BY-LAW NO. 1
A By-law relating generally to
the transaction of the business and affairs of

BRAMPTON MINOR BASEBALL INC.
(the "Corporation")

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RESOLVED as a By-law of the Corporation that:

1. INTERPRETATION

1.1 Definitions. In this By-law and all other By-laws and resolution of the Corporation, unless the context otherwise requires:

(a) the following terms shall have the meanings specified:

(i) "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;;

(ii) "Articles" means the Articles of Incorporation of the Corporation as amended or restated from time to time;

(iii) "Board" means the board of directors of the Corporation;

(iv) "Governing Committee (GC)" shall mean Governing Committee Members

(v) "Corporation" means the corporation whose name is set out at the top of this page;

(vi) "Director" means a member of the Board;

(vii) "Meeting of the Members" means an annual meeting of Members or a special meeting of Members, or both, and includes a meeting of any class of Members;

(viii) "Executing Officer" means an officer of the Corporation; and

(ix) "Members" means the collective membership of the Corporation;

(b) terms that are defined in the Act are used in this By-law with the same meaning; and

(c) words importing the singular number shall include the plural number and vice versa, and words importing the masculine gender shall include the feminine and neutral genders.

(D) This organization shall be known as Brampton Minor Baseball Inc, sometimes called BMBI, hereinafter referred to as "BMBI".

2. AIMS AND OBJECTIVES

2.1 To provide the opportunity for youth to participate in amateur baseball, within the geographical boundaries stipulated herein.

2.2 To develop and encourage good sportsmanship and fellowship between all participants, for the betterment of their physical, mental, and social well being.

2.3 To sponsor and promote such athletic, social, and other activities as may contribute to the moral and financial welfare of the Corporation.

3. AFFILIATION

3.1 BMBI shall be an "Affiliated Organization" with the City of Brampton Community Services Dept, herein after called the “City” and shall receive the services and assistance as defined in the Policy of Affiliation. All liaisons with the ”City” shall be conducted through the Supervisor of Sports Affiliates or a designated member of his/her staff.

3.1.1 BMBI is also affiliated with the Ontario Baseball Association (OBA), and the Central Ontario Baseball Association (COBA).

3.2 BMBI. shall have the authority to impose suspension on any participant who affiliates with another league without the express permission of the BMBI. Governing Committee prior to any such affiliation.

4. ELIGIBILITY

4.1 Participation in the BMBI program shall be open to all youths who:

(a) Reside in the City of Brampton or any other municipality as may be permitted under the constitution of the O.B.A. <u>and</u> the Policy of Affiliation of the City of Brampton.

(b) Are within the age groups specified in the BMBI Rules and Regulations.

5. GOVERNING COMMITTEE

5.1 The Governing Committee of BMBI shall consist of the Directors, Executive Officers and the Governing Committee Members.

5.2 Three Directors shall be elected through secret ballot at the BMBI Annual General Meeting (AGM), of which one Director shall be the President. Executive Officers will be elected at the first Governing Committee members meeting following the October Special Meeting.

5.3 The Executive Officers of the BMBI. shall be the President, Secretary, Treasurer, 1st Vice-President, 2nd Vice-President, 3rd Vice-President, 4th Vice-President, 5th Vice President and Umpire-in-Chief .

5.4 The Members for each year may consist of the assistant umpires-in-chief, rep. team committee members, select team committee members, recreation league series convenors, chairperson of promotion and publicity, equipment assistants, coaches and players training coordinator, two members-at-large, immediate past president, and such other assistants to any of the positions described herein or in Article 5.2 above. Should any vacancy occur during the term of office, the Governing Committee shall have the power to fill the vacancy.

5.5 Any Governing Committee Member of BMBI who affiliates with another youth baseball organization outside of BMBI other than a Provincial or National team recognized by Baseball Ontario or Baseball Canada or a Regional All-Star team affiliated with COBA will forfeit their membership and resign from the Governing Committee. If any member elects to pursue an opportunity with an alternative program, then he/she must resign from all Offices and Governing Committee of BMBI upon successful obtainment of such opportunity, such resignation to be in writing to the President of BMBI.

