

LEASIDE BASEBALL ASSOCIATION



BY-LAWS AND CONSTITUTION

ADOPTED DECEMBER 6, 2018

ARTICLE 1 PURPOSE

- 1.1 Purpose.** These By-laws relate to the general conduct of the affairs of the Leaside Baseball Association.
- 1.2 Objects of the Association.** The objects of the Association are set out in the corporation's letters patent. To pursue those objects the Association shall do the following:
- (a) **Opportunity.** Sustainably provide an opportunity for players in the community of Leaside and surrounding areas to have fun participating in a wide spectrum of baseball programs;
 - (b) **Skill Development.** Provide our players and families exceptional value for their time and commitment to baseball through quality program development, coaching, instruction, resources, competition and experience;
 - (c) **Character Development.** Aid in the development of character and sportsmanship of our players and coaches;
 - (d) **Coaching Development.** Recruit, develop and support high-quality coaches, instructors and officials;
 - (e) **Community Development.** Promote and improve community spirit in baseball within Leaside and the City of Toronto and to encourage a positive environment amongst families, supporters and spectators.
 - (f) **Organization.** Govern the Association in a responsible, safe and sustainable manner that ultimately prioritizes the development of our players, as both athletes and people.
- 1.3 Affiliation.** The Association shall follow the by-laws, constitution, policies and requisite guidelines as prescribed as required for membership by the governing bodies of Toronto Baseball Association ("TBA"), and the Ontario Baseball Association ("OBA").

ARTICLE 2 MEMBERSHIP

- 2.1 Members.** Members in the Association include the following categories, each of whom have agreed to abide by the Association's By-laws, policies, procedures, rules and regulations:
- (a) **Director Member.** Any individual elected or appointed as a Director of the Association (a "Director Member");

- (b) **Team Member.** The registered Team Manager of each active senior, junior, elite, rep or select team approved to participate in the Association's programming by Ordinary Resolution of the Board (a "Team Member");
- (c) **House League Member.** One convener, as designated by the Management Committee, from each house league age division (a "House League Member");
- (d) **Honorary Member.** Any individual granted honorary status by the Board via Ordinary Resolution and who had been in service with the Association for a minimum of eight years (an "Honorary Member").

2.2 Membership Authority. The Members of the Association will have the following powers:

- (a) To appoint the Auditor;
- (b) To amend the Bylaws;
- (c) To elect Directors; and
- (d) As provided in the Act and in these By-laws.

2.3 Admission of Members. Any candidate will be admitted as a Member if:

- (a) They are at least eighteen (18) years of age;
- (b) They agree to uphold and comply with the Association's governing documents;
- (c) They meet any condition of membership determined by the Board;
- (d) They have met the applicable definition listed in Section 2.1; and
- (e) They been approved by Ordinary Resolution of the Board or the Management Committee.

2.4 Membership Transfer, Suspension, and Termination.

- (a) **Transfer.** Membership in the Association is non-transferable.
- (b) **Suspension.** A Member may be suspended by the President or Vice President pending the outcome of a discipline hearing in accordance with the Association's policies related to discipline, or by Ordinary Resolution of the Board.
- (c) **Termination.** Membership in the Association will terminate immediately upon:
 - (i) The Member failing to maintain any of the qualifications or conditions of membership described in Section 2.1 of these By-laws;
 - (ii) Resignation by the Member by giving written notice to the Association;
 - (iii) Dissolution of the Association;

- (iv) A decision made by a panel in accordance with the Association's applicable discipline policies;
 - (v) The Member's death; or
 - (vi) By Ordinary Resolution of the Board or of the Members at a duly called meeting, provided at least fourteen (14) days' notice of the meeting is given to the Member and the Member is provided the opportunity to be heard by the Board. Notice will set out the reasons for termination of membership and the Member receiving the notice will be entitled to submit a written submission opposing the termination.
- (d) **May Not Resign.** A Member may not resign from the Association when the Member is subject to disciplinary investigation or action by the Association unless permitted to do so by Ordinary Resolution of the Board.
- (e) **Discipline.** A Member may be disciplined in accordance with the Association's policies and procedures relating to the discipline of Members.

