

Guelph Minor Baseball Association Inc.
CONSTITUTION

Guelph Minor Baseball
Association Inc. Constitution

Revised November, 2009

CONTENTS:

By-Law #1 Guelph Minor Baseball Association Inc. 2
By-Law #2 Officers of the Association..... 3
 A. Board of Directors 3
 B. The President 4
 C. The Past President 4
 D. The First and Second Vice-President 4
 E. The Secretary..... 4
 F. The Treasurer / Third Vice-President 5
 G. The Umpire Supervisor and / or the Umpire Assignor 5
 H. The Equipment Manager 6
 I. League Convenors 6
By-Law #3 Committees..... 6
 A. Committee Creation..... 6
 B. Executive Committee..... 6
 C. Grievance (Protest) Committee 7
 D. Finance Committee 7
 E. Equipment Committee..... 7
 F. Special Events Committee..... 7
 G. Rep Committee 8
 H. House League Committee 8
 I. Sports Advisory Representative..... 8
 J. Coaches Selection Committee 8
 K. Police Record Check Committee 8
By Law #4 Meetings..... 9
 A. Board of Directors Meetings 9
 B. Annual General Meeting and Other Meetings of Members 9
By-Law #5 Financial Matters..... 10
 A. Execution of Documents..... 10
 B. Books and Records 10
 C. Financial Year..... 10
 D. Cheques 11
 E. Deposit of Securities..... 11
 F. Borrowing..... 11
By-Law #6 Operating Rules for GMBA Teams..... 11
 A. House League Teams 11
 B. Affiliations 11
 C. Coaches/Volunteers/Umpires 12
By-Law #7 Changes to the Constitution 13

Deleted: -Section Break (Next Page)-

Guelph Minor Baseball Association Inc.

CONSTITUTION

By-Law #1 Guelph Minor Baseball Association Inc.

- A. This organization shall be known as the Guelph Minor Baseball Association Inc. (hereafter GMBA or the Association).
- B. The seal, an impression whereof is stamped in the margin hereof, shall be the Corporate seal of the Corporation.
- C. The head office of the Association shall be in the City of Guelph, in the Province of Ontario, and at such place therein as the Directors from time to time determine.
- D. The membership of GMBA shall consist of the Board of Directors, League Convenors, Coaches, Assistant Coaches, Umpires, Parents and / or Legal Guardians of players registered with GMBA and such other individuals and legal entities as are admitted as members in good standing by the Board of Directors.

There shall be no dues or fees payable for membership in GMBA except such, if any, as may from time to time be fixed by a vote of the Board of Directors, which vote shall become effective only when confirmed by a vote of the members at an annual or other general meeting.

Members may resign in writing, which shall be effective upon acceptance thereof by the Board of Directors. In case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable by the member to the Association prior to acceptance of the resignation. Any member with outstanding debts will be considered a member not in good standing

- E. The goal of GMBA is to provide a program of baseball for the youth of Guelph that emphasizes athletic skill, good sportsmanship, and the enjoyment of team play, where winning should not be considered the primary goal.
- F. GMBA will operate a houseleague baseball program for males and females from age three (3) to twenty-two (22) providing that there is sufficient interest to form a minimum of three (3) house league teams in any given age bracket, so that all interested players will have the opportunity to play baseball, and further, Tier 1, Tier 2, and House League Select teams in accordance with the Ontario Baseball Association age guidelines for those players who express a desire to play at a more competitive level and have demonstrated the attitude and ability to do so.

Guelph Minor Baseball Association Inc.

CONSTITUTION

By-Law #2 Officers of the Association

A. Board of Directors

1. Duties
A Board of up to eighteen (18) Directors (Including the past President) shall manage the affairs of GMBA. In addition to the elected Board members, the Board may appoint League Convenors, who are not elected members, to the Board. Each year the Board shall allocate responsibilities to the Directors, for example, such duties to include the organization of fund raising benefits, registrations at the beginning of each season, presentation of trophies and any other duties required by the Board.
2. Method of Election
Directors of the Board are elected at the Annual General Meeting. They are assigned to a one (1), two- (2) or three-(3) year term. Members of the Board are eligible for re-election to additional terms of office. League Convenors whom are appointed to the Board are only eligible for a one (1) year term.
3. Umpire Supervisor
The Umpire Supervisor shall be an ex-officio member of the Board of Directors with speaking but not voting privileges at meetings of the Board, unless the Umpire Supervisor is a duly elected Member of the Board.
4. Vacancies
Vacancies on the Board of Directors, however caused, may be filled by the remaining Directors from among the members of the Association.
5. Powers
The Board of Directors may administer the affairs of the Association in all things and make or cause to be made for the association, in its name, any kind of contract which the Association may lawfully enter into and, generally, may exercise all such other powers and do any such other acts as GMBA, by its Charter or otherwise, is authorized to do.
6. Removal
The Board of Directors is also empowered to remove by a majority vote on secret ballot, any elected or appointed officers of the Association who are deemed not to be fulfilling their duties, responsibilities
7. Remuneration
Directors shall receive no remuneration for acting as such, save and except that the Board may, from time to time, reimburse the Directors for their reasonable expenses incurred on behalf of GMBA.

