

CONSTITUTION

(Incorporated “Not for Profit” 07/21/1969)

Revised: 12/17/2020



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Articles:

- I Definitions/Roles
- II Non-Profit Organization
- III Aims & Objectives
- IV Membership/Role of the Board Member
- V Directors
- VI Officers
- VII Terms of Office
- VII Ad Hoc Committees
- IX Resolutions Committee
- X Meetings
- XI Liability of NFP in Incorporation
- XII Documents
- XIII Financial Reporting
- XIV Dissolution
- XV Bylaws & Amendments
- XVI Coaching Selection

Article I

Definitions/Roles:

Ad Hoc Committees – these are additional as needed committees that are not voting members of the Association but provide a short-term service and this is done only when needed for a specific purpose.

AGM – a meeting held every year to determine changes within the organization and where new members are voted in.

Articles – the information relevant to the inner workings of your organization and as required by The Government of Ontario and the Ministry of Government Services.

Bylaws – the rules with which your organization chooses to use to carry out its daily business.

Conflict of Interest is where a Director/Officer or member has any interest, direct or indirect, in any contract or agreement, or proposed contract or agreement with the WMBAI, whether financial or otherwise, which may require a decision of the WMBAI, that person is required to disclose his/her interest. Anyone in conflict shall recuse themselves and not consider, discuss or vote on the matter.

Corporation Profile – is the information with which the organization was adopted into.

“Dire need” is an emergency situation that requires immediate attention of the WMBAI (i.e. legal issues) so as to change the Constitution, only as it relates to that one section. This is considered a temporary change to conduct board business and must be reviewed at the AGM.

Directors A director to be acclaimed at the AGM unless a vote is required for competing positions by the membership for a director position.

Executive – these are considered Officers and they are the President, Vice President, Secretary, Treasurer, and Umpire in Chief. They meet when there are special circumstances for the governance portion of the WMBAI.

Not for Profit /Incorporated – means fiscally responsible for the inner workings of the organization and “no person” shall be paid a per diem for services rendered.

Head Office – refers to the “incoming address” chosen by the WMBAI board in which paperwork and forms are sent throughout the year. This “cannot be a post box address” as per Ministry Guidelines.

Intervention -where a person has a personal agenda or bias then the WMBAI at its discretion may intervene to resolve the matter impartially and fairly.

Majority- “defined for the purposes of our board as a majority of members at a meeting with quorum”.

Minutes of Meetings – these are the legal recorded accounting of business of the Association and must be kept on hard drive by the Secretary, for purposes of retrieval if called upon by the Executive. Upon completion of term the minutes should be copied to a USB, and stored for future consideration. Each Secretary shall pass on the past records to the next voted in member.

Officers are the Executive's of WMBAI and conduct the business aspects of the organization. They are elected at the AGM.

Program – a traditional base running sport including but not limited to baseball, Jr. Rookie ball and T- ball. Can include the use of an indoor facility, which can include indoor programs.

Proxy – is the vote that every member has the right to, but must be handed in by written notice to the WMBAI 15 days prior to the AGM and is only allowed for the process of Constitutional Reform Amendment votes at the AGM.

Quorum – a decision, approval, appointment, resolution, with a majority decision according to your Constitution guidelines. There must be at least 1/2 of the current board members plus one present and all voting for any decisions to be made. Only in the event of a tie can the President vote by ballot.

Recusing oneself from business -where a member is related to an individual at issue with the WMBAI they will automatically remove themselves from the consideration, discussion or decision of the WMBAI.

Resolutions Committee – A committee chaired by a qualified Human Services accredited member, that represents a committee of not less than three and no more than five. All members must be professionals in the field. Each member shall keep confidences of the organization unless it falls under legislation of “Abuse” or “Self Harm” or the “Injuring of another person”. Each year a WMBAI board member must be appointed to sit on the committee to report back to the Association.

Voting Members – this is different for every organization and should be sought out in the section under Elections/Voting Members.

WMBAI – is the Welland Minor Baseball Association Incorporated.