2.5 Membership Status.

- (a) **Good Standing.** A Member will be in good standing provided that the Member:
- (i) Has not ceased to be a Member;
 - (ii) Has not been suspended or terminated from membership, or had other membership restrictions or sanctions imposed, or in the case of a Team Member, the team from which they represent have not had membership restrictions or sanctions imposed;
 - (iii) Has completed and remitted all documents, and has completed all registrations, or in the case of a Team Member, the team from which they represent has completed and remitted all documents, and has completed all registrations as required by the Association;
 - (iv) Has complied with the By-laws, policies, and rules of the Association, or in the case of a Team Member, the team from which they represent has complied with the By-laws, policies, and rules of the Association;
 - (v) Is not subject to a disciplinary investigation or action by the Association, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
- (b) **Cease to be in Good Standing.** Members that cease to be in good standing, as determined by the Board, Management Committee or other panel appointed by policy, will not be entitled to vote at meetings of the Members or be entitled to the benefits and privileges of membership, including the ability to delegate or proxy their voting rights, until such time as the Board is satisfied that the Member has met the definition of good standing.

ARTICLE 3 REGISTRANTS

- 3.1 Registrants.** Registrants are all individuals who are registered with the Association and who are engaged or are to be engaged in programming that is provided, sponsored, supported or sanctioned by the Association and may include, but are not limited to, athletes, guardians, parents, coaches, managers, administrators, umpires, and volunteers.
- 3.2 Registrant Term.** Unless otherwise determined by the Board or the Management Committee, the registration term of a Registrant will be from the time of registration to the completion of their registered programming, however in no case shall the registration term exceed one year, unless the Registrant re-registers or renews their programming registration accordingly.
- 3.3 Registrant Fees.** Registrant fees will be determined by the Board and/or the Management Committee.
- 3.4 Registrant Discipline.** A Registrant may be suspended or expelled from the Association in accordance with the Association's By-laws, policies, and procedures relating to discipline of Registrants.
- 3.5 Registrant Status.**
- (a) **Expulsion.** A Registrant ceases to be a Registrant if:
 - (i) The Registrant fails to maintain any of the qualifications or conditions of being a Registrant described in Section 3.1;
 - (ii) The Registrant terminates their registration. If the Registrant terminates their registration, they will still be responsible for all outstanding fees associated with their registration;
 - (iii) The Registrant fails to pay fees owed to the Association and/or an applicable team as required;
 - (iv) The Registrant fails to comply with Association's by-laws or policies as determined by the Board and/or the Management Committee;
 - (v) The Registrant's term of registration expires; or
 - (vi) The Association is dissolved.
 - (b) **Good Standing.** A Registrant will be in good standing provided that the Registrant:
 - (i) Has not ceased to be a Registrant;

- (ii) Has not been suspended, resigned or been expelled, or had other restrictions or sanctions imposed on them by the Association;
 - (iii) Has completed and remitted all documents and registrations as required by the Association;
 - (iv) Has complied with the by-laws, policies, procedures, rules and regulations of the Association;
 - (v) Is not subject to a disciplinary investigation or action by the Association, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board and/or the Management Committee; and
 - (vi) Has paid all required fees to the Association and/or their applicable team, as required.
- (c) **Cease to be in Good Standing.** Registrants who cease to be in good standing may have privileges suspended and may not be entitled to the benefits and privileges of the Association's programming by the Board and/or Management Committee until such time as the Board and/or Management Committee is satisfied that the Registrant has met the definition of good standing.

ARTICLE 4 MEETINGS OF MEMBERS

- 4.1 Annual Meeting.** The Association will hold annual meetings of Members at such date, time and place as determined by the Board within the Province of Ontario (the "Annual Meeting"). The Annual Meeting will be held within fifteen (15) months of the last Annual Meeting and within six (6) months of the Association's fiscal year end.
- 4.2 Special Meeting.** A meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of ten percent (10%) or more of the Members for any purpose connected with the affairs of the Association that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act (a "Special Meeting"), within fourteen (14) days from the date of the deposit of the requisition.
- 4.3 Participation/Holding by Electronic Means.** Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting if the Association makes such means available. A person so participating in a meeting is deemed to be present at the meeting. The Directors or Members, as the case may be, may determine that the meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting. Members may vote by proxy in accordance with the provisions hereof.

