

Ajax Spartans Minor Baseball Association 15-75 Bayly Street West, Suite 253, Ajax, Ontario, Canada L1S 7K7

ASMBA review Not-for-Profit Corporations Act, 2010: Standard organizational by-law ASMBA Proposed

Section 1

General

- a. Definitions In this by-law and all other by-laws of the Ajax Spartans Minor Baseball Association, unless the context otherwise requires:
- b. "ACT" means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- c. "Association" means Ajax Spartans Minor Baseball Association;
- d. "Board" means the board of directors of the Ajax Spartans Minor Baseball Association;
- e. "By-laws means this by-law (including the schedules to this by-law) and all other by-laws of the Ajax Spartans Minor Baseball Association as amended and which are, from time to time, in force and effect;
- f. "Chair means the chair of the Board;
- g. "Corporation" means Ajax Spartans Minor Baseball Association;
- h. "Director" means an individual occupying the position of director of Ajax Spartans Minor Baseball Association by whatever name he or she is they are called;
- i. "Extraordinary Resolution" means a resolution passed by not less than eighty (80) percent of the votes cast on that resolution
- j. "Member" means a member of the Ajax Spartans Minor Baseball Association; and
- k. "Officer" means an officer of the Ajax Spartans Baseball Association.
- l. "Ordinary Resolution" means a resolution passed by a majority of the votes cast on that resolution or consented to by all voting Members entitled to vote on that resolution j.
- m. "Special Resolution" means a resolution passed by not less than two-thirds of the votes cast on that resolution. Special Resolutions considered by the Members must be submitted to a Special Meeting of the Members unless each Member present at the meeting consents to the resolution

Other than as specified in section 1.01, all terms contained in this By-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders. Commented [SL1]: We removed gendered language

1.02 Severability and Precedence The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the articles or the Act, the provisions contained in the articles or the Act as the case may be, shall prevail.

1.03 Seal Ajax Spartans Minor Baseball Association does not currently have a seal but if one is created it shall be in the form determined by the Board.

1.04 Execution of Documents Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Ajax Spartans Minor Baseball Association may be signed by any two of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of Ajax Spartans Minor Baseball Association to be a true copy thereof.

Section 2

Directors 2.01 Election and Term The Directors shall be elected by the Members Ordinary Resolution at the annual meeting. The term of office of the Directors (subject to the provisions, if any, of the articles) shall be from the date of the meeting at which they are elected or appointed until the next annual meeting or until their successors are elected or appointed. The number of Directors to be elected at the General Meeting will range from 12 to 30 to fill the roles of President, Vice-President, Treasurer, Secretary, and Registrar, (who may be 1, 2, or 3 distinct persons but the Treasurer and Registrar MAY NOT be the same person), Webmaster, Directors (Equipment/Uniform Director, Sponsorship, Publicity/Marketing Director, Field Director, Scheduling Director, Tournament Director, Director of Player Development, House League Director, Social Media Director, Snack Bar Director), Convenors (Rep Convenor, Select Convenor, Elite Baseball Convenor, Supervisor of Umpires), House League Convenors (Jr T-Ball & T-Ball/Rally Cap Convenor, Jr. Rookie & Rookie Convenor, Mosquito Convenor, Pee Wee Convenor, Bantam Convenor, Midget Convenor). At least sixty (60) days prior to a meeting of the Members at which Directors will be elected, the Board will determine the number of Director-at-Large positions on the Board provided that:

- a) The Board has been empowered by the Members, by Special Resolution, to determine the number of Director positions;
- b) The number of Director positions is at least twelve (12) and no more than thirty (30); and
- c) The determination of the number of Director-at-Large positions on the Board does not have the effect of shortening the term of a sitting Director. The Immediate Past President of the Association and up to four (4) Life Members will be invited to serve as a Board Observer and attend meetings of the Board in a non-voting capacity provided this individual is interested in serving in the position and has been approved by Ordinary Resolution of the Board. Board Observers are not Directors.

Required by ONCA 22.2, Additional non-elected Directors are the surviving Charter Members, Life Members (maximum of 4) and the President may nominate for appointment by the Board up to four (4) Past Presidents who wish to remain active on the Board. The total number of Directors is therefore in the range of 15 to 30. Issue – under ONCA section 24.7 the number of appointed directors cannot be more than 1/3 of

those elected. ONCA 24.7 Appointment of additional directors (10) The directors may appoint one or more additional directors who shall hold office for a term expiring not later than the close of the next annual meeting of the members, but the total number of directors so appointed may not exceed one-third of the number of directors elected at the previous annual meeting of the members.

2010, c. 15, s. 24 (7). An individual who is elected or appointed to be a Director 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 All candidates for election to the position of Director must sign an affidavit indicating they will serve if elected and all Life Members or Past Presidents who wish to serve on the Board must also sign an affidavit indicating they will serve as a Director. Nominations Officers and Directors to be elected at the General Meeting shall be nominated (in writing) from the membership of the Ajax Spartans Baseball Association. The nomination must be in the hands of the Secretary no later than midnight of the first day of September prior to the date of the General Meeting. In order for a name to remain on the ballot, a nominee must request at the Annual Meeting in person or must have indicated to the Secretary in writing prior to the election.

2.02 Vacancies The office of a Director shall be vacated immediately:

1. if the Director resigns office by written notice, which resignation shall be effective at the time it is received or at the time specified in the notice, whichever is later;
2. if the Director dies or becomes bankrupt;
3. if the Director is found to be incapable by a court or incapable of managing property under Ontario law; or
4. if, at a Special Meeting of the Members, the Members by Ordinary Resolution remove the Director before the expiration of the Director's term of office.

2.03 Filling Vacancies

- a. If throughout the year, the situation arises such that less than three (3) Directors are remaining, a special meeting of the members shall be convened to elect additional Directors, otherwise a resignation of a Director does not create a vacancy on the Board.
- b. 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.

2.04 Resignation and Removal

a. A Director may resign from the Board at any time by presenting their notice of resignation to the Board. This resignation will become effective on 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.

b. Vacate Office – The office of any Director will be vacated automatically if: a) The Director resigns; b) The Director is found to be incapable of managing property by a court or under Ontario law; c) The Director is found by a court to be incapable; d) The Director becomes bankrupt; or e) The Director dies

c. 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.

2.05 Committees/Committees may be established by the Board as follows:

1. The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors except those powers set out in the Act that are not permitted to be delegated; and

2. Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

2.1 The Officers and Directors will establish an Operational Committee and may seek out and recommend individuals to volunteer to fill specific roles if those roles are not first filled from within the Board; such recommendations are to be approved by a simple majority of the votes cast by the Directors. The committee will include a representative from each Local Associations within Ajax Spartans Minor Baseball Association which operated 3 or more teams in the previous baseball season. These Local Association representatives and any other nonBoard members on the Operational Committee do not assume the position of a Director of the Corporation Association by filling these roles.

