

# Bradford Minor Baseball Association (BMBA): Constitution and By-Laws

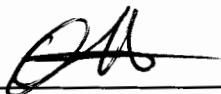
---

Constitution adopted by the Association:


October 24th, 2018

By-Laws adopted by the Executive:

May 15th, 2019

President's Signature: 

Date of Signature: Sept 18, 2019

Vice President's Signature: 

Date of Signature: Sept 18, 2019

## CONSTITUTION

A constitution is simply a set of written rules or an agreement governing the aims of this organization, how it will run and how the members will work together.

### **1. NAME**

The name of the non-profit organization shall be the Bradford Minor Baseball Association, hereafter referred to as the Association or "BMBA".



### **2. OBJECTS**

- a) To foster, develop, promote and regulate the playing of amateur baseball, by offering softball and hardball related programs;
- b) to provide the game of baseball with proper safeguards in accordance with the spirit of true sportsmanship;
- c) to encourage all eligible potential Members to affiliate with the Association;
- d) to establish and maintain by allied membership, alliances with associations devoted wholly or partially to the promotion of the game of baseball;
- e) to encourage the goodwill and involvement of the wider community; and,
- f) to establish a set of uniform rules for the playing of baseball throughout the town of Bradford and associated communities.

### **3. POWERS**

In furtherance of the objects, but not otherwise, the Association may exercise the power to:

- a) Promote the health and wellbeing of the residents in the area and to work together as equals irrespective of age, sex, ethnicity, ability, religion or political view;
- b) invite and receive contributions and raise funds where appropriate, to finance the work of the Association;
- c) publicize and promote the work of the Association;
- d) organize meetings, training courses, events, seminars, etc.;

President   
Vice President 



Bradford Minor Baseball Association  
(BMBA): Constitution and By-Laws

Page 2 of 15

- e) work with associations of a similar nature, exchange information, advice and knowledge with them, including cooperation with other voluntary bodies, charities, statutory and non-statutory organizations;
- f) use volunteers (who may not be Members of the Association) as are necessary to conduct activities to meet the objectives; and,
- g) take any form of action that is lawful, which is necessary to achieve the objectives of the Association.

#### **4. MEMBERSHIP**

- a) The Association has four (4) categories of membership:
  - i. Individual Members - These are registered players and parents/guardians of registered players.
  - ii. Executive Members - These are the Individual Members elected or appointed to serve as the Directors of the Association. The Members of the Executive are listed in section 5 a) of the Constitution below; and,
  - iii. Committee Members - These are the Individual Members who are appointed to any Association committee;
  - iv. Volunteer Members – These are the coaches and managers with non-playing Members that volunteer their time towards the Association.
- b) A Member shall be deemed to be in good standing provided that the Member:
  - i. owes no outstanding membership fees or other debt to the Association;
  - ii. has complied with the Constitution and By-Laws, any Operating Rules, any Policies/Procedures of the Association and the Association’s Code of Conduct;
  - iii. has not ceased to be a Member or been suspended or expelled from membership; or,
  - iv. is not subject to a disciplinary action or investigation of the Association, or if subject to disciplinary action of the Association previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Executive.
- c) Members who cease to be in good standing shall not be entitled to the benefits and privileges of membership, including the right to vote at meetings of Members, and in severe cases, the suspension or expulsion of the Member from the Association. A Member may be restored to good standing upon meeting the definition of good standing set out above, to the satisfaction of the Executive.

President   
Vice President 

Bradford Minor Baseball Association  
(BMBA): Constitution and By-Laws

Page 3 of 15

- d) Any Member of the Association may resign his/her membership by providing the President with written notice, provided that the Member may not resign when the Member is subject to a disciplinary action or investigation of the Association. Resignation of membership does not entitle the Member to any refund of registration fees. Any refunds to be distributed will be approved by the Executive.



## 5. EXECUTIVE MEMBERS

- a) The Executive shall consist of the following Directors:
- i. Past President (not an elected position)
  - ii. President (two (2) year term beginning with odd year season, i.e. 2015 + 2016 season)
  - iii. Vice President
  - iv. Treasurer (two (2) year term beginning with even year season, i.e. 2014 + 2015 season)
  - v. Secretary
  - vi. Head Convenor
  - vii. Division/Stream Convenor(s)
  - viii. Equipment Manager
  - ix. Sponsorship Director
  - x. Publicity Director
  - xi. Select/Rep Convenor
  - xii. Event Convenor
  - xiii. York Simcoe Fastpitch Loop (YSFL) Convenor
  - xiv. Registrar
  - xv. Webmaster/Information Technology (IT) Administrator

NOTE 1: The number and role of the Division/Stream Convenor(s) will be decided by the Executive, based on previous and forecasted registration information, previous to the AGM. Furthermore, Division/Stream Convenor(s) should not coach any team in any division for which the position convenes.

