

Bylaws

Battlefords Minor Baseball Inc.

(Last Amended March 5, 2020)

Article 1 – Name

1. This Corporation shall be known as “Battlefords Minor Baseball Inc.”.

Article 2 – Purpose of the Corporation

2. The purpose of this corporation shall be:
 - 2.1. “To foster, coordinate and improve the sport of baseball in the Battlefords and District Area”. The purpose is to promote, and improve Battlefords Minor Ball Inc. at all possible age levels in the Battlefords and District area in accordance with the standards and playing rules as prescribed by Saskatchewan Baseball Association amended by the Canadian Baseball Association.
 - 2.2. To institute, regulate, and operate a baseball program within the Battlefords and District as zoned by the Saskatchewan Baseball Association, whereby and wherever possible all persons between the ages of 6 to 21 years of age will have an opportunity to play baseball at their own skill level.
 - 2.3. To institute and regulate competition for determining entrants in each level of post-season play downs.
 - 2.4. To provide a program for the instructions of baseball skills for person of all ages.
 - 2.5. To attempt to instill attitudes of fair play and good sportsmanship to all players and those associated with Battlefords Minor Baseball Inc.

Article 3 – Directors and Members

3. Qualifications of a Voting Member.
 - 3.1. A member who shall enjoy full voting privileges will be designated as any person who:
 - 3.1.1. Has a child playing within the corporation or is the legal guardian of such a child.
 - 3.1.2. Acts as a coach or manager of a team within the corporation.
 - 3.1.3. Is designated as an umpire within the corporation.
 - 3.1.4. Has by two-thirds majority of members at Annual or general Meeting been designated as a member.
 - 3.2. Disqualification of a Member. The Executive shall have the right to expel a member whose actions are deemed detrimental to Battlefords Minor Baseball Inc.

Disqualification action shall be taken at an Executive Meeting and passed by a two-thirds majority vote of the members present. The member in question will be given the opportunity to answer charges against him/her in accordance with the Discipline and Dispute Resolution procedure established by these Bylaws.

Article 4 – Board of Directors

4.

4.1. The business of the Corporation shall be managed by the Board of Directors consisting of a sufficient number of individuals as may be deemed necessary by the Corporation. Mandatory positions on the Board of Directors shall be:

1. President

2. Vice President

3. Secretary

4. Treasurer

-The remaining Directors #5 through #13 shall assist in the duties of operating divisions and fulfilling other corporate functions listed below as follows:

(Amended March 18, 2019)

5. Junior Division

6. Midget Division

7. Bantam Division

8. Pee Wee Division

9. Mosquito Division

10. Rookie Division

11. Umpire-in-Chief

12. Equipment Manager

13. Website Manager

14. Past President (**Amended March 5, 2020 add Past President position**)

4.2. The President, Vice-President, Secretary, Treasurer and member at large will constitute the Executive and may have duties designated to them by the Board of Directors.

4.3. The Board of Directors may add to their number other members to supervise such duties as: Co-ordination of diamonds, Player Agent, Auxiliary representatives, Liaison officers with other organizations, Publicity coordinator, or Statistician.

4.4. Members of the Board of Directors must be at least 18 years of age.

4.5. The members of the Board of Directors shall have the opportunity to manage, coach and umpire for teams associated with Battlefords Minor Ball Inc.