- 4.4 Notice.** Written or electronic notice of the date of the Annual Meeting of the Members will be given to all Members in good standing and the Auditor at least twenty-one (21) days and not more than sixty (60) days prior to the date of the meeting. Notice will contain a reminder of the right to vote by proxy, a proposed agenda, reasonable information to permit Members to make informed decisions, nominations of Directors that had been received by the Secretary to that point in time, and the text of any resolutions or amendments to be decided that had been received by the Secretary from Members to that point in time.
- 4.5 Waiver of Notice.** Any person who is entitled to notice of a meeting of the Members may waive notice, and attendance of the person or his or her proxy at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called in accordance with these By-laws.
- 4.6 New Business.** No other item of business will be included in the notice of the meeting of the Members unless notice in writing of such other item of business, or a Member's proposal, has been submitted to the Secretary at least fourteen (14) days prior to the meeting. Copies of all such proposals together with copies of any amendments thereto then proposed by the Board and copies of all resolutions put forward by the Board shall be sent to all Members at least seven (7) days prior to the date of the meeting.
- 4.7 Quorum.** Twenty (20) percent of the Members present or by proxy will constitute a quorum. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.
- 4.8 Chair.** The President or other designee, as determined by the President, shall preside at meetings of the Members. However, if at a meeting the designee is not present within 15 minutes after the time appointed for the holding of the meeting, the Members present shall choose a person to be the chair, provided a quorum is present.
- 4.9 Agenda.** The agenda for the Annual Meeting may include:
- (a) Call to order
 - (b) Establishment of quorum
 - (c) Appointment of scrutineers
 - (d) Approval of the agenda
 - (e) Approval of minutes of the previous Annual Meeting
 - (f) Presentation and approval of reports
 - (g) Report of Auditors
 - (h) Appointment of Auditors

- (i) Presentation of Budget
- (j) Business as specified in the meeting notice
- (k) Election of new Directors
- (l) Adjournment

4.10 Scrutineers. At the beginning of each meeting, the Board may appoint at least two scrutineers who will be responsible for ensuring that votes are properly cast and counted.

4.11 Voting at Meetings of Members.

- (i) **Voting Rights.** Members are entitled to one vote each. If an individual holds multiple Member offices, as outlined in section 2.1, such individual shall have a single vote for each Member office they hold.
- (ii) **Team Delegates.** A Team Member may, in respect of any meeting of Members, proxy its vote to any another Member or a Registrant of the team (a “Team Delegate”) that meets the requirements set out in Section 2.3 sections (a) through (e), and so long as such individual to which the status is being assigned is not already a Team Delegate for another Team Member. The Association must be informed that a Team Member’s voting rights have been proxied to a Team Delegate via written notice to the Secretary by the Team Manager at least two (2) full business days prior to the meeting of Members. Proxies are only valid for the meeting for which it is given..
- (iii) **Proxy Voting.** Subject to 4.11, every Member entitled to vote at a meeting of Members may, by means of a proxy, appoint a proxy holder, or one or more alternate proxy holders, to attend and vote on behalf of the Member. In respect of all Members other than Team Members the proxy holder must be a Member. In the case of a Team Member the proxy may be another Member or a Team Delegate. A proxy must:
 - (A) Be submitted in written form to the Secretary by the proxying Member at least 48 hours prior to the meeting of the Members;
 - (B) Be in a form that complies with the Act;
- (iv) **Proxy Holder.** A proxy holder will only hold a maximum of two (2) proxies in addition to their own vote.
- (v) **Determination of Votes.** Votes will be determined by a show of hands, orally, ballot, or electronic ballot, unless a secret or recorded ballot is requested by a Member.
- (vi) **Majority of Votes.** Except as otherwise provided in these By-laws, an Ordinary Resolution will decide each issue.

