

CONSTITUTION

Article 1 – NAME

This volunteer Not for Profit Organization shall be known as “**THE SUDBURY MINOR BASEBALL ASSOCIATION**” (SMBA) and hereinafter is referred to as the “**ASSOCIATION**”.

Article 2 – AIMS AND OBJECTIVES

1. To provide all eligible persons with wholesome recreation and sport activity;
2. To teach the skills of baseball;
3. To promote physical fitness;
4. To provide an opportunity for persons to play together in a team effort and learn respect for others;
5. To promote good fellowship, the ideals of good sportsmanship, honesty, loyalty, courage, and respect for authority;
6. To provide a Community service in the City of Sudbury
7. To provide a house league baseball experience and promote Representative team opportunities for those interested.

To achieve the above objectives, the Association will provide a supervised program of competitive baseball games under the Rules and Regulations set up by the Association and the relevant Ontario Baseball Association.

Article 3 – MEMBERSHIP IN THE SUDBURY MINOR BASEBALL ASSOCIATION

- [a] Members of the Association shall be any persons interested in active participation and in promoting the Aims and Objectives of the Association
- [b] Members of the Association shall be the Parents of those boys and girls who have duly registered and paid the baseball registration fees for the current year, or any players who have attained the age of 18.
- [c] All Directors, Sponsors, Managers, and Coaches shall automatically be enrolled as Members without cost, annually.

- [d] A Membership Roll will be kept by the Board for reference purposes. One meeting of the Membership will be held each year. A quorum for the Annual Meeting of the General Membership shall be twenty [20] persons. In determining the Quorum, the Members of the Board of Directors shall not be counted as part of the Quorum. The Membership Meeting shall be held annually at a date chosen by the Board of Directors. Notice of the Annual Meeting must be given a minimum of two (2) weeks in advance to the membership. Notice shall be given in the website and any other communication technologies that will ensure notification to the greatest number of members.
- [e] For election purposes only, those Members who have attained eighteen [18] years of age may vote.

Article 4 – REGISTRATION FEES

Registration Fees for Players shall be determined from year to year by the Directors.

Article 5 – DIRECTORS

- [a] The Directors of the Association shall be a minimum of ten [10] and a maximum of twenty (20) in number. Life members, as determined by the Board, may be added from time to time. Directors need not be members but must follow standard election or replacement procedures to become a member.
- [b] A Director shall hold Office for a period of here [3] years from the date of his appointment or until he is removed from Office or resigns. Removal of a Director may be by a 2/3 majority vote of the Board.
- [c] The seat of a Director which has been vacated shall be filled as follows:
 - [1] The Directors may nominate any Member in good standing from the Membership of the Association;
 - [2] Any Member in good standing of the Association may submit a Nomination in writing for a Directorship through the secretary of the Board at least seven [7] clear days prior to the Annual Meeting;
 - [3] Election to the Board of Directors shall be by majority vote of the Membership of the Association at the next Annual meeting following the nomination.
 - [4] Where vacancies occur on the Board of Directors after the Annual Meeting, Members or Persons in good standing may be nominated and seconded by a

member of the Board of Directors and if such nomination is approved by two-thirds [2/3] of the Directors present at a regular Board of Directors meeting, the nominee shall be duly elected to the Board of Directors and this procedure shall be followed where there is no Quorum at the Annual General Meeting.

- [d] The Directors shall meet at least six [6] times per year with at least one of those meetings being held during the regular baseball season. A tentative schedule of meetings for the year shall be developed at the first Board meeting following the Annual General Meeting.
- [e] A Quorum for a meeting of the Directors shall be one half [1/2] the number of Directors plus one [1].
- [f] Unscheduled meetings may be called by any Board member for exceptional reasons. Electronic notification with reasons for the meeting must be given to all Board members seven (7) days prior to the meeting date. A quorum as determined in e) must agree to the meeting.
- [g] Each meeting shall be opened and closed upon Motion of a Director present and seconded by another present. Meetings shall be run using standard meeting rules of order and following a standard agenda.
- [i] Each meeting shall be presided over by the President, and failing him the Vice-President, and failing him a Director agreed upon by the majority of those present.