Role of the Players

- Be respectful
- Play by the rules of the game
- Know the rules of the game
- Be accountable to your team/coaches/officials
- Do not express negative comments to the officials
- Direct your concerns, comments, upset to your coach
- Communicate via email, telephone, and third party to your coach when you need to be absent
- Be positive with your teammates and coaches

Role of the Organization

- Provide safe environment
- Ensure policies and rules of WMBA are followed and enforced
- Ensure rules and policies are in place
- Ensure equal opportunities for all members according to the Human Rights provisions
- Be respectful of the membership and community
- Provide support to membership

Role of the Parents

- Be supportive of your child and keep things positive
- Model integrity, honesty and good sportsmanship
- Encourage your child to take a leadership role
- Promote the “team” theme
- Respect all participants
- Support the sports environment to be safe and healthy (tobacco free and drug free)

Role of the Umpires

Must avoid conflict of Interest

Fair judgment of sport competition and exercise impartiality

Treat all participants with dignity and courtesy

Seek self-improvement

Be honest about experience and qualifications when asked

Protect the fans, administration, coaches, and players from inappropriate conduct

Avoid any practices that would discredit your position or role

Role of Coaches

Respect the members and players in the game and protect the dignity of all the participants

Equal rights and access to roles and duties (no favoritism)

Respect the confidentiality of your players

Encourage mutual respect and support amongst players

Do not involve yourself in the personal affairs of the athletes

Provide a safe environment during practices

Foster respect amongst players

Continue to strive for excellence and encourage players to do the same.

Article II Non-Profit Organization

WMBAI shall operate without the intent of financial or material gain. It shall follow the relevant guidelines as outlined by Ministry standards or meet any legal requirements. Any profits, assets, or accruals of the WMBAI shall be used in promoting its objectives.

Article III Aims and Objectives

1. To provide all eligible persons with wholesome recreational and sport activity.
2. To organize and operate a supervised program of baseball, Jr. Rookie ball, T-ball, and other related programs for the City of Welland.
3. To promote physical fitness.
4. To provide an opportunity for persons to play together in a team effort and learn respect for others.
5. To promote good fellowship, the ideals of good sportsmanship, honesty, loyalty, courage, and respect for authority.
6. To provide a community service in the City of Welland, and foster inclusion for children with exceptional where and whenever possible.
7. To provide a house league, select and rep baseball team opportunities for those interested.
8. To provide the opportunity for development and supervision of umpires.
9. To achieve the above objectives, the Association will provide a supervised program of competitive/non-competitive baseball under the Rules and Regulations set up by the Association and the relevant Ontario Baseball Association.

Article IV Membership/Role of Board Member

1. Members of the Association shall be any persons who actively volunteer and are promoting the Aims and Objectives of the Association.
2. Members of the Association shall be the Parents of those players who have registered and paid the baseball registration fees for the current year in full, and or players who have attained the age of 18.
3. All Directors, Umpires, and Coaches shall automatically be enrolled as Members without cost.
4. A Membership Roll will be kept by the Board for reference purposes.
5. Each sponsor will be granted one (1) membership position for each fiscal year.
6. The role of the Board is to act honestly and in good faith to serve the best interests of the Association.
7. A board member must report a relationship with another baseball board immediately. This relationship is to be reviewed and reported to the board of directors by a current WMBA Executive member. The Board of Directors must approve this relationship for the director to remain in good standing and if not approved they may be removed from the board of directors.
8. All board members are to attend regular board meetings where and whenever possible.
9. The WMBAI Board is a working board and as such, shall be entrusted with the day-to-day operations of the Association.
10. In performing the task, the Board shall meet on a regular basis throughout the year.
11. In conducting the affairs of the Association, the Board shall appoint Standing and Ad-Hoc committees as necessary to do the work required.
12. Individual Directors may also take on specific organizational tasks. These committees or individual Directors must provide progress reports at each Board Meeting for acceptance and approval.
13. A Director/Officer may be removed by the Board with a 1/2 majority plus one of quorum by failing to attend three consecutive meetings, unless there is a reason of health, work or emergency situation provided.
14. There shall be one voting member per household for the purposes of the AGM only.

Article V Directors

The Directors/Officers of the Association shall be a maximum of twenty (20) in number. Life members, as determined by the Board, may be added from time to time. Directors different from Officers need not be members, but must follow standard election procedures to become a member

1. Any Member in good standing with the Association may submit a Nomination.
2. Those members interested in Directors positions shall submit their intentions in writing after the AGM to the new Executive.
3. A meeting will be scheduled no later than the 2nd week of January and those interested in serving for that year will be asked to attend the WMBAI first official meeting, at which time members may be appointed or acclaimed, or in the event of competing members voted in.