2.2 A Sub-committee of four (4) or more (three to constitute a quorum), shall be appointed by the President, he being an ex-officio member of each Subcommittee. The duties of such a committee or committees shall be to consider matters of discipline, reinstatement, suspension, protests or matters which might otherwise be dealt with by the Board and generally to act on behalf of the Board. When any unusual situation arises the sub-committee may, if it so desires, defer to the Board for further consideration. Decisions of the Subcommittee, with the exception of the decisions of a Protest Committee may be appealed and then dealt with by the Board at its next regular meeting, except in cases which, in the opinion of the President, are of such emergency as to require a special Board Meeting to be called.

2.3 A Sub-Committee shall meet from time to time as the need arises or as directed by the President or Board.

2.4 A sub-committee composed of Past Presidents shall be appointed annually. The duties of the committee shall be to act upon request, in an advisory capacity to the President, to the Board or to a sub-committee.

2.5 Remuneration of Directors The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; subject to the following:

- a) Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
- b) Directors may be paid remuneration (includes stipend) and reimbursed for expenses incurred in connection with services they provide to the Corporation Association in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:
 - i. considered reasonable by the Board;
 - ii. approved by the Board for payment by resolution passed before such payment is made; and
 - iii. in compliance with the conflict of interest provisions of the Act; and.

Section 3 – Board Meetings 3.01 Calling of Meetings

Meetings of the Directors may be called by the Chair, or any two Directors at any time and any place on notice as required by this By-law. 3.02 Regular Meetings The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

- a. A Quorum for Board meetings shall be 50% of the elected Directors.
- b. The rules of order for Board meetings will be the most current version of Robert's Rules of Order.
- c. Only Board Members may attend Board meetings.

3.03 Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this By-law to every Director not less than seven days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. 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.

3.04 The Chair (President or Vice President) shall preside at Board meetings. In the absence of the Chair, the Directors present shall choose one of their number to act as the Chair.

3.05 Voting: Each Director has one vote, unless a Director holds two voting positions. In these cases the person will be limited to one vote. Questions arising at any Board meeting shall be decided by a majority of votes Ordinary Resolution. In case of an equality of votes, the Chair shall have a second or casting vote.

- i) Method of Holding Meetings: A meeting of the Board may be held, in person, by telephone conference call or by means of other telecommunications technology.

ii) Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting.

iii) Additionally, for an in-person meeting of the Board, a Director may, if all the Directors of the Association consent, participate in a meeting of the Directors by telephonic or electronic means provided that all participants are able to adequately communicate during the meeting, where the technology exists to accommodate this.

iv) unless all of the Directors consent, a Director may not participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting.

Section 4 – Financial 4.01 Banking

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of Ajax Spartans Minor Baseball Association shall be placed for safekeeping.

4.02 Financial Year The financial year ends on September 30 in each year or on such other dates as the Board may from time to time by resolution determine.

4.03 Auditor, Books and Records

a) At each Annual Meeting the Members may appoint an auditor to audit or 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 an audit or review engagement of the Association under the Public Accounting Act, 2004, as amended. When the Association's revenue for the previous fiscal year was less than the amount prescribed in the Act, the Members may decline, by Extraordinary Resolution, to appoint an auditor. Alternatively, when the Association's revenue for the previous fiscal year was greater than the amount prescribed in the Act, the Members may, by Extraordinary Resolution, choose to conduct a review engagement in lieu of an audit.

b) 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. 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 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.

c) 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.

d) 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.

Section 5 – Officers

5.01 Officers: The Board shall appoint from among the Directors a Chair at its first meeting following the general membership meeting. Officer positions of President, Vice-President, Treasurer, were all pre-determined by the membership election of Directors at the General Meeting.

5.02 Office Held at Board's Discretion Any Officer shall cease to hold office upon resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of: a. the Officer's successor being appointed, b. the Officer's term as a Director expiring (when applicable); cb. the Officer's resignation, or dc. such Officer's death.

5.03 Duties Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all such duties. The Officers shall take action or make decisions on behalf of the Directors in situations where required between Board meetings and shall report all actions and decisions made to the Board at the next meeting. Decisions or actions that are not immediately required to be made shall be tabled for discussion and debate and shall be voted upon. All actions taken by the Officers are subject to ratification, variation or rescission by a quorum of the Board at the next meeting.

5.04 Duties of the Chair - The Chair shall perform the duties described in sections 3.04 and 9.05 and such other duties as may be required by law or as the Board may determine from time to time.

5.05 Duties of the President: The president shall perform the duties described in Schedule A and such other duties as may be required by law or as the Board may determine from time to time.

5.06 Duties of the Treasurer: The treasurer shall perform the duties described in Schedule B and such other duties as may be required by law or as the Board may determine from time to time.

5.07 Duties of the Vice President(s) The vice-president(s) shall perform the duties described in Schedule E and such other duties as may be required by law or as the Board may determine from time to time.

Section 6 – Protection of Directors and Officers

6.01 Protection of Directors and Officers

No Director, Officer or committee member is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee or for joining in any receipt or for any loss, damage or expense happening to Ajax Spartans Minor Baseball Association through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of Ajax Spartans Minor Baseball Association or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to Ajax Spartans Minor Baseball Association shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation Association with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her their respective office or trust provided that they have: 1. complied with the Act and Ajax Spartans Minor Baseball Association's articles and By-laws; and 2. exercised their powers and discharged their duties in accordance with the Act.

Section 7 – Conflict of Interest

7.01 Conflict of Interest: A Director who is a party to a material contract or transaction or proposed material contract or transaction or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

Section 8 – Members’ Meetings

8.01 Annual Meeting The Annual Meeting shall be held on 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 ten (10) days before the annual meeting, with a copy of the approved financial statements, auditor’s report (if any) or review engagement report (if any) no later than the last weekend of October (the actual date to be set by the Board). The sites for Annual Meetings shall be determined by the Board. Any Member, upon request, shall be provided, not less than five business days or other number of days that may be further prescribed in regulations before the annual meeting, with a copy of the approved financial statements, auditor’s report or review engagement report and required by the By-laws or articles. The business transacted at the annual meeting shall include: i) Receipt of the Agenda, ii) Receipt of the Minutes of the last Annual Meeting and any Special Meeting during the year. iii) Administrator/Secretary’s Report. iv) Treasurer’s Report. v) Auditor’s Report. vi) Correspondence. vii) Reports of Board Committees viii) Consideration of Reports. ix) Amendments - Notice of Motion. x) General Business. xi) Election of Officers and Directors. xii) Annual Meeting - Site for the following year. * General Business may be conducted during the period(s) of time required for the counting of any election ballots. No other item of business shall be included on the agenda for an annual meeting unless a Member has given notice to the Corporation Association of any matter that the Member proposes to raise at the meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

8.02 Special Meetings The Directors may call a special meeting of the Members. The Board shall call a special meeting on written requisition of the Members who hold at least 10 percent of votes that may be cast at the meeting sought to be held or at the request of 3 of the member Associations, within 21 days after receiving the requisition unless the Act provides otherwise.