6. DIRECTORS

6.1 Election and Term

The Directors shall be elected by the Members at the first meeting of Members and at each succeeding annual meeting. The term of office of the Directors (subject to the provisions, if any, of the By-laws) 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.

6.2 VACANCIES

The office of a Director shall be vacated immediately:

I. if the Director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
II. if the Director dies or becomes bankrupt;
III. if the Director is found to be incapable by a court or incapable of managing property under Ontario law; or
IV. if, at a meeting of the Members, the Members by ordinary resolution removes the Director before the expiration of the Director's term of office.

6.3 FILLING VACANCIES

A vacancy on the Board shall be filled as follows, and the Director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Director's predecessor:

I. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an ordinary resolution;
II. if there is not a quorum of Directors or there has been a failure to elect the number or minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member; and
III. a quorum of Directors may fill a vacancy among the Directors.

6.4 COMMITTEES

Committees may be established by the Board as follows:

I. 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

II. 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.

6.5 RENUMERATION 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:

I. Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;

II. Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation 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

III. Notwithstanding the foregoing, no Director shall be entitled to any remuneration for services as a Director or in other capacity if the Corporation is a charitable corporation, unless the provisions of the *Act* and the law applicable to charitable corporations are complied with, including Ontario Regulation 4/01 made under the *Charities Accounting Act*.

7. BOARD MEETINGS

7.1 CALLING OF MEETINGS

Meetings of the Directors may be called by the Chair, president or any two Directors at any time and any place on notice as required by this By-law, provided that, for the first organizational meeting following incorporation, an incorporator or a Director may call the first meeting of the Directors by giving not less than five days' notice to each Director, stating the time and, if applicable, the place of the meeting.

7.2 REGULAR MEETINGS

The Board may fix the place, if applicable, and time of regular Board meetings and send a copy of the resolution fixing the place, if applicable, and time of such meetings to each Director, and no other notice shall be required for any such meetings.

7.3 NOTICE

Notice of the time and place, if applicable, 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 of the Corporation 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 of the Corporation.

A notice of a meeting of Directors need not specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means. If the Directors may attend a meeting by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

7.4 **CHAIR**

The Chair 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.

7.5 **VOTING**

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall not have a second or casting vote.

7.6 **Participation by Telephonic or Electronic Means**

Subject to the provisions of the articles, if any, a meeting of Directors may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means, provided that all persons attending the meeting are able to communicate with each other simultaneously and instantaneously. A person who, through telephonic or electronic means, attends a meeting of Directors is deemed for the purposes of the Act to be present at the meeting.

8. ELECTIONS

8.1 All Members will resign at the conclusion of the SPECIAL AGM. All Executive Officers will resign at the first meeting following the SPECIAL AGM. All vacant positions on the Governing Committee resulting from completion of term of office shall be filled by election at the first meeting following the SPECIAL AGM.

8.2 At the last meeting before the SPECIAL AGM, the Governing Committee shall appoint a Nominating Committee of not more than five (5) BMBI personnel from the Governing Committee. The Nominating Committee shall present at the SPECIAL AGM a slate of personnel eligible for Office of the Executive Officers who have signified their willingness to hold office. The number of personnel nominated shall be, at a minimum, sufficient to fill the various offices of the Governing Committee;

8.3 At the Special AGM, the Chairperson of the Nominating Committee shall present the slate of nominations to the floor. In addition, the Special AGM Chairperson will then ask the floor of any other nominations to the Governing Officers. Any such additional nominees must be eligible and confirmed for office, their names shall be added to the slate of eligible personnel submitted by the nominating Committee. The SPECIAL AGM Chairperson will declare the nominations closed;

8.4 Following the closing of the nominations, a motion will be put forward and seconded for the acceptance of the nominees submitted. Such motion will be voted by the floor by the show of hands.

8.5 At the next GCM meeting following the SPECIAL AGM, Members of the Governing Committee will vote for the positions to be filled by the personnel nominated. Voting shall be conducted by means of secret ballot under the supervision of a Member, which is not nominated for office, chosen by majority vote present at the meeting, and the President.