- (vii) **Written Resolution.** A resolution signed by all the Members entitled to vote on that resolution at a meeting of the Members is as valid as if it had been passed at a meeting of the Members.

ARTICLE 5 GOVERNANCE

- 5.1 Directors.** The Board shall consist of fourteen (14) elected directors (“Directors-at-Large”) and the Past President (together “Directors”). The number of directors at any time shall be set by Special Resolution of the Members at any Annual or Special Meeting; provided that no decrease in the number of directors shall have the effect of shortening the term of any incumbent director and that such Special Resolution shall only apply until the next Annual Meeting for the Members.
- (a) Composition of the Board. The Board will consist of the following:
- (i) Fourteen (14) Directors-at-Large; and
 - (ii) The Past President.
- 5.2 Portfolios of Directors-at-Large.** Directors-at-Large who are not elected as Officers of the Association, may be appointed, by the Board, to serve as Directors of various portfolios related to the operations of the Association (e.g., Rep Director, Sponsorship and Fundraising Director, etc.). Directors-at-Large may have more than one portfolio and may be assigned and removed duties by Ordinary Resolution of the Board.
- 5.3 Past President.** The immediate past president of the Association will be appointed onto the Board (“Past President”) provided that this individual is interested in serving in the position and has been approved by Ordinary Resolution of the Board. If the past president is not willing to serve in this position or the Board fails to pass an Ordinary Resolution, the position of Past President will be vacant.
- 5.4 Eligibility of Directors.** To be eligible to hold office as a Director, an individual must:
- (a) Be eighteen (18) years of age or older;
 - (b) Have not have been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property;
 - (c) Have the power under law to contract;
 - (d) Have not been declared incapable by a court in Canada or in another country;
 - (e) Not have the status of bankrupt; and
 - (f) Not be a paid employee, consultant or contractor of the Association or any team affiliated with the Association

5.5 Election of Directors.

- (a) **Nominations Committee.** The Board will appoint a Nominations Committee. The Nominations Committee will be responsible for establishing procedures for seeking nominations for the election of the Directors-at-Large and then soliciting and receiving those nominations. No individual seeking election or re-election as Director-at-Large in the subject election may participate in the Nominations Committee. The Nominations Committee shall present to the Board all nominees that meet the conditions of Section 5.5 (b) and make recommendation to the Board as to the nominees it feels best serves the Association. .
- (b) **Nomination.** Any nomination of an individual for election as a Director must:
 - (i) be from a Member of the Association, and be seconded by a second Member of the Association;
 - (ii) Include the written consent of the nominee;
 - (iii) Comply with any procedures established by the Nominations Committee including any mandated interviews with such Committee; and
 - (iv) Be submitted to the Secretary of the Association at least fourteen (14) days prior to the subject members meeting.
- (c) **Nominations from the Floor.** Nominations will not be accepted from the floor at a members meeting.
- (d) **Circulation of Nominations.** Valid nominations will be circulated to Members no less than ten (10) days prior to the Annual Meeting.
- (e) **Elections.** Elections for Directors-at-Large will be decided by Ordinary Resolution of the Members in accordance with the following:
 - (i) **Number of Votes.** Each Member may vote for as many nominees as there are available positions.
 - (ii) **Less Nominations than Available Positions.** If there are less nominations than available positions then all nominee(s) are declared winners by Ordinary Resolution and the Board shall then subsequently appoint eligible individuals(s) to the available positions until they are filled.
 - (iii) **Equal number of Nominations and Available Positions.** If there are an equal number of nominations and available positions the all nominee(s) are declared winners declared by Ordinary Resolution.
 - (iv) **More Nominations than Available Positions.** The nominee(s) with the highest number of votes will fill the available positions until the all the available positions have been filled. In the case of a tie for the final available position, a second vote will be conducted between the tied

nominees. In the case of a tie of the second vote, the Chair of the meeting shall cast the deciding vote.