8.03 Notice Subject to the Act, not less than 10 and not more than 50 days written notice of any annual or special Members’ meeting shall be given in the manner specified in the Act to each Member, each Director and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken, and state the text of any special resolution to be submitted to the meeting.

8.04 Quorum A quorum for the transaction of business at a Members’ meeting is 25% of the total of the Individual Members and Local Association delegates entitled to vote at the meeting. 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.

8.05 Chair of the Meeting. The President in their role as Chair shall be the chair of the Members' meeting; in the Chair's absence, the Vice President shall be Chair. In the absence of either noted Chair, the Members present at any Members' meeting shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

8.06 Voting of Members Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-law provided that:

- a) each Individual Member shall be entitled to one vote at any meeting
- b. votes shall be taken by a show of hands among all Members and delegates present and the chair of the meeting, if a Member, shall have a vote;
- c. an abstention shall not be considered a vote cast;
- d. before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
- e if there is a tie vote, the chair of the meeting shall call cast a vote: and
- f. whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favor of or against the motion.
- g. Proxy voting is not allowed at membership meetings.
- h. General Meetings and Special Meetings of the membership shall be held In person; meeting by electronic means is not allowed.
- i. Voting privileges shall be given to **two Directors at Large**, they shall be;
 - a) Selected from a maximum of two Past Presidents and all Life Members
 - b) Selection shall be based on nominations and voted on

8.07 Adjournments: The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

8.08 Persons Entitled to be Present: The only persons entitled to attend a Members' meeting are the individual Members, the Association members' delegates, the Directors, the auditor 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 or the articles or the By-laws of Ajax Spartans Minor Baseball Association to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

Section 9 – Notices

9.01 Service: Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member at the Member's latest address as shown in the records; and to such Director at their latest address as shown in the records or in the most recent notice or return filed under the Corporations Information Act, whichever is the more current; and to the auditor or the person who has been appointed to conduct a review engagement at its business address; provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

9.02 Error or Omission in Giving Notice: The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor or person conducting a review engagement, if any, or the non-receipt of any notice by any such person where Ajax Spartans Minor Baseball Association has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

Section 10 – Adoption and Amendment of By-laws

10.01 Amendments to By-laws

i) Subject to the following section on Fundamental Changes, 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.

ii) Fundamental Changes – A Special Resolution of all Members (whether voting or non-voting) is required to make the following fundamental changes to the By-laws or articles of the Association. Fundamental Changes are defined as follows:

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 the purposes of the Association;
- j) Change to whom the property remaining on liquidation after the discharge of any liabilities of the Association is to be distributed;
- k) Change the manner of giving notice to Members entitled to vote at a meeting of Members;
- l) Change the method of voting by Members not in attendance at a meeting of the Members; or
- m) Add, change or remove any other provision that is permitted by the Act. An amendment or alteration to the By-laws must only be made at a General or Special Meeting of the membership and must have a TWO THIRDS MAJORITY of the votes cast in order to carry. A notice of any proposed alteration or amendment must be filed with the Secretary in writing by midnight of the first day of November prior to the date of the Meeting and the Secretary shall then forward a copy to all members two weeks prior to the date of the meeting. An Amendment may only be proposed by the Board, a Director (including Officers), or by a member Club or Association. 10.02 The Board has the authority to propose changes to the existing Playing Rules, Policies and Procedures. Such changes may be approved at the Annual Meeting or during the year and do not have to be made at an Annual or Special Meeting. In order to be accepted outside of an Annual Meeting, such proposed revisions must adhere to the following process. If the proposed change is passed at a Board meeting by simple majority as being worth consideration, then it will be sent immediately to all local affiliates for comment. At the next scheduled Board meeting the same proposal will come up for ratification. If passed by a 2/3 vote at that meeting, then if it is a policy change and/or procedural change it takes effect immediately; Playing Rule changes become effective the next playing season unless the Playing Rule change reflects an OBA Playing Rule change or a safety issue.

Section 11 - Dissolution

11.01 - Upon dissolution of the Corporation and after payment of all debts and liabilities, its remaining property shall be distributed to not-for profit or charitable organizations that carry on their work solely in the province of Ontario as determined by the Board of Directors by Ordinary Resolution

Section 12 – Position Descriptions

The President's Role

The president shall be the chief executive officer and the Chair and shall be responsible for implementing the strategic plans and policies. The president shall, subject to the authority of the Board, have general supervision of the affairs of Ajax Spartans Minor Baseball Association. The president shall be entitled to receive notice or and to attend and speak at all meetings of the Board and of meetings of Members Responsibilities.

- a) Agendas: Establish agendas aligned with annual Board goals and preside over Board meetings as the Chair. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board meetings is prepared annually.
- b) Direction: Serves as the Board's central point of communication regarding the Board's expectations and concerns. Develop standards for Board decision support packages that include formats for reporting to the Board and level of detail to be provided to ensure that management strategies, planning and performance information are appropriately presented to the Board.
- c) Representation: Serve as the Board's primary contact with the public.
- d) Reporting: Report regularly to the Board on issues relevant to its governance responsibilities.
- e) Board Conduct: Set a high standard for Board conduct and enforce policies and By-laws concerning Directors' conduct.
- f) Committee Membership Serve as a member on all Board committees.
- g) Be an ex-officio member of all committees subject to his/her discretion. The sole exception would be membership of the Fair Play Committee. Due to conflict of interest voting rights, the President should have the authority to name a replacement on the committee but must be a member of the Executive.
- h) To ensure the Association runs effectively, the President will have the authority to dismiss any Executive member for neglect of duties. The action must be ratified, at the next monthly meeting, by a positive vote by 2/3 of the quorum. The dismissed member will be able to present their case for reinstatement. The decision of the Executive will be final. To eliminate any conflict of interest, the Vice-President or designate will chair this part of the Executive Meeting.
- i) Be part of, or appoint a representative of the Ajax Recreational Advisory Council.
- j) Be one of the Association's signing officers.
- k) Voting privilege only in case of a tie vote.
- l) To be responsible for appointing an Ombudsman candidate, subject to the approval of the Executive, to handle problems/grievances and disputes not covered by playing rules. The Ombudsman is to deliver a written/verbal report directly to the Executive.
- m) Have the financial records certified and audited annually, as appropriate.
- n) Be part of the Operations Committee that will meet when necessary.
- o) In order to be elected President, the individual must be on the current Executive. If the position is not filled, a separate AGM meeting will be held within 30 days to elect the Presidents' position. Until that time, the Past President will serve until the position is filled

Position Description for the Vice President(s) – voting member

The Vice President assumes the duties and responsibilities of the President when the President is unavailable.