Where vacancies occur on the Board following this meeting, members or persons in good standing may be nominated and seconded by a member of the Board and if such a nomination is approved by 1/2 plus one of quorum of the Directors present at a regular Board meeting, the nominee shall be duly elected to the Board and this procedure shall be followed where there is no quorum at the AGM.

The following are the positions to be filled by Directors annually to assist with conducting the business of the WMBAI. Each of these positions must be filled prior to the appointment of Director at Large positions.

1. Jr. House League Director
2. Intermediate House League Director
3. Senior House League Director
4. Special Events Coordinator
5. Equipment Manager
6. Sponsorship Chair/Community Liaison
7. Webmaster
8. Resolutions Chair
9. Rep Director
10. Registrar/Scheduler
11. Tournament Coordinator

1. Jr. House League Director

The Jr. House League Director reports to the Executive and is responsible for recruiting coaches, preparing team rosters and overseeing the operations of the divisions of T-ball and Jr. Rookie, as well as for the coordination of administrative and other tasks as they occur within the house league system.

2. Intermediate House League Director

The Intermediate House League Director reports to the Executive and shall be responsible for recruiting coaches, preparing team rosters and overseeing the operations of the divisions of 9U and 11U, and for the coordination of administrative and other tasks as they occur within the house league system. He/she must attend Interlock meetings and vote on behalf of WMBAI.

3. Senior House League Director reports to the Executive and shall be responsible for recruiting coaches, preparing team rosters and overseeing the operations of the divisions of 13U, 15U, and 18U, and for the coordination of administrative and other tasks as they occur within the house league system. He/she must attend Interlock meetings and vote on behalf of WMBAI.

4. Special Events Coordinator

He or she shall be responsible to coordinate the Hit a Thon, Picture Day, and the year-end celebration. This includes the acquisition of prizes, donations, food, venues, etc, in consultation with the sponsor chair. This year end may include both the House League and Select Divisions. He/she will also report to the Executive. He or she will provide the Association with a budget prior to the event, subject to approval by the Board.

5. Equipment Manager

The Equipment Manager shall be responsible for the budget, purchase, repair, storage, inventory, collection and distribution of Association Equipment at the direction and approval of the Executive.

6. Sponsorship Chair - Community Liaison

The Sponsorship Chair will be responsible for all aspects of sponsorship as it relates to contracting potential sponsors for the Association. The community Liaison will be responsible for the appearance of the Association within the community including working with Niagara College and Brock University to build a volunteer list.

He/she will also connect with community organizations and arrange for training for the Association as needed. The Chair shall report to the Executive, who in turn shall report to the WMBAI if there are any concerns and or decisions that affect the Association that need to be made.

7. Webmaster

The Webmaster is responsible for updating the website including all appropriate informational materials and notices required by the Association to keep all persons duly informed as requested by the members of the Association. The Webmaster ensure the information contained is accurate and up to date.

8. Resolutions Committee Chair

This individual will report directly to the WMBAI in all matters related to conflict and or issues that arise within the membership.

9. Rep Director

The Rep Director is responsible for all duties afforded this position to include but not limited to overseeing the rep teams and reporting back to the board about any and all rep matters, including financial reporting.

10. Registrar/Scheduler

This person shall be responsible for managing online and in-person registrations. They are responsible for the registration process and co-coordinating the dates and times of such. Responsible for collection of all fees and ensuring player fees are paid in full prior to commencement of baseball activities.

Scheduling activities shall include posting all schedules to the WMBAI website. Also coordinate all rescheduled games within WMBAI, and those with other associations.

11. Tournament Co-coordinator

This person shall organize and co-ordinate efforts for baseball tournaments within WMBAI. He/she shall be responsible for but not limited to the following:

- Responsibility of listing tournaments on Ontario Baseball Website
- Creating a registration form for appropriate tournaments
- Being the lead contact to contact other centers managers and coaches
- Collecting tournament fees
- Creating schedules
- Getting tournament approval through Baseball Ontario
- Coordinating conveners and volunteers to ensure tournaments run smoothly including other amenities needed.
- Sending in conveners' report to Baseball Ontario at conclusion

Article VI

Executive Officers

The Executive shall consist of:

- 1) President
- 2) Vice-President
- 3) Treasurer
- 4) Secretary
- 5) Umpire in Chief

The Executive for any year shall be elected from the Board or membership by a majority vote at the AGM. There shall be an election to the Board of Directors annually for those Directors having completed their one (1) year term or to replace vacancies.

