

Dauphin Minor Baseball Association By-Laws

Be it enacted and it is hereby enacted as a bylaw of the DAUPHIN MINOR BASEBALL ASSOCIATION (HEREIN AFTER CALLED the "ORGANIZATION"), as follows:

1. REGISTERED OFFICE

The registered office of the Organization shall be at such place(s) in the association boundaries (as listed in the Constitution) as the Directors of the Organization may decide; usually the Organization's physical address.

2. MEMBERSHIP

a. Membership will be accorded to the parent(s) and/or guardian(s) that are listed on the registration form of registered players. A player is considered registered upon completion of the DMBA registration Form. This membership will be valid until the next registration; hereafter called a "Member"

b. Membership will be accorded to all registered coaches, and managers with the association; hereafter called a "Member"

c. Any member may resign from the Organization by writing, and the resignation becomes effective upon acceptance by the Board of Directors.

d. A member may be expelled from the Organization if they are found to be delinquent in their fees, or who fail to abide by the Constitution and By-Laws of the Organization. No member shall be expelled without being notified of the charge or complaint against them and without first having been given the opportunity of being heard by the Board of Directors at a meeting called for the purpose.

3. FISCAL YEAR

a. The fiscal period of the Organization shall terminate on November 1st in each year, or on such other date as the Members may, by resolution, determine.

4. MEMBERSHIP MEETINGS

a. The Annual General Meeting shall be held prior to November 1st, on a day named by the Board of Directors, and 21 days' notice of such meeting shall be given to every member of the Organization.

b. The Board of Directors or 5% of the members of the Organization may requisition the Directors to call a Special General Meeting of the Organization for any of the purpose stated in the requisition. It shall be the responsibility of the Board of Directors to ensure that 21 days' notice of such meetings shall be given to every member of the Organization.

c. Every notice of the Special General Meeting shall state the nature and the business of the meeting.

d. Questions arising at any meeting of the Organization shall be decided by a majority of votes. In the case of an equality of votes, the chairperson shall call a second vote. In the event of the second vote result in an equality of votes, the resolution shall be lost.

e. The quorum for the transaction of business at any general meeting of the Organization shall be the same as the quorum of regular Board meetings of the Organization.

f. Every member shall be entitled to one vote at the general meetings; no voting proxy will be permitted.

g. The rules of procedure at general meetings of the Organization shall follow Roberts Rules of Order.

5. BOARD OF DIRECTORS

a. **DIRECTORS:** The affairs of the Organization shall be managed by a Board of Directors consisting of a minimum of 5 Directors, and a maximum of 10 Directors; each having one vote, and of whom a majority shall constitute a quorum.

b. **QUALIFICATIONS OF DIRECTORS:**

i. Each of the Directors shall be, at the time of their election and throughout the term of office, a member of the Organization in good standing.

ii. No Director may be an employee of the Organization.

iii. A Director may not be a member of the immediate family of a paid employee of the Organization.

c. **ELECTION:** The Directors shall be elected at the Annual General Meeting of the Organization and shall hold office for 2 years, unless removed. The election may be a show of hands unless a ballot is requested.

d. **REMOVAL:** The members of the Organization may, by resolution passed by majority of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of their term in office, and may, by a majority of votes cast at a meeting, elect any other qualified member for the remainder of the original term.

e. **VACANCIES:** If any member of the Board of Directors resigns their office by written notice to the Board of Directors and said notice is accepted at a regular meeting of the Board of Directors, or with or without reasonable excuse absents himself from three or more regular Board meetings in a row, or is suspended or expelled from the Organization, the Board shall declare the office vacated and may appoint a successor in the place to hold office until the next Annual General Meeting.

f. The Directors of the Organization shall serve without remuneration and no Director shall directly or indirectly receive any profit from his position as such; provided that a Director may be paid reasonable expenses incurred by them in the performance of their duties.