- (a) Ensure adequate procedures are in place to meet audit and legislative requirements.

(b) Ensure adequate procedures are in place to safeguard the assets of the Association and its members.

(c) Make a full inventory of fixed assets at the end of the season i.e., computers, etc.

(d) Be the Chairperson of the Fair Play Committee.

(e) Be responsible to notify the Convener-in-Chief, appropriate Divisional Conveners, and Supervisor of Umpires of any suspensions

(f) Be part of the Operations Committee that will meet when necessary.

(g) Be an ex-officio member of all committees subject to his/her discretion. Due to conflict of interest voting rights, they should have the authority to name a replacement on the committee but must be a member of the Executive.

(h) The VP is voting member

(h) Approve individual Rep team fundraising activities. Report all fundraising activities to the Executive. Ensure all raffles are properly licensed.

Position Description of the Treasurer Role – voting member

The treasurer works collaboratively with the president and Board to support the Board in achieving its fiduciary responsibilities. Responsibilities The Treasurer shall be responsible for ensuring all applicable signatures are on file with the Bank, and shall keep an accurate record of all monies of the ASMBA Ajax Spartans Minor Baseball Association. The Treasurer's books may be audited annually by an accredited Auditor approved by the Board. The Treasurer shall present all vouchers, invoices, bills, etc. for approval of payment. The Treasurer shall then issue a cheque(s), bearing the signature of the Treasurer and President, or designated Vice-President in the absence of the President, as payment. All emergency payments between board meetings may only be paid after notification has been sent to the Board stating the nature of the urgency.

- a) **Custody of Funds** The treasurer shall have custody of the funds and securities and shall keep full and accurate accounts of all assets, liabilities, receipts, and disbursements in the books and shall deposit all monies, securities, and other valuable effects in the name and to the credit of Ajax Spartans Minor Baseball Association in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The treasurer shall disburse the funds as may be directed by proper authority taking proper vouchers for such disbursements and shall render to the Chair and directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position. The treasurer shall also perform such other duties as may from time to time be directed by the Board.
- b) **Board Conduct** Maintain a high standard for Board conduct and uphold policies and By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.
- c) **Present the Financial Statement** to the Members at the annual meeting as part of the annual report, the financial statement approved by the Board together with the report of the auditor or of the person who has conducted the review engagement, as the case may be.
- a) Be one of the Association's signing officers.

- b) Submit a written statement at the Annual General Meeting with an appropriate breakdown of income and expenses.
- c) Be responsible for the collection of receivables in the general bank account.
- d) Prepare monthly financial statements.
- e) Arrange necessary insurance coverage.

The Corporate Secretary role – voting member

The corporate secretary works collaboratively with the president to support the Board in fulfilling its fiduciary responsibilities. Responsibilities The Secretary shall keep an accurate record of all proceedings of Ajax Spartans Minor Baseball Association including the Annual Meeting, Special Meeting(s), and any other meeting(s) called by and presided over by the President, a register of all Leagues and Final Standings, and a current listing of all suspensions still in effect. The Secretary, as directed by the Board, shall approve all application forms, being submitted by member Associations to the OBA as but not limited to Coaching Clinic Hosting, Umpire Clinic Hosting, Coach of the Year, Umpire of the Year, Player of the Year, Team of the Year, Tournaments, etc.

- Board Conduct Support the president in maintaining a high standard for Board conduct and upholding policies and the By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.
- Document Management Keep a roll of the names and addresses of the Members. Ensure the proper recording and maintenance of minutes of all meetings of the Corporation Association, the Board, and Board committees. Attend to correspondence on behalf of the Board. Have custody of all minute books, documents, registers, and the seal (if any) of the Corporation Association and ensure that they are maintained as required by law. Ensure that all reports are prepared and filed as required by law or requested by the Board.
- Meetings Give such notice as required by the By-Laws of all meetings of Ajax Spartans Minor Baseball Association, the Board, and Board committees. Attend all meetings of the Board and Board committees. Carry on all Association correspondence, maintain an adequate supply of Association stationery, and be responsible for all ASMBA office equipment.
 - Register all persons in attendance at the AGM.
 - Be responsible for maintaining an adequate supply of each year's amended and updated By-Laws

Position Description for the Registrar – voting member

The Registrar shall be responsible for approving all Team Rosters, reinstatements, and the registration of all Birth Certificates in accordance with the guidelines of the Eastern Ontario Baseball Association and Ontario Baseball Association. The Registrar shall be responsible for verifying coaching certification for those listed on the Approved Eastern Ontario Baseball Association rosters and removal of those who have not met certification criteria and the deadline set by the Ontario Baseball Association.

- (a) Register all players and keep an accurate, up-to-date list of said players. (Name, addresses, phone numbers, player's disabilities)
- (b) Be responsible for all registration refunds in conjunction with the Treasurer.

- (c) Be responsible for the completion and currency of all members eligible for vulnerable sector and police checks

Position Description for the Rep Convenor – voting member

- (a) Be responsible for selecting the committee for selection of Rep Managers. The committee members must be ASMBA members and/or residents of the Town of Ajax. The committee members must be approved by the Executive. The committee will subsequently elect the Chairperson.
- (b) Be responsible for recommending the Rep Team Managers for Executive approval.
- (c) Be the representative to the EOBA or appoint an alternate with Executive approval.
- (d) Be responsible for collecting Rep Fees with the support of the Treasurer
- (e) Be responsible for ensuring the implementation of Rules of Conduct and Rep Mandate for Rep teams.
- (f) Be responsible for ensuring that all Rep players are wearing approved ASMBA uniforms in accordance with EOBA guidelines.
- (g) Be responsible for approving the Rep team coaches as selected by the Rep team Managers.
- (h) In conjunction with the Treasurer be responsible for ensuring that all defaulted Rep fees are collected.
- (i) Be responsible for submitting OBA cards and team rosters for players, coaches, and Managers to the EOBA for approval.
- (j) Be responsible to provide the Treasurer with a copy of each team roster.
- (k) Should the Rep Convener apply to manage a Rep Team, the President shall appoint a selection committee to make its recommendation to the Executive.
- (l) Will prepare a budget for the Rep program each year.
- (m) Be part of the Operations Committee that will meet when necessary.
- (n) Chair the Rep Committee (incl. Pres, VP, Elite Director, Rep Development Director)

Position Description for the Select Director – voting member

The Select Convener shall:

- (a) Be responsible for selecting the committee for selection of Select Head Coaches. The committee members must be ASMBA members and/or residents of the Town of Ajax. The committee members must be approved by the Executive. The committee will subsequently elect the Chairperson.
- (b) Be responsible for recommending the Select Team Head Coaches for Executive approval.
- (c) Be the representative to the EOSBA or appoint an alternate with Executive approval.