Ex-officious life members and the Past-President are not subject to the election/resignation process. They shall not have a vote on all discussions of the Board.

1) President:

The President shall be responsible for guiding the affairs of the Association and ensuring the execution of the policies established by the Board. He/she shall present a record of the year's operation at the AGM or at such times as requested by the Board members. He/she shall preside at all Executive, Board, and AGM meetings. The President shall be a signing Officer along with the Treasurer and 1 (one) other Executive Member for cheques issued by the Association. The president shall assume or direct a Director at Large to assume the role of the Rep Director and Tournament Chair as needed.

2) Vice President:

Vice-President may assume the duties of the President in the absence of the President. The VP shall oversee and/or assume any of these roles as needed or direct a Director at Large to assume the duties.

- 1) Registrar
- 2) Sponsorship Chair - Community Liaison
- 3) Special Events Chair
- 4) Indoor Facility
- 5) Umpire-in-Chief
- 6) Webmaster
- 7) Resolutions Committee Chair
- 8) Any other off-season activity or event

3) Treasurer

The Treasurer shall act as a signing Officer for all cheques issued by the Association. He/she shall do all necessary banking and issuing of cheques for the Association. He/she shall keep an up-to-date account of the Association's financial affairs and shall provide a financial report at the AGM and as required if called upon by the WMBAI.

He/she shall attend all regular meetings of the Board and shall provide an Annual Report at the AGM. The Treasurer ensures that the Board of Directors honour their fiduciary obligations to the membership and that the Board follows Ontario Not-for-Profit regulations for financial accounting.

Financial Institution will be decided by elected treasurer following the AGM.

A bank account in the name of WMBAI shall be maintained at a Canadian chartered financial institution at the beginning of the fiscal year.

The Association signatories shall be three (3) members of the executive. All cheques or other order for the payment of money, notes or other evidence of indebtedness issued in the name of WMBAI exceeding \$1,000, shall be authorized by a minimum of 2 members of executive.

4) Secretary:

The Secretary shall keep all minutes and ensure distribution to Directors. The Secretary shall also provide agendas for Board meetings. At special meetings, the Secretary may be asked to take the meeting minutes.

5) Umpire-in-Chief

The Umpire in Chief shall be responsible for the recruitment, selection, education, training, and supervision of umpires within the Association. The Umpire-in-Chief will also be responsible for the purchasing, maintenance, distribution and storage of all umpire equipment at the direction and approval of the Board. He/she shall also be responsible for assigning umpires for all WMBAI sponsored house league games including the regular season and playoffs. The schedule for umpires must be created at least one week prior to the Master Schedule. All individuals wishing to umpire must submit biweekly availability.

The Umpire in Chief will report directly to the WMBAI, must be available for all board meetings and must seek the counsel of the Executive for all major decisions related to changes in day to day practices. The Umpire in Chief will also be required to give sufficient notice to his/her recruits and must adopt a consistent method of payment for umpires that is in keeping with legislation as it relates to best practices and the Employment Standards Act. He/she must familiarize themselves with such legislation to provide transparency to the organization in the whole.

A sheet will be maintained to ensure that all umpires are in receipt of payment and no such payments shall be handed to anyone other than the person named on the cheque. A designated time and place shall be created on a bi weekly basis for pickup of those cheques and if the recipient is unable to attend then he or she is responsible for making alternative arrangement.

Anyone wishing to assume this role must be a carded official of the OBA before the season begins. Carding will be paid for by WMBAI.

The Umpire-in-chief shall receive \$0.50 compensation per umpire, per game for all scheduled games including exhibition, regular season, playoffs, and tournaments hosted by WMBA. This compensation is to be deducted from the umpire's pay and shall be calculated by the treasurer. Payment for this compensation shall be monthly.

Article VII Terms of Office

The term of office for a Director shall be one year (1), unless he/she resigns and or is removed for disciplinary reasons.

