

Collingwood Minor Baseball Association Constitution

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ARTICLE #1: INTRODUCTION

1.1 Name

The official name of the corporation is Collingwood Minor Baseball Association. Hereafter referred to as the Corporation as CMBA.

1.2 Definition

A non-for-profit, community based organization that is affiliated with the Town of Collingwood Parks & Recreation Department and Baseball Ontario and their subordinate organizations.

1.3 Head Office

The Head Office of CMBA shall be in the Town of Collingwood and at such a place as selected by the Directors.

1.4 Seal

The Seal, an impression stamped below, will be the corporate seal of CMBA.

1.5 Language

For the purpose of administration and convenience, the official language will be English.

ARTICLE # 2: GOALS & OBJECTIVES

2.1 Goals

To provide youth in the Town of Collingwood, and neighbouring areas without an existing organization or division, the opportunity to participate in a Baseball program with the focus on team play, exercise, fun and safety. However if there are not sufficient players available from Collingwood, team may have a limited number of imported players as detailed within the Association's Policies and Procedures Document.

To develop, encourage and promote sportsmanship, good fellowship and community spirit among all members.

2.2 Objectives

CMBA will strive to meet the regulations/guidelines established by Baseball Ontario and its subordinate divisions.

The Board of Directors will have the responsibility to ensure that CMBA is financially self-supporting and operates as a not-for-profit organization.

ARTICLE #3: MEMBERSHIP

- 3.1** CMBA consists of the elected Board of Directors. The responsibility shall be the general management of the affairs of the CMBA. In general, it shall ensure that the goals and objectives of CMBA are adhered to.
- 3.2** A member is a player, director, officer, executive, coach, assistant coach, manager or trainer, or volunteer, who registered with the Corporation on a first come, first serve basis. A member must be in good standing and not subject to any form of sanction, suspension or disciplinary censure. A member player must be full paid.
- 3.3** All members eligible to vote must be at least 18 years of age. In the instance when players are under the age of 18, an appointed parent and or/guardian may vote on the player's behalf. Only one vote will be allowed for each family.
- 3.4** All players must reside in the Town of Collingwood or a neighboring area without an existing baseball program or division. Team may have a limited number of imported players as detailed within the Association's Policies and Procedures.

ARTICLE #4: POLICY

4.1 Policies and Procedures

The Board of Directors shall formulate the Policies and Procedures of CMBA. The document shall be addressed by the President in consultation with the Board Directors. Outlines of the document shall be placed before the general membership at every AGM (ie. Changes, interpretations, Etc.).

4.2 General Policy

CMBA will not be used as a forum for any political, ethnic, racial, religious, human rights or moral issues. Any Director or member which uses the CBMA as a forum for these issues has in effect violated the constitution and therefore, forfeits rights to membership.

4.3 Conflict of Interest

Should a Board Member find themselves in a conflict of interest with respect to any matter or issue arising at a meeting of the Board, or any committee thereof, he shall immediately disclose such conflict of interest and refrain from speaking on or voting on any such matter or issue. The Board may, by resolution, make such rulings relating to conflicts of interest of Board Members as it deems necessary.

ARTICLE #5: MEETINGS

Within the CMBA there are 5 types of meeting, each meeting type has a set protocol to follow.

5.1 The Annual General Meeting (AGM)

Attendees: Open to all of the current year's membership of good standing.

How is the meeting called: The AGM is held once a year in the month of November. A minimum of 4 weeks' notice will be given to the membership by the Board.

Objective: The AGM has a set agenda and is outlined in section 5.1.h.

Quorum: A minimum of 10 members in good standing

Voting Bias: A majority is required, except in the case of a constitutional change which will require a 2/3 majority

Reporting: Minute are taken and entered as a record by the current serving Secretary, and then passed to the newly elected Board.