6. DUTIES OF DIRECTORS

- a. The Directors of the Organization shall be responsible for the coordination of the work of the Organization and for carrying out the policies and directives of the Organization as determined by the Organization's general meeting.
- b. The Board of Directors shall be responsible for ensuring that one member chairs meetings of the Organization, for ensuring that funds of the Organization are accounted for, and for ensuring that minutes of the meetings of the Organization are maintained.
- c. The Board of Directors shall hold a regular Board Meeting once a month for the purpose of conducting Organizational business. At all meetings, quorum shall be simple majority of the established Board of Director seat total.
- d. An Emergency Board Meeting may be called at any time by the President or Vice-President by giving 24 hours notice to all Board Members. A special meeting of the Board of Directors may be held without any notice, provided all Board of Directors are present.
- e. The Directors exercise all such powers of the Organization as are outlined by the Constitution and By-laws exercised by the members at general meetings. The Directors shall furthermore have power to authorize expenditures on behalf of the Organization. The Directors shall have the power to make expenditures for the purpose of furthering the objectives of the Organization.
- f. The Directors may authorize the payment of all expenses incurred in setting up and registering the Organization and all other expenses incidental to the formation of the Organization, of which it considers preliminary.
- g. The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Organization as they deem expedient, provided that such rules and regulations shall have force and effect only until the next general meeting of the members of the Organization when they shall be confirmed, and in default of confirmation at such general meeting of members shall at all times, and from that time, cease to have force and effect.
- h. The Board of Directors may require such employees of the Organization, as the Directors may so designate, to give security to the Organization and to maintain same in such form, amount and consideration as they deemed satisfactory for keeping, accounting for, and delivering and paying over monies and securities for the money or other assets of the Organization which may come into its hands.
- i. The Board of Directors shall all volunteer, or be appointed, to be responsible for the portfolio of committees that the Board of Directors feel are required to meet the objectives of the Organization. These committees may include, but are not limited to:
- Age Convenors, Transfer/Release, Discipline, Coach Selection, Volunteer Management, and Fundraising. Additional committees, as well as the number of members required on said committees, will be at the discretion of the Board of Directors.
- j. No Board Director shall be allowed to take part in the discussion of, or vote on an issue, where he/she is involved as a parent or in the position for personal gain. A Director in this instance will be required to leave the meeting until the matter is settled. If any other Director feels that a potential conflict of interest may exist relating to a fellow Director, he/she shall raise this as a question and the Directors as a group should decide whether a conflict arises.

7. EXECUTIVE:

- a. The Officers of the Organization shall be: President, Vice-President, Secretary, and Treasurer.
- b. The Officers of the Organization shall be voted into their respective positions at the Annual General Meeting.
- c. The Officers of the Organization shall hold office for two years, or until their successors are appointed in their stead. Officer positions will be staggered; President and Treasurer will vacate offices in even numbered years, and Vice-President and Secretary will vacate office in odd numbered years.

8. DUTIES OF EXECUTIVE:

- a. **PRESIDENT:** The President shall be the chief executive officer of the Organization. This person shall preside at all meetings of the Organization and the Board of Directors. This person shall have the general and active management of the business of the Organization, and see that all orders and resolutions of the Board are carried into effect. This person shall be a non-voting member of all committees, and prepare and submit to the members at the Annual General Meeting a statement and report of the preceding year for its approval.
- b. **VICE-PRESIDENT:** The Vice-President shall act in the absence or disability of the President and shall exercise the powers of the President and shall perform such other duties as shall from time to time be imposed upon this person by the Board. Should both the President and Vice-President be absent or disabled, the performance of their powers and duties shall be delegated to a chairperson appointed by the Board.
- c. **SECRETARY:** The Secretary shall attend all sessions of the board and all meetings of the members, and act as a clerk thereof and record all votes and minutes of all proceedings in the Official Minutes Book kept for that purpose. This person shall perform such other duties as may be prescribed by the Board of Directors.
- d. **TREASURER:** The Treasurer shall have the responsibility to preside over the management of, and ensure that full and accurate accounts of deposits, receipts, and disbursements of the Organization financial records are completed. The accounts maintained in such depository shall be in the name of the President, Vice-President, and Treasurer. This person shall ensure a report outlining the account of all transactions and the financial position of the Organization be provided at each regular Board meeting, and collaborate with employees of the Organization to ensure the annual financial report is completed for the Annual General Meeting. This person shall be designated as one of the signing officers of the Organization in any financial transaction. This person shall also perform such duties as may be determined by the Board.
- e. In cases of death, resignation, retirement, or removal from office of an officer, all books, papers, vouchers, money, and other property of whatever kind in the person's possession or under their control belonging to the Organization shall be delivered to the Board of Directors within a reasonable timeframe as determined by the Board of Directors.

