

SOO MINOR BASEBALL ASSOCIATION

CONSTITUTION



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Article 1. NAME

Section 1.01 This non-profit organization shall be known as the: SOO MINOR BASEBALL ASSOCIATION INC. (S.M.B.A)

Article 2. PURPOSE

Section 2.01 The purpose of the Association shall be to foster, promote, and teach amateur baseball within the recreational boundaries of Sault Ste. Marie, Ontario and to provide maximum opportunity to all eligible individuals.

Section 2.02 To develop, organize and control team competition throughout the area of operation to the maximum of playing accommodations and financial resources, all to be administered by elected volunteers.

Section 2.03 To provide a wholesome baseball experience for the players, coaches, officials and parents.

Section 2.04 Adopt, implement and enforce policies, procedures guidelines and agreements as required (ie. Code of Conduct, Finance, Competitive Stream, Facilities Use etc.)

Section 2.05 Policies and procedures may be implemented and updated as approved by the BOD throughout the year.

Article 3. AFFILIATION

Section 3.01 This Association is to be affiliated with the ONTARIO BASEBALL ASSOCIATION (O.B.A.)

Section 3.02 Soo Minor Baseball Association is the local affiliate of Algoma Baseball Association.

Article 4. MANAGEMENT

Section 4.01 The management of the affairs of the S.M.B.A. shall be vested in the Board of Directors of S.M.B.A. as elected or appointed with full power to take any action as they see fit within the scope of this constitution.

Article 5. CONSTITUTION AMENDMENTS

Section 5.01 The Association may add to/delete from or change the articles of the constitution from time to time, for any purpose relating to the affairs of S.M.B.A.

Section 5.02 An amendment to the constitution may only be made at an annual meeting and must have a two-thirds majority of the votes cast in order to carry. Notice of any proposed amendment must be filed with the secretary of S.M.B.A. in writing or by email by September 15th, prior to the annual meeting and the secretary shall present such amendment at the annual meeting. An amendment shall become effective at the end of the meeting at which it was passed.

Section 5.03 An amendment may only be proposed by a member of the S.M.B.A. in good standing as per Article 6 and seconded by a member in good standing.

Article 6. MEMBERSHIP

Membership in the Association may be granted to individuals who shall agree to abide by and comply with this By-law and all other policies, rules regulations and guidelines of Association in force and effect from time to time.

Section 6.01 Classes of Membership

- (a) Active Membership – includes all elected or appointed Board Directors, each team registered with Soo Minor Baseball Association and any employees of SMBA. Board Members in this classification shall be entitled to one (1) vote per person and Teams registered to the association shall be entitled to one (1) vote per team.
- (b) Player/Parent/Guardian Membership: includes all registered players, or parents and/or legal guardians of a registered player where the registered player is under the age of eighteen (18) years, who have paid their registration fees in full and are in good standing. Each parent and/or legal guardian of a registered player shall be entitled to one (1) vote per player registered, with a limit of one (1) vote per parent or legal guardian.
- (c) Honorary Lifetime Membership (Merit Scroll) – includes a membership granted to an individual who has rendered extraordinary and distinguished service to the Association and has been expressly named by a duly passed resolution of the Board. These Members shall have one (1) vote and may attend the Annual General Membership.
- (d) One Person – One Class of Membership – although it is possible for a Member to be qualified for more than one (1) class of Membership in the Association, no person may hold Membership in more than one (1) class of membership. It is, therefore, mandatory that each Member shall declare himself/herself prior to the start of any meeting of the Membership and advise the chairperson of the Membership class he/she wishes to be a part of. Once the meeting is called to order, the Member must remain in that class of Membership and may not change to another category or class of Membership for the duration of the meeting.

Section 6.02 Membership List

- (a) The Secretary of the Board shall prepare and maintain a list of all current Active Members, Parent/Guardian Members, Honorary Lifetime Members (Merit Scroll), and This list shall be updated as necessary and made available to Members upon request as contemplated in the Not-for-Profit Corporations Act. Such list of Members shall be used to determine eligibility to attend and vote at any meeting of the Membership.
- (b) Unless otherwise determined by these By-Laws, every Membership, other than Honorary Lifetime Memberships, shall commence immediately following the Annual General Meeting and shall terminate immediately following the next Annual General Meeting.

Section 6.03 Termination of Membership

- (a) Membership in the Association shall not be transferable and shall terminate upon Member's resignation, failure to qualify for membership, or death.
- (b) Members may resign from the Association by submitting a letter of resignation to the Secretary of the Association who will in turn notify the Board. The resignation shall take effect on the later date the resignation was delivered or a later date as may be specified in the letter of resignation.