NOTE 2: The positions of Umpire in Chiefs (UICs), per stream, and Umpire Scheduler, if necessary, are appointed positions and do not hold an elected seat on the Executive. Furthermore, Umpire in Chiefs (UICs) and Umpire Scheduler shall not coach any house league teams.

- b) All Directors must be a minimum of eighteen (18) years of age. No person may run for President, Vice-President or Treasurer until they have served on the Executive for at least one (1) complete year and are in good standing as a Member of the Association. In the event that a current Member is not qualified to run for the position of Treasurer, the Association may consider a person that holds a profession designation such as CA, CPA, CGA or CMA. All remaining Executive Directors shall be elected at the Annual General Meeting for a one year term.

President   
Vice President 

Bradford Minor Baseball Association  
(BMBA): Constitution and By-Laws



Page 4 of 15

## 6. MEETINGS

- a) The Executive shall meet at least three (3) times a year. Meetings shall enable the Association to discuss actions and monitor progress to date, and to consider future developments;
- b) all Members of the Executive shall be given at least ten (10) days' notice of when an Executive meeting is due to take place, unless it is deemed as an emergency;
- c) quorum (greater than fifty percent (50%) of the total number of Directors) for a meeting of the Executive shall be those Members representing a majority of votes eligible to be cast at the meeting;
- d) it shall be the responsibility of the President to chair all meetings or the Vice-President or Past President in his/her absence;
- e) minutes must be taken at all meetings and those minutes should be accessible to any Member in good standing of the Association;
- f) the Association will host an Annual General Meeting (AGM). At least ten (10) days' notice must be given before the meeting takes place;
- g) the Association can also host a Special General Meeting (SGM), when required. At least ten (10) days' notice must be given before the meeting takes place;
- h) each Executive Member and each Association Member in good standing shall have one vote at the AGM or SGM. Player Members must be eighteen (18) years of age or older in order to vote; and,
- i) the President shall vote only in the case of a tie or the election of Directors.

## 7. FINANCE

- a) Any money acquired by the Association, including donations, contributions and bequests, shall be paid into an account operated by the Executive in the name of the Association. All funds must be applied to the objects and powers of the Association and for no other purpose;
- b) bank accounts shall be opened in the name of the Association. Any deeds, cheques, etc. relating to the Association's bank account shall be signed by at least two (2) of the following Executive Directors: Vice-President, Treasurer, and Secretary. In the event that any of those positions are vacant, the Executive may appoint another Director with signing authority;

President   
Vice President 

Bradford Minor Baseball Association  
(BMBA): Constitution and By-Laws

Page 5 of 15



- c) any income/expenditure shall be the responsibility of the Treasurer who will be accountable to ensure funds are utilized effectively and that the Association stays within a budget. Official accounts shall be maintained, and will be examined annually by an independent accountant who is not a Member of the Association;
- d) no person or persons shall solicit funds for the Association without first obtaining written consent from the President. Anyone raising unauthorized funds will forfeit those funds to the Association. No individual, including parents/guardians, may raise funds for any house league team without written consent from the President; and,
- e) any funds raised for select or rep teams will be the sole responsibility of those teams after receiving approval from the Executive. Financial records must be kept for each select and rep team and must be made available upon request to the Executive for review. Funds received for the associations house league divisions should not be used to finance any select or rep programs.

## **8. ALTERATION OF THE CONSTITUTION**

- a) Any changes to this Constitution must be agreed to by a majority vote at a Special General Meeting (SGM) or at the Annual General Meeting (AGM);
- b) amendments to this Constitution or dissolution of the Association must be conveyed to the Secretary formally in writing; and,
- c) if an SGM should be required, the Executive shall decide on the date to discuss such proposals.

## **9. DISSOLUTION**

The Association may be dissolved, if deemed necessary, by the Members in a majority vote at an SGM or at the AGM. Any assets or remaining funds, after debts have been paid, shall be returned to their providers or transferred to local charities or similar associations at the discretion of the Executive.