9. TENURE OF OFFICE

9.1 Executive Officers shall hold office for a one year term.

9.2 GC Members shall hold office for a one year term.

9.3 If any member of the Governing Committee is absent from three consecutive Governing meetings without providing a satisfactory explanation to the Governing, the Governing Committee will consider that the member has resigned and take subsequent action to fill the vacant position on the Governing. Prior to the third absence, the Member will receive communication from the Governing Committee advising of their resignation should they not be present for a third consecutive meeting.

10. QUALIFICATIONS

10.1 No one shall be nominated for, serve as, or be requested to act in the capacity of President, without having actively served for a minimum of two years on the Governing Committee.

10.2 Any Member of the Governing Committee may be removed from the Governing for conduct detrimental to the BMBI at a meeting of the Governing Committee upon a resolution approved by 3/4 of the votes cast in respect of such resolution. Notice must be given at least 7 calendar days prior to the meeting to all members of the Governing Committee of the intention to bring such a resolution before the meeting.

11. MANAGEMENT

11.1 The management of BMBI. and the administration of the various functions related thereto shall be vested in the Governing Committee. This Committee shall have full power to take any reasonable action necessary within the terms of the By-Laws, and to enforce compliance with the BMBI. Rules and Regulations. **Individual members of the Committee are not authorized to enforce any compliance as it pertains to the constitution or by-laws without consulting with the Governing Committee.**

11.2 The Governing Committee shall:

(a) Appoint standing committees, officials, and other personnel considered necessary for the efficient administration and operation of BMBI

(b) Have power to amend, add, or delete any article in the BMBI Rules and Regulations as it sees fit for the betterment of baseball or as requested by any member of BMBI

NOTE: BY-Laws amendments or additions can only be implemented at a Special General Meeting. All suggestions are to be submitted in writing to the President and decision for acceptability has to be 2/3 majority of the Governing Committee. If the submitted suggestion is not accepted by the Governing Committee, the reasons for such a decision shall be forwarded in writing to the person who makes the suggestion. If the person does not feel satisfied, he may proceed through the process of the Annual Meeting amendments.

(c) Have the power to investigate and render decisions on any matters not specifically covered in the Constitution and By-Laws of BMBI and the Rules and Regulations.

(d) **Meet monthly on the 4th Tuesday of each month**, except December, or such other date as they may determine, and except any other month they may decide. Each member of the Governing, in good standing, shall have one vote upon matters to be voted upon at any such meeting and, unless otherwise provided, a majority vote of the members present shall determine such matters.

12. DUTIES OF EXECUTIVE OFFICERS

12.1 The President shall preside at all meetings of the BMBI Governing. He shall call all meetings as deemed by him to be necessary or when requested to do so by half or more of the Governing personnel. He shall enforce, personally or by delegated authority, due observance of the BMBI By-Laws, to decide questions of order and conformance with the Rules and Regulations. He shall be signing officer, together with the Treasurer and 1st Vice-President (no Umpire-in-chief?), on all contracts and other legal matters.

12.2 The First Vice-President shall be the assistant to the President. In the absence of the President, the 1st Vice-President shall be empowered to act as the signing officer, together with the Treasurer, on all cheques, contracts, and other legal matters and shall assume all related responsibilities. This person shall also act as Chairperson of the Protest and Discipline Committee.

12.3 The Second Vice-President shall act in the absence of the President and 1st Vice-President. He shall be responsible for the procurement, custody, controlled distribution and maintenance of all equipment and supplies.

12.4 The Third Vice-President's duties shall include the scheduling of all BMBI. "Recreation League" games including Play-Off games and Finals and the assignment of appropriate diamonds as available. He shall also act as liaison with the “City” with respect to yearly allocation of diamonds and their upkeep.

12.5 The Fourth Vice-President's duties shall include responsibility for all matters relating to the Representative and Select levels of baseball. This person shall be the Chairperson of the Rep. and Select Committees and responsible for reporting on all that Committees’ activities to the Governing.

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12.6 The Fifth Vice-President shall be responsible to the President for the conduct, control and supervision of all Recreation Series Convenors. He/She will assist the Third Vice-President in arranging for rescheduled, re-played and rained-out games and ensure such games are played as soon as possible.

12.7 The Secretary Shall:

(a) Maintain accurate records of the proceedings of the BMBI

(b) Maintain a current register of all Governing personnel, team managers, coaches, umpires, including addresses and phone numbers.