- 5.1.a The President shall preside at the Annual General Meeting as the Chair or in absence the Vice President shall preside.
- 5.1.b Voting shall be by show of hands unless a simple majority of members present shall decide that a secret ballot is to be used. The use of proxy votes is disallowed.
- 5.1.c The Board of Directors shall be elected at the Annual General Meeting in accordance with established terms.
- 5.1.d No article of this document shall be altered or rescinded and no additions shall be made to articles except at an Annual General Meeting and then only by a two-thirds majority vote of eligible members present.
- 5.1.e Proposed amendments shall be delivered to the Secretary of CMBA not less than four (4) weeks prior to the date of the Annual General Meeting.
- 5.1.f The Secretary shall publish all proposed amendments not less than two (2) weeks prior to the AGM.
- 5.1.g The Agenda for an Annual General Meeting shall include:
 - a. Receipt of the agenda
 - b. Receipt of the minutes of the previous annual and subsequent special meetings
 - c. Consideration of the financial statements
 - d. Report of the auditor or person who has been appointed to conduct a review engagement
 - e. Reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year
 - f. Existing board stands down and the Election or re-election of the Directors for the coming term
 - g. Such other or special business as may be set out in the notice of meeting

- 5.1.h No other item of business shall be included on the agenda for annual meeting unless a Member's proposal has been given to the secretary prior to the giving of notice of the Annual General Meeting in accordance with the Act, so that such item of new business can be included in the notice of Annual General Meeting.
- 5.1.i No error or omission in giving notice of an Annual General Meeting will be acceptable. If incorrect notice of an Annual General Meeting is given it will invalidate the meeting and make void any proceedings.

5.2 Extra General Meeting (EGM)

- Attendees: Open to all of the current year's membership of good standing.
 - How is a meeting called: A minimum of 4 weeks' notice will be given to the membership, unless it is deemed by the Board to be a matter of great urgency, in which case the minimum time is 1 week.
 - Objective: To resolve an issue of great importance to the organization, that is of urgent relevance to the membership.
 - Quorum: A minimum of 10 members in good standing
 - Voting Bias: Majority except in the case of a constitutional change which will require a 2/3 majority
 - Reporting: Minute are taken and entered as a record by the current serving Secretary,
- 5.2.a The Extra General Meeting has the sole purpose of addressing a serious issue that concern the membership or threaten the structure of the organization.
 - 5.2.b A meeting can only be called by a 2/3 majority vote of the Board or a petition, clearly stating the issue signed by a minimum of 30 members.
 - 5.2.c The only agenda item to be covered at an EGM is the issue in hand.

5.3 Board Meetings

- Attendees: Board Directors and invited members and/or guests only by prior approval of the President.
- How is a meeting called: There will be planned monthly meetings during the season and at least every quarter during the off season. In addition the president can call an impromptu meeting as necessary. At least 1 weeks' notice will be given prior to a meeting, unless deemed urgent.
- Objective: Cover all matters arising for the consideration of the board
- Quorum: A minimum of five (5) Directors shall form a quorum
- Voting Bias: Majority
- Reporting: Minute are taken and entered as a record by the current serving Secretary. Copies of the minutes will be circulated to all board members within 1 week of the meeting.

- 5.3.a An impromptu meeting of the Board can be called by the President when requested by two (2) Directors.
- 5.3.b The President shall preside at all meetings of the Board as Chair. If the President is not in attendance a substitute will be appointed by the President.
- 5.3.c An invited member and/or guest attending a Board Meeting may only contribute to the meeting if a majority of attending Board members approve. The member/guest has no vote at these meetings.

5.4 Committee Meetings

Attendees: Open to Board members and Board appointed committee members.

How is a meeting called: The appointed Board member will approve all meeting dates and provide a minimum of 7 days notice.

Objective: These are designated groups appointed by the board to organize events, resolve issues, manage functions of the organization, Etc.

Quorum: At least half (rounded up) of the appointed committee must be present

Voting Bias: Majority

Reporting: Minute are taken and entered as a record by an appointed committee member by the Board member. All minutes must be submitted back to the Board Secretary.

- 5.4.a A committee is appointed to deal with the day to day running of the organization and formed to delegated work load away from the Board. The subject of such committee may include but, not limited to:
 - Coaching selection
 - League coordinators
 - Scheduling the leagues
 - Equipment management
 - Uniforms purchase/allocations

5.4.b A committee is formed by the Board and has a board member appointed as chair.