- (c) Any Member whose conduct is considered by the Board to be contrary to the Association's code of conduct and/or the purposes of the Association shall be asked by the Board to explain or justify his or her actions. If this member is unwilling or unable to do so within fifteen (15) days, he or she may be asked by the Board to resign from the Association. If the Member does not resign, the Board shall give proper notice of motion, to be considered at the next Board meeting, requesting the necessary steps for the correction of conduct and/or the expulsion of the Member. A copy of this motion shall be communicated to the Member concerned within a reasonable period of time for that person to make a written response. If a response is made, it shall be circulated with the notice of motion. Approval of such motion shall require a two-thirds (2/3) majority of all current eligible Board Members in attendance at the meeting in a ballot conducted at that meeting. The Member concerned shall be invited to attend the meeting and to explain his or her position before the vote is taken.

Section 6.04 Absenteeism

- (a) Unless otherwise determined by the Board, where there is insufficient reason or explanation, the absence of a Director from four (4) consecutive Board Meetings or the absence of a Director from five (5) out of eight (8) consecutive Board Meetings without just cause, shall be brought to the Membership with a recommendation by the Board for removal of the Director.

Section 6.05 Resignation

- (a) A Director of the Board may resign his or her Directorship by submitting a letter of resignation to the President of the Association. The resignation shall be deemed to be effective on the date it was received or as of any future date contemplated in the letter of resignation.

Section 6.06 Conflict of Interest

- (a) Every Director who directly or indirectly has a personal or a financial interest in a proposed or existing contract or transaction or other matter relating to the Association shall make full and fair declaration of the nature and extent of the interest at a Board Meeting prior to the expense being incurred or at the next regularly scheduled Board Meeting.
- (b) The declaration of a conflict of interest shall be made at the Board Meeting at which the question of entering into the contract or transaction or other matter is first taken into consideration, or if the Director is not in attendance, at the next Board Meeting that he or she attends. If the Board has begun consideration of a contract, transaction or matter prior to the election or appointment of a Director who has a conflict of interest, the Director shall declare his or her conflict at the first Board Meeting he or she attends after his or her election or appointment.
- (c) After making such a declaration, no Director in a conflict of interest shall vote on such a contract or transaction or other matter nor shall he or she be counted in the quorum with respect to such a contract or transaction or other matter. The Director shall not participate in discussion and shall absent himself or herself from the meeting when any item that the presiding Chairperson considers a conflict is being discussed by the Board or any of its Committees.
- (d) The Director shall not solicit information on any such contract or transaction or any other matter.
- (e) The Director shall not be provided with any information on any such contract, transaction or other matter by the Board, any of its Committees or its employees.
- (f) If a Director has made a declaration of an interest in a contract or transaction or other matter in compliance with this Article, the Director is not accountable to the Association for any profit or other gain realized from the contract, transaction or other matter.
- (g) If a Director fails to make a declaration of interest in a contract or transaction or other matter in compliance with this Article, the Director shall be accountable to the Association and shall reimburse it for all profits realized, directly or indirectly, from such a contract or transaction or other matter and shall submit his or her resignation to the Board immediately thereafter.

- (h) Any person seeking election or appointment as a Director shall declare any conflict of interest in advance of seeking election to such office. All candidates should read the policy on conflict of interest guidelines which are contained in this Article prior to his or her election or appointment.

Article 7. BOARD OF DIRECTORS

Article 7.01 The Board of Directors of the league shall consist of the following:

VOTING DIRECTORS

- 1. President (2-year term)
- 2. First Vice President of Administration (2-year term)
- 3. Second Vice President of Baseball Operations (2-year term)
- 4. Third Vice President of Publicity (2-year term)
- 5. Fourth Vice President of Communications (2-year term)
- 6. Secretary (2-year term)
- 7. Equipment Manager (2-year term)
- 8. Treasurer (2-year term)
- 9. Umpire in Chief (2-year term)
- 10. League Scheduler (2-year term)
- 11. Player/Coaching Development Liaison (All Levels) (2-year term)
- 12. Special Events Coordinator (2-year term)

NON-VOTING DIRECTORS

- 1. Divisional Convenors (1-year term)
 - a) Junior T-Ball
 - b) T-Ball
 - c) Junior 9U
 - d) 9U
 - e) 11U
 - f) 13U
 - g) 16U
 - h) 18U
 - i) 18+ Open
- 2. Competitive Stream Convenor (1-year term)
- 3. Treasurer of Lottery Account (2-year term)
- 4. Immediate Past President

Section 7.02 REMOVED

Section 7.03 It is preferable that no person occupy more than one position of director unless approved by the BOD and all efforts were made to fulfil such occupancies

Section 7.04 The Immediate Past President is an ex-officio position and is the last person to hold the position of President. The Immediate Past President will only be considered as a voting member of the BOD should the current BOD ratify annually to agree to the same.

