SOO MINOR BASEBALL ASSOCIATION INC.
PURPOSE

1. 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.

2. 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.

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

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

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

SOO MINOR BASEBALL ASSOCIATION INC.
BY-LAWS

ARTICLE I GENERAL

1.1 Purpose – These By-laws relate to the general conduct of the affairs of the Soo Minor Baseball Association Inc.

1.2 Definitions – The following terms have these meanings in these By-laws:

a) *Act* – the *Ontario Not-for-Profit Corporations Act, 2010* and its regulations made under it, as amended or re-enacted from time to time.
b) *Articles* – the instrument that incorporates the Association or modifies its incorporating instrument, including articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters patent, supplementary letters patent or a special act.
c) *Association* – the Soo Minor Baseball Association Inc.
d) *Auditor* – 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.
e) *Board* – the Board of Directors of the Association.
f) *Days* – calendar days (including weekends and holidays) with the exception that if the last day of a period of days falls on a holiday, the period of days terminates at midnight on the next day that is not a holiday.
g) *Director* – an individual elected or appointed to serve on the Board pursuant to these By-laws.
h) *Extraordinary Resolution* – a resolution passed by not less than eighty (80) percent of the votes cast on that resolution.
i) *In Writing* – shall include both hard copy and electronic communication in a form determined appropriate by the Board.
j) *Key Volunteer* – a position appointed by the Board to sit on committees and/or perform certain duties on behalf of the Board.
k) *Officer* – an individual elected or appointed to serve as an Officer of the Association pursuant to these By-laws.
l) *Ordinary Resolution* – a resolution that is (i) submitted to a meeting of the Members of the Association and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or (ii) consented to by each Member of the Association entitled to vote at a meeting of the Members of the Association or by the Member's attorney.
m) *Special Resolution* – a resolution that is (i) submitted to a special meeting of the Members of the Association duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast, or (ii) consented to by each Member of the Association entitled to vote at a meeting of the Members of the Association or by the Member's attorney**.**

1.3 Registered Office – The registered office of the Association will be located within the Province of Ontario and the municipality of Sault Ste. Marie.

1.4 No Gain for Members – The Association will be carried on without the purpose of gain for its Members and any profits or other accretions to the Association will be used in promoting its objects.

1.5 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.

1.6 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) as necessary for the orderly operation of the meetings of the Association.

1.7 Interpretation – Words importing the singular will include the plural 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.

1.8 Affiliations – The Association will be affiliated with the Algoma Baseball Association, Baseball Ontario, and Baseball Canada and will follow the published rules of those organizations unless they are in conflict with the By-laws, rules and regulations of the Association; in which case the Association's By-laws, rules and regulations shall take precedence.

ARTICLE II MEMBERSHIP

2.1 Categories – The Association has the following categories of Member:

a) Player Member – A player who has registered with the Association pursuant to **Section 2.2**.
b) Registered Volunteer Member – An individual who is coach, convenor, or other volunteer and who has registered with the Association pursuant to **Section 2.2**.
c) Director Member – An individual who is a Director of the Association and who has been elected or appointed to a Director position pursuant to **Article IV**.
d) Honourary Member – An individual who has been approved by resolution of the Board as an Honourary Member.

2.2 Registration – Each Member must register with the Association and agree to abide by the Association's By-laws, policies, procedures, rules and regulations or, if the Member is under the age of 18, have a parent or guardian agree to abide by the Association's By-laws, policies, procedures, rules and regulations on behalf of the Member.

Authority of Members

2.3 Membership Authority – The Members of the Association will have the following powers:

a) To appoint the Auditor or a person to conduct a review engagement;
b) To amend the By-laws;
c) To requisition meetings of the Members;
d) To elect and remove Directors; and
e) As provided in the Act and as otherwise in these By-laws.

Admission and Renewal of Members

2.4 Admission and Renewal of Members – Any candidate will be admitted or renewed as a Member if:

a) The candidate makes an application for membership in a manner prescribed by the Association;
b) The candidate was previously a Member, the candidate was in good standing when the candidate ceased to be a Member, unless the Board waives this requirement;
c) The candidate has paid fees as prescribed by the Board;
d) The candidate agrees to uphold and comply with the Association's governing documents;
e) The candidate meets any other condition of membership determined by the Board;
f) The candidate has met the applicable definition listed in **Section 2.1**; and
g) The candidate has been approved by Ordinary Resolution by the Board or by any committee or individual delegated this authority by the Board.

Membership Fees and Duration

2.5 Duration – Membership with the Association, for a non-Director, begins on the date the Board (or designate) accepts the candidate's registration and ends on a date common to all Members, as determined by resolution of the Board. It ends sooner if the Member withdraws from or is terminated from membership. For a Director Member, membership begins on the date the Director assumes office in accordance with these By-laws and ends when the individual ceases to be a Director. Membership for Honourary Members is indefinite.

2.6 Fees – Membership fees will be determined by the Board.

2.7 Arrears – A Member may be disciplined or may have their membership with the Association terminated in accordance with these By-laws for failing to pay membership dues or monies owed to the Association by the deadline dates prescribed by the Board. Any dues, subscriptions, or other monies owed to the Association by suspended or terminated Members will remain due.

2.8 Deadline – Members will be notified in writing of the membership fees at any time payable, and if the membership fees are not paid within sixty (60) days of the membership renewal date or notice of default, the Member in default may be disciplined or may have their membership terminated in accordance with these By-laws.