The term of Executive Officer shall be for one year, unless the seat remains vacant, in which case the former Executive may assume the role, and or if he/she resigns. The only exception is if he/she is removed from the role for disciplinary reasons.

Article VIII Ad Hoc Committees

Such committees may be formed on an as needed basis by a majority vote of the board for purposes of addressing specific issues. These may be community events planning, special business and or any other areas that the WMBAI deems fit.

The size of the committee and the term of involvement are at the discretion of the WMBAI. These members do not have voting capacity and once the function of them is complete their role on the WMBAI is null and void.

Current members of the WMBAI may Chair such a committee except if there is a conflict of interest.

Article IX Resolutions Committee

In keeping with Ministry guidelines and due to the size of the organization, the Resolutions Committee will replace an Ombudsman, Risk Management Officer and or any other mechanism for managing critical situations and addressing the needs of the Association as required. The Resolutions Committee Chair will choose a committee of not more than five people and not less than three, one of which will be a WMBAI representative, that will serve to keep the integrity of the board intact and report to it as called upon. It is understood that this committee must maintain confidentiality at all times.

The committee will meet once registration is completed. At the beginning of the season each team will choose a parent rep. Failing a parent volunteer then the coach will assume the role between committee and parents and act as a liaison to the committee. The parent rep will be responsible for ensuring that his or her team gets a copy of the Guideline of Best Practices for WMBA, and that all of the team reviews and understands it.

The following is a breakdown of what issues may be handled with just the committee and what issues are of a more serious nature and require board level intervention.

Minor Issues (these are some considerations but not limited to what is written here)

1. Parental frustrations regarding games
2. Parental frustrations over miss perceptions
3. Parent's personal feelings about a coach decision, coach, other kids or unfairness in the game
4. Parent's complaints about a child's position on a team
5. Parents concerns about fees, dues practice times or games or expectations

Major Issues

1. Any form of child abuse (see OBA guidelines)
2. Violation of an OBA member
3. Drug use/alcohol use abuse
4. Parent losing control
5. Violent incident
6. Any other serious occurrences

All members will review and comply with the WMBAI best practices for the season.

Complaint Process

1. Assess the complaint
2. Acknowledge receipt of complaint within two business days via email or telephone.
3. Forward the complaint to the appropriate parties (chairs or heads)
4. If the Chair of the Problems & Resolutions Committee requires a committee decision, then a meeting will be scheduled within 7 days
5. The Chair and a Board member will decide what the next steps might be
6. Minutes of any meetings to outline the issues and resolutions will be provided to the membership post haste.
7. Request a follow up by telephone or email by the executive to ensure that the desired result has occurred
8. If a more formal process is necessary and of a serious nature then the board may assign a director at large to investigate and where necessary write a written report to the board as to the actions that should be taken.
9. If it is necessary, the board may then act on its own to do whatever to resolve the matter to its own satisfaction
10. All actions must be recorded and documented with a copy into the minutes.

Article X Meetings

1. The Board shall meet at least six (6) times per year with at least two of those meetings being held during the regular baseball season. A tentative schedule of meetings for the year shall be developed at the first Board meeting following the AGM. A quorum for a meeting of the Board shall be one half (1/2) the number of Directors on your board plus one (1). Voting members will be all board members in good standing. All of the members of the quorum must be able to vote (in our case half plus one of our Board) with no abstentions for it to pass). That is the total number of votes not including our President that equals half plus one. The President votes solely to make or break a tie vote, and this vote is always for a tie. Since the President's opinion can influence other members, they are to remain impartial and have the members cast the vote by ballot. In the case of a tie the President's vote is announced with his or her ballot.
2. The AGM shall be held annually at a date and place chosen by the Board, no later than 60 days **after** the end of the fiscal year, ending October 31st . Notice of the AGM must be given a minimum of three (3) weeks in advance to the membership. Notice shall be given on the website and any other communication/technologies that will ensure notification to the greatest number of members. A quorum is required at the AGM. If all the criteria for an AGM is met, then the voting process may begin. A quorum at the AGM must be half of all voting members present plus one, or the majority to pass.
3. For election purposes only, those Members who have attained eighteen [18] years of age may vote.
4. All members of the Association have the right to vote, but only at the AGM. There will be no proxy vote.
5. Non-scheduled meetings may be called by any Board member for exceptional reasons. Electronic notification with reasons for the meeting must be given to all Board members seven (7) days prior to the meeting date. A quorum must agree to the meeting.
6. The President or VP may call a non-scheduled meeting for exceptional or emergency reasons.
7. Each meeting shall be opened and closed upon Motion of a Director present and seconded by another present. Meetings shall be run using standard meeting rules of order and following a standard agenda.
8. Each meeting shall be presided over by the President, and failing him/her the Vice-President and failing him/her a Director agreed upon by the majority of those present.