- 4.6. The terms of office of the Board of Directors shall be determined as follows:
- 4.6.1. The first Directors shall hold office until the first Annual Meeting of members.
 - 4.6.2. At the first Annual Meeting of members, the Directors holding the positions of, Vice President, Treasurer, Director #6, Director #8, Director #10 and Director #12 And Director #14 shall be elected for a one year term with the remaining Directors being elected for a two-year term. **(Amended March 18, 2019)**
(Amended March 5, 2020: add Director #14)
 - 4.6.3. Thereafter, as the terms expire each Director shall be elected for a two-year term.
- 4.7. A vacancy on the Board of Directors may be filled by appointment of a majority vote of a quorum of the Directors at a duly convened meeting. The appointed Director shall hold office until the appointment is approved or rejected at the next Annual General Meeting of members of the corporation following the date of the appointment. If the appointment is not approved by the members at the Annual General Meeting there shall be an election held to fill the vacant position. In the event that the vacant position is not filled by appointment it shall be filled by an election held at the next Annual General Meeting of the members of the Corporation following the vacancy occurring. Upon the appointment being approved or a Director being elected at the Annual General Meeting, the Director shall serve the balance of the unexpired term of office of the Director being replaced.
- 4.8. The Board of Directors may declare a Director's position vacant in the event that a Director fails to attend three consecutive meetings. The Board of Directors shall make every attempt possible to determine the reasons for the Director's absence prior to declaring the position vacant and shall provide the offending Director a reasonable opportunity to explain the absences prior to a decision being rendered.
- 4.9. The Directors shall serve without remuneration of any kind. A Director may be paid reasonable expenses incurred in the performance of his/her duties as approved by the Board of Directors.

Article 5 – Duties of the Board of Directors

5.

- 5.1. The President. The President of the Corporation shall preside at all meetings of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors. The President shall be the Principal Executive Officer of the Corporation and shall in general, supervise and control all of the business and affairs of the Corporation. The President may sign, along with the Secretary or any other designated officers of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed except in cases where the signing and execution there of shall

be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation or shall be required by law to be otherwise signed or executed. He shall be Chairman of the Executive Committee.

- 5.2. The Vice President. In the absence of the president, or in the event of the President's inability or refusal to act, the Vice president shall perform the duties of the President and when so acting, shall have all the power of, and be subject to all the restrictions of the President. The Vice President shall perform other duties as may be assigned by the president or the Board of Directors.
- 5.3. The Treasurer. The Treasurer shall have charge and custody of, and shall be responsible for, all funds and securities of the Corporation. The Treasurer shall receive and give receipts for monies due and payable to the Corporation from any source and deposit all such monies in the name of the Corporation into such banks, trust companies, credit unions, or other depositories as shall be selected in accordance with provisions of Article 5 of these Bylaws; and in general perform all the duties as may be from time to time assigned by the President or Board of Directors. The Treasurer, President, and Secretary shall have signing authority. Cheques are to be signed by two of the three aforementioned members. The Treasurer and or Vice President are responsible for the writing of all financial reports required by the Corporation or government agencies.
- 5.4. The Secretary. The Secretary shall record and maintain the minutes of the meetings of the Board of directors; ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the Corporation records and of the seal of the Corporation and ascertain that seal is affixed to all documents the Execution of which on behalf of the Corporation under its seal is requested or authorized; maintain a register of the name and post office address of each Director and officer of the Corporation and in general perform all duties incidental to the office of Secretary, and such duties as may be assigned by the president or by the Board of Directors.
- 5.5. Division Directors. The Division Directors shall be responsible for the organization of all players and teams under their jurisdiction. Each Division Director shall appoint coaches for each team in the Director's division and determine the means by which the rosters of each team shall be chosen. The Division Directors shall be responsible for ensuring that proper equipment is assigned to each team, that a proper inventory of equipment is maintained, and that all equipment is returned to the Manager of Equipment at the end of the season. The Division Directors shall organize game schedules for the Director's respective league and shall chair any coaches' meeting which is called. The Division Directors are to ensure that rules are fully discussed at a

coaches' meeting prior to the beginning of each season and must ensure that all coaches receive a written report of each meeting. The Division Directors shall be responsible for contacting the Department of Parks and Recreation for the City, if any maintenance is required on the ball diamonds assigned to the Director's Division. Division Directors will be responsible to find umpires for the respective divisions or to ensure that this duty is done in coordination with the team coaches, and to inform umpires of division rules as they pertain to certain age groups.