9. SIGNATURE AND CERTIFICATION OF DOCUMENTS

a. Contracts, documents, or other instruments in writing requiring a signature of the Organization shall be signed by any two of the following: President, Vice-President, or Treasurer. All contracts, documents, and instruments in writing so signed shall be binding upon the Organization without any further authorization or formality. The Directors shall have the power to appoint an officer or officers on behalf of the Organization to sign contracts, documents, and instruments in writing. The seal of the Organization, when required, may be affixed to contracts, documents, and instruments in writing, signed as aforesaid or by any officer or officers appointed by a resolution of the Board of Directors.

b. The terms “contract, documents, or any instrument in writing”, as used herein shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments or property real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, transfers and assignments of shares, stocks, bonds, debentures, or other securities and all paper writings.

10. RESOLUTIONS AND AMENDMENTS

a. The by-laws of the Organization may be amended at any Annual General Meeting of the Organization by an ordinary resolution adopted by majority vote of the members of the Organization present and voting at said meeting.

b. Notice to amend any by-laws or propose a new one shall be given in writing to DMBA at minimum 14 days prior to the Annual General Meeting date. These will be posted for membership review 7 days prior to the Annual General Meeting date.

c. Any resolution other than a special resolution shall be deemed passed if a majority of the members present vote in favour of such resolution.

d. For all purposes of the Organization, “special resolution” shall mean a resolution passed by no less than majority of such members entitled to vote as are present in person at a general meeting of which notice specifying the intention to propose a resolution as a special resolution has been duly given.

11. INDEMNITIES TO DIRECTORS AND OTHERS

a. Every Director or Officer of the Organization, or other person who has undertaken or is about to undertake any liability on behalf of the Organization and their heirs, executors, administrators and estate, respectively, shall at all times, be indemnified and save harmless, out of the funds of the Organization from and against:

i. All costs, charges, and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought about or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of their office except such costs, charges, or expenses as are occasioned by his own willful neglect.

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

12. INTERPRETATION

a. In all by-laws and special resolutions of the Organization, the singular shall include the plural, the plural the singular: the word “person” shall include firms and corporations, the masculine shall include the feminine. Whenever references are made in any by-law or any special resolution of the Organization or to any statute or section thereof, such references shall be deemed to extend and apply to any amendment or re-enactment of such by-law, statute, or section thereof as the case may be.

13. BOOKS AND RECORDS

a. The books and records of the Organization shall be open to the inspection by members of the Organization at all reasonable times, upon reasonable notice at the office of the Organization.

14. WINDING UP

a. It is the unalterable provision of this by-law that members of this Organization shall have no interest in the property and assets of the Organization; and that upon dissolution or winding up of the Organization, any funds and assets of the Organization remaining after satisfaction of its debts and liabilities, shall be handed to Dauphin Recreation Services, Dauphin, MB, to be used for facility enhancement at Vermillion Sportsplex, Dauphin, MB.

Dated and passed by the membership of the Organization, this ___ day of _____, 20___

1. Per: _____

Position: _____

2. Per: _____

Position: _____