- 5.6 Post-Election Director Eligibility.** An elected or appointed Director who does not meet the eligibility requirements for election as Director will have sixty (60) days to become eligible for the position or will be removed as a Director of the Association. During this period the Director may not vote in their capacity on the Board.
- 5.7 Director-at-Large Terms.** The Directors-at-Large shall be elected for a term of three years and until their successors are elected and qualified. The Directors-at-Large shall be divided into three classes as nearly equal in number as possible and one class shall be elected annually. If the classes are not nearly equal in size, terms of one and two years for newly elected Directors-at-Large may be employed to balance the class sizes, and the term of each newly elected Director-at-Large in that case shall be determined by Ordinary Resolution of the Board.
- 5.8 Director Resignation.** A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board. This resignation will become effective the date on which the notice is received by the Secretary or at the time specified in the notice, whichever is later. When a Director who is subject to a disciplinary investigation or action of the Association resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.
- 5.9 Director Vacating Office.** The office of any Director will be vacated automatically if the Director:
- (a) Misses three (3) meetings in a 12-month period, unless approved otherwise by the Board;
 - (b) Does not actively participate on one of the Association's Committees, unless approved otherwise by the Board;
 - (c) Resigns;
 - (d) Ceases to have the necessary qualifications and eligibility requirements set out in Section 5.4; or
 - (e) Dies.
- 5.10 Director Removal.** An elected Director may be removed by Ordinary Resolution of the Members at a meeting of the Members provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting.
- 5.11 Board Vacancy.** Where the position of a Director becomes vacant for whatever reason, the Board of Directors, by Ordinary Resolution, will appoint a qualified individual to fill the vacancy for the remainder of the term.
- 5.12 Board Meetings.** Meetings of the Board shall be held as follows:

- (a) **Call of Meeting.** A meeting of the Board will be held at any time and place as determined by the President, Vice President or by written requisition of at least two (2) Directors.
- (b) **Meeting Chair.** The President shall preside at meetings of the Board. If the President is not present within 15 minutes after the time appointed for the holding of the meeting, or chooses not to preside, the First Vice-President shall preside at meetings of the Board. If the President or First Vice President are not present within 15 minutes after the time appointed for the holding of the meeting, or choose not to preside, a designee, as determined by the Board, shall preside at meetings of the Board. However, if at a meeting the Board's designee is not present within 15 minutes after the time appointed for the holding of the meeting, the Directors present shall choose a person from their number to be the chair, provided a quorum is present.
- (c) **Meeting Notice.** Written notice, served other than by mail, of meetings of the Board will be given to all Directors at least seven (7) days prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the Annual Meeting of the Association.
- (d) **Board Meeting with New Directors.** For a first meeting of the Board held immediately following the election of Directors at a meeting of the Members, or for a meeting of the Board at which a Director is appointed to fill a vacancy on the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director(s).
- (e) **Number of Meetings.** The Board will hold at least six (6) meetings per year.
- (f) **Board Meeting Quorum.** At any meeting of the Board, quorum will be forty (40) percent of Directors holding office.
- (g) **Board Voting.** Each Director is entitled to one vote. Voting will be by a show of hands, written, or orally unless a majority of Directors present request a secret ballot. Resolutions will be passed by Ordinary Resolution.
- (h) **No Alternate Directors.** No person shall act for an absent Director at a meeting of directors.
- (i) **Written Board Resolutions.** A resolution in writing signed by all the Directors is as valid as if it had been passed at a meeting of the Board.
- (j) **In-Camera Board Meetings.** The Board may, by Ordinary Resolution, conduct and consider business in-camera.

- (k) **Closed Meetings.** Meetings of the Board will be closed to Members, Registrants and the public except by invitation of the Board. Notwithstanding the foregoing, meetings of the Board shall be open to members of the Management Committee who are not Directors, unless such meetings are designated as in-camera.
- (l) **Meetings by Telecommunications.** A meeting of the Board may be held by telephone conference call or by means of another telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting.