President   
Vice President 

Bradford Minor Baseball Association  
(BMBA): Constitution and By-Laws

Page 6 of 15

## BY-LAWS

By-Laws are the ruling documents of an organization. By-Laws are critical because they tell the Executive how to conduct its business.

### **1. PURPOSE**

This Association's is organized exclusively for non-profit recreational purposes. The purpose of this Association is to:

- a) Promote organized athletics sports, games and recreation, in particular, baseball within the Bradford community by offering softball and hardball related programs;
- b) encourage healthy active lifestyles;
- c) arrange games and tournaments, establish and grant prizes, awards and distinctions; and,
- d) foster goodwill and sportsmanship and such other complimentary purposes not inconsistent with these purposes.

### **2. LOGO**

The approved logo, and variations of, for the Association are displayed on the Association's official website. The logo may not be changed without a two-thirds (2/3) vote by the Executive.



### **3. MEMBERSHIP**

a) Membership Dues:

The amount required to register as a player shall be set by the Executive on an annual basis. Cash should only be accepted at pre-arranged public registration sessions. Any non-sufficient fund (NSF) cheques will be subject to a fee as determined by the Executive and stated on the registration form or the Associations website. After March 31<sup>st</sup> or other date set by the Executive, any late payments and/or approved refunds could be subject to a fee as determined by the Executive and stated on the registration form or the Associations website. No refunds should be provided after May 31<sup>st</sup>. All fees must be paid in full before a player is to be placed on any team. Non-payment voids registration and membership.

b) Duration of Membership:

Membership will commence on the day of acceptance by the Associations Registrar, and will cease on March 31<sup>st</sup> of the following year, post registered season. This includes any Volunteer Members. Executive Members will be Members for the duration of their term in office.

President   
Vice President 

Bradford Minor Baseball Association  
(BMBA): Constitution and By-Laws

Page 7 of 15

c) Rights of Members:

Each Member shall be eligible to appoint, in writing, one voting representative to cast the Members' vote at Association meetings.

d) Resignation and Termination:

Notwithstanding resignation from membership, a former Member remains liable for any membership dues or other debts owing prior to the resignation. The Executive may terminate the membership of any Member upon the vote of two-thirds (2/3) of the Executive at a meeting called for that purpose, but only after giving the Member reasonable notice and affording the Member an opportunity to respond to the motion of termination.

e) Criminal Offence Declaration:

The Police Records Check Policy for the Association is available on the Association's official website.



f) Umpire in Chiefs (UICs), per stream/Umpire Scheduler:

These positions are filled by candidates approved by the Executive and should not concurrently hold an elected position on the Executive. The UICs/Umpire Scheduler will represent all umpires at any meetings. The UICs/Umpire Scheduler will only attend Executive meetings at the request of the President. The UICs/Umpire Scheduler shall administer the application, interviewing and selection of all umpires and shall make the umpire appointments recommendations for approval to the President. The UICs/Umpire Scheduler will ensure that all umpires meet the requirements to be an umpire and will provide proof of the same to the Executive, based on the governing bodies of Softball Canada and Baseball Canada. The UICs/Umpire Scheduler will provide request for payments of umpire's fees to the Treasurer every four (4) weeks.

#### 4. GOVERNANCE

a) The Executive:

Except as otherwise provided in the Constitution and By-Laws; the Executive has the powers of the Association and may delegate any of its powers, duties and functions. Without limiting the generality of the foregoing, the Executive may make policies, procedures and regulations for managing the affairs of the Association in accordance with the Constitution and By-Laws; and may employ or engage under contract such persons as it deems necessary to carry out the work of the Association.

President   
Vice President 

Bradford Minor Baseball Association  
(BMBA): Constitution and By-Laws

Page 8 of 15



b) Eligibility to Serve on the Executive:

Any Individual Member of the Association, who is eighteen (18) years of age or older, who has the power under law to contract, who is not an employee or paid contractor of the Association, who supports the objects, powers and purpose of the Association, and who is deemed to be in good standing as outlined in section 4 b) of the Constitution, may be elected or appointed as a Director.

c) Election of Directors:

- i. The Directors will be elected at each Annual General Meeting (AGM).
- ii. All elections shall be by ballot.
- iii. Each Member may propose nominees for election to the Executive.

d) Term:

