally where the notice is hand-delivered;
 - b. electronically where the notice is faxed or e-mailed;
 - c. in writing where the notice is couriered;
 - d. or, in the case of notice that is provided by mail, five days after the date the mail is post-marked.
4. **Error in Notice** – The accidental omission to give notice of a meeting of the Board or of the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the meeting.

Section 15 – Indemnification

1. **Will Indemnify** – the Corporation shall indemnify and hold harmless out of the funds of the Corporation, each Director and any individual who acts at the Corporation's request in a similar capacity, and their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director or any individual who acts at the Corporation's request in a similar capacity.
2. **Will Not Indemnify** – The Corporation shall not indemnify a Director or any individual who acts at the Corporation's request in a similar capacity for acts of fraud, dishonesty, bad faith, or breach of any statutory duty or responsibility imposed upon him or her.
3. **Insurance** – The Corporation may purchase and maintain insurance for the benefit of its Directors as the Board may determine.

Section 16 – Adoption

1. These By-Laws were ratified by a Special Resolution of the Members of the Corporation at an Annual Meeting of Members duly called and held on November 17th, 2024. In ratifying these By-Laws, the Members of the Corporation repeal all prior By-Laws of the Corporation provided that such repeal does not impair the validity of any action done pursuant to the repealed By-Laws.