- (d) Be responsible for collecting Select Fees.
- (e) Be responsible for ensuring the implementation of Rules of Conduct for Select teams.
- (f) Be responsible for ensuring that all Select players are wearing approved ASMBA uniforms in accordance with guidelines.
- (g) Be responsible to approve the Select team coaches as selected by the Select team Managers.
- (h) In conjunction with the Treasurer, be responsible to ensure that all defaulted Select fees are collected.
- (i) Be responsible for submitting team rosters for players and coaches to the EOSBA/SOBA for approval.
- (j) Be responsible to provide the Treasurer with a copy of each team roster.
- (k) Should the Select Convener apply to manage a Select Team, the President shall appoint a selection committee to make its recommendation to the Executive.
- (l) Will prepare a budget for the Select program each year.
- (m) Be part of the Operations Committee that will meet when necessary

Position Description for the Elite Baseball Director – voting member

The Elite Baseball Convener shall:

- (a) Be responsible for selecting the committee for selection of Elite Head Coaches. The committee members must be ASMBA members and/or residents of the Town of Ajax. The committee members must be approved by the Executive. The Elite Convenor will be Chairperson.
- (b) Be responsible for recommending the Elite Team Head Coaches for Executive approval.
- (c) Be the representative to the EBLO or appoint an alternate with Executive approval.
- (d) Be responsible for collecting Elite Fees.
- (e) Be responsible for ensuring the implementation of Rules of Conduct for Elite teams.
- (f) Be responsible for ensuring that all Elite players are wearing approved ASMBA uniforms in accordance with guidelines.
- (g) Be responsible for approving the Elite team coaches as selected by the Elite team Managers.
- (h) In conjunction with the Treasurer, be responsible for ensuring that all defaulted Elite fees are collected.
- (i) Be responsible for submitting team rosters for players and coaches to the EOBA/EBLO for approval.

- (j) Be responsible to provide the Registrar with a copy of each team roster.
- (k) Should the Elite Baseball Director apply to manage an Elite Team, the President shall appoint a selection committee to make its recommendation to the Executive.
- (l) Will prepare a budget for the Elite program each year.
- (m) Be part of the Operations Committee that will meet when necessary

Position Description for the **Equipment/Uniform Director** – voting member

The Equipment/Uniform Director shall:

- (a) Prepare a budget for equipment and present it to the Executive for approval.
- (b) Maintain and keep in good repair and/or replace equipment owned by the Association and be responsible for the storage of the same between seasons.
- (c) Make additional purchases as required. Purchases exceeding the budget must be approved by the Executive.
- (d) Make an accurate record of all equipment
- (e) Clearly mark all ASMBA equipment.
- (f) Provide proper and sufficient equipment for all teams.

Uniform

- (a) Prepare a budget for uniforms for all Rep and House League teams and present it to the Executive for approval.
- (b) Make additional purchases as required. Purchases exceeding the budget must be approved by the Executive.

Position Description for the **Sponsorship Director** – voting member

- (a) Be responsible for arranging all sponsorship and maintaining contact throughout the season.
- (b) Coordinate sponsor registrations with the Registrar.

Position Description for the **Snack Bar Director** - voting member

- (a) Be responsible for the operation of the Snack Bar, including purchasing supplies, arranging workers –completing the necessary documents for tax purposes, and getting licenses.
- (b) Present a financial statement at each Executive and General Meeting, in conjunction with the Treasurer.

Position Description for the **Publicity/Marketing Director** – voting member

- (a) Be responsible for keeping the public informed of ASMBA activities and social functions via newspaper, television signboards, etc.
- (b) Ensure the public is notified of all General Meetings.
- (c) Be responsible for the preparation of internal newsletters (Hits and Runs).
- (d) Be responsible for the preparation of the Annual ASMBA handbook.

Position Description for the **Social Media Director, Webmaster** – voting member

- a) Be responsible for the development and maintenance of the ASMBA website
- b) Oversight for social media content and quality control
- c) Ensure the public is notified of all General Meetings

Position Description for the **Social Media Admin** – non-voting member

- a) Be responsible for keeping the public informed of ASMBA activities and social functions via Social Media (Twitter, Facebook, Instagram, etc.)
- b) Be responsible for the preparation of social media updates
- c) Be responsible for the preparation of the Annual ASMBA handbook with the Publicity/Marketing Director.

Position Description for **The Convener In Chief/ House League Director** – voting member

- a) Appoint any Divisional Conveners not elected at the Annual General Meeting. Selections must be approved by the Executive.
- b) Review league rules for all divisions, in conjunction with the Supervisor of Umpires and Divisional Convener(s), and update where necessary. Inform the Executive of all rule changes at the next monthly meeting.
- c) In conjunction with the Divisional Conveners, coordinate coach's night, including all aspects of the coach's packages.
- d) Be responsible for coordination and collecting player evaluations prior to the end of the season.

The Life Member – eligible to vote as a Director at Large

- a) Be an Executive Member for Life after completing 10 consecutive years on the Executive and is in good standing.
- (b) Assist other Executive members with their duties as available.

Position Description for **Divisional Conveners shall** – non-voting member(s)

- a) Be responsible for recommending/selecting coaches and managers for their divisions.
- b) Ensure that each Manager, coach, and player has copies of league rules, team lists, and schedules and that they are instructed to distribute to coaches and players.
- c) Provide the Convener in Chief and the Registrar with a complete team list one week prior to the coach's night.
- d) In conjunction with the Convener in Chief, be responsible for the operation of their respective divisions.
- e) In conjunction with the Convener in Chief, attempt to equalize teams prior to Picture Day.
- f) In conjunction with the Convener In Chief, recommend to the Executive to replace any team official not properly fulfilling his/her duties. (g) Ensure all sponsors receive team schedules, plaques, team pictures, and team shirts.
- h) Be responsible for player evaluations prior to the end of the season.

Supervisor of Umpires/Umpire in Chief – Voting member

- a) Be responsible for the training of all umpires in the ASMBA, EOBA, and OBA rules.
- b) Be an advisor to the Executive in all matters pertaining to rules and regulations.
- c) Obtain all necessary copies of official rule books for the umpire staff.
- d) Arrange the scheduling of umpires
- e) Inform all umpires of all playing rules and ground rules.
- f) Ensure the umpires are paid
- g) Ensure that the ASMBA has an adequate number of carded umpires.
- h) With the exception of emergency situations, not received more scheduled umpiring time than the rest of the umpiring crew.
- i) Be part of the Operations Committee that will meet when necessary.
- j) Prepare a budget for approval by the Executive prior to the start of the season.

Position Description for **The Field Director** – voting member

- a) Maintain the diamonds for all league or inter-city play, in conjunction with the Town Parks Department.
- b) Obtain an adequate supply of materials and equipment to maintain fields within the budget.
- c) Oversee security against vandalism and debris within the park and report to proper authorities.
- d) Maintain and submit to the Executive a list of labor expenses paid out for the maintenance and lining of diamonds.
- e) Collect, distribute and keep an accurate record of all ASMBA keys.
- f) Be part of the Operations committee that will meet when necessary.
- g) Prepare a budget for approval by the Executive prior to the start of the season.