- i. All Directors, with the exception of the President and Treasurer, will serve until the dissolution of the current Executive at the next AGM, unless they resign, are removed from or vacate their office.
- ii. The President will serve two (2) consecutive terms until the dissolution of the Executive at the AGM held in even numbered years, unless they resign, are removed from or vacate their office.
- iii. The Treasurer will serve two (2) consecutive terms until the dissolution of the Executive at the AGM held in odd numbered years, unless they resign, are removed from or vacate their office.
- iv. There is no limit on the number of consecutive terms that may be served by a Director.



e) Resignation:

A Director may resign from the Executive at any time by presenting his/her notice of resignation to the Executive. This resignation will become effective the date on which the request is approved by the Executive.

f) Vacate Position:

Any Director may be vacated from his/her position, by a majority vote of the remaining Directors:



- i. If the Director ceases to be a Member in good standing of the Association;
- ii. if the Director is found by a court to be of unsound mind;
- iii. if the Director fails to carry out the responsibilities of his/her position; or
- iv. if the Director, without reasonable excuse, fails to attend three (3) consecutive meetings of the Executive.

President   
Vice President 

Bradford Minor Baseball Association  
(BMBA): Constitution and By-Laws

Page 9 of 15

- g) **Director Removal:**  
A Director may be removed by a two-thirds (2/3) vote of the remaining Directors at a meeting called for such purpose, but only after giving the Director reasonable notice and affording the Director an opportunity to respond to the motion of removal.
- h) **Vacancy:**  
When the position of a Director becomes vacant for whatever reason, the remaining Directors may appoint another eligible Member, as set out in section 4 b) of the By-Laws, to fill the vacancy for the remainder of the Director's term, or for a time period set by the Executive.
- i) **Number of Meetings:**  
The Executive will meet a minimum of three (3) times per year in person, and can meet additionally by telephone/video conference call as required.
- j) **Call of Meeting:**  
Meetings of the Executive will be at the call of the President or at the call of the Secretary if a majority of the Directors request a meeting.
- k) **Notice:**  
Written notice of Executive meetings will be provided to all Directors.
- l) **Meetings without Notice:**  
Meetings of the Executive may be held at any time without notice if all Directors are present and waive notice, or if those Directors who are absent signify their consent in writing.
- m) **Chairperson:**  
If the President is absent from the meeting, the Vice-President will chair the meeting. If the President and Vice-President are absent, the Past President will preside over the meeting. In the event that all three (3) are absent, the meeting shall not happen.
- n) **Voting:**  
Unless specified otherwise, decisions will be made by a majority vote, where the Chairperson facilitates a vote. In the event of a tie, the Chairperson shall cast the deciding vote. Voting will be by a show of hands unless the majority of Directors approve a secret ballot. Voting may take place by way of email. If a Member of the Association holds more than one Executive position, only one vote will be counted.
- o) **Closed Meetings:**  
Executive meetings will be private, attended only by Directors. Others may participate in the meeting if invited by the President.

President   
Vice President 

p) Telephone/Video Meetings:

An Executive meeting may be held by telephone/video conference provided that either the majority of the Executive consents to such a meeting, or the holding of meetings by telephone/video conference has been approved by the Directors.

q) Duties of the Directors:



The duties of the Directors are as follows.

- i. The President will be responsible for the general supervision of the affairs and operations of the Association; and will perform such other duties as may from time to time be established by the Executive.
- ii. The Vice-President will perform the duties and exercise the powers of the President in the absence of the President; and will perform such other duties as may from time to time be established by the Executive.
- iii. The Secretary will keep an accurate record of the proceedings of all meetings; will be the custodian of all official records of the Association that are required; and will perform such other duties as may from time to time be established by the Executive.
- iv. The Treasurer will keep an accurate record of all monies received and dispensed and will report annually at the Association's AGM; will be responsible for the preparation and submission of all grant applications having a financial aspect; will prepare and submit a budget to the Executive annually; and will perform such other duties as may from time to time be established by the Executive.
- v. The Registrar will keep a complete record of all names and addresses of all Members; will keep a record of all suspended players, coaches, managers, Members, and umpires and will communicate this information as required to proper authorities; will receive communications and issue correspondence at the direction of the Executive; and will perform such other duties as may from time to time be established by the Executive.

From time to time the Directors may vary, add to or limit the powers and duties of any Director.

r) Committees:

The Executive may appoint such other committees, as it deems necessary for assisting the Executive in carrying out its activities. Committees will operate pursuant to terms of reference established by the Executive.