5.4.c A committee can have any person, in good standing, appointed to it. The board cannot be held accountable for its appointments and can change appointments to a committee at any time.

5.5 Protests and Disciplinary Committee Meetings

Attendees: Open to appointed committee and invited attendees.

How is a meeting called: The Board will call all meeting and set dates as deemed necessary. It is recommended to provide a minimum of 7 working days notice.

Objective: These meetings have the sole purpose of resolving disciplinary issues.

Quorum: The three appointed committee members must be present.

Voting Bias: Total agreement

Reporting: Minutes are taken and entered as a record by an appointed committee member by the Board member. All minutes must be submitted back to the Board Secretary.

- 5.5.a The Protests and Disciplinary Committee shall be appointed by the CMBA Board to hold office until the next Annual General Meeting.
- 5.5.b If a member of the Protests and Disciplinary Committee has a real or perceived conflict of interest with the subject of a meeting (ie. related to those involved, on the same team, etc.) they are bound to declare such a conflict of interest and an alternative person will be appointed by the Board, for that meeting.
- 5.5.c A CMBA member may be censured, suspended or expelled from the CMBA by the Protest and Disciplinary Committee.
- 5.5.d Each protest or disciplinary action must be dealt with at the earliest possible date.
- 5.5.e If required additional persons may be brought to the committee's attention relating to an issue. The Committee may, at its option, invite or decline to invite any person subject to discipline, to the meeting at which the discipline is considered.
- 5.5.f An umpire is responsible for notifying the Board of an ejection as soon as possible following the conclusion of the game, all ejections carry an immediate game ban with the ejected person missing their next scheduled league game. The person ejected / banned must not be within sight of the field before any play can commence.
- 5.5.g A person wishing to register a complaint regarding potential violations of the Code of Conduct shall submit such a complaint in writing to the Protest and Disciplinary Chair by registered mail, hand delivery, fax or email no later than 30 days after the occurrence of the event.
- 5.5.h The Protest and Disciplinary Chair shall then advise the person(s) against whom the complaint has been made in writing by registered mail, hand delivery, fax or email no later than 48 hours after receiving the complaint. The Protest and Disciplinary Chair shall also invite the person(s) to respond in writing by registered mail, hand delivery, fax or email no later than 48 hours after receiving notification of the complaint.
- 5.5.i The Protest and Discipline Committee shall investigate all complaints regarding potential violations of the Code of Conduct. Any alleged contravention of the Code of Conduct, (that has been registered with the Committee within 30 days) will result in a hearing to be held within working 7 days of the incident being reported, during the season and as soon as possible, during the off-season.
- 5.5.j The only route for an appeal is through the Board of directors. This can only be requested in writing after 7 days post the Disciplinary Hearing and not more than 14 days post the

Disciplinary Hearing. On receipt of an appeal, at least 2 Members of the Board will meet with the Protest and Disciplinary Chair and discuss the grounds for the appeal.

This will then be an agenda item at the next scheduled Board Meeting or a Board meeting will be arranged to just cover the appeal. The Board of Directors, by a two-thirds vote of those present, shall have the authority to uphold the Disciplinary Hearing's decision, discipline or suspend or terminate the membership of any Member of any class.

In the case of issues concerning Player Member, the manager of the team for which the player is a member, will be given notice and the said manager can appear, in the capacity of an adviser, with the player before the Board of Directors. If the player is under the age of 18 their parent(s) or legal guardian(s) may also be present. The Board of Directors shall have full power to uphold the Disciplinary Hearing's decision, suspend or revoke such player's right to future participation by two-thirds vote of those present.

If there is no conclusive outcome from the meeting, the Disciplinary Hearing's original ruling will be upheld.

