

**Aurora King Baseball Association
Located in Ontario Canada**

By-Laws #1

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Section I – General

1) Name of Organization

The Association shall be called the Aurora King Baseball Association, herein called AKBA. AKBA can also conduct its operations as “Aurora King Baseball”.

2) Definitions

In this By-law #1, unless the context otherwise requires:

- a) Act – means the Corporations Act (Ontario) and any act that may be substituted therefor (including the Not-for-Profit Corporations Act (Ontario)) and, where the context requires, includes the regulations made thereunder, as the Act or the regulations are passed, made, amended, replaced or re-enacted from time to time;
- b) Annual Meeting – means the annual meeting of Members;
- c) Articles – means the letters patent incorporating the Association dated February 3rd, 2015 as from time to time amended and supplemented by supplementary letters patent or articles of amendment;
- d) Association – Aurora King Baseball Association;
- e) Board – the Board of Directors of the Association;
- f) By-laws – this By-law #1 (including the schedules to this By-law #1) and all other by-laws of the Association as amended and which are, from time to time, in force;
- g) Day – calendar days;
- h) Director – an individual occupying the position of director on the Board;
- i) Director Members – all individuals who are Directors;
- j) Majority vote – fifty percent (50%) plus one (1) of all of the votes cast on that resolution;
- k) Members – Director Members and Registered Participants defined herein By-law 30
- l) Members’ Meeting – includes Annual Meetings and Special Members’ Meetings;
- m) President – the President of the Association;
- n) Registered Participants – those individuals registered for a program or team with the Association.
- o) Special Members’ Meetings - means any Members’ Meeting other than the Annual Meeting;

3) Objectives of the Association

- a) To promote the sport of baseball at all levels in the Town of Aurora and the Township of King.
- b) To implement the mission and vision and be guided by its values as described in the Associations Strategic Plan, as amended from time to time by the Board of Directors.
- c) To represent the Town of Aurora and the Township of King at the regional level (York Region Baseball Association) and the Provincial level (Baseball Ontario) and to provide advice on behalf of the Association and its participants into the policies and governance of those governing bodies.
- d) To be guided by the Canadian Sport Policy (2012) and its successor policy in order to achieve growth and enhance the experience for all involved at all levels of baseball.
- e) To interact with other local baseball/softball Associations, for the betterment of the sport of baseball.
- f) To enhance the quality of baseball for the youth of the Town of Aurora and the Township of King.
- g) To organize and manage the four level of team competition for registrants of the organization in the four levels of play, consisting of;

- i. House League baseball
- ii. Select team baseball
- iii. Representative team baseball
- iv. Other levels as approved by the Board of the AKBA

4) *Head Office*

The head / registered office of the Association shall be in the Province of Ontario at a location determined by the Board.

5) *Interpretation*

Other than as specified in By-law #2, all terms contained in the By-laws that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular includes the plural and vice versa, and words importing one gender include all genders.

6) *Severability and Precedence*

The invalidity or unenforceability of any provision of the By-Laws shall not affect the validity or enforceability of the remaining provisions of the By-Laws. 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.

7) *Affiliations*

AKBA shall function as an independent organization under the auspices of Baseball Ontario and York Simcoe Baseball Association (YSBA). AKBA may become affiliated with any other baseball association or organization for the purpose of better fulfilling the mission and objectives of AKBA, as approved by the Board of Directors.

Section II – Directors & Officers

8) *Election and Term*

- a) The Association shall be managed by a Board of six (6) Directors elected by the Members.
- b) Each Director shall be elected for a term of two (2) years commencing on the date of the Members' Meeting at which such Director is elected until the Annual Meeting two (2) years hence or until his or her successor is elected or appointed.
- c) Notwithstanding the preceding, for the purposes of transition to a rotating board:
 - i. at the Annual Meeting in 2019, the Members shall elect six (6) directors.
 - ii. at the first (1st) Board meeting after the Annual Meeting in 2019, the Board shall by secret ballot conduct the following vote (the "**Vote**") regarding the six (6) Directors
 - a) the three (3) of the Six Directors with the greatest number of votes in the Vote shall have their term of office for two-years to the 2021 Annual Meeting.
 - b) the three (3) of the Six Directors with the least number of votes in the Vote shall have their term of office for one-year to the 2021 Annual Meeting.

Following the Vote, the ballots will be destroyed and this subsection c) of By-law 8 shall be deemed to be deleted from the By-laws.

9) Eligibility

To be eligible for election as a Director, an individual shall;

- a) Be eighteen (18) years of age or older;
- b) Be a resident of Canada as defined in the *Income Tax Act*;
- c) Not have been found incapable of managing property under the *Ontario Substitute Decisions Act, 1992* or under the *Mental Health Act*;
- d) Not have the status of bankrupt;
- e) Consent to abide by AKBA policies and procedures; and
- f) Consent in writing to be a Director.