Guelph Minor Baseball Association Inc.

CONSTITUTION

B. The President

1. Election
The chair of the Board of Directors shall be its President elected by the Board at its first meeting after the Annual General Meeting. The President shall be elected from the current Board of Directors with at least one (1) year's experience on the Board of Directors.
2. Duties
The President shall, when present, preside at all meetings of the Association and the Board of Directors. The President is also charged with the general management and supervision of the affairs and operation of the Association and shall be an ex-officio member of all committees and subcommittees of the Association. The President, with the Treasurer or other officer appointed by the Board for the purpose, shall also have signing authority for the disbursement of funds by GMBA. In addition, the President is empowered to appoint members to Board committees and subcommittees and further, to create new committees and subcommittees as deemed necessary.

C. The Past President

To ensure orderly transition from year to year the immediate Past President shall serve and assist the succeeding President and Board of Directors for one (1) Year. The Past President shall have all the rights and duties of a Director of the Association including the right to vote at Board Meetings.

D. The First and Second Vice-President

1. Election
The First and Second Vice-President shall be elected by the Board of Directors at the first meeting after the Annual General Meeting.
2. Duties
The Vice-President, First then Second, shall in the absence of the President, or upon his/her inability to act, perform all duties pertaining to the office of the President. The Vice President(s) shall also render such assistance to the President as required and, in the case of a vacancy in the office, shall preside until a new President is elected.

E. The Secretary

1. Election
The Secretary shall be elected by the Board of Directors at its first meeting after the Annual General Meeting.
2. Duties
The Secretary's duties are to include, but not be limited to, recording and distributing all minutes of GMBA Board meetings and the Annual General Meeting.

Guelph Minor Baseball Association Inc.

CONSTITUTION

F. The Treasurer / Third Vice-President

1. Election

The Treasurer shall be elected by the Board of Directors at its first meeting after the Annual General Meeting. The Treasurer may be selected from the elected Board of Directors, or, if no qualified and / or suitable individual is found on the Board of Directors, the Treasurer may be appointed from the membership at large. If the Treasurer is appointed from the membership at large, then a Third Vice-President is to be selected from the elected Board of Directors.

2. Duties

The Treasurer/Third Vice President duties shall include, but not be limited to, the duties of the Treasurer, if qualified, as outlined as follows:

The Treasurer shall keep full and accurate records of all monies received and disbursed by the Association in proper books of account, to the satisfaction of the appointed accountant(s), and shall produce same for their inspection at anytime.

The Treasurer shall disburse the funds of the Association under the direction of the President and / or the Board of Directors, paying all accounts by cheque as countersigned by the President or Vice-President, and shall render to the Board at its regular meetings, or whenever required an account of all transactions and of the financial position of the Association.

Should the Treasurer, at any time and for any reason, be unable to perform these duties, the President may appoint another member of the Board to act as Treasurer in the interim or to serve the remainder of the Treasurer's term.

The Treasurer shall, when receiving cash monies, give a receipt and shall keep on file a duplicate of such receipt. All monies collected are to be paid to the Treasurer and shall be deposited to the credit of the Association in such financial institutions as may from time to time be designated by the Board.

The Treasurer shall prepare an Annual Financial Report immediately after the close of each fiscal year, giving the receipts and disbursements of that year in detail and a summary of the Association's assets and liabilities. Copies of this report will be prepared for distribution at the Annual General Meeting. The Treasurer's Annual Financial Report shall be certified by the appointed Accountant(s).

G. The Umpire Supervisor and / or the Umpire Assignor

The Umpire Supervisor and / or The Umpire Assignor shall be appointed by the Board of Directors and shall be responsible for the selection of and training of all GMBA umpires, for all game assignments, for all administration and control of all umpire equipment, and for maintaining financial records as related to Umpires and have the ability to co-sign and disburse cheques.

The Umpire Supervisor shall also be an ex-officio member of the Grievance (Protest) Committee.

The Umpire Supervisor shall be responsible for the conduct of all GMBA umpires.