Compliance, Transfer, Suspension, Withdrawal, and Termination of Membership

2.9 Policy Compliance – As a condition for membership, a Member (or the Member's parent/guardian, on behalf of the Member, if the Member is younger than 18 years old) must comply with the Association's policies and procedures, as may be modified or updated at the discretion of the Board (or designate). Failure to comply with the Association's policies and procedures may result in discipline, or suspension or termination of membership.

2.10 Transfer – Membership in the Association is non-transferable.

2.11 Withdrawal – Any Member wishing to withdraw from membership may do so upon a notice in writing to the Association. The withdrawal becomes effective the day that the Board accepts the withdrawal. The withdrawing Member has no rights or privileges effective the day following the date the withdrawal application is accepted by the Board. A withdrawing Member has no continuing obligations to the Association, except for existing debts to the Association.

2.12 Suspension – A Member may be suspended, pending the outcome of a discipline hearing in accordance with the Association's policies related to discipline, or by Ordinary Resolution of the Board at a meeting of the Board provided the Member has been given notice of and the opportunity to be heard at such meeting. A Director Member may only be suspended from membership and not from their position as a Director. A suspended Director Member retains their right to attend, speak at, and vote at meetings of the Board unless removed in accordance with these By-laws.

2.13 Effects of Suspension – A suspended Member is not in good standing, may not vote at meetings of the Members, is not permitted to have any sport-related involvement with the Association, and may be subject to a probationary period or other restrictions before being reinstated to good standing.

2.14 Termination – Membership in the Association will terminate immediately upon:

a) The expiration of the Member's membership, unless renewed in accordance with these By-laws;
b) The Member fails to maintain any of the qualifications or conditions of membership described in these By-laws;
c) Acceptance, by the Board, of the Member's written notice of withdrawal;
d) Dissolution of the Association;

e) Not being a Member in good standing for twelve consecutive months;
f) The Member's death; or
g) Ordinary Resolution of the Board at a duly called meeting, provided fifteen (15) days notice is given and the Member is provided with reasons and the opportunity to be heard. 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.

2.15 Discipline – A Member may be disciplined in accordance with the Association's policies and procedures relating to the discipline of Members or, upon fifteen (15) days' written notice to a Member the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles or these By-laws. The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than five (5) days before the end of the fifteen (15) day period. The Board shall consider the written submission of the Member before making a final decision regarding the disciplinary action or termination of membership.

2.16 May Not Withdraw – A Member may not withdraw from the Association when the Member is subject to disciplinary investigation or action by the Association.

Good Standing

2.17 Definition – A Member will be in good standing provided that the Member:
a) Has not had their membership suspended or terminated, or had other membership restrictions or sanctions imposed;
b) Has completed and remitted all documents as required by the Association;
c) Has complied with the By-laws, policies, and rules of the Association;
d) Is not subject to a disciplinary investigation or action by the Association (or designate), or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
e) Has paid all required membership fees.

2.18 Privileges of Good Standing – Subject to these By-laws and other governing documents of the Association, Members in good standing may be entitled to the following privileges:
a) To attend, participate, and vote at meetings of the Members;
b) To participate in the Association's activities; and
c) To participate in other events associated with the Association.

ARTICLE III MEETINGS OF MEMBERS

3.1 Annual Meeting – The Association will hold an Annual Meeting of Members at such date, time and place as determined by the Board within the Province of Ontario. 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. Any Member, upon request, will be provided, not less than twenty-one (21) days before the Annual Meeting, with a copy of the approved financial statements, Auditor's report (if any) or review engagement report (if any).

3.2 Special Meeting – A Special 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 voting Members for any purpose connected with the affairs of the Association (provided that purpose does not fall within the exceptions listed in the Act and provided that purpose is not inconsistent with the Act) within twenty-one (21) days from the date of the deposit of the requisition.

3.3 Business – All business transacted at a Special Meeting and all business transacted at an Annual Meeting (except consideration of the financial statements, presentation of the Auditor's report or review engagement report (if any); the election of Directors; and re-appointment of the incumbent Auditor or the person conducting the review engagement (if any)) is special business. The business transacted at the Annual Meeting shall include:

a) Receipt of the agenda;
b) Receipt of the minutes of the previous Annual Meeting and subsequent Special Meetings (if any);
c) Reports;
d) Consideration of the financial statements;
e) Report of the Auditor or person who has been appointed to conduct a review engagement (if any);
f) Reappointment or appointment of the Auditor or person who has been appointed to conduct a review engagement for the coming year (if any) and to fix the remuneration of the Auditor or authorize the Board to fix such remuneration;
g) Election of Directors; and
h) Such other business or special business as may be set out in the notice of meeting which will include the nature of the business in sufficient detail to permit a Member to form a reasoned judgement on the business and the text of any Special Resolution to be submitted at the meeting.

3.4 Participation/Holding by Electronic Means – Any person entitled to attend a meeting of Members may participate in the meeting by electronic means that permit all participants to communicate adequately with each other during the meeting if the Association makes such means available. A person participating in a meeting is deemed to be present at the meeting. The Board or Members, as the case may be, may determine that the meeting be held entirely by electronic means that permit all participants to communicate adequately with each other during the meeting.