10) Board Nominations

Fifteen (15) days before the Annual General Meeting, the Board of Directors shall present a Slate of Directors for election at that Annual General Meeting.

11) Other Candidates

Other candidates interested in running for a Director position shall be required to be nominated by a Member from the floor at the AGM and seconded by a different Member. Candidates from the floor must be in good standing with the AKBA.

12) Vacancies

The office of a Director shall be vacated immediately:

- a) If the Director resigns office by written notice to the President or the VP of Finance and Admin;
or
- b) If the Director is no longer eligible to be a Director
- c) if, at a Members' Meeting called and held in compliance with the Act and the By-Laws, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office.

13) Filling Vacancies

A vacancy on the Board shall be filled as follows:

- a) As long as there is a quorum of Directors in office, any vacancy occurring in the Board may be filled for the remainder of the term by the Directors then in office;
- b) If there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the Articles, the Directors in office shall, without delay, call a Special Members' Meeting to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member;
- c) If the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term.

14) Delegation of duties

At the first meeting of the Board, following the Annual General Meeting, the Board shall elect the President and the five (5) Vice President roles which include;

- a) Vice President Baseball Operations
- b) Vice President Finance & Admin
- c) Vice President House League
- d) Vice President Member Services
- e) Vice President Rep & Select

In the case of absence or inability to act as the President, the Vice Presidents shall be appoint an interim President until such time the President can return to full duties.

15) 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; provided that:

- a) Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
- b) Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the 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 disclosure and conflict of interest provisions of the Act.

Section III – Board Meetings

16) Calling of Meetings

Board meetings may be called by the President, or any two (2) Directors at any time and any place on notice as required by the By-Laws. Quorum for Board meetings will be a majority.

17) 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.

18) Notice

Notice of the time and place for holding a Board meeting shall be given in the manner provided in Section 10 to every Director not less than seven (7) 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 holding the meeting, or if those absent have waived notice or have otherwise signified their consent to holding such a 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.

19) Chair

The President shall preside at Board meetings. In the absence of the President, the Directors present shall choose one of their number to act as the chair.

20) Voting

Each Director has one (1) vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the President shall not have a second or casting vote; if there is a tie vote, the motion is lost.

Section IV – Financial

21) Financial Year

The financial year of the Association ends on November 30th in each year and may be changed by a resolution passed by the Board.

22) *Financial Review*

The Members shall at an annual meeting appoint an auditor to audit, or a person to conduct a review engagement regarding, the accounts of the Association and to hold office for a period not to exceed five (5) years, provided that the directors may fill any casual vacancy in the office of the auditor or person engaged to conduct a review engagement until the next Annual Meeting wherein an auditor or a person to conduct a review engagement will be appointed. The Board shall fix the remuneration of the auditor or the person to conduct a review engagement.

Section V – Protection of Directors and Others

23) *Protection of Directors and Officers*

No Director, Officer or committee member of the Association is be liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Association or for joining in any receipt or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the 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 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 respective office or trust provided that they have:

- a) complied with the Act and the Association's letters patent and the By-laws; and
- b) *exercised their powers and discharged their duties in accordance with the Act*

24) *Indemnities to Directors, Officers and Others*

Subject to the Act, every Director and Officer, and his or her heirs, executors and administrators, and estate and effects, respectively, shall, from time to time and at all times, be indemnified and saved harmless out of the funds of the Association, from and against,

- a) All costs, charges and expenses whatsoever that he, she or it sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him, her or it, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, her or it, in or about the execution of the duties of his, her or its office; and
- b) All other costs, charges and expenses that he, she or it sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his, her or its own willful neglect or default.

25) *Directors' and Officers' Liability Insurance*

The Association may purchase and maintain insurance for the Directors and Officers against any liability incurred by the Directors and Officers in their respective capacities as Directors or Officers of the Association.

Section VI – Conflict of Interest

26) *Conflict of Interest*

A Director who is in any way directly or indirectly interested, or could be perceived as interested, in a contract or transaction, or proposed contract or transaction, with the Association shall make the disclosure contemplated by the Act. Except as provided by the Act, no Director shall attend any part of

a meeting of Directors or vote on any resolution in relation to a matter with respect to which that Director has declared an interest.

Section VII – Members

27) Members

Membership in the Corporation shall consist of the incorporators named in the articles and such other persons interested in furthering the Corporation's purposes and who have been accepted into membership in the Corporation by resolution of the Board. Any adult (over 18) who is the account contact for a registered participant or is a Board recognized volunteer in an authorized role in the previous 12 months and is in good standing will be considered a member of the Corporation.