Position Description for **The Scheduling Director** – voting member

- a) Be responsible for obtaining all field permits from the Town of Ajax.
- b) Be responsible, with the input of the Convener in Chief and Divisional Conveners, for scheduling games for league games and practices.
- c) Be responsible for co-coordinating rescheduled games.
- d) Ensure that efficient use is made of available permits.
- e) Be part of the Operations Committee that will meet when necessary.
- f) Prepare a budget for approval by the Executive prior to the start of the season.

Position Description for **The Special Events Director shall** – voting member

- a) Be responsible for obtaining permits for special functions.
- b) Be responsible for co-coordinating Banquet Day, Dances and any other social activities.
- c) Be responsible for the purchase of awards/trophies for banquet day.
- d) Be responsible for co-coordinating and distributing team pictures.
- e) Be responsible for the purchase of refreshments and food for the Annual Banquet Day.
- f) Prepare a budget for approval by the Executive prior to the start of the season.

Position Description for **The Tournament Director shall** – voting member

- a) Be responsible for co-coordinating and running all OBA and EOBA Tournaments.
- b) Act as liaison with OBA/EOBA, Rep Conveners, Coaches, and Managers.

- c) In conjunction with the Divisional Conveners, be responsible for assisting on non-OBA or non-EOBA tournaments.
- d) Notify the Convener in Chief, Scheduling Convener, Supervisor of Umpires, and Field Director of any hosted OBA tournaments by giving 2 (two) weeks' notice.
- e) Prepare a budget for approval by the Executive before the start of the season.

The role of **The Director of House League Player Development** – voting member

- a) Identify existing baseball clinics, including OBA/programs which may be beneficial to ASMBA players and coaching staff in House League
- b) Coordinate all player and coaching clinics.
- (c) Identify qualified individuals capable of teaching the basic skills for all defensive and offensive components of the game.
- d) Identify equipment that could be helpful in player development.
- e) Create a reference library of all source information for the ASMBA.
- f) Establish a handbook that outlines basic skills development techniques/routines for practices.
- g) Prepare a budget for approval by the Executive Before the start of the season.

The role of **The Director of Rep Player Development shall** – voting member

- a) Identify existing baseball clinics, including OBA/programs which may be beneficial to ASMBA players and coaching staff in Rep
- b) Coordinate all player and coaching clinics held by the ASMBA.
- c) Identify qualified individuals capable of teaching the basic skills for all defensive and offensive components of the game.
- d) Identify equipment that could be helpful in player development.
- e) Create a reference library of all source information for the ASMBA.
- f) Establish a handbook that outlines basic skills development techniques/routines for practices.
- g) Prepare a budget for approval by the Executive Before the start of the season.

The role of **The Past President shall** – voting eligible as a Director at Large

- a) Be Assistant to the President and fulfill the duties in their absence.
- b) Failing that the position of Past President is not filled, these duties will be carried out by the Vice-President.

c) He/she will be a voting member.

d) Serve a term of one year only. The Past President's duties will be assumed by the Vice-President if the President remains in office longer than one year.

The role of the **Ombudsman** - non-voting role

Assistance with resolving complaints (unresolved at the ASMBBA executive level) through advice, referral and discussion and by exploring available options. An Ombudsman/Ombudsperson assists with the fair and expeditious resolution of complaints in an impartial, confidential and independent manner.

The role of the **Volunteer Screening Coordinator** - non-voting role

Responsible for:

a) Keep an accurate record of all volunteer screening checks including Vulnerable Sector Checks (VSC's), EPICS and Attestations for the ASMBBA Executive, Rep and House League volunteers as required by OBA guidelines

b) report promptly to the President and VP any checks that reveal a "non pass" for any Association volunteer

c) Be responsible and maintain records confidentially respecting the nature of the position

d) Confirm with the Treasurer costs and invoices related to screening checks

e) Prepare a budget for the Executive's approval before the start of the season

Section 12 - DUTIES OF UMPIRES, COACHES, AND OFFICIALS:

The Duties of Managers and Coaches:

Shall:

(a) Supply to each player assigned to their team a copy of the season schedule complete with their names and telephone numbers to enable players to contact their respective team official when required.

(b)

(i) Insist that all House League players on the field wear complete uniforms as approved by the ASMBBA, which consists of a hat, jersey, and pants (not included in uniform kit by ASMBBA).

(ii) Insist that all Rep Players on the field wear complete uniforms as approved and supplied by the ASMBBA, which consists of a hat, jersey and pants.

(iii) All catchers must wear the required protective gear necessary to their position of play. All catchers or any warm-up catcher must wear a mask. T-Ball and Rookie Ball pitchers must wear a helmet on the mound. The catcher must leave his equipment on

until he leaves the playing field. Also, all runners must leave their helmets on until they have reached a bench. Anyone warming up a pitcher must wear a mask and throat protector.

(c) Ensure that team uniforms are kept as reasonable as possible to improve the appearance of players participating in said games.

(d) Enforce the retention of all players to their respective player's bench. Exception-batter at the plate, on-deck person (excluding T-Ball) 1st and 3rd base coach, warm-up pitcher, and catcher. The only other exception is nature's call on players.

(e) Maintain suitable conduct on the bench. Insist that all players in his/her charge observe proper field conduct and language.

(f) Rule misinterpretation calls by any field arbitrator deemed in error by team officials shall be heard only on a WRITTEN PROTEST and must be filed with the presiding Convener, who will forward said protest to the Executive for study. Their decision is final and must be accepted without prejudice. The Umpire In charge must be advised at the time of the protest. Said protest is to be given in writing to the Convener or immediately following the conclusion of the game.

(g) Ensure that playing gear is preserved from any unnecessary rough handling or careless treatment. Restraint must be imposed immediately upon any player abusing this rule. No decals or stickers are to be placed on any ASMBA equipment without the approval of the Executive.

(h) Ensure that score sheets and game reports are completed and delivered to the designated person.

(i) Ensure all House League players get his/her fair share of playing time. i.e. No player may sit two consecutive innings.

(j) Enforce all other rules deemed necessary by the ASMBA Executive.

(k) Be responsible for collecting and returning all playing gear to the Equipment Director at the end of the season.

(l) All the above rules apply to practice with the exception of uniforms.

Duties of Umpires:

(a) Be at the park 15 minutes before scheduled game time and on the field 5 minutes before game time.

(b) Be fully acquainted with the EOBA, OBA, and House League rules.

(c) Be properly dressed.

(d) Attend any scheduled seminars.

(e) Write OBA exams.

(f) Insist that all games start at the scheduled time and make any decision necessary to ensure an uninterrupted and satisfactory completion of said game.