(c) Conduct all correspondence of BMBI

(d) Maintain a current record of all decisions and appointments.

(e) Confirm assigned duties in writing as required.

(f) Promulgate all notices of meetings and may request administrative services and facilities of the ”City” as required and in accordance with the terms of affiliation.

12.8 The Treasurer Shall:

(a) Conduct and properly oversee the recording of all the financial transactions of BMBI

(b) Affix his/her own signature and obtain the President, 1st Vice-President's signature or Umpire in chief’s on all cheques.

(c) Prepare and submit an annual Financial Statement to the Governing Committee and the ”City”.

(d) Submit quarterly reports to the Governing Committee when requested.

12.9 The Umpire-in-Chief shall be responsible for the recruiting, training, general conduct and performance standards of all BMBI umpires and for their assignments to games as required.

12.10 The Assistant Umpires-in-Chief shall assist the Umpire-in-Chief in carrying out the duties and responsibilities assigned to the Umpire-in-Chief and, during his absence, shall sit as a member of the Protest Committee.

12.11 The Summer Committee is to be made of the unique Officers and Directors of BMBI. Unique meaning if a person is both an Officer and a Director ; they are considered to be one person for the sake of determining the Summer Committee. Therefore, the Summer Committee can be between 9 and 12 people, given the President is always a Director as well. A quorum would be 50% of the people who make up the Summer Committee (SC). The SC would meet June, July and August to entertain timely issues. It takes 75% of Summer Committee members present at a meeting to approve a Motion affecting the rule or policy change, if a quorum has been met.

13. MARKETING AND PUBLIC RELATIONS

13.1 The Chairperson for Marketing and Public Relations shall be responsible for the establishment of policy and overall jurisdiction over publicity with the media, and, in general, promotion of all BMBI endeavours and activities. The Chairperson shall be responsible for any special fund raising projects.

14. OTHER

14.1

14.2 Series Convenors under the direction of the 5th Vice-President shall be generally responsible for the program in their respective age category and more particularly for the recruiting and supervision of managers and coaches, and the moral conduct of the players. Duties of the Series Convenor will be in accordance with the Convenor's guidelines issued under the direction of the 6th Vice-President.

14.3 Equipment Assistants will work under the direction of the 2nd Vice-President in the custody, distribution, collection and maintenance of all equipment.

14.4 The coordinator of Coaches and Players Training shall report directly to the Governing Committee and will be responsible for:

(a) Training of players and coaches.

(b) Establishing performance standards of players and coaches.

(c) Development of players and coaches in all divisions.

(d) Organize and follow-up on clinics given to players and coaches.

15. COMMITTEE

15.1 The Rep. and Select Team Committee members shall be responsible for:

(a) Providing regular season and play-off schedules for all Representative and Select Teams.

(b) Assigning available baseball diamonds to all Representative and Select Team games and practices.

(c) Organizing the committee for selection of all Rep and Select. Team Managers.

(d) Reporting and approving on financial transactions (ie: sponsor fees received, equipment and uniform expenses or requirements or duties levied against the Representative and Select Teams) to the Treasurer prior to the Annual Meeting.

(e) Liaison between BMBI and C.O.B.A., Ontario Baseball Association or any other organization with which the Representative and Select Teams are required to affiliate.

15.2 Selection Committee for Rep. and Select Team Managers shall consist of a minimum of 5 persons, all being members of the Governing Committee and at least two of whom are not Rep. and Select Team Committee members (as it pertains for the selection of Rep. and Select Team Coaches) Applications for Management positions will be advertised on the website with a deadline for submissions. The Committee then shall review each application and make selection known by e-mail or phone to each applicant following the interview process before try-outs begin.

(a) Voting shall be conducted by means of a secret ballot under the supervision of an Governing member. The results of the vote will be retained for 30 days for future reference if necessary.

(b) Voting shall be conducted, at each age group, only by the same Committee members that were present for the interview of all applicants. If there are not sufficient members available to meet the requirements of section 13.1 then the interview will be rescheduled until the requirements can be met.

(c) Any Committee member who has a conflict of interest at a specific age group will not be allowed to interview any applicants at that age group.