Article 6 – OFFICERS OF THE SUDBURY MINOR BASEBALL ASSOCIATION

- [a] The Officers shall consist of:
 - [1] The President
 - [2] The Vice-President
 - [3] Treasurer
 - [4] Secretary
 - [5] Umpire in Chief
- [b]
 - 1) The Officers for any year shall be chosen from the Directors by a majority vote at the first regular meeting of the Directors following their election.
 - 2) Ex-Officio life members are not subject to the election/resignation process. They shall have a vote on all discussions of the Board of Directors.

- [d] There shall be an election to the Board of Directors annually for those Directors having completed their 3 year term to replace vacancies.

President – 2 year term

Vice-President – 2 year term

Treasurer – 1 year term

Secretary – 1 year term

Umpire in Chief – 1 year term

Article 7 – DUTIES OF THE OFFICERS AND BOARD OF DIRECTORS

[a] **President:**

The President shall be responsible for guiding the affairs of the Association and ensuring the execution of the policies established by the Directors. He/she shall present a record of the year's operation at the Annual Meeting or at such times as requested by the Directors. He/she shall preside at all Executive, Directors, and membership meetings. The President shall be a signing Officer along with the Treasurer for all cheques issued by the Association.

[b] **Vice-President:**

The Vice-President shall assume the duties of the President in the absence of the President and may be a secondary signing authority.

[c] **Treasurer:**

The Treasurer shall act as a signing Officer for all cheques issued by the Association. He/she shall do all necessary banking and issuing of cheques for the Association. He/she shall keep an up-to-date account of the Association's financial affairs and shall provide a financial report at regular meetings of the Executive and shall provide an Annual Report at the Annual Membership Meeting. The Treasurer ensures that the Board of Directors honour their fiduciary obligations to the membership and that the Board follows Ontario Not-for-Profit regulations for financial accounting.

[d] **Secretary:**

The Secretary shall keep all minutes and ensure distribution to the Directors. The Secretary shall also provide agendas for Board meetings.

[e] **Board of Directors Meetings:**

The role of the Board of Directors is to:

- Act honestly and in good faith to serve the best interests of the Association.
- Exercise the care, diligence and skill that a reasonably careful person would exercise in similar circumstances

The SMBA Board is a working board and as such, shall be entrusted with the day to day operation of the affairs of the Association. In performing the task, the Board of Directors shall meet on a regular basis throughout the year. A Quorum of one half [1/2] the number of Directors plus one [1] present before a meeting can be called to order.

In conducting the affairs of the association, the Board of Directors shall appoint Standing and Ad-Hoc committees as necessary to do the work required. Individual Directors may also take on specific organizational tasks. These committees or individual Directors must provide progress reports at each Board of Directors meeting for acceptance and approval. The structure and duties of these committees shall be outlined in the bylaws of the Association.

Article 8 – MEMBERSHIP MEETINGS

An Annual Meeting shall be called every year prior to December 1 for the purpose of the following:

- [1] Election to the Board of directors
- [2] Changes to the Constitution
- [3] Annual Financial Statement by the Treasurer
- [4] Board of Directors report upon the year's activities

Article 9 – REGISTRATION

- [a] Persons eligible for registration as a player in the Association shall be:
 - [1] A resident of the City of Sudbury and surrounding areas;
 - [2] A person who was registered to play in the Association during the previous year;

[3] The person must comply with the age limitations for the Association requirements unless otherwise approved by the Board.

[b] No registration shall be accepted by the Association unless it is accompanied by an executed "Permission and Release of Liability and Parent's Indemnifying Agreement" to be supplied by the Association at the time of registration.

Article 10 – AMENDMENTS TO THE CONSTITUTION

Amendments to the Constitution may be suggested by any member in good standing

Amendments to this Constitution shall be made as follows:

[1] A proposed Amendment shall be submitted in writing three [3] weeks prior to the Annual Meeting to the Secretary of the Association.

[2] The Secretary shall notify all Directors of the receipt of the proposed Amendment.

[3] The President shall call a Special Meeting of the Directors by notice set out in Article 5 of the Constitution.

[4] An amendment to the Constitution must receive:

[a] Approval of two thirds [2/3] of the entire Board of Directors called to consider the amendment.

[b] The approval of a majority of a Quorum of Members at a Membership meeting called to consider the amendments.

[c] Should a Quorum of Members not be available at the Annual General Meeting, amendments can be made as in a) above.

[5] Requirements for the Amendments to this Constitution do not apply to Amendments or changes in the General or Playing Rules as contained in this Constitution. Amendments to General or Playing Rules shall be by majority vote of the Directors at any meeting of the Directors.