- 5.6. Unless a Commissioner or some other officer is so designated, the President shall be responsible for ensuring that all players, coaches, managers and team official with no exceptions adhere to the playing rules as set down by the Board. In emergency situations, the President shall have the power to suspend, without prior consultation with the Board, any player, coach, manager or team official and umpire from further play (up to three games) for actions deemed detrimental to the Corporation. The matter shall be taken to the Executive at its earliest convenience for further consultation and/or action.

Article 6 – Meetings of Members of the Corporation

6.

- 6.1. The Annual General Meeting of members of the corporation shall be held prior to November 30 of each year or upon such later date as agreed upon by the Board of Directors in compliance with the *Non-Profit Corporations Act*. The purpose of meeting shall be to:
- 6.1.1. Review the work of the Board of Directors;
 - 6.1.2. Establish and review policy for the coming year;
 - 6.1.3. Hold elections;
 - 6.1.4. Present annual financial statement of the corporation;
 - 6.1.5. Reappointment of accountant and legal counsel;
 - 6.1.6. Consideration of any special business such as amendment of the Bylaws of the corporation.
- 6.2. A Special Meeting of the members of the corporation may be called by the President when necessary. A Special Meeting of member of the corporation shall be called when requested in writing by at least fifty members of the corporation in good standing. A Special Meeting of Members shall be held no sooner than fifteen days and no more than fifty days from the date of notice to each member. Notice of a Special Meeting shall be provided as required by the *Non-Profit Corporation Act* of Saskatchewan.
- 6.3. Notice of an Annual Special meeting of members of the corporation shall be given to the membership by means of announcements in local newspaper and radio station. The first of such notices shall be given at least fifteen days and no more than fifty days prior

to the date of the meeting as required by the Non-Profit Corporation Act of Saskatchewan.

- 6.4. Members in good standing present shall constitute a quorum at any Annual or General Meetings of members of the corporation.
- 6.5. At all Annual or General Meeting each member present shall have one vote and there shall be no vote by proxy.
- 6.6. All voting shall be done by show of hands, except where a motion for a secret ballot has been made and passed. Motions shall be carried only by a simple majority vote. A tie vote shall be broken by the President casting a vote.
- 6.7. At every Annual, General Meeting the Directors shall present to the members a financial statement prepared not more than thirty days prior to the date of the meeting, showing:
 - 6.7.1. The assets and liabilities of the Corporation in the form of a balance sheet.
 - 6.7.2. The receipts and disbursements of the Corporation since the date of the previous financial statement.
- 6.8. The financial statement shall be prepared in compliance with generally accepted accounting principles.
- 6.9. The President shall chair all General, Board, Special and Executive meetings. In his absence the Vice President shall assume the President's responsibilities. In the absence of both President and Vice president, the members shall appoint a chairman.

Article 7 – Meetings of Directors of the Corporation

7.
 - 7.1. Frequency of Meetings. The Board of Directors shall meet at least once per month for the purpose of carrying out the business of the Corporation. A meeting of a majority of the eligible voting Directors of the corporation can be called at any time by the President upon sufficient notice by fax, phone, email, or mail has been given to all members and they, if unable to attend, have waived their right to attend.
 - 7.2. Number of Directors and Quorum. Subject to the articles the Board shall consist of the number of Directors specified in the articles, except that if the articles provide for a minimum and maximum number of Directors, the Board shall consist of the number of Directors determined from time to time by the Shareholders within such minimum and

maximum. A majority of the number of Directors so specified or determined shall constitute a quorum at any meeting of the Board.

7.3. Qualification. No person shall be qualified for election as a Director if:

7.3.1. The person is less than 18 years of age;

7.3.2. The person is of unsound mind and has been found by a Court in Canada or elsewhere;

7.3.3. The person is nor an individual; or

7.3.4. The person has the status of bankrupt.

7.4. Removal of Directors. Subject to the Act, the shareholders may by resolution passed at a Special Meeting remove by Director from office and the vacancy created by such removal may be filled at the same meeting failing which it may be filled by the Directors.