Article 8. ELECTION OF BOARD OF DIRECTORS

Section 8.01 Each 1-year term position listed in article 7.01 will be elected annually at the annual general membership meeting. Each 2-year term position listed in article 7.01 will be elected biennially at the annual general membership meeting in the following manner:

Positions to be elected in years ending in odd numbers:

- President
- Second Vice President of Baseball Operations
- Secretary
- League Scheduler
- Special Events Coordinator
- Treasurer of Lottery Account

Positions to be elected in years ending in even numbers:

- First Vice President of Administration
- Third Vice President of Publicity
- Fourth Vice President of Communications
- Equipment Manager
- Treasurer
- Umpire in Chief
- Player/Coaching Development Liaison (All Levels)

Section 8.02 Anyone filling the Office of the President must have spent the last two years on the Board of Directors in one of the positions as listed in Articles 7.01 or 7.02.

Anyone filling the role of Umpire in Chief must be a qualified Umpire with OBA at level 3.00 or higher.

Section 8.03 Any Board of Director position that is left vacant after an annual general membership meeting should be appointed by the Board of Directors. Article 7.03 will apply. A position that is filled by appointment must be offered for election at the next annual general membership meeting, regardless of term length, and then resume normal election terms in article 8.01.

Section 8.04 *REMOVED*

Section 8.05 Each member running shall be duly nominated and seconded by a member of good standing.

Section 8.06 Each member in good standing shall be allowed one vote per position and the person obtaining the greatest number of votes shall be elected.

Section 8.07 In the event of a tie, the President shall cast the tie-breaking vote. (see also Article 10).

Section 8.08 If a person is absent from the meeting, that person shall be considered as not standing for election unless he or she has given a letter to the President indicating his or her intention of running, duly nominated and seconded by members in good standing.

Section 8.09 Voting by proxy is not allowed.

Section 8.10 Nominees must step out of the meeting to allow for possible discussion and a vote.

Article 9. DUTIES OF THE BOARD OF DIRECTORS

The Board of Directors of S.M.B.A. shall:

Section 9.01 Be empowered to carry out all the business of the Association and hold meetings as it is deemed necessary.

Section 9.02 Be empowered to appoint a member in good standing to fill a vacant position in the Board of Directors.

Section 9.03 SUGGESTED DUTIES OF BOARD OF DIRECTORS

1) PRESIDENT

- a) *Preside over meetings*
- b) *Signing officer of financial transactions*
- c) *Enforce constitution*
- d) *Ensure all Board of Directors perform their duties*
- e) *Represent Soo Minor Baseball Association*
- f) *Call special meetings when required*
- g) *Be an ex-officio member of all committees*
- h) *Perform other duties which pertain to the office of President*

2) FIRST VICE PRESIDENT OF ADMINISTRATION

- a) *Assume the duties of the President in absence for any reason*
- b) *Liaison with City staff*
- c) *Forms a committee to handle affairs necessary for the operation of the field complex Sinclair Yards*
- d) *Organize capital projects at Sinclair Yards*
- e) *Responsible for purchasing field maintenance equipment and supplies*
- f) *Coordinate with the Competitive Stream Convenor*

3) SECOND VICE PRESIDENT OF BASEBALL OPERATIONS

- a) *Assume the duties of the First VP in absence for any reason*
- b) *Chairperson for team drafts and game schedules*
- c) *Chairperson for the Divisional Convenors Committee*
- d) *Sits on the rules committee and the Fields committee*
- e) *Coordinate/schedule the daily maintenance staff*

4) THIRD VICE PRESIDENT OF PUBLICITY

- a) *Assume the duties of the Second VP in absence for any reason*
- b) *Secure team sponsorships*
- c) *Sell advertising space around Sinclair Yards*
- d) *Develop new sponsorship opportunities*
- e) *Maintain partnerships with local businesses*
- f) *Work with Treasurer for invoicing*
- g) *Coordinate with the Vice President of Communication*

5) FOURTH VICE PRESIDENT OF COMMUNICATION

- a) *Manage the S.M.B.A website and social media accounts*
- b) *Add content as necessary*
- c) *Give access to other members to add content as necessary*
- d) *Act as the contact person with website and registration system provider*
- e) *Manage all association email accounts*
- f) *Send email blasts to all parents*
- g) *Oversee social media accounts and give access to social media person*
- h) *Prepare and publish online registration system*
- i) *Organize divisional lists*
- j) *Manage registrations waitlist*
- k) *Reimburse players who request refunds*
- l) *Reimburse players receiving financial assistance after funding is received*