President   
Vice President 

s) No Remuneration:

A Director or Member of a committee will serve their term without remuneration except for reimbursement of expenses in accordance with policies approved by the Executive. Directors will be reimbursed, at the end of the year, for all their work on the board provided they carry out all the duties of their position to completion. This will be limited to the house league registration cost of their own registered child based on the division that child would have been in for the season served on the board. Should an Executive hold multiple positions, they can claim a second registered child.

t) Conflict of Interest:

A Director or Member of a committee who has an interest in, or who may be perceived as having an interest in, a proposed contract or transaction with the Association will disclose fully and promptly the nature and extent of such interest to the Executive or committee, as the case may be; will refrain from voting or speaking in debate on such contract or transaction; will refrain from influencing the decision on such contract or transaction; and will otherwise comply with the requirements of the Not-for-Profit Corporations Act regarding conflict of interest.

u) Operating Rules:

Rules governing the operations of the Association may be passed and carried out by the Executive as long as they are not contrary to the Constitution and By-Laws, any Policies/Procedures of the Association and the Associations Code of Conduct. Operating Rules will only be in effect until the next AGM. At such time, the Members may confirm, reject or amend Operating Rules passed by the Executive at the AGM. Proposed amendments to the Operating Rules may only be submitted by Members, and must be submitted to the Secretary at least 10 days before the AGM.



## 5. MEETINGS OF INDIVIDUAL MEMBERS

a) Types of Meetings:

General meetings of Members will include the Annual General Meeting (AGM) and Special General Meetings (SGMs).

b) Annual General Meeting (AGM):

The Association will hold an AGM at such date, time and place as determined by the Executive, at least once every calendar year and not more than thirteen (13) months after the adjournment of the previous AGM, whenever possible. The AGM should be held within sixty (60) days at the end of the baseball season.

President   
Vice President 

Bradford Minor Baseball Association  
(BMBA): Constitution and By-Laws

Page 12 of 15

c) Special General Meeting (SGM):

A SGM may be called at any time at the discretion of the Executive, and will be called within sixty (60) days of receiving a written request for a SGM from a majority of voting Members. If requested by voting Members, the request must state the reason for the meeting and the items to be discussed at the meeting.

d) Business at Meetings:

The presentation and approval of financial statements and report of the President to the Members will be conducted at the AGM. Any other business, including special resolutions, may be conducted at the AGM or at SGMs.

e) Voting:

At any meeting of the Association every decision, unless otherwise required by the Constitution and By-Laws of the Association, will be determined by the majority of votes cast on the subject.

## 6. FINANCE AND MANAGEMENT

a) Financial Year:

Unless otherwise decided by the Directors, the financial year of the Association shall end on August 31 in each calendar year.

b) Bank:

The banking business of the Association will be conducted at such Chartered Bank as the Directors decide.

c) Signing Authority:



The Treasurer of the Association, with the endorsement of the Executive, will have signing authority for all financial transactions conducted in the name of the Association, keeping in mind, Constitution 7. b). Legal agreements and contracts entered into by the Association will be executed by the President, or by such other Director as the President may designate.

d) Property:

The Association 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 Executive may determine.

e) Borrowing:

The Association may borrow funds upon such terms and conditions as the Executive may determine. The Association shall not borrow money from any person, nor shall it be indebted to any person at any time.

President   
Vice President 

Bradford Minor Baseball Association  
(BMBA): Constitution and By-Laws



Page 13 of 15

f) Books and Records:

The Executive will ensure that all financial books of the Association required to be kept by the Constitution and By-Laws or any other statute or law are regularly and properly kept. The Executive may from time to time specify a time and place at which Members may view the financial records of the Association.

## 7. ALTERATION OF THE BY-LAWS

- a) Any changes to these By-Laws must be agreed to by a two-thirds (2/3) vote of the sitting Directors; and
- b) amendments to these By-Laws must be conveyed to the Executive formally in writing.

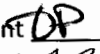
President   
Vice President 

Bradford Minor Baseball Association  
(BMBA): Constitution and By-Laws

Page 14 of 15

## Document Update Log

Date	Name	Description
May 14, 2019	Daryl Pickard	-Added Document Update Log -Added "Date of Signature" for President and Vice President on cover page -Added "Directors will be reimbursed, at the end of the year, for all their work on the board provided they carry out all the duties of their position to completion. This will be limited to the house league registration cost of their own registered child based on the division that child would have been in for the season served on the board. Should an Executive hold multiple positions, they can claim a second registered child." to By-law 4. s) No Remuneration

President   
 Vice President 