7.5. Vacation of Office. A Director ceases to hold office when such Director: (a)dies or resigns; (b) is removed from office by the shareholders in accordance with the Act; or (c) ceases to be qualified for election as a Director in accordance with the Act. A resignation of a Director becomes effective at the time a written resignation is sent or delivered to the Corporation or the time specified in such resignation, whichever is later.

7.6. Action by the Board. The Board shall manage, or supervise the management of, the business and affairs if the Corporation. The powers of the Board may be exercised by resolution passed at a meeting at which a quorum is present or by resolution in writing signed by all the directors entitled to vote on that resolution at a meeting of the Board. Where there is a vacancy in the Board, the remaining Directors may exercise all the powers of the Board so long as a quorum remains in office.

7.7. Meeting by Communications Facility. If all the Directors of the Corporation consent, a Director may, in accordance with the Bylaws, participate in a meeting of the Board, or a committee of the Board, by means of telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting. A Director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and committees of the Board.

7.8. Place of Meeting. Meeting of the Board may be held at any place in or outside Canada.

7.9. Notice of Meeting. Notice of the time and place of each meeting of the Board shall be given by mail or email to each Director not less than 48 hours before the time when the meeting is to be held. A notice of a meeting of Directors need not specify the purpose of or the business to be transacted at the meeting except where the Act requires such purpose or business to be specified, including any proposal to: fill a vacancy among the Directors or in the office of the Auditor or appointed additional Directors; approve any annual financial statements; or adopt, amend or repeal bylaws.

A Director may in any manner waive notice of or otherwise consent to a meeting of the Board, and attendance of a Director at a meeting constitutes a waiver of notice, unless the Director attending for the express purposes of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

7.10. Adjourned Matter. Notice of an adjourned meeting of the Board is not required if the time and place of the adjourned meeting is announced at the original meeting.

7.11. Regular Meetings. The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting except where the Act requires the purpose thereof or the business to be transacted thereat to be specified.

7.12. Conflict of Interest. A Director or Officer who:

7.12.1. is a party to;

7.12.2. is a Director or an Officer, or an individual acting in a similar capacity, of a party to; or

7.12.3. has a material interest in any person who is a party to, a material contract or a material transaction or a proposal material contract or a proposed material transaction, with the Corporation shall disclose the nature and extent of such Director's or Officer's interest at the time and in the manner provided by the Act. Any such contract or proposed contract shall be referred to the Board or shareholders for approval in accordance with the Act even if such contract is one that in the ordinary course of the Corporation's business would not require approval by the Board or shareholders, and a Director interested in a contract so referred to the Board shall not vote on any resolutions to approve such contract except as provided by the Act.

Article 8 – Discipline and Dispute Resolution

8. Any suspension or discipline levied for action not described in the Bylaws of the Corporation will be considered at a meeting of the Board of Directors, to take place as soon as possible and in accordance with the Saskatchewan Baseball Association Dispute Resolution Policy in effect from time to time. The Saskatchewan Baseball Association Dispute Resolution Policy as amended from time to time is adopted by the Corporation in its entirety and the 2017 Saskatchewan Baseball Association Dispute Resolution Policy is attached to these Bylaws as Schedule “A”.

Article 9 – Committees

9. The Board of Directors may appoint from the membership of the League such officers or committees as they deem desirable to perform duties not herein specifically charged to some other person or committee.

Article 10 – Audit Requirements

10.

10.1. Auditor

10.1.1. The members of the Corporation shall, by ordinary resolution, at the first meeting of members and at each succeeding Annual Meeting either:

10.1.1.1. Appoint an Auditor pursuant to Section 149 of the Act to hold office until the next annual meeting , or

10.1.1.2. Dispense with an auditor as authorized by Section 151 of the Act and appoint an accountant to conduct a review of the Financial Statements of the Corporation.