3.5 Notice – Written or electronic notice of the date of the Annual Meeting of the Members will be given to all Members in good standing, Directors and Auditor or the person who has been appointed to conduct a review engagement (when appointed) at least ten (10) days and not more than fifty (50) days prior to the date of the meeting and the notice will state the date, time, place and general nature of the business to be conducted at the meeting. Notwithstanding the foregoing provisions of this Section, a notice of a meeting of the Members is not required to specify a place of the meeting if the meeting is to be held entirely by electronic means. If a person may attend a meeting of the Members by other electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

3.6 Waiver of Notice – A meeting of Members may be held at any date, time and place without notice if all Members are present (unless a Member 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) or if not present, either before or after the meeting, waive notice or otherwise consent in writing or by any electronic means, to such meeting being held, and at such meeting any business may be transacted which the Association may transact at any meeting of Members, provided that the requirements respecting quorum are met.

3.7 Error or Omission in Giving Notice – No error or omission in giving notice of any meeting of the Members shall invalidate the meeting or make void any proceedings taken at the meeting.

3.8 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 has been submitted to the Board sixty (60) days before the meeting in accordance with procedures as approved by the Board. A Member entitled to vote at an annual meeting may submit a proposal in accordance with the Act. To be included in the notice of meeting, the proposal must be submitted to the Association at least sixty (60) days before the date of the meeting. If the Association includes the proposal in the notice, it will also include any supporting statement the Member is

entitled to have included under the Act. Copies of all resolutions put forward by the Board shall be sent to all Members with the agenda and the notice calling an Annual Meeting. If the proposal relates to By-law amendments, see **Section 8.1**.

3.9 Quorum – Twenty-one (21) Members entitled to vote (or parents/guardians entitled to vote on behalf of a Member who is younger than 18 years old) 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.

3.10 Meeting Roles – At the beginning of each meeting, the Board may appoint individuals to fill the following positions:

a) *Chair* – The President will be the Chair of all meetings of Members unless another individual is designated by the President or appointed by the Board. In absence of the President or an appointed meeting Chair, a Chair may be approved by an Ordinary Resolution of the voting Members in attendance.
b) *Scrutineer* – One or more scrutineers who will be responsible for ensuring that votes are properly cast and counted. An individual standing for election may not serve as a scrutineer.
c) *Meeting Secretary* – One or more individuals who will be responsible for recording the minutes of the meeting. The draft minutes of the meeting shall be sent to the Board within seven (7) days. The Board-approved version of the draft minutes shall then be circulated to Members within sixty (60) days of the concluded meeting, and these minutes shall be approved by the Members at the next Annual Meeting.

3.11 Adjournments – Any meeting of the Members may be adjourned to any date, time and (if applicable) place, and from time to time, and any business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place provided that a quorum is present at the opening of such adjourned meeting. Notice of an adjourned meeting of the Members is not required if the date, the time and (if applicable) the place of the adjourned meeting and, if applicable, instructions for attending and participating in the adjourned meeting by electronic means that will be made available for that adjourned meeting, including, if applicable, instructions for voting by such means at that adjourned meeting, are announced at the original meeting. Notwithstanding the foregoing, if a meeting of the Members is adjourned by one or more adjournments for an aggregate of 30 days or more, the Association shall give notice of the meeting that continues the adjourned meeting beyond that 30-day period in accordance with these By-laws.

3.12 Attendance – The only persons entitled to attend a meeting of the Members are the Members, the parents or guardians of a Member if the Member is younger than 18 years old, the Directors and Officers, Key Volunteers and staff of the Association, the Auditors of the Association (or the person who has been appointed to conduct a review engagement, if any), and others who are entitled or required under any provision of the Act to be present at the meeting. Any other person may be admitted only if invited by the Chair or with the majority consent of the Members present provided that such other persons will not have the right to speak except on the invitation of the Chair of the meeting or with the consent of the meeting.

Voting at Meetings of Members

3.13 Voting Rights – A Member in good standing at the time of the meeting has one vote. A person who qualifies in more than one category of Member has one vote, not one vote for each category.

3.14 Voting Powers – Each voting Member may vote on every issue. Voting Members who are 18 years old or older at the time of the meeting of the Members may exercise their own vote. Voting Members who are younger than 18 years old at the time of the meeting may vote at meetings of the Members only through a

parent or guardian. For clarity, a parent or guardian with multiple voting Members who are younger than 18 years old may exercise one vote per such Member. Also, two parents/guardians of the same voting Member who is younger than 18 years old may both attend a meeting of the Members but may only exercise one vote. For further clarity, Director Members vote during elections (which includes a sitting Director Member voting on the issue of their re-election, if applicable).

3.15 Record Date for Voting – The Board may set a date as the record date for the purpose of determining Members entitled to vote at any meeting of Members. The record date must not precede the date on which the meeting is to be held by more than ten (10) days. If no record date is set, the record date is 5:00pm on the day immediately preceding the first date on which the notice is sent or, if no notice is sent, the beginning of the meeting.

3.16 Proxy Voting – Proxy voting is not permitted.

3.17 Voting by Electronic Means – A Member may vote by electronic means if:

a) The Association has made available a procedure that permits voting by electronic means; and
b) The votes may be verified as having been made by the Member entitled to vote.

3.18 Determination of Votes – Votes will be determined by a show of hands, orally, or electronic ballot, except in the case of elections which require a secret ballot, unless a secret or recorded ballot is requested by a Member. The Chair of the meeting declares a resolution carried or lost. This statement is final and does not have to include the number of votes for and against the resolution.

3.19 Majority of Votes – Except as otherwise provided in these By-laws or required by the Act, an Ordinary Resolution will decide each issue. In the case of a tie, the issue is defeated.

3.20 Resolutions in Writing – Any resolution signed by all the voting Members is as valid and effective as if passed at a meeting of the Members duly called, constituted and held for that purpose. Resolutions in writing may be signed in counterparts and resolutions in writing signed by one or more Members and delivered or transmitted by any electronic means to the Association shall be deemed to be duly signed by such Members.