Meeting Protocol

1. A Quorum of one half (1/2) the number of Directors plus one (1) of quorum must be present before a meeting can be called to order. All Board meetings will follow standard meeting protocol:

- i. Meeting called to order and attendance must be taken
- ii. Review previous meeting minutes (motion to accept or change)
- iii. Old Business:
 - Review action items from last meeting for progress
 - Cover any unfinished business from last meeting
- iv. New Business
 - Committee reports
 - New issues, business items
 - Presentations (if any)
- v. Ending Items
 - Announcements (if any)
 - Meeting summary, review of action items
- vi. Adjournment

AGM

The order of business at the Annual General Meeting shall be as follows:

1. Presentation of any Awards
2. Approval of minutes of the previous AGM
3. Secretary's Report
4. Treasurer's Financial Report
5. The President's Address
6. Reading of, and consideration of official correspondence
7. Consideration of constitution, by-laws, amendments and alterations
8. General Business
9. Dissolution of Existing Board of Directors
10. Election of New Executive
11. Nominations of New Directors
12. Adjournment

NOTE: Any change in the constitution, by-laws or rules and elections to the various offices of the Association can be proposed by any member of the Association in good standing.

Advance notice of items discussed under General Business must be received by the Secretary no later than ten (10) days prior to the Annual Meeting.

Article XI Liability of the Not for Profit

All members of the WMBAI are responsible for conducting the regular business of the organization on behalf of its members.

All members of the WMBAI board are to keep board business confidential and not to involve nonmembers in its affairs.

A Director/Officer may be removed from their position before the expiration of their term by a two thirds majority vote of the board. Such a decision can only be made if the member has violated this Constitution. It is understood that no member can be held liable for an error that is accidental in nature.

Parents are responsible for disclosing all relevant information about their child to WMBAI prior to the season. This can be a medical, emotional or personal problem and can be made in confidence to the organization.

Article XII Documents

All WMBAI documents shall contain the logo and shall be signed by the President and or Director/Officer.

All forms will be contained on the WMBAI website and are listed as follows:

- a) Player Registration Form
- b) Sponsorship Form
- c) Coaches Registration Form (Rep & House League)
- d) Registered Complaints Form

The forms are to be completed and handed to the Secretary of the WMBAI.

Article XIII Financial Reporting

The Treasurer shall provide to the WMBAI a monthly report that briefly outlines the activities of the organization for that period.

An annual report shall be drafted for the purposes of transparency at the AGM to its members and any and all records shall be kept with the treasurer until the Officer's term has ended, at which time he/she hands over the records to the incoming officer.

If required per the Ministry guidelines at the end of every tax year, a tax return will be prepared by the Treasurer or outside representative.

Records are to be made available upon request of the WMBAI board.

Article XIV Dissolution

If WMBAI ceases to exist then any funds still in its possession must be handed over to an agreed upon charity and no person can profit from the remaining assets.

Article XV Bylaws and Amendments

By-laws of WMBAI may be enacted, repealed, amended, altered, added to, or re-enacted by a two-thirds majority vote of the board of directors at any board meeting. All such amendments must be made public and have the date of the change recorded within the organization's bylaws.

Amendments to the constitution can only be made at the AGM. All proposed constitutional changes must be submitted to the WMBAI secretary no later than 10 days prior to the AGM.

Article XVI Coaching Selection

The coaching staff for the following season must be screened and approved by the WMBAI board. If there are two or more applicants for any one coaching position then an interview process will take place shortly after applications are received. Once the interviews are completed then the WMBAI will convene to discuss the results and vote on the outcome. Every coach must have a police check and vulnerable screening prior to the commencement of the season.