Until the first meeting of members, the Auditor shall be appointed by the Directors.

10.1.2. The Auditor or Accountant engaged to prepare a review engagement report (hereinafter either shall be referred to as “the Auditor”) must be an independent individual who is not a Director, Officer, or employee of the Corporation, nor a business partner or relative of any Director, officer, or employee of the Corporation. He or she shall cease to hold office upon death or resignation, or upon removal in accordance with the provisions of the Act.

10.1.3. The Auditor is entitled to receive notice of and to attend every general meeting of members of the Corporation, and every meeting of the Audit Committee.

- 10.1.4. The Auditor shall make a report to the members and to the Board on the accounts examined by him or her and on every Balance Sheet and Statement of Income and Expenditures laid before the members at any annual meeting held during his or her term of office. The report shall state:
- 10.1.4.1. Whether or not he or she has obtained all of the information and explanations that he or she has required; and
 - 10.1.4.2. Whether, in his or her opinion, the Balance Sheet is properly drawn up so as to exhibit a true and correct view of the state of the Corporation's affairs as at the date of the Balance Sheet and the result of its operations for the year ended on that date according to the best of the information and of the explanations given to him or her and as disclosed in the books and records of the Corporation.
- 10.2. Audit Committee. The Directors of the Corporation shall appoint an Audit Committee composed of no fewer than three Directors of the Corporation, a majority of whom are not executive officers of the Corporation. The Auditor of the Corporation or a member of the Audit Committee may call a meeting of the committee.

Article 11 - Business of the Corporation

11.

- 11.1. Registered Office. Until changed in accordance with the Act, the registered office of the Corporation shall be situated in the municipality specified in the Articles and at such location therein as the Board may from time to time determine.
- 11.2. Corporate Seal. The Corporate Seal of the Corporation shall be in such form as the Board may from time to time determine.
- 11.3. Fiscal Year. The fiscal year of the Corporation shall terminate on September 30th in each year.
- 11.4. Banking Arrangements. The Banking business of the Corporation including, without limitation, the borrowing of money and the giving of security therefor, shall be transacted with such banks, credit unions, trust companies or other bodies corporate, organizations, or individuals as from time to time may be designated by or under the authority of the Board.
- 11.5. Execution of Instruments. Deeds, transfers, assignments, contract, obligations, cheques, bills of exchange, orders of payment of money, and all other instruments required to be executed on behalf of the Corporation shall be signed by two persons, one of whom holds the office of the President, and the other whom may be either the

Secretary or treasurer. All instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. In addition, the Board of Directors may from time to time direct the manner in which and the person by whom particular instruments or class of instruments may be signed. Any signing officer may affix the Corporate Seal to an instrument requiring it.

- 11.6. Borrowing Power. Without limiting the borrowing powers of the Corporation as set forth in the Act, the Board may from time to time:
- 11.6.1. Borrow money upon the credit of the Corporation;
 - 11.6.2. Issue notes or other evidence of indebtedness or guarantee of the Corporation, whether secured or unsecured; and
 - 11.6.3. Charge, mortgage, pledge or otherwise create a security interest in the movable or immovable property of the Corporation.

Nothing in this Section limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

Article 12 – Books and Records

12.

- 12.1. Books & Records. The Board of Directors shall cause all books and records required to be kept by the Act and by the Bylaws of the Corporation to be regularly and properly kept.
- 12.2. Contents of Minute Book. The Minute Book of the Corporation shall contain a copy of the Articles of Incorporation and any amendments thereto, Notice of Directors, Notices of Registered Office, the Bylaws of the Corporation, all special and ordinary resolutions of members' meetings, a register of members, copies or originals of all documents, registers, and resolutions as required by law, and copies of each annual Financial Statements presented to the members of the Annual General Meetings.
- 12.3. Accounting Records. The accounting records of the Corporation shall include a record of all monies received and expended by the Corporation and the matters in respect of which the monies are recovered or expended, and a record of all assets and liabilities of the Corporation, as well as all other transactions affecting the financial position of the Corporation.
- 12.4. Inspection. The Minute Book of the Corporation shall be open to inspection by the Directors, Auditor, Officers, and all members of the Corporation. No member who is

not a Director shall have any right to inspect any account, book, or document of the Corporation except as such right is conferred by law or is authorized by the Directors.