ARTICLE IV GOVERNANCE

Composition of the Board

4.1 Directors – The Board will consist of eleven (11 Director positions:

a) President
b) VP Administration
c) VP Operations
d) Secretary
e) Treasurer
f) Director of Marketing
g) Director of Communications
h) Umpire in Chief
i) Director of Equipment
j) Director of Scheduling
k) Director of Competitive Stream

4.2 Board Observer – An individual (such as the Past President or a Key Volunteer) may be invited to serve as a Board Observer and attend meetings of the Board in a speaking but non-voting capacity provided the individual is interested in serving in the position and has been approved by Ordinary Resolution of the Board.

Board Observers are not Directors and may be asked to leave a meeting (or part of a meeting) of the Board at the discretion of the Board at any time.

4.3 Past President – The immediate Past President of the Association (or another Past President, at the Board's discretion) may be appointed into the position of Past President provided that this individual is interested in serving in the position and has been approved by Ordinary Resolution of the Board. The Past President is a Board Observer and not a Director.

Eligibility of Directors

4.4 Eligibility – To be eligible to be elected or appointed as a Director, an individual must:

a) Be eighteen (18) years of age or older;
b) Not have been found under the *Substitute Decisions Act*, 1992 or under the *Mental Health Act* to be incapable of managing property;
c) To be nominated for the President position, have served at least two (2) years on the Board (this requirement may be waived by resolution of the Board if there are no qualified nominees);
d) To be nominated for the Umpire in Chief position, be a certified Level 2 umpire who has at least two years of practical umpiring experience (this requirement may be waived by resolution of the Board if there are no qualified nominees);
e) Have not been declared incapable by a court in Canada or in another country; and
f) Not have the status of bankrupt.

Election of Directors

4.5 Nominations – The Board (or designate) will be responsible to solicit and receive nominations for the election of Directors. Candidates for Director positions shall be comprised of those individuals who are eligible and duly nominated per any requirements determined by the Board (or designate) and these By-laws. The Board (or designate) may endorse candidates for election but may not restrict eligible candidates from being nominated.

4.6 Nominations from the Floor – If a position on the Board is vacant and there are no nominations for the position, an individual will be permitted to be nominated from the floor for that position at a meeting of the Members. Such nomination will require a nominator and seconder from the voting Members present and will also require the attendance at the meeting and verbal or written acceptance of the nomination by the individual.

4.7 Election – Directors will be elected at each Annual Meeting for any expiring or vacant positions. Terms are two (2) years, staggered as follows:

a) VP of Administration, Treasurer, Director of Marketing, Director of Communications, Umpire in Chief, and Director of Equipment
b) President, VP of Operations, Secretary, Director of Competitive Stream, and Director of Scheduling

4.8 Becoming a Director – A person elected or appointed to be a Director becomes a Director if they were present at the meeting when being elected or appointed and did not refuse the appointment. They may also become a Director if they were not present at the meeting but consented in writing to act as a Director before the election or appointment, or within ten (10) days after the appointment or election, or if they acted as a Director pursuant to the election or appointment.

4.9 Elections – Elections for each Director position will be decided by the Members in accordance with the following:

a) One Valid Nomination – Winner elected by acclamation.
b) Two or More Valid Nominations – The nominee(s) receiving the greatest number of votes will be

elected. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more nominees than positions, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains the appropriate number of nominees for the position(s) or until a winner is declared. If there continues to be a tie then the winner(s) will be declared by Ordinary Resolution of the Board.

4.10 Multiple Positions – A Director may not hold multiple Director positions but may assume multiple portfolio responsibilities.

4.11 Post-Election Eligibility – An elected Director who does not meet the eligibility requirements for election as a Director will have fourteen (14) days to become eligible for the position or will be removed as a Director of the Association.

4.12 Terms – Directors will serve terms of two (2) years. The term of each Director expires after two (2) years and, for an elected Director to remain on the Board of Directors, they must be re-elected by the Members. Directors will hold office until their term expires unless they resign or are removed from or vacate their office. For this clause, a 'year' is considered to be from one Annual Meeting to the next Annual Meeting.

4.13 Director Consent and Registration – An individual who is elected or appointed to be a Director must register with the Association as a Director, must sign all required documents presented by the Association, and must consent in writing to hold office as a Director before or within ten (10) days of their election or appointment. Any individual who does not provide consent within the time limit is not a Director and is deemed not to have been elected or appointed to hold office as a Director. The requirement to consent does not apply to a Director who is re-elected or reappointed when there has been no break in their term of office.

4.14 Key Volunteer Positions – The Board may create Key Volunteer Positions at its discretion as deemed necessary. Key Volunteers may be invited to attend meetings of the Board, and may sit as Board Observers, but they are not Directors and do not have a vote at meetings of the Board.

Resignation and Removal of Directors

4.15 Resignation – A Director may resign from the Board at any time by presenting their notice of resignation to the Board. This resignation will become effective the date on which the notice is received by the Board 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.

4.16 Vacate Office – The office of any Director will be vacated automatically if:

a) The Director resigns;
b) The Director ceases to be qualified as a Director per the Act;
c) The Director does not meet the eligibility requirements for election as a Director within fourteen (14) days of being elected;
d) The Director fails to consent in writing to hold office as a Director within ten (10) days of their initial election or appointment;
e) The Director is found to be incapable of managing property by a court or under Ontario law;
f) The Director is found by a court to be incapable;
g) The Director becomes bankrupt; or
h) The Director dies.