5.13 Duties of Directors.

- (a) **Standard of Care.** Every Director will:
 - (i) Act honestly and in good faith with a view to the best interests of the Association; and
 - (ii) Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

5.14 Powers of the Board.

- (a) **Powers of the Association.** Except as otherwise provided in the Act or these By-laws, the Board has the powers of the Association and may delegate any of its powers, duties, and functions.
- (b) **Empowered.** The Board is empowered, including but not limited to:
 - (i) Make policies and procedures or manage the affairs of the Association in accordance with the Act and these By-laws;
 - (ii) Make policies and procedures relating to the discipline of Members and Registrants, and have the authority to discipline Members and Registrants in accordance with such policies and procedures;
 - (iii) Make policies and procedures relating to the management of disputes within the Association and deal with disputes in accordance with such policies and procedures;
 - (iv) Employ or engage under contract such persons as it deems necessary to carry out the work of the Association;
 - (v) Determine registration procedures, programming and team fees, and determine other registration requirements;
 - (vi) Enable the Association to receive donations and benefits for the purpose of furthering the objects and purposes of the Association;
 - (vii) Make expenditures for the purpose of furthering the objects and purposes of the Association;

- (viii) Borrow money upon the credit of the Association as it deems necessary in accordance with these By-laws; and
- (ix) Perform any other duties from time to time as may be in the best interests of the Association.

ARTICLE 6 OFFICERS AND MANAGEMENT

6.1 Composition of Officers. The Officers will be comprised of the President, First Vice President, Second Vice President, Treasurer, and Secretary. At the first Board Meeting after the election of Directors at an Annual Meeting, the Directors will appoint amongst themselves the officer's positions for a one (1) year term.

6.2 Officer Duties. The duties of Officers are as follows:

- (a) **President.** The President will be the chair of the Board, will preside at the Annual and Special Meetings of the Association and at meetings of the Board unless otherwise designated, will oversee and supervise office staff, will be the official spokesperson of the Association, and will perform such other duties as may from time to time be established by the Board.
- (b) **First Vice-President.** The First Vice-President will, in the absence or disability of the President, perform the duties and exercise the powers of the President, and will perform such other duties as may from time to time be established by the Board.
- (c) **Second Vice-President.** The Second Vice-President will, in the absence or disability of the First Vice President, perform the duties and exercise the powers of the First Vice President, and will perform such other duties as may from time to time be established by the Board.
- (d) **Secretary.** The Secretary will be responsible for the documentation of all amendments to the Association's By-laws, will ensure that all official documents and records of the Association are properly kept, cause to be recorded the minutes of all meetings, will prepare and submit to each Meeting of the Members and other meetings a report of all activities since the previous Meeting of the Members or other meetings, will give due notice to all Members of the Meeting of the Members of the Association, and will perform such other duties as may from time to time be established by the Board.
- (e) **Treasurer.** The Treasurer will, subject to the powers and duties of the Board, keep proper accounting records as required by the Act, will cause to be deposited all monies received by the Association in the Association's bank account, will supervise the management and the disbursement of funds of the Association, when required will provide the Board with an account of financial transactions

and the financial position of the Association, will prepare annual budgets, and will perform such other duties as may from time to time be established by the Board.

- 6.3 Officer Removal.** An Officer may be removed by Ordinary Resolution at a meeting of the Board or of the Members, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such Ordinary Resolution is put to a vote.
- 6.4 Officer Vacancy.** Where the position of an Officer, excluding the President, becomes vacant for whatever reason and there is still a quorum of Directors, the Board may, by Ordinary Resolution, appoint an individual on the Board to fill the vacancy for the remainder of the vacant position's term of office. If the President position becomes vacant, the First Vice President shall become President, the Second Vice President shall become the First Vice President and the Board may appoint a replacement for the position of Second Vice President from among the Directors.
- 6.5 Other Management.** The Board may determine other management positions and appoint individuals to fill those positions ("Managers"). Managers need not be Directors.