- 6) SECRETARY
 - a) *Create and distribute minutes of all meetings*
 - b) *File copy of all correspondence sent or received*
 - c) *Answer correspondence*
 - d) *Send required notices of all meetings*
 - e) *Issue and record memberships*
 - f) *Maintain central file of minutes of all AGM and Board of Directors meetings*
 - g) *Maintain a central file of all discipline reports and supporting material provided by the Protest and Discipline committee*

- 7) EQUIPMENT MANAGER
 - a) *Control inventory of equipment and uniforms throughout the year*
 - b) *Replace and/or repair broken equipment as needed by teams*
 - c) *Be responsible for purchasing equipment*
 - d) *Submit annually a total inventory list of all S.M.B.A. equipment and uniforms*

- 8) TREASURER
 - a) *Monitor all bank accounts for the association*
 - b) *Prepare financial transactions*
 - c) *Responsible for handling all deposits of all cash and cheques*
 - d) *Prepare financial reports*
 - e) *Prepare and present the year-end financial statements including a comparative income statement comparing the previous year, budget for current year and actual for current year*
 - f) *Prepare annual budget*
 - g) *Perform regular bookkeeping duties including payroll*
 - h) *Responsible for all accounts payable and accounts receivable*
 - i) *Assist in grant applications*
 - j) *Check the SMBA post office box*

- 9) UMPIRE IN CHIEF
 - a) *Recruits, trains and schedules umpires*
 - b) *Ensures interpretation and enforcement of rules remain uniform and consistent throughout the year*
 - c) *Co-ordinate payments of umpires*
 - d) *Sits on all rules and protest committees.*

- 10) LEAGUE SCHEDULER
 - a) *Make schedules for all leagues and facilities.*
 - b) *Make schedules for Mid-Season Tournaments and Playoffs*
 - c) *Notify the canteen when games will be held.*
 - d) *Schedule makeup games.*
 - e) *Manage field bookings and practices.*
 - f) *Coordinate with Umpire in Chief to ensure all games are appropriately staffed.*

- 11) PLAYER/COACHING DEVELOPMENT LIAISON (ALL LEVELS)
 - a) *Responsible for supporting coaches*
 - b) *Responsible for educating coaches*
 - c) *Identify weaknesses in player development and implement strategies to address them.*
 - d) *Develop and implement training programs and guides for coaches and players.*

- 12) SPECIAL EVENTS COORDINATOR
 - a) *Coordinate with VP of Baseball Operations*
Assist and Co-Chair any special events including but not limited to; drafts, game schedules, tournaments, banquets etc.

- 13) **TREASURER OF LOTTERY ACCOUNT**
 - a) *Prepare all financial transactions for lottery account*
 - b) *Ensure responsibilities under Alcohol and Gaming Commission of Ontario are adhered to*
 - c) *Communication with License Coordinator Corporate Services, City of Sault Ste. Marie*
 - d) *Communication with Soo Minor Baseball Treasurer regarding lottery account*

- 14) **DIVISIONAL CONVENORS**
 - a) *Represents their division at divisional convenor meetings*
 - b) *Co-ordinate their division in the area of:*
 - i) *Rules distribution, interpretation and enforcement*
 - ii) *Review and approve proposed schedule*
 - iii) *Player evaluation and draft*
 - iv) *Equipment replacement (from equipment manager)*
 - v) *Information*
 - vi) *Update scores*
 - c) *Sits on all Committees that involve their division*

- 15) **IMMEDIATE PAST PRESIDENT**
 - a) *Assist the incoming president in the transition period*
 - b) *Accept short term assignments and other duties as directed by president and/or the Board of Directors*

Article 10. MEETINGS

Section 10.01 AGM Meeting

- 1) **Frequency** - minimum of once per year
- 2) **Location** - will be designated prior to the meeting
- 3) **Quorum** - a quorum shall consist of six members
- 4) **Voting** - each member shall have one vote and in the event of a tie, the President shall cast the tie- breaking vote. The President shall not vote unless there is a tie.
- 5) **Agenda** - Annual AGM Meeting Agenda to be as follows:
 1. Review minutes from last AGM
 2. President's Report (for current year)
 3. Treasurer's Report (for current year)
 4. Constitutional Amendments
 5. Election of Board of Directors
 6. New Business

Section 10.02 Board of Directors Meetings

- 1) **Frequency** - minimum of once per month
- 2) **Location** - will be designated prior to each meeting
- 3) **Quorum** - a quorum shall consist of six Voting Directors from the Board of Directors
- 4) **Voting** - each member shall have one vote and in the event of a tie, the President shall cast the tie- breaking vote. The President shall not vote unless there is a tie.
- 5) **Conflicts of Interest** - Conflicts of interest must be declared at the

beginning of the meeting. The member must step out of the meeting room while the topic of conflict is being discussed.