4.17 Removal – An elected Director may be removed by Ordinary Resolution of the Members at a Special 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.

Filling a Vacancy on the Board

4.18 Vacancy – When the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the position for the remainder of the term. Alternatively, the Board may decide, by Ordinary Resolution, that one or more Directors will execute the duties of the vacant Director position for the remainder of the unexpired term. If a Director is removed by the Members at a meeting of the Members, the Members may elect a Director to fill the unexpired term at the same meeting. If, as a result of any vacancy or vacancies on the Board, there is not a quorum of Directors, the remaining Directors will forthwith call a meeting of the Members to fill the vacancies.

Meetings of the Board

4.19 Call of Meeting – A meeting of the Board will be held at any time and place as determined by the President or by written requisition of at least three (3) Directors.

4.20 Chair – The President will be the Chair of all meetings of the Board unless another individual is designated to be the Chair by the President. In the absence of the President, or if the meeting of the Board was not called by the President, the Board will appoint another Director to Chair the meeting.

4.21 Notice – Written notice of meetings of the Board will be given to all Directors at least five (5) days prior to the scheduled 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.

4.22 Number of Meetings – The Board will hold at least four (4) meetings per year.

4.23 Quorum – At any meeting of the Board, quorum will be forty percent (40%) of the Directors holding office but never less than the minimum number of Directors listed in the Articles.

4.24 Voting – Each Director is entitled to one vote. Voting will be by a show of hands, written, or orally unless at least one (1) Director present requests a secret ballot. Resolutions will be passed by Ordinary Resolution. In the case of a tie, the resolution is defeated.

4.25 No Alternate Directors – No person shall act for an absent Director at a meeting of the Board.

4.26 Written 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. Resolutions in writing may be signed in counterparts and resolutions in writing signed by one or more Directors and delivered or transmitted by any electronic means to the Secretary shall be deemed to be duly signed by such Directors.

4.27 Attendance at Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board. The only people entitled to attend meetings of the Directors will be the Directors and others who are entitled or required under any provision of the Act.

4.28 Meetings by Telecommunications – A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting. Additionally, for an in-person

meeting of the Board, a Director may, if all the Directors of the Association consent, participate by electronic means provided that all participants are able to adequately communicate with each other simultaneously during the meeting.

Duties of Directors

4.29 Standard of Care – Every Director will:

a) Act honestly and in good faith with a view to the best interests of the Association; and
b) Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Powers of the Board

4.30 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.

4.31 Empowered – The Board is empowered, including but not limited to:

a) Make policies and procedures or manage the affairs of the Association for the purpose of furthering the objects and purposes of the Association in accordance with the Act and these By-laws;
b) Make policies and procedures relating to the conduct and discipline of Members, and have the authority to discipline Members in accordance with such policies and procedures;
c) Make policies and procedures relating to the management of disputes within the Association and deal with disputes in accordance with such policies and procedures;
d) Employ or engage under contract such persons as it deems necessary to carry out the work of the Association;
e) Appoint Key Volunteers with duties and responsibilities as described by the Board;
f) Determine registration procedures, determine membership fees, and determine other registration requirements;
g) Enable the Association to receive donations, benefits, bequests, distribution of investment capital and income for the purpose of furthering the objects and purposes of the Association;
h) Make expenditures for the purpose of furthering the objects and purposes of the Association;
i) Invest funds for the purpose of furthering the objects and purposes of the Association;
j) Manage the Association's assets and resources expenditures for the purpose of furthering the objects and purposes of the Association;
k) Borrow money upon the credit of the Association as it deems necessary in accordance with these By-laws; and
l) Perform any other duties from time to time as may be in the best interests of the Association.

ARTICLE V OFFICERS

5.1 Composition – The Officer positions are the President, Vice President Administration, VP Operations, Secretary, and Treasurer. The Board may designate additional Officer positions from among the Directors.

5.2 Duties – The governance duties of Officers are described below and any operational duties are determined by the Board:

a) The President will:
    i. Preside over meetings
    ii. Signing officer of financial transactions
    iii. Enforce the Association's governing documents
    iv. Ensure all Directors perform their governance duties
    v. Represent the Association
    vi. Call special meetings when required

vii. Be an ex-officio member of all committees
viii. Perform other duties which pertain to the office of President

b) The Vice President Administration will:
   i. Perform administrative duties as required

c) The Vice President Operations will:
   i. Perform operational duties as required

d) The Secretary will:
   i. Create and distribute minutes of all meetings
   ii. Send required notices of all meetings
   iii. Issue and record memberships
   iv. Maintain central file of minutes of all meetings of the Members and Board of Directors meetings

e) The Treasurer will:
   i. Monitor all bank accounts for the association
   ii. Prepare financial transactions
   iii. Prepare financial reports
   iv. Prepare and present the year-end financial statements

5.3 Delegation of Duties – At the discretion of the Officer and with approval by Ordinary Resolution of the Board, any Officer may delegate any duties of that office to appropriate staff or committee of the Association, or to another Officer or Director.

5.4 Other Officers – The Board may determine other Officer positions and appoint individuals to fill those positions. Other Officers need not be Directors and would not be members of the Board.