ARTICLE 7 COMMITTEES

- 7.1 Management Committee.** The Association shall have a management committee composed of the Officers, Directors and/or Managers, as determined and approved by the Board, who may make decisions on behalf of the Board between Board meetings (the "Management Committee"). Any decision of the Management Committee may be amended by Ordinary Resolution of the Board.
- 7.2 Appointment of Committees.** The Board may appoint such committees as it deems necessary for managing the affairs of the Association and may appoint members of committees or provide for the election of members of committees, may prescribe the duties and terms of reference of committees, and may delegate to any committee any of its powers, duties, and functions.
- 7.3 Removal.** The Board may remove any member of any Committee by Ordinary Resolution.

ARTICLE 8 FINANCE AND MANAGEMENT

- 8.1 Fiscal Year.** The fiscal year of the Association will be from November 1st to October 31st, unless amended otherwise by the Board.
- 8.2 Bank.** The banking business of the Association will be conducted at such financial institution as the Board may determine.

8.3 Auditors. At each Annual Meeting the Members will appoint an Auditor to conduct, at a minimum, a notice-to-reader engagement of the books, accounts and records of the Association in accordance with the Act. In the case where the Association's revenue for the fiscal period is in excess of \$600,000, the Auditor shall conduct a review engagement of the books, accounts and records of the Association in accordance with the Act. The Auditor will hold office until the next Annual Meeting. The auditor will not be an employee, Officer, or Director of the Association and must be permitted to conduct their engagement of the Association under the Public Accounting Act, 2004, as amended.

8.4 Annual Financial Statements. The Directors will approve financial statements (evidenced by signature of one or more Directors) of the Association of the last fiscal year of the Association but not more than six (6) months before the Annual Meeting and present the approved financial statements before the Members at every Annual Meeting (the "Annual Financial Statements"). A copy of the most recently prepared Annual Financial Statements will be provided to any Member requesting a copy within twenty-one (21) days of request. The Annual Financial Statements will include:

- (i) The financial statements;
- (ii) The auditor's report; and
- (iii) Any further information respecting the financial position of the Association.

8.5 Books and Records. The necessary books and records of the Association required by these By-laws or by applicable law will be necessarily and properly kept. The books and records include, but are not limited to:

- (i) The Association's articles and By-laws;
- (ii) The minutes of meetings of the Members;
- (iii) The resolutions of the Members;
- (iv) The minutes of meetings of the Directors;
- (v) The resolutions of the Directors and of any committee of Directors;
- (vi) A register of Directors;
- (vii) A register of Officers;
- (viii) A register of Members; and
- (ix) The Annual Financial Statements

8.6 Finance Policy. The Association shall develop, maintain and adhere to a financial governance policy.

- 8.7 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 Board may determine.
- 8.8 Borrowing.** The Association may borrow funds under such terms and conditions as the Board may determine, as permitted by the Act.
- 8.9 Borrowing Restriction.** The Members may, by Special Resolution, restrict the borrowing powers of the Board but a restriction so imposed expires at the next Annual Meeting.
- 8.10 No Remuneration.** All Directors shall serve their term of office without any form of remuneration from the Association or any team participating in the Association's programming, unless approved by at a meeting of Members, except for reimbursement of expenses, as an award or as a gift as approved by the Board. Any Director or member of a committee will disclose the conflict/potential conflict in accordance with these By-laws.
- 8.11 Insurance.** The Association will, at all times, maintain in force such Directors and Officers liability insurance.

ARTICLE 9 GENERAL PROVISIONS

- 9.1 Registered Office.** The registered office of the Association will be located within the Province of Ontario.
- 9.2 Corporate Seal.** The Association may have a corporate seal, which may be adopted and may be changed by Ordinary Resolution of the Board.
- 9.3 Conduct of Meetings.** Unless otherwise specified in these By-laws, meetings of the Members and meetings of the Board will be conducted according to Robert's Rules of Order (current edition).
- 9.4 Interpretation.** Words importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate. Words importing an organization name, title, or program will include any successor organizational name, title, or program.
- 9.5 Ruling on By-laws.** Except as provided in the Act, the Board will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Association. If any conflict arises between the provisions of the Act and these By-laws, the provisions of the Act will prevail.
- 9.6 Suspend Rules.** The rules and regulations contained herein may be temporarily waived or altered for any single occasion with the consent of not less than two-thirds of the Members present.