- 6) Accessibility - All Board of Director meetings shall be made available electronically to allow for members of the Board of Directors to join remotely if necessary.

Section 10.03 All Board of Director Meetings and Annual General Membership Meetings shall generally follow Roberts Rules of Order (most recent edition) in terms of procedural rules for meetings and for the contents of meeting minutes.

Article 11. HOUSE LEAGUE LEVELS

Section 11.01 The house league may be composed of the following levels:

- 1) Junior T-Ball 4-5 years old
- 2) T-Ball 6-7 years old
- 3) Junior 9U 8 years old
- 4) 9U 8-9 years old
- 5) 11U 10-11 years old
- 6) 13U 12-13 years old
- 7) 16U 14-16 years old
- 8) 18U 16-18 years old
- 9) 18+ Open 18+ years old

Article 12. REGISTRATION

Section 12.01 The Board of Directors will set a registration fee for each year and a date by which registration must be received by the Association.

Section 12.02 Each player will be registered with proof of age.

Section 12.03 The determination of a player's age category will be by calendar year (i.e. January 1, EXAMPLE: A player who turns 12 in December would play 13U). Special circumstances depend on league enrolment and an individual player's talent. Final decision will be made by Board of Directors.

Section 12.04 Registration fees are to be paid to SMBA upon registration. (see yearly registration form).

Section 12.05 After registration date, a player will only be accepted by the consent of the Board of Directors through a "waiting list" procedure.

Section 12.06 It is the intent of the S.M.B.A. to allow all to play baseball that wish to play.

Section 12.07 Female athletes may request to play down a league.

Article 13. COMPETITIVE STREAMS

Section 13.01 SMBA shall coordinate and oversee all Competitive Stream activities.

Section 13.02 Adopt, enforce and implement SMBA Competitive Stream Program Guidelines

Section 13.03 The Competitive Stream Convenor shall establish a coaching selection committee and hold interviews for all coaching candidates. The committee shall make a recommendation to the executive for the following year's coaches.

Section 13.04 The Competitive Stream Convenor shall chair meetings with all Competitive Stream coaches and report back to the appropriate VP and/or BOD.

APPENDIX-A Definitions

In this By-law and all other By-laws and Resolutions of the Soo Minor Baseball Association unless the context otherwise requires:

- "AGM" means the required Annual General Meeting of the Association;
- "Association" means Soo Minor Baseball Association. (or such name as the Association may in the future legally adopt);
- "BC" means Baseball Canada;
- "Board/BOD" means the Board of Directors of the Association; "By-laws" means this by-law (including schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;
- "Competitive Stream" means all levels of baseball beyond the traditional house league organizational structure (Select; dedicated and house, rep. etc.)
- "OBA" means the Ontario Baseball Association
- "Chair" means the chair of the Board;
- "Code of Conduct" means the Code of Conduct that is included as an Appendix to this document;
- "Corporation" means the Soo Minor Baseball Association (or such name as the Association may in the future legally adopt);
- "Not-for-Profit Corporations Act" means the Not-for-Profit Corporations Act, 2010 (Ontario), , and any statute amending or enacted in substitution therefore, from time to time;
- "Director" means an individual who has been elected or appointed to the Board of Directors of the Association;
- "Letters Patent" mean the Letters Patent incorporating the Association, as from time to time amended by Supplementary Letters Patent;
- "Members" means all classes of membership in the Association as provided for in Article; "Membership" means all classes of memberships in the Association as provided for in referenced Article.
- "Member in Good Standing" means that, within the Association, that particular Member: has met all of his or her financial obligations owed to the Association; is not under any suspension levied or imposed by the Association, Baseball Canada, Ontario Baseball Association; has no outstanding property of the Association after being requested to return such property; has submitted all required financial statements or other documentation required pertaining to Association activities (i.e., team operations, committees, etc.); and is not litigating against the Association without having first exhausted all other avenues of appeal;
- "Officer" means an officer of the Corporation;
- "Parent" means a parent or legal guardian of a child who is duly registered to play baseball with the Association;
- "Policies" means written statements governing issues affecting the affairs of the Association, which have been considered and approved by the Board of Directors of the Association from time to time.