(d) When requested by the applicant the Selection Committee will prepare a confidential report for the applicant interviewed with specific details as to why an applicant was selected or denied a position. This report will only be used to communicate to the applicant the reason(s) for the decision of the Selection Committee.

(e) No interview will be needed for returning managers who have, according to the Rep. and Select Committee been successful in improving the skills of their respective team players during the past two seasons.

15.3 Protest and Discipline Committee shall consist of the First Vice President as Chairperson, or in his absence a designate from the Governing Committee, and any two of the following, the Umpire-in-Chief, , the Fourth Vice President, and the Fifth Vice President In the absence of any of the above, the Chairperson shall have the right to appoint an alternate.

15.4 Nomination Committee shall consist of the 1st Vice-President as Chairperson and not more than four additional members who must be members of the BMBI Governing Committee. The selection of the members will be of the Chairperson's choice.

16. FUND RAISING PROJECTS AND FINANCIAL ASSISTANCE

16.1 No team, or sponsor thereof, shall conduct a fund-raising project on behalf of a member family (who has players enrolled with BMBI), or arrange financial assistance in any way, without the express and prior permission of the Governing Committee. Any such project approved by the Committee shall be coordinated by the Chairperson of Fund Raising, who shall submit a full report of the project's results to the Committee, along with any appropriate comments or recommendations concerning the manner in which the project was administered and conducted.

16.2 No team, or sponsor thereof, or Member shall conduct a fund-raising project on behalf of BMBI without the express and prior permission of the Governing Committee. Any such project approved by the Committee shall be coordinated by the Chairperson of Fund Raising, who shall submit a full report of the project's results to the Committee, along with any appropriate comments or recommendations concerning the manner in which the project was administered and conducted.

17. GENERAL ANNUAL AND SPECIAL MEETING OF MEMBERS

17.1 The Annual General Meeting shall be held no later than the 3rd Wednesday of April to present the Auditors Report of the previous fiscal year and Elect the Directors of the Corporation and any other Special Meeting items;

17.2 The Annual Special Meeting of the BMBI shall be held following the current playing season but before the fourth Tuesday of October.. The President shall prepare a proper Agenda for this meeting and provide copies for those in attendance.

17.3 Notice of motion, correspondence, Constitution amendments and/or other matters for consideration at the Annual General Meeting or any Special General Meeting shall be submitted in writing to the President and received by him no later than ten (10) days prior to the setting of the date for the meeting.

17.4 Subject to Article 15.2 no Article, or By-Law shall be altered or rescinded, or new one introduced , except at a special General Meeting of the Members and then only by consent of 2/3 of the members voting, whether present or by proxy.

17.5 Eligible voting members are the Governing Committee, Active Managers, Coaches and Umpires of BMBI Persons who have served in any of the above positions for a continuous period of three years, but who have had to withdraw from active participation, shall remain eligible voting members for a further period of one year following the year of withdrawal, providing he or she was a member in good standing at the time of their withdrawal.

(a) Where there is one or more child validly registered, either or both parents / guardians will be entitled to one vote each at the Annual General Meeting and or Special General Meeting.

(b) A registrant must have turned 18 years of age, as defined by the group's constitution, prior to the Annual General Meeting in order to exercise his / her right to vote. In the event the registrant is too young to vote, then the parent / guardian may use this vote. If the participant exercises his / her right to vote, then it is up to the group to decide whether one (only) additional parent / guardian should also get a vote.

18 YEAR END

The Corporation year end shall be September 30th.

19 RULES LES AND REGULATIONS

19.1 All BMBI personnel and participants shall be subject to, and comply with, the Rules and Regulations of BMBI

20. ENDORSEMENT

20.1 BMBI is an affiliated organization with the City Department and shall obtain endorsement of THESE By-Laws from the aforesaid Department.

20.2 If BMBI (Brampton Minor Baseball Inc.) disbands or ceases to exist, the net assets and the net funds of the organization shall be transferred to and held in trust by the City pending resolution and distribution of such assets and funds.

21. ENACTMENT

Thiis constitution is enacted in Brampton this 16th Day of October, 2024

Frank Fascia, President

Christine Foisy-Monk, Secretary