9.7 Amendment. These By-laws may only be amended, revised, repealed or added to in accordance with the Act, and by a Special Resolution of the Members present at a meeting duly called to amend, revise or repeal these Bylaws. Upon affirmative vote, any amendments, revisions, addition or deletions will be effective immediately, unless determined otherwise by the Members.

9.8 Notice.

- (a) **Written Notice.** In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, email, or courier to the email address or address of record of the individual, Director, Officer, Member, or Registrant as applicable.
- (b) **Date of Notice.** Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically as sent where the notice emailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is post-marked.
- (c) **Error in Notice.** An error in notice, or the accidental omission to give notice, of a meeting of the Board or of the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting.
- (d) **Dissolution.** The Association may be dissolved in accordance with the Act and its assets will be distributed to an organization with similar objectives as determined by the Board.

9.9 Indemnification.

- (a) **Will Indemnify.** The Association will indemnify and hold harmless out of the funds of the Association each Director, Officer, Manager and any individual who acts at the Association's request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director, Officer, Manager or and any individual who acts at the Association's request in a similar capacity.
- (b) **Will Not Indemnify.** The Association will not indemnify a Director, Officer Manager or any individual who acts at the Association's request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon him or her under the Act. For further clarity, the Association will not indemnify an individual unless:
 - (i) The individual acted honestly and in good faith with a view to the best interests of the Association; and

- (ii) If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty and the individual had reasonable grounds for believing that his or her conduct was lawful.

- 9.10 No Gain for Members.** The Association will be carried on without the purpose of financial gain for its Members and any profits or other accretions to the Association will be used in promoting its objects.
- 9.11 Conflict of Interest.** A Director or member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract, transaction or issue with the Association will disclose fully and promptly the nature and extent of such interest to the Board 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 Act regarding conflict of interest.
- 9.12 Ratification.** These By-laws were ratified by a Special Resolution of the Members.
- 9.13 Repeal of Prior By-laws.** In ratifying these By-laws, the Members of the Association repeal all prior By-laws and/or the constitution of the Association provided that such repeal does not impair the validity of any action done pursuant to the repealed by-laws and/or constitution.

ARTICLE 10 INTERPRETATION

10.1 Definitions

In these By-laws, the following terms shall have the meanings as set out below and grammatical variations of such terms shall have corresponding meanings:

“**Act**” means the Ontario Corporations Act or any successor legislation, including the Not-for-Profit Corporations Act, 2010 (upon becoming law).

“**Auditor**” means an individual, partnership or corporation appointed by the Members at the Annual Meeting to audit the books, accounts, and records of the Association for a report to the Members at the next Annual Meeting in accordance with the Act.

“**Board**” means the Board of Directors of the Association.

“**Association**” means the Leaside Baseball Association.

“**Days**” means days, including weekends and holidays.

“**Director**” means an individual elected or appointed to serve on the Board pursuant to these By-laws.

“Officer” means an individual elected or appointed to serve as an officer of the Association pursuant to these By-laws.

“Ordinary Resolution” means a resolution passed by a majority of the votes cast on that resolution.

“Registrant” means those individuals who are registered with the Association, and the guardians of those individuals if the individual is under 18 years of age, who are engaged in activities, or are registered to be engaged in activities, that are provided, sponsored, supported or sanctioned by the Association and which may include, but are not limited to, athletes, parents, coaches, managers, administrators, umpires, and volunteers.

“Special Resolution” means a resolution passed by not less than two-thirds of the votes cast on that resolution or signed by all the Members entitled to vote on that resolution.

“Team Manager” means an individual that is registered with the Association and appointed by the Management Committee to be the manager of a senior, junior, elite, rep or select team approved by and participating in the Association’s programming by Ordinary Resolution of the Board;