28) In Good Standing

A member will be in good standing provided they have:

- completed and submitted all required documentation,
- have no outstanding financial commitments owed
- has not been expelled or is not currently suspended or under investigation for a Code of Conduct or discipline situation.

If the member ceases to be in good standing, they will not be entitled to vote at meetings of the membership.

29) Transfer of Membership

A membership in the Corporation is not transferable and automatically terminates if the Member resigns (receives a refund for the program they are registered in) or such membership is otherwise terminated in accordance with the Act.

30) Termination of Membership

Unless otherwise terminated, membership expires on December 31st annually.

Section VIII – Meetings of Members

31) Annual Meeting

The annual meeting shall be held on a day and at a place within the Town of Aurora or Township of King fixed by the Board. Each Member shall be provided with a copy of or access to a copy of, not less than 21 days before the annual meeting, the approved financial statements, other financial information required by the Act the By-laws or Letters Patent or articles of incorporation.

The business transacted at the annual meeting shall be limited to:

- a) Approval of the agenda
- b) Approval of minutes from the previous annual or subsequent special meetings;
- c) Reports from the Director(s)
- d) Acceptance of recent financial statements
- e) Appointment of Auditor
- f) Amendments to the By-laws
- g) Election of Directors

32) Special Meetings

The Directors may call a special meeting of the Members on a day and place within the Town of Aurora or Township of King fixed by the Board.

33) Notice

Subject to the Act, fifty (50) days written notice of any Members' Meeting shall be given to each Member Club in the manner provided in Section IX. Notice of any Members' 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.

34) Quorum

A quorum for the transaction of business at any meeting of members shall consist of not less than two-thirds of the Directors present in person. If a quorum is present at the opening of a Members' Meeting, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

35) Chair of the Meeting

The President shall be the chair of the Members' Meetings; in the President's absence, 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.

36) Voting of Members

Business arising at any Meeting of Members shall be decided by a majority of votes unless otherwise required by the Act or the By-Laws provided that;

- a) Each Member or the Member being represented is in good standing and each Director shall be entitled to one (1) vote at any meeting.
- b) Votes shall be taken by a show of hands among all members present;
- c) An abstention shall not be considered a vote cast;
- d) Before or after a show of hands has been taken on any questions, the chair of the meeting may require, or any Member may demand, a secret ballot or a recorded vote. A secret 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 require a secret ballot, and shall not have a second or casting vote; if there is a tie vote, the motion is lost; and
- f) Whenever a vote by show of hands is taken on a question, unless a secret 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 favour of or against the motion.

37) Proxies

Every Member entitled to vote at a Meeting of Members may, through a proxy appoint another member in good standing, as their representative and act at the meeting in that manner to the extend and with the power conferred by the proxy. The Directors may by resolution fix a time not exceeding forty-eight (48) hours, excluding Saturdays, Sundays and holidays, preceding any meeting or adjourned Meeting of Members before which time proxies to be used at that meeting must be deposited with the

Association or an agent thereof, and any period of time so fixed shall be specified in the notice calling the meeting.

38) Adjournment

The Chair may with the majority consent of the Members present at the Meeting of Members, adjourn the same from time to time notice of such adjournment need be given to the Members, unless the meeting is adjourned on 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.

Section IX – Notice

39) Notice

Any notice required to be sent to any Members or Director shall be provided by delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member at their latest address as shown in the records of the Association; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

40) Computation of Time

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall, unless it is otherwise provided herein, be counted in such number of days or other period.

41) Error or Omission in Giving Notice

No error or accidental omission in giving notice of any Board meeting or any Meeting of Member shall invalidate the meeting or make void any proceedings taken at the meeting.

Section X – Dissolution

42) Dissolution

The Association may be dissolved in accordance with the Act. In the event of the dissolution of the Association, after the payment of all debts and liabilities, its remaining property shall be distributed in accordance with the Articles.

Section XI – Amendments of By-Laws

43) Amendments to By-Laws

- a) The Board may from time to time in accordance with the Act pass, repeal, amend or re-enact by-Laws.
- b) A by-law passed, repealed, amended or re-enacted, is effective only if it is confirmed by majority vote at the next Members-Meeting duly called for that purpose.
- c) Thirty (30) days' notice of proposed amendments to the bylaws must be given to the Board. Twenty One (21) days' notice of proposed amendments must be given to all Members.

Section XII – Discipline

The Board of Directors reserve the right to discipline any registered athlete, coach, umpire or a parent of same, following the Association's Discipline and Appeals policies.