ARTICLE #6: ORGANIZATION

6.1 Board of Directors

- 6.1.a. The Board of Directors of CMBA shall be elected to hold office until the first annual meeting after he/she shall have been elected and qualified. The whole Board shall be retired at each annual meeting, but shall be eligible for re-election.
- 6.1.b. No Director will receive remuneration for duties conducted on behalf of CMBA.
- 6.1.c. The affairs of CMBA will be conducted by the Board of Directors headed by the President.
- 6.1.d. The Board shall meet no less than quarterly and will schedule regular monthly meetings whenever possible.
- 6.1.e. The Board shall be empowered to fill any vacancies with duly qualified members of the Corporation. Vacancies may remain in effect in so long as a quorum is met.
- 6.1.f. The Board shall prepare and approve the annual Budget.
- 6.1.g. The Board shall maintain a book of Minutes for all meetings.
- 6.1.h. The board will consist of a minimum of 8 members and a maximum of 14 members.
- 6.1.i. If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such a vacancy.

6.2 Suspension or Removal of Directors

A Director shall be suspended by an affirmative vote from a majority of members of the whole board if:

- (a) He/she has missed three (3) consecutive meetings of the Board (without just cause).
- (b) He/she, in the opinion of the Board, is not meeting the obligations of a member of the Board.

6.3 Board Composition

The Board of Directors shall consist of a minimum of 8 and a maximum of 14 Directors/Officers.

The number of Directors, as set forth at an Annual General Meeting, may be increased at any time during the year either at a regular meeting of the Board or at a Special Meeting of the Members. If at a Board meeting, the election of additional Directors shall be by a two-thirds majority of the Board Members present. If at a Special Meeting of the Members, the election of additional Directors shall be by a majority of the Members present.

Executive Committee

The Executive Committee is comprised of:

Past President
President
Vice President Baseball
Secretary
Treasurer

Directors

Directors with assigned position/duties as outlined in the by-laws will be elected during the Annual General Meeting on an annual basis and will hold office until the following Annual General Meeting.

There shall be a President, Vice President, Secretary, Treasurer and other such officers as the Board of Directors may determine by by-law from time to time. One person may hold more than one office, except the offices of President and Past President.

Each person elected to the Board of Directors must hold one of more positions as outlined in the CMBA Policy & Procedures.

The President, Vice President, Secretary, and Treasurer will be elected by the Board of Directors from among their numbers at the first board meeting immediately following the Annual General Meeting.

6.4 Terms of Office

Each Director shall be elected for a one year term at the Annual General Meeting and lasting until the following Annual General Meeting at which time they can stand for re-election.

There is no limit on the terms that a Director may serve.

6.5 Duties of Officers

6.5.1 President / Vice President

The President shall:

- a. Be elected to the Board of Directors and may stand for re-election.
- b. Be the Chief Executive Officer of CMBA.

- c. Be responsible for conducting the affairs of CMBA in collaboration with the Directors and members.
- d. Delegate authority to any and all officers, executives, coaches and managers as is appropriate to their office and as hereinafter set out.
- e. During the absence or disability of the President, his/her duties and powers may be exercised by the Vice President.

6.5.2 Secretary

The Secretary shall

- a. Attend all meetings of the Board of Directors and record all facts and minutes of all proceedings.
- b. Keep a record of all meetings.
- c. Give all notices required to be given to board members and directors.
- d. Be custodian of the seal of the Corporation and of all books, papers, records, contracts, correspondence, and other documents belonging to the Corporation.
- e. Make the physical arrangements necessary for Board meetings.
- f. Surrender all books and property of CMBA to the President upon termination of office.

6.5.3 Treasurer

The Treasurer shall:

- a. Prepare an annual budget in consultation with the Directors.
- b. Have financial records available for inspection within 7 days upon the request of any Director.
- c. Prepare a financial statement as of September 30th of each year and arrange for this to be audited or reviewed by an accounting firm, appointed at the previous Annual General Meeting.
- d. Obtain purchase orders and receipts for all purchases.
- e. Ensure that no blank cheques are issued.
- f. Surrender all books and property of CMBA upon termination of office.

ARTICLE #7: FINANCE

7.1 Registration

A primary source of income for CMBA is from the registration of players. All funds raised through registration shall be submitted to the Treasurer and recorded in the account book. This account is the responsibility of the Treasurer.

7.2 Other Source of Income

Donations from Corporate/Community Sponsors.
Other methods approved by the Board of Directors.

7.3 Finance Policy

The financial management shall be under the direct control of the Treasurer. The Treasurer shall prepare a budget for the year in consultation with the Board of Directors.