Guelph Minor Baseball Association Inc.

CONSTITUTION

H. The Equipment Manager

The Equipment Manager shall be appointed by the Board of Directors and shall be responsible for determining equipment needs for each season, sending out tenders to assess relative costs, and for purchasing such equipment as approved by the Board of Directors.

The Equipment Manager shall also be responsible for the maintenance, distribution and retrieval of all equipment each season.

I. League Convenors

League Convenors shall be appointed by The Board of Directors as early as possible before each season's commencement. Convenors are required to keep up to date records of scores and standings in their League, to arrange for the replaying of games postponed due to inclement weather and to notify the Umpire Assignor of the need for umpires at these games. Convenors are also expected to observe regularly the games of their League and note the quality of fields, equipment, coaching and umpiring and to report any irregularities to the Board of Directors as appropriate. Convenors have the authority to hold meetings of coaches to rectify minor problems as they arise, and to refer official protests to the Grievance (Protest) Committee on any question concerning their league.

League Convenors may also be responsible for such further duties as assigned by the Board of Directors.

By-Law #3 Committees

A. Committee Creation

The President and the Board of Directors are empowered to strike committees and / or subcommittees from time to time as deemed advisable by the circumstances. All committees must bring recommendations back to the Board of Directors for Board approval, with the exception of the Grievance (Protest) Committee which is a standing committee.

Committees and subcommittees, except the Grievance (Protest) Committee, must be chaired by a Board Member appointed by the President with the approval of the Board. Committees and subcommittees, except the Grievance (Protest) Committee shall consist of both Board Members and General Members appointed by the President with the approval of the Board.

B. Executive Committee

The Executive Committee shall be a standing committee comprised of the President, First Vice-President, Second Vice-President, The Secretary and Treasurer / Third Vice-President for the purpose of making recommendations to the Board of Directors as to the affairs and management of GMBA.

The President shall chair the Executive committee. Meetings will be called as deemed necessary by the Committee members.

Guelph Minor Baseball Association Inc.

CONSTITUTION

C. Grievance (Protest) Committee

The Grievance (Protest) Committee shall be a standing committee for the purpose of hearing and deciding protested games, violations of GMBA rules, and disagreements between and among members of the Association that affect players, games or the proper operation of the Association. The President shall appoint a chair of the Grievance (Protest) Committee and additional members as approved by the Board of Directors. The Umpire Supervisor will serve as an ex-officio member of the committee.

Hearings for the Grievance (Protest) Committee will be convened when a request for such a meeting is received by the President of the Association and the nature of the request is consistent with the mandate of the Grievance (Protest) Committee. If the President deems the matter is best handled by another Committee, the President may refer the request to that Committee for review in a timely manner. If upon review by another Committee the situation is not resolved to the satisfaction of the applicant, the Grievance (Protest) Committee shall convene to review the request and make a ruling.

Decisions of the Grievance (Protest) Committee which do not violate the Constitution are final.

D. Finance Committee

This Finance Committee shall consist of:

The Sponsorship Committee shall consist of member(s) appointed by the President with the approval of the Board to approach existing sponsors of GMBA teams for their continued support, to find new sponsors as required and to deliver copies of team pictures.

The Registration Committee shall consist of member(s) appointed by the President with the approval of the Board of Directors to organize and participate in registration.

E. Equipment Committee

The Equipment Committee shall consist of members appointed by the President with the approval of the Board to assist the Equipment Manager in the performance of his / her duties. The Chair of the Equipment Committee will be the Equipment manager.

F. Special Events Committee

The Special Events Committee shall consist of member(s) appointed by the President with the approval of the Board to be responsible for all GMBA special events. Duties include:

1. seeking out sponsors for new trophies as required, collecting information on possible trophy winners; preparation of trophies to be awarded at the Annual General Meeting, and the selection and purchase of trophies for Championship Week.
2. Organize and recruit volunteers for Fun Day, arrange special events licensing, co-ordinate with convenors for all-star teams, and arrange and organize activities for the day.
3. Other special events such as Photo Day and player or coach related instruction clinics, shall be organized through Special Events.

Guelph Minor Baseball Association Inc.

CONSTITUTION

G. Rep Committee

The Rep Committee shall consist of members appointed by the President with the approval of the Board to oversee the Tier 1/Tier 2 Teams, and act as liaison between the teams and the Board of Directors. Their duties shall also include organizing and finding volunteers for any GMBA hosted Tournament(s). **The Duties of the Committee are to distribute Coach Evaluation Forms to Tier 1 / Tier 2 team players and / or parents (guardians), collect completed forms and collate results.**

The Inter County (ICBA) Representative

GMBA's representative will be appointed by the President with the approval of the Board to act as liaison, attend Inter County meetings and report back to the Board when deemed necessary.