ARTICLE VI COMMITTEES

Committees

6.1 Executive Committee – On an annual basis following the election of Directors, the Board may appoint an Executive Committee. If appointed, the Executive Committee will be composed of the Officers. The Board may delegate any of its powers and functions to the Executive Committee, which will have the authority to oversee the implementation of the Association's policies and procedures during intervals between meetings of the Board. Decisions of the Executive Committee must be ratified by the Board at the next meeting of the Board to continue to take effect. As further described in the Executive Committee's Terms of Reference (when established), the Executive Committee will:

a) Assist the Board in its policy development role;
b) Manage Board issues in between meetings of the Board;
c) Manage urgent issues which require swift action;
d) Fulfil the role of financial manager in between Board meetings, supporting the efforts of staff and the Treasurer; and
e) Take on any other responsibility as authorized by the Board.

6.2 Appointment of Standing and Ad-Hoc Committees – The Board may appoint such standing and ad-hoc committees as it deems necessary for managing the affairs of the Association. The Board may appoint and remove members of these committees or provide for the election of members of these committees, may prescribe the duties and terms of reference of these committees, and except as provided in the Act or these By-laws, may delegate to any of these committees any of its powers, duties, and functions.

6.3 Committee Limitations – No Committee, including the Executive Committee, has authority to:

a) Submit to the Members any question or matter requiring approval of the Members;
b) Fill a vacancy among the Directors or appoint additional Directors;
c) Issue debt obligations except as authorized by the Board;
d) Approve any financial statements;
e) Adopt, amend or repeal the By-laws; or
f) Establish contributions to be made, or fees to be paid, by Members without the approval of the Board.

6.4 Composition – The Board may appoint and remove Directors, Key Volunteers, or any other individual to or from a standing or ad-hoc committee at any time and for any reason.

6.5 President Ex-officio – With the exception of the Executive Committee (on which the President is a voting member) and the Nominating Committee, when appointed, the President (or their appointed designate) will be an ex-officio and non-voting member of all standing and ad-hoc committees of the Association.

6.6 Nominating Committee – The Nominating Committee (when appointed) may be composed of a Director who is not seeking re-election, a Past President, and/or other individuals at the discretion of the Board. As further described in the Nominating Committee's Terms of Reference, the Nominating Committee will:

a) Recruit candidates for election as a Director;
b) Identify the number of vacancies and to recruit candidates to fill those positions based on the desired competencies, skill sets and any Board selection matrix;
c) Seek out candidates to fill vacancies for Directors; and
d) Submit to the Board a list of endorsed nominees for the election to the Board at least 35 days prior to the Annual Meeting of Members.

ARTICLE VII FINANCE AND MANAGEMENT

7.1 Fiscal Year – Unless otherwise determined by the Board, the fiscal year of the Association will be January 1st to December 31st.

7.2 Bank – The banking business of the Association will be conducted at such financial institution as the Board may determine.

7.3 Auditors – At each Annual Meeting the Members will, by Ordinary Resolution, appoint an Auditor to hold office until the next Annual Meeting, or, where permitted by this section, a person to conduct a review engagement. The Board may fill a casual vacancy in that office. If an appointment is not made, the incumbent continues until a successor is appointed. The Auditor or person conducting the review engagement will not be an employee, Officer, or Director of the Association, must be independent as required by the Act, and must be permitted to conduct the audit or review engagement under the Public Accounting Act, 2004. The Members may, by Extraordinary Resolution passed at the Annual Meeting, vary that appointment only as follows, using the Association's annual revenue for the last completed financial year:

a) if the Association is a public benefit corporation and that revenue is more than $100,000 and less than $500,000, the Members may require a review engagement instead of an audit;
b) if the Association is a public benefit corporation and that revenue is $100,000 or less, the Members may resolve not to appoint an Auditor and not to have an audit or a review engagement;
c) if the Association is not a public benefit corporation and that revenue is more than $500,000, the Members may require a review engagement instead of an audit; and
d) if the Association is not a public benefit corporation and that revenue is $500,000 or less, the Members may resolve not to appoint an Auditor and not to have an audit or a review engagement

An Extraordinary Resolution under this section is valid only until the next Annual Meeting. If the Association is a public benefit corporation and that revenue is $500,000 or more, the Members must appoint an Auditor to conduct an audit.

7.4 Removal – The Members may, by Ordinary Resolution at a special meeting of the Members duly called for that purpose, remove any Auditor of the Association before the expiration of its term of office and shall, by Ordinary Resolution at that meeting, appoint another Auditor in its stead for the remainder of its term.

7.5 Remuneration – The Members shall fix the remuneration of the Auditor or authorize the Board to fix such remuneration. The remuneration of an Auditor appointed by the Board shall be fixed by the Board.

7.6 Annual Financial Statements – The Directors will approve financial statements (evidenced by signature of one or more Directors) of the Association of the most recent completed fiscal year of the Association and will present the financial statements at the Annual Meeting not more than six (6) months after fiscal year end. A copy of the Annual Financial Statements will be provided to any Member requesting a copy of the Financial Statements not less than twenty-one (21) days before the Annual Meeting. The Financial Statements may be presented by the Auditor at the Annual Meeting and will include:

a) The financial statements;
b) The Auditor's report or review engagement (if any); and
c) Any further information respecting the financial position of the Association.

7.7 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:

a) The Association's Articles and By-laws;
b) The minutes of meetings of the Members and of any committee of Members;
c) The resolutions of the Members and of any committee of Members;
d) The minutes of meetings of the Directors or any committee of Directors;
e) The resolutions of the Directors and of any committee of Directors;
f) A register of Directors;
g) A register of Officers;
h) A register of Members; and
i) Account records adequate to enable the Directors to ascertain the financial position of the Association on a quarterly basis.