12.5. Annual Financial Statement. The Directors shall present to each annual meeting of members a Financial Statement and the report of the Auditor. The Financial Statement shall:

- 12.5.1. Be approved by the Board of Directors and signed by at least one of them;
- 12.5.2. Cover a period that ended not more than six months before the annual meeting;
- 12.5.3. Be a comparative statement (except in the case of the first Statement) relating separately to the latest completed fiscal year and the fiscal year next preceding it;
- 12.5.4. Be made up of:
 - 12.5.4.1. A Statement of Income and Expenditures for each period;
 - 12.5.4.2. A Balance Sheet at the end of each period;

With each Statement containing the information required by the Act to be disclosed in such Statement.

Article 13 – Provincial Teams

13.

- 13.1. The Board of Directors are to approve/choose the Head Coaches, Assistant Coaches and Managers for all Provincial teams, that will represent Battlefords Minor Baseball Inc. at zone playoffs and the Provincial playoffs. Letters addressed to the Board of Directors from the appropriate candidates requesting to coach/manage Provincial teams must be received in writing prior to the first meeting of the Board of Directors in April each year.
- 13.2. All candidates must be qualified to coach in Zone and Provincial playoffs in accordance with the qualifications set by the Saskatchewan Baseball Association. A vote may be taken if necessary, during a meeting of the Board of Directors to determine the makeup of the Provincial Team coaching staff and management.
- 13.3. All activities of the selected Provincial Teams representing the Battlefords Minor Baseball Inc. will be under the auspices the Board of Directors.
- 13.4. All funds raising may be approved by the Board of Directors, and any funds received by Provincial Teams and their representatives must be under the jurisdiction of the Treasurer and the Board of Directors. All funds are to be treated as general funds of the Corporation. It is generally understood that the Board of Directors will extend assistance, as approved and needed, to all Provincial Teams.

Article 14 – Amendments to the Bylaws

14.

14.1. Amendments to these Bylaws may be made by a two-thirds majority vote of the Corporation members present at an Annual or Special Meeting in the manner prescribed by the Non-Profit Corporations Act, Section 90 as amended from time to time. Written notice of the proposed amendments shall be provided to members of the Corporation as require by the Non-Profit Corporation Act of the Province of Saskatchewan.

14.2. Notice of proposed amendments shall be provided to Secretary of the Corporation not more than 50 days and not less than 15 days prior to the date of the Annual or Special Meeting.

Article 15 – Gender

15. It should be understood that all members of this Corporation, players, coaches, and members of the Board of Directors or its respective Committees may be composed of members from either gender and that the term “he” in this Constitution shall refer to both male and female.

Article 16 – Dissolution/Winding UP

16.

16.1. Subject to the Act, the Corporation may be liquidated or dissolved by special resolution of members at a special general meeting of members called specifically for that purpose.

16.2. Subject to the provisions of the Act, upon liquidation or dissolution of the Corporation, the assets of the Corporation shall be used to pay any outstanding liabilities of the Corporation and the balance, if any, shall be given or transferred to such organization(s) within Canada that foster similar objects to this of the Corporation. In no case shall the property or assets of the Corporation be distributed among the members of the Corporation upon liquidation, dissolution or winding up.

Approved by First Directors, February 9, 2017.

Approved by the members at the first Annual General Meeting held March 2, 2017.

Articles of Amendment (name change) March 10, 2017

Amended March 10, 2019 to rename Director Positions by number

Amended March 5, 2020 to add director #14, Past President