H. House League Committee

The House League Committee shall consist of members appointed by the President with the approval of the Board to oversee the House League division and their teams as well as Select teams. Duties include, but are not limited to, organize and recruit volunteers for Championship Weekends and present recommendations to the Board regarding Rules of Play.

I. Sports Advisory Representative

GMBA's representative(s) will be appointed by the President with the approval of the Board to act as an information liaison between the City of Guelph and GMBA and to report to the Board of Directors when necessary the outcome of the meetings.

J. Coaches Selection Committee

The Coaches Selection Committee shall consist of three (3) to five (5) members appointed by the President with the approval of the Board, with a minimum of one (1) member from the elected Board of Directors. ~~Coaches Selection Committee members can not be coaches of Tier 1/Tier 2 teams, nor be parents and/or guardians of players of Tier 1/Tier 2 teams.~~ **Current coaches and parents/guardians may be selected for the Selection Committee, but will not be permitted to interview or take part in the division they are currently in or will be in the following season. Current coaches may sit on the Selection Committee if they are not applying for a team in the following season.**

The Duties of the Committee are to interview, evaluate and to recommend the best qualified coaches for GMBA Tier 1 / Tier 2 teams, as soon as possible before the beginning of fall tryouts.

K. Police Record Check Committee

This committee will deal with all Police Record Check appeals and will consist of the President and two (2) other individuals as selected by the President.

Guelph Minor Baseball Association Inc.

CONSTITUTION

By Law #4 Meetings

A. Board of Directors Meetings

1. Quorum and Notice of Meeting

A majority of the Directors (one –half of the Board members +one, excluding the President) shall form a quorum for the transaction of business. The Board of Directors may hold its meetings at such place and such time as it may decide. No formal notice of any Board meeting is required if the Board has decided upon a regular time, date and place of meeting. The President may call special meetings of the Board alone or on direction in writing from two (2) of the Directors.

Notice of such special meetings shall be communicated to the members of the Board no less than twenty-four (24) hours before the meeting is to take place.

A meeting of The Board of Directors may also be held, without notice immediately following the Annual General Meeting. If a quorum is not obtained within Thirty (30) minutes of the scheduled start time, the meeting will be terminated.

2. Voting

A Majority vote shall decide motions arising at any meeting of the Directors vote. In case of any equality of votes, the Chair shall cast the deciding vote, which shall be the first vote the Chair will cast on that specific motion. All votes at any such meeting shall be taken by secret ballot if so demanded by any Director present, but if no such demand is made, the vote shall be taken in the usual way of assent or dissent. A declaration by the Chair that the resolution has been carried and an entry to that effect entered in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number of votes in favour or against such resolution.

3. Attendance

All Directors are required to attend sixty percent (60%) of all scheduled meetings. Failure to do so may result in dismissal from the Board.

B. Annual General Meeting and Other Meetings of Members

1. Date and Place

The annual or any other general meeting of the members shall be held at the head office of the Association or elsewhere as the Board of Directors may determine and on such day and time as the Directors shall appoint.

The Annual General Meeting shall be held within two (2) months of the GMBA fiscal year end of September 30. Advertisement of members' meetings, annual or general, shall be required at least three (3) weeks prior to the time fixed for the holding of such meetings.

Guelph Minor Baseball Association Inc.

CONSTITUTION

The President and / or the Board of Directors shall have the power to call, at any time, a general meeting of the members of the Association.

2. Business

At every Annual Meeting, beyond any other business that may be transacted, the President's report, the financial statement and the report of the auditors shall be presented and a Board of Directors elected and auditors appointed for the ensuing year.

The members may consider and transact any business, specific or general, excepting changes to the Constitution, without prior notice of the members of the Association.

3. Quorum

A quorum for the transaction of business at any meeting of members shall consist of not less than twenty-four (24) members present in person at the meeting.

4. Voting

Each member of the Association present at any meeting of members shall be entitled to one vote. Proxy votes are not recognized by GMBA.

Motions shall be decided by majority vote taken by a show of hands unless any member demands a poll.

In case of an equality of votes at any general meeting, whether by show of hands or at a poll, the Chair shall cast the deciding vote, which shall be the first vote the Chair will cast on that specific motion.

By-Law #5 Financial Matters

A. Execution of Documents

Deeds, transfers, licenses, contracts and engagements on behalf of the Association shall be signed by either the President or Vice-President(s). Contracts in the ordinary course of the operations of the Association may be entered into on behalf of the Association by the President, Vice-President, and Treasurer or by any person authorized by the Board.