(g) Be impartial in any decision made by them and rigidly prohibit any questioning of said call by participating coaches and/or managers. The penalty of ejection from the game will be invoked if the harassment continues unduly. PLAYERS MAY NOT question any decision made during the course of play.

(h) Signify all calls in a loud and clear voice and by using a uniform arm signal understood by all competitors.

(i) Ensure that all field playing and ground rules are thoroughly understood by competing teams before the start of each game and advise both team managers/coaches of official game time.

(j) In the event of rain occurring during the course of play, time will be called, and a waiting period of not longer than ½ hour (30 minutes) will be observed. The game is to be called at the discretion of the Umpire.

(k) Report any protest occurring during the course of play together with their written version immediately after the game to the presiding convener. Recommend action and notify the Supervisor of Umpires of any disciplinary action that should be taken.

(l) Return all borrowed umpire equipment to the designated area agreed upon at the yearly Umpire introduction meeting.

Section 13 – ANNUAL GENERAL MEETING – ‘AGM’

1. (a) The Annual General Meeting shall be held no later than September 30th

(b) A minimum of 10 days notice of this meeting shall be given to the public by the media.

(c) Divisional Conveners shall be elected for one-year terms. All other Executive positions shall be two-year terms with the following positions being elected in years (for the upcoming season) ending with an even number: President, Treasurer, Registrar, Special Events Director, Field Director, Supervisor of Umpires, Rep Convener, Tournament Director and Director of Development, Social Media Director. The following positions being elected in years (for the upcoming season) ending with an odd number: Vice-President, Secretary, Equipment/Uniform Director, Publicity Director, Sponsorship Director, Scheduling Director, Convener in Chief, Select Convenor, Elite Baseball Convenor, Snack Bar Director.

2. (a) Amendments This By-Law may be amended by a 2/3 majority at the Annual Meeting or General Meeting.

Section 13 – BY-LAWS

(a) Player suspensions may be made by the Team Manager and the Executive at any time for just cause, to be effective immediately. Notification is given, and a hearing is held. Such a hearing must be held and finalized within seven (7) days of suspension.

(b) Any Coach/Manager may be suspended or dismissed by the Executive for conduct that, in the opinion of the Executive, is not in the best interest of the Association. Any suspended member has the right to appeal with a letter in writing to the Executive within seven (7) days of suspension.

(c) Any Rep Player requesting to move up to a higher Rep Level must request in writing giving reasons. A special meeting will be held; may consist of the player, parent(s), the Managers, and/or coaches from both teams that would be involved, and the Executive. It will be the Executive's decision which will be taken as final.

(d) (House League only). Players may be re-classified to one lower or one higher classification based on ability only. Said moves are to be sanctioned by the convener of his/her respective division only and only when it is clearly demonstrated that the move benefits both the player and division. Any player that is permitted to move up a level in House League does not automatically qualify him/her to try out for Rep in the higher level.

(e) The official schedule must be strictly adhered to, including playoffs, unless authorized otherwise by the Executive.

(f) Any person of the Association wishing to lodge a complaint may do so in writing. The complaint is to be submitted to the Fair Play Committee. Their decision will be submitted to the Executive for approval.

(g) Any unbudgeted expenses in excess of \$200.00 must have the approval of the Executive.

(h) Rep team managers will be approved by the Executive.

(i) Executive members can coach or manage Rep teams but would forfeit voting privileges for any decisions pertaining to Rep Ball in their conflict of interest category.

(j) Rep teams are required to carry a minimum of eleven (11) carded ASMBA players. Managers are allowed to card more players and use them as call-ups. Call-ups may play in Rep or House League.

i) A call-up for Rep teams will be used in emergency cases only (i.e., when a team has less than the minimum of 11 players). When a team has in excess of 12 players, they must have the approval of the Rep Council for call ups.

ii) Uniforms utilized by call-up players will remain the property of the ASMBA.

iii) Call-ups must fulfill their House League obligations first.

iv) Call-ups will not be required to pay for the Rep fees unless he/she requests to purchase the ASMBA Rep uniform (i.e., jersey if a Rep call-up plays in 6 or more regular season games).

v) In case of an emergency where a Rep team does not have enough players nor can they get the call-up, any team may be permitted to go to the younger team through that team's Manager for players rather than forfeit the game. The other coach/Manager is requested to cooperate. The Rep Convener will have the final say on call-ups from House League or younger Rep teams in emergency situations and special tournament situations (eliminations).

vi) If and when a call-up is used, he does not receive more playing time than a regular player. viii) Rep fees must be paid before the first regular season game in full.

vii) Any player in default of Rep fees will be ineligible to play until resolved through financial settlement.

(k) The ASMBA will endeavor to make purchases from sponsors and registered businesses within the Town as long as they are competitive. If supplies/equipment are not available locally, then the Executive reserves the right to make such a purchase out of Town.

(l) Requests to play on a certain House-League team will be considered by the House League Council; however, the request may not be granted.

(m) No person may try out for a Rep Team unless registered with the ASMBA.

(n) All correspondence must be channeled through the ASMBA Post Office Box or, in the case of Rep Managers, directly to the Rep Convener.

(o) Individual teams must request the Vice-President's and Treasurers approval for fundraising activities. Upon approval, must report all fundraising activities to the Executive.

(p) Residency/Releases

i) All players registering the play for the Ajax Spartans Minor Baseball Association MUST be permanent residents of Ajax. As per EOBA guidelines, in the case of a family moving outside of the Ajax boundaries, if a player has been a continuous resident of Ajax and has been a member of an Ajax team for two or more years, that player may continue to register for his/her division.

ii) Any Rep player wishing to apply for/play for another Association are required to attend all tryouts appropriate to their age. If a position is not offered to the player, a release request must be obtained in writing before joining another Association. The Rep Council will approve each release request using a majority vote rule. In the absence of a Rep Council, both the President and VP will be included in granting or denying all releases.

iii) Any player (non-resident, etc.) may be refused acceptance to the ASMBA at the discretion of the Executive. Appeals must be presented in person within seven (7) days of a decision.

(s) A player is officially registered when and only when the application and monies have been accepted by the Registrar. A non-resident player is officially registered when the Executive has approved their request to play with the ASMBA.

(t) **SMOKING** In compliance with the Smoke-Free Ontario Act all smoking and vaping, of any kind is prohibited in Ajax parks. The penalty for this would be immediate ejection for players or coaches and may result in loss of accreditation for umpires.

(u) Constitutional changes must be submitted prior to the AGM. This may happen in two ways:

i) Present motion at any Executive meeting preceding the AGM, or

ii) In writing by registered mail, 2 weeks prior to the AGM

(v) **Divisional Conveners** shall be elected for one-year terms. **All other Executive positions** shall be two-year terms with the following positions being elected in years (for the upcoming season)

ending with an **even number**: President, Treasurer, Registrar, Special Events Director, Field Director, Supervisor of Umpires, Rep Convener, Tournament Director and Director of Development, Social Media Director. The following positions being elected in years (for the upcoming season) ending with an **odd number**: Vice-President, Secretary, Equipment/Uniform Director, Publicity Director, Sponsorship Director, Scheduling Director, Convener in Chief, Select Convenor, Elite Baseball Convenor, Snack Bar Director.