7.8 Minutes of meetings of the Board and Board Resolutions – Minutes of meetings of the Board and Board Resolutions are confidential and may only be open for inspection by Members in good standing by request to the Board.

7.9 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.

7.10 Borrowing – The Association may borrow funds under such terms and conditions as the Board may determine, as permitted by the Act and subject to authorization by an Ordinary Resolution of the Members if the amount of the financial transaction exceeds one hundred thousand dollars ($100,000).

7.11 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.

Remuneration

7.12 No Remuneration – All Directors, Officers and members of committees will serve their term of office without remuneration (unless approved at a meeting of the Members) except for reimbursement of expenses as approved by the Board. This section does not preclude a Director or member of a committee from providing goods or services to the Association under contract or for purchase. Any Director or member of a committee will disclose the conflict/potential conflict in accordance with these By-laws.

Conflict of Interest

7.13 Disclosure – The Association will include a declaration of conflict of interest as a standing agenda item of all meetings of the Directors and the committees of the Association.

7.14 Conflict of Interest – A Director, Officer or member of a committee who has an interest, who may be perceived as having an interest in, or is a party to, a proposed contract or transaction with the Association, or has knowledge that their partner or relative has an interest, directly or indirectly, in any contract, transaction, proposed contract or transaction under consideration by the Association will:

a) Declare the nature and extent of the interest as soon as possible and not later than the meeting at which the matter is first considered (or if such interest arose after the meeting at which the matter is first considered, not later than the first meeting after such interest arose);
b) Refrain from taking part in any discussion or vote related to the matter; and
c) Withdraw from any meeting at which the matter is being discussed, during the period of such discussion.

7.15 Failure to Declare – Where the Board is of the opinion that a conflict of interest exists that has not been declared, the Board may declare, by an Ordinary Resolution present at the meeting, that a conflict of interest exists and in each such case the provisions of subsections (b) and (c) of the above Section shall apply as if the individual had declared the interest.

7.16 Exceptions – Notwithstanding the above sections, a Director is not required to abstain from voting or speaking in respect of:

a) A matter relating primarily to their remuneration as a Director of the Association;
b) A matter relating to indemnity or insurance under the Act; or
c) A transaction with an affiliate of the Association.

7.17 Effect of Disclosure – A Director, Officer or member of a committee who has declared their interest in a contract or transaction or a proposed contract or transaction (or the Board has so declared pursuant to the above Section) and who has not voted in respect thereof shall not be accountable to the Association, or its creditors, for any profit realized from the contract and the contract is not voidable by reason only of such Director, Officer or member of a committee holding that office or of the fiduciary relationship established thereby.

ARTICLE VIII AMENDMENT OF BY-LAWS

8.1 Voting – These By-laws may only be amended, revised, repealed or added to by:

a) Ordinary Resolution of the Board. The new, amended, or revised By-law is effective until the next meeting of the Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the By-laws by Ordinary Resolution. A new, amended, or revised By-law that is not ratified by the Members ceases to have effect and no new By-law of the same or like substance has any effect until ratified at a meeting of the Members; or
b) A Member entitled to vote who may make a proposal to make, amend, or repeal a By-law in accordance with the Act which requires at least sixty (60) days' notice. The new, amended, or repealed By-law will be submitted to the Members at the next meeting of Members and, except for

those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the By-laws by Ordinary Resolution.

ARTICLE IX NOTICE

9.1 Written Notice – In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, electronic mail or courier to the address of record of the individual, Director, Officer, or Member, as applicable. It is the obligation of the Director, Officer or Member (as applicable) to provide a current address for notification under this provision to the Board.

9.2 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 where the notice is 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.

9.3 Error in Notice – 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.

9.4 Undelivered Notices – If any notice given to a person pursuant to these By-Laws is returned on three (3) consecutive occasions because such person cannot be found, the Association shall not be required to give any further notice to such person until such person provides the Association with a document setting out such person's address.

ARTICLE X DISSOLUTION

10.1 Dissolution – Dissolution – Upon dissolution or winding up of the Association and after payment of all debts and liabilities, its remaining property shall be distributed:

a) if the Association is a public benefit corporation that is a charitable corporation, to a charitable corporation with similar purposes, or to a government or government agency;
b) if the Association is a public benefit corporation that is not a charitable corporation, to a public benefit corporation with similar purposes, or to a government or government agency; and
c) if the Association is not a public benefit corporation, as set out in the Articles, or, if the Articles do not provide, to an organization with similar purposes determined by the Board.

Distribution under (a) or (b) is subject to the Articles and the Act.

ARTICLE XI INDEMNIFICATION

11.1 Will Indemnify – The Association will indemnify and hold harmless out of the funds of the Association each Director 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 and/or any individual who acts at the Association's request in a similar capacity.

11.2 Will Not Indemnify – The Association will not indemnify a Director 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 them under the Act. For further clarity, the Association will not indemnify an individual unless:

a) The individual acted honestly and in good faith with a view to the best interests of the Association; and
b) If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

11.3 Insurance – The Association will maintain in force Directors and Officers liability insurance at all times.

ARTICLE XII FUNDAMENTAL CHANGES

12.1 Fundamental Changes – A Special Resolution of the Members is required to make changes to the Articles. Further, any amendment to the By-laws that affects the following items, when listed in the Articles, also requires an amendment to the Articles and therefore must be approved by Special Resolution:

a) Change the Association's name;
b) Add, change or remove any restriction on the activities that the Association may carry on;
c) Create a new category of Members;
d) Change a condition required for being a Member;
e) Change the designation of any category of Members or add, change or remove any rights and conditions of any such category;
f) Divide any category of Members into two or more categories and fix the rights and conditions of each category;
g) Add, change or remove a provision respecting the transfer of a membership;
h) Increase or decrease the number of, or the minimum or maximum number of, Directors;
i) Change to whom the property remaining on liquidation after the discharge of any liabilities of the Association is to be distributed;
j) Change the manner of giving notice to Members entitled to vote at a meeting of Members;
k) Change the method of voting by Members not in attendance at a meeting of the Members; or
l) Add, change or remove any other provision that is permitted by the Act to be set out in the Articles.