Notwithstanding any provisions to the contrary contained in the by-laws of the Association, the Board of Directors may at any time by resolution direct the matter in which, and the person or persons by whom, any particular instrument, contract or obligations of the Association may or shall be executed.

B. Books and Records

The Directors shall ensure that all necessary books and records of the Association required by the by-laws of the Association or by any applicable statute of law is kept regularly and properly.

C. Financial Year

Guelph Minor Baseball Association Inc.

CONSTITUTION

Unless otherwise ordered by the Board of Directors, the fiscal year of the Association shall end on the thirtieth day of September each year.

D. Cheques

All cheques or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Association, shall be signed by an officer or officers, agent or agents of the Association in such manner as shall from time to time be determined by resolution of the Board of Directors.

Further, any one of the Association's officers or agents may alone endorse notes and drafts for collection on account of the Association through its bankers and endorse notes and cheques for deposit for the credit of the Association. Any one of the Association's officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Association and its bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release of verification slips.

E. Deposit of Securities

The securities of the Association shall be deposited for safekeeping with one or more financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn from time to time, only upon the written order of the Association, signed by the Association's officers or agents, and in such manner as shall from time to time be determined by resolution of the Board of Directors and such authority may be general or confined to specific instances.

F. Borrowing

The Board of Directors may from time to time borrow money on the credit of The Association, issue, sell or pledge securities of the Association, mortgage or pledge all or any of the property of the Association to secure any debts or other obligations or liabilities of the Association.

In these circumstances the Board of Directors will from time to time review the Association's debts and liabilities to ensure that these debts and liabilities are eliminated as quickly as possible without doing harm to the ongoing operations of the Association.

By-Law #6 Operating Rules for GMBA Teams

A. House League Teams

The rules governing GMBA Teams are those found in the GMBA "PLAYERS' AND COACHES RULES OF PLAY HANDBOOK" as revised on a yearly basis before March 31 or any amendments approved by the Board thereafter.

B. Affiliations

GMBA shall, except in cases of conflict with its own rules, abide and comply with the Constitution, By-Laws and Rules of the Ontario Baseball Association and the Intercounty Baseball Association.

Guelph Minor Baseball Association Inc.

CONSTITUTION

C. Coaches/Volunteers/Umpires

All Coaches, Volunteers and Umpires are required to fill out a Police Record Check form at the GMBA office only. Applicants who do not fill out the Police Record Check (PRC's) in this manner will not be part of any position within GMBA's organization. PRC's will be dealt with in accordance with the Guelph Sports Advisory Council Guidelines.

Any applicant who is notified by the police that their PRC has not been returned to the organization must then submit their PRC for review, to the President of GMBA within 10 days to avoid becoming a member not in good standing. The President will then compare the PRC against the GMBA Screening Guidelines and provide a written report to the applicant stating whether or not the applicant meets the criteria for the position applied for. All applicants have the right to appeal this decision to the three person PRC Committee.

GMBA Screening Guidelines:

For all positions within GMBA a Police Record Check will be required as an important but not exclusive element of the screening process.

In general, individuals with past Criminal Code convictions for certain offences will not be accepted for a direct service position with participants. These offences include, but are not limited to, the following with exclusion timeframes listed.

Lifetime

- Any type of sexual assault
- Invitation to sexual touching
- Sexual interference, bestiality, or sexual exploitation
- Procuring sexual activity
- Indictable criminal offences for youth abuse
- Any court order forbidding the individual to have contact with children under the age of 14
- Any conviction related to child pornography

Five (5) Years

- Assault
- Any weapons offence
- Conviction under any controlled drugs and substance act
- Criminal driving offences

Until resolved through the judicial system

- Outstanding convictions or charges pending for any violent offence
- Outstanding convictions or charges pending for any criminal driving offences, including but not limited to impaired driving
- Outstanding convictions or charges pending for sexual offences

Applicants may also be rejected as a result of other information gained during the PRC process or through the screening process as a whole, or as a consequence of

Guelph Minor Baseball Association Inc.

CONSTITUTION

other factors which are directly relevant to the requirements of the position, and to the ability of the applicant to carry out his/her duties in an effective, safe manner.

By-Law #7 Changes to the Constitution

Changes to the Constitution and By-Laws of the GMBA can only be made at the Annual General Meeting of the members or at a special meeting of members called for this express purpose.

Proposed changes to the Constitution and / or By-Laws must be received in writing by the President and / or the office of the Association no later than two (2) weeks prior to the Annual General Meeting or the special meeting.