An Executive member in the middle of a two (2) year term may run for another Executive position after serving one year of his/her term. Should the individual be elected to this new position, the position previously held by this person shall be open for election, and the newly elected person shall hold this office for one year.

Section 14 – Special Resolutions

A special resolution of the members is required to make any amendment to the articles of a corporation to,

- (a) change the corporation's name;
- (b) add, remove or change any restriction upon the activity or activities that the corporation may carry on or upon the powers that the corporation may exercise;
- (c) create a new class or group of members;
- (d) change a condition required for being a member;
- (e) change the designation of any class or group of members or add, change or remove any rights or conditions of any such class or group;
- (f) divide any class or group of members into two or more classes or groups and fix the rights and conditions of each class or group;
- (g) add, change or remove a provision respecting the transfer of a membership;
- (h) subject to section 30, increase or decrease the number of, or the minimum or maximum number of, directors fixed by the articles;
- (i) change the purposes of the corporation;
- (j) change to whom the property remaining on liquidation after the discharge of any liabilities of the corporation is to be distributed;
- (k) change the manner of giving notice to members entitled to vote at a meeting of members;
- (l) change the method of voting by members not in attendance at a meeting of the members; or
- (m) add, change or remove any other provision that is permitted by this Act to be set out in the articles.

ASMBA POLICY TO BE ATTACHED TO THE BY-LAW

Criteria for the Selection of Managers/Coaches for Rep Teams

1. Candidates for the Rep Manager and the coaching staff will meet the requirements as set down by the OBA.
2. Candidates will supply a written list of past affiliations with clubs and associations, citing their qualifications, experience, and past accomplishments.
3. A general introduction to the applicant's personal goals, theories, and aspirations will be helpful, especially if the candidate is a new resident of Ajax and without the benefit of an existing ASMBA record.
4. All candidates will supply a list of personal references upon request.
5. Notifications for all applications for Rep team managers will be done through the newspaper and website as well as any other means deemed expedient well prior to the general registrations.
6. All candidates for Rep Team Managers will be reviewed by a committee (minimum of 3 members) (approved by the Executive and consisting of, but not limited to, at least 3 Executive members and not more than 2 non-biased adjudicators.) Non-biased adjudicators must be familiar with the criteria and standards required for team managers and coaches and must not have personal/biased involvement with any of the selections. Any or all of the Selection Committee Members may request further interviews with the candidates or clarification of the candidates' qualifications. The committee(s) will present their decisions to the Executive as a whole, after which the appropriate Convener will then inform the managers of their appointment. Election to the Executive does not guarantee selection to a coaching position. Conversely, past appointments do not necessarily guarantee succeeding terms.

RULES OF CONDUCT FOR ALL TEAMS REPRESENTING THE ASMBA AND THE TOWN OF AJAX

1. There will be NO audible foul language used while participating with and/or representing the Town of Ajax Rep team. This includes practices, games, and any other event related to the team. This applies to all Managers, Coaches, Players, and any other Team officials.
2. RESPECT will be shown at all times to Managers, Coaches, players, Game Officials, and spectators.
3. RESPECT will be shown at all times for baseball equipment, uniforms, and any baseball facilities provided by the home or visiting teams.
4. GOOD SPORTSMANSHIP will be demonstrated before, during, and after games. At the completion of the game, all members of the team will shake hands and ONLY articulate positive comments to opponents and game officials.
5. An approved, complete SPARTAN uniform (as per EOBA standards) will be worn for all ages.
6. Under NO circumstances is smoking permitted during games, pre-game warm-ups, and practices (specifically in the bench area and on the field of play).
7. SPECTATORS associated with our teams are expected to follow the rules of RESPECT AND GOOD SPORTSMANSHIP at all times.

For Out-of-Town Tournaments:

8. A curfew will be in effect for all age groups. All players must be in their own rooms and must keep noise to a courteous minimum. The absolute curfew is 12 midnight for older teams (Bantam and Up). Younger age groups should be based on reasonability.

9. It is expected that Managers, coaches, players, and Team Officials of legal drinking age will demonstrate their maturity, self-discipline, and self-restraint when consuming alcoholic beverages.

10. The Manager will have the absolute authority to allocate suspensions, remove players from the team...even remove the team from the tournament should such action be required to enforce these rules. The ASMBA Executive may also impose its will at any time.

It is NOT the Manager and coach's responsibility to see that the rules are not broken; it is, however, to their benefit to have a set of established rules that they can fall back on if and when strong measures are required. Players who break the rules will have to face the consequences.

Volunteer Screening Requirements in accordance with Provincial, Federal and governing bodies (Ontario Baseball Association)

ASMBA REPRESENTATIVE MANDATE

The ASMBA constitution: Article II – OBJECTIVES

- a) To foster, govern, and improve baseball in the Town of Ajax.
- b) To teach and help develop fair play, sportsmanship, and teamwork at all times.

Our constitution is based on these simple principles, and we must ensure they are preserved.

1. PLAYER DEVELOPMENT

Mental – Develop each player's knowledge of the game. Physical – Develop each player in at least two fielding positions at least one being in the infield. (These development guidelines apply to all REP teams up to Major Bantam) Personal - Build the confidence and character of each player.

2. **PROMOTE FAIR PLAY** by providing the opportunity to play and contribute. Use regular loop play and preliminary rounds in tournaments to develop all players. In important games (tournament semis and finals, playoffs) Rep teams may use the players who give the team the best chance to achieve its goals.

3. **BUILD RESPECT** for the game and participants. Maintain the dignity of each participant.

4. **DEMONSTRATE GOOD SPORTSMANSHIP.**

5. **PLAY HARD, BE COMPETITIVE AND HAVE FUN!** The quality of the baseball experience is more important than winning or losing.

6. Establish **GOALS** and share them with the players and parents.

7. Establish a **POSITIVE AND MEANINGFUL** relationship with the parents through **COMMUNICATION.**

8. Select the **BEST PLAYERS** available to meet team goals each year.

9. The **REP PROGRAM** (and its managers and coaches) is responsible for providing a higher level of baseball than that provided by the House League while fostering the development of players and promoting their aspirations to play at the Rep Level.

10. The House League and Rep Program (and their Conveners, Managers, and coaches) are expected to fully support and promote both programs for the good of baseball in Ajax and to provide the optimum opportunity for each player to develop his or her baseball skills while having fun.

11. The **REP TEAMS** should reflect the best AJAX can offer in **SKILLS AND PEOPLE**. Evaluation of talent should include whether a player can play within the **CODE OF CONDUCT** for Rep