ARTICLE XIII ADOPTION OF THESE BY-LAWS

13.1 Ratification – These By-laws were ratified by the Members of the Association at a meeting of Members duly called and held on [insert date].

13.2 Repeal of Prior By-laws – In ratifying these By-laws, the Members of the Association repeal all prior By-laws of the Association provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.

BY-LAW #2
BOARD TRANSITION

1. Board Transition – This By-law #2 is enacted and the following sections of the Association's By-laws will be temporarily repealed to the extent necessary to give effect to the provisions of this By-law #2 until this By-law #2 is repealed:

a) Section 4.7 – Election
b) Section 4.12 – Terms

2. Current Board Composition – The current Board composition of the Association, as of the date of this By-law #2, consisted of the following individuals, with the year in which the current term expires:

a) President (ML) – 2027
b) VP of Administration (MC) – 2026
c) VP of Operations (DW) – 2027
d) VP of Communications (SS) – 2026 (appointed Spring 2026 for the remainder of an unexpired term)
e) VP of Publicity (CB) –2026 (appointed Spring 2026 for the remainder of an unexpired term)
f) Umpire in Chief (TH) – 2026

g) Equipment Manager (JT) – 2026
h) Secretary (MM) – 2027
i) Player and Coach Development (TB) – 2026
j) League Scheduler (MS) – 2027
k) Treasurer (Vacant) – 2026 (vacancy not filled before the 2026 Annual Meeting)
Special Events Coordinator (PH) – 2027

3. Position Title Changes – The following position titles are changed. A change of title does not, by itself, shorten or extend the term of the incumbent, and the incumbent continues in the renamed position for the balance of the existing term:

a) VP of Publicity becomes Director of Marketing
b) VP of Communications becomes Director of Communications
c) Equipment Manager becomes Director of Equipment
d) League Scheduler becomes Director of Scheduling
e) The position of Player and Coach Development is not continued
f) The position of Special Events Coordinator is not continued past the 2027 Annual Meeting. If the individual currently serving as the Special Events Coordinator resigns from their position, the vacant position will not be filled.

4. Elections and Expirations at Annual Meetings – The following elections and expirations will occur at the coming Annual Meeting (2026) and at the 2027 Annual Meeting. Each position in this section is elected by the Members. The vacant Treasurer position is not filled by appointment before the coming Annual Meeting:

a) 2026 Meeting
    a. The following terms expire:
        i. VP of Administration (MC)
        ii. Director of Communications (SS)
        iii. Director of Marketing (CB)
        iv. Umpire in Chief (TH)
        v. Director of Equipment (JT)
        vi. Director of Competitive Stream (TB)
        vii. Treasurer (Vacant)
    b. The following positions will be elected by the Members for a two-year term, expiring September 2028:
        i. VP of Administration
        ii. Treasurer
        iii. Director of Marketing
        iv. Director of Communications
        v. Umpire in Chief
        vi. Director of Equipment
    c. The following positions will be elected by the Members for a one-year term, expiring at the 2027 Annual Meeting:
        i. Director of Competitive Stream
    d. The Board of Directors following the 2026 Annual Meeting will consist of twelve (12) Director positions:
        i. President (ML) – exp. 2027
        ii. VP of Operations (DW) – exp. 2027
        iii. Secretary (MM) – exp. 2027
        iv. Director of Scheduling (MS) – exp. 2027
        v. VP of Administration – exp. 2028
        vi. Treasurer – exp. 2028

vii. Director of Marketing – exp. 2028
viii. Director of Communications – exp. 2028
ix. Umpire in Chief – exp. 2028
x. Director of Equipment – exp. 2028
xi. Director of Competitive Stream – exp. 2027
xii. Special Events Coordinator (PH) – exp. 2027 (this position will not be filled if it is vacated before the 2027 Annual Meeting)

b) 2027 Meeting
   a. The following terms expire:
      i. President (ML)
      ii. VP of Operations (DW)
      iii. Secretary (MM)
      iv. Director of Scheduling (MS)
      v. Director of Competitive Stream
   b. The following positions will be elected by the Members for a two-year term:
      i. President
      ii. VP of Operations
      iii. Secretary
      iv. Director of Scheduling
      v. Director of Competitive Stream
   c. The Board of Directors following the 2027 Annual Meeting will consist of eleven (11) Directors:
      i. VP of Administration – exp. 2028
      ii. Treasurer – exp. 2028
      iii. Director of Marketing – exp. 2028
      iv. Director of Communications – exp. 2028
      v. Umpire in Chief – exp. 2028
      vi. Director of Equipment – exp. 2028
      vii. President – exp. 2029
      viii. VP of Operations – exp. 2029
      ix. Secretary – exp. 2029
      x. Director of Scheduling – exp. 2029
      xi. Director of Competitive Stream – exp. 2029

5. Repeal of this By-law #2 – After the elections at the 2027 Annual Meeting, the Board transition period will have completed and this By-law #2 should be repealed.