7.4 Banking

A bank account shall be opened and maintained in the name of CMBA with a financial institution. The Treasurer shall normally be responsible for depositing of any money into the bank. Withdrawals and payments on behalf of the Corporation shall be made by cheque and signed by two (2) of the following: Treasurer, President, Vice President. Receipted cheques shall be preserved by the Treasurer.

Procedural transfer of responsibility upon election or for any other reason:

- a. The bank shall be notified according to banking procedures
- b. The outgoing Treasurer shall produce a financial statement to the following:
 - the financial situation of CMBA
 - the bank balance at the time
 - any outstanding payments
 - any outstanding amount yet to be received
 - any other related important matters

7.5 Receipts

All receipts of cash are to be deposited to the CMBA bank account.

7.6 Payments

All purchases must be preceded by a Purchase Order
All payments must be preceded by an Invoice for expenses over \$200.00.
All expenditures must be provided, with receipts, to the Treasurer, within 30 days.
All accounting records shall be kept by the Treasurer and must be produced for inspection when requested by the auditor or the Executive member of the Board of Directors.

7.7 Auditing

The financial statement shall be audited or reviewed by an accountant and copies shall be distributed to the members at the Annual General Meeting. Auditors for the following year are appointed at the Annual General Meeting.

7.8 Fees

The Board shall have the authority to establish fees for membership and shall have the authority to assess players differently based on the level of service. Fees shall be regarded as the cost of membership and purchase of the service and shall not be regarded as payment for the constituent parts of the service or the material acquired for the delivery of the service.

Any person who shall refuse to pay the fees either in whole or in part shall not be entitled to membership.

ARTICLE #8: POWERS

- 8.1 The Directors of CMBA may administer the affairs of CMBA in all things and make or cause to be made for CMBA in its name, any kind of contract which CMBA may legally enter into.
- 8.2 Without in any way derogating from the foregoing, the Directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of share, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right of interest therein owned by CMBA, for such consideration and upon such terms and conditions as they may deem advisable.

ARTICLE #9: EXECUTION OF DOCUMENTS

- 9.1 Deeds, transfers, licenses, contracts and engagements on behalf of CMBA shall be signed by either the President or Vice President and by the Secretary and the seal of CMBA shall be affixed to such instruments.
- 9.2 Contracts in the ordinary course of CMBA's operations may be entered into on behalf of CMBA by the President, Vice President, Treasurer, or by any person authorized by the Board.

ARTICLE #10: DISSOLUTION OF THE CMBA

- 10.0 Upon dissolution of CMBA and after payment of all debts and liabilities, its remaining assets shall be distributed or disposed of to charitable or non-profit organizations in the Town of Collingwood, or other surrounding baseball programs.

ARTICLE #11: PROTECTION OF DIRECTORS/OFFICERS

11.1 Limitation of liability

No Director or officer of CMBA shall be liable:

- a. For the acts, neglects or defaults of any other Director or officer.
- b. For any loss, damage or expense happening to CMBA through the insufficiency or deficiency of title to any property acquired for or on behalf of the CMBA.
- c. For the insufficiency or deficiency of any security in or upon which any of the moneys of CMBA are invested.
- d. For any loss or damage arising for the bankruptcy, insolvency or tortuous act of any person with whom any of the moneys, securities or effects of the CMBA may be deposited.
- e. For any loss occasioned by any error of judgment or oversight on his part or
- f. For any other loss, damage or misfortune whatever, which shall happen in the execution of the duties of his office or in relation there to unless the same shall happen through his own willful neglect or default.

11.2 Indemnity

Every Director and officer of CMBA and his/her heirs, executors, administrators and estate shall from time to time and at all times be indemnified and saved harmless out of the funds of CMBA and or the Town of Collingwood from and against.

All cost, charges and expenses whatsoever that such director or officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him, for or in respect of any act, deed, matter or thin whatsoever made, done or permitted by him, in or about the execution of the duties of this office.

All other costs, charges and expenses that he sustains or incurs in or about or in relation to the affairs of the Corporation except such cost, charges, or expenses as are occasioned by his own willful neglect or default.