



CAMBRIDGE MINOR BASEBALL ASSOCIATION

CONSTITUTION

AND

BY-LAWS

REVISED OCTOBER 2009

CAMBRIDGE MINOR BASEBALL ASSOCIATION

CONSTITUTION

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CAMBRIDGE MINOR BASEBALL ASSOCIATION

By-Law Number One: A by-law relating generally to the transaction of the affairs of the Cambridge Minor Baseball Association.

1. HEAD OFFICE

The head office shall be in the City of Cambridge and in the Province of Ontario, and at such place therein as the Directors from time to time determine.

2. SEAL

The Seal, an impression of which is stamped in the margin hereof shall be the Corporate Seal of the Corporation.

3. PURPOSE

The purpose of the Cambridge Minor Baseball Association shall be:

- i) To promote, and improve organized amateur baseball in Cambridge;
- ii) To foster among its members, supporters and teams a general community spirit;
- iii) To maintain and increase interest in the game of baseball;
- iv) To have and exercise a general care, supervision and direction over the playing interests of its team and players.

4. MEMBERSHIP

Membership in the Corporation shall consist of:

- (1) Coaches of minor amateur baseball teams who shall agree to abide by and comply with the rules of the association;
- (2) The immediate Past President of the association;
- (3) Any other individuals, including corporations, partnerships and other legal entities, as are from time to time admitted by the Board of Directors;
- (4) The Board of Directors of the Association;
- (5) Membership granted to the immediate Past President shall be for a term of one year, and may be renewed from year to year in the event of no new immediate Past President;
- (6) The membership of each member of the Board of Directors shall immediately terminate at the end of the annual meeting of the Association unless the same is renewed at that time.
- (7) Membership in the Association shall be renewed annually at a date specified by the Board of Directors of the Association.
- (8) The position of Life Member can only be conferred on an individual upon the recommendation of the CMBA Board of Directors after 15 years or more of continuous faithful service by the individual to CMBA and where definite desire exists to retain the active service of the

individual with an official status. To be appointed a Life Member, the individual must have previously been appointed an Honourary Member. The total number of Life Members that the CMBA may have at any one time shall not exceed 3.

The position of Honourary Member may be conferred by the CMBA Board of Directors for outstanding continuous and meritorious service to CMBA. Future Life Members are to be selected from Honourary Members. Honourary Members shall have the right of delegates at all Annual Meetings and Special Meetings of CMBA including the right to vote.

5. THE EXECUTIVE AND BOARD OF DIRECTORS

- a) The affairs of the Corporation shall be managed by the Executive and a Board of Directors, hereinafter referred to as "The Board", each of whom, at the time of election or appointment, shall be a member of the Corporation. Each member of The Board shall hold office until the first Annual General Meeting after election or appointment.
- b) The Executive and board of Directors shall be retired at each Annual General Meeting but shall be eligible for re-election or appointment if otherwise qualified.
- c) The members of the Corporation shall by resolution passed by two-thirds of the votes at a meeting of the membership of which notice has been given to pass such resolution, remove any Executive or Director before expiration of the term of office and may, by a majority of the votes cast at any meeting, elect an individual to the vacant position for the remainder of the term.
- d) If during the term of The Board, a vacancy should occur for reasons other than removal, the elected members of the Executive and Board may elect by a majority of votes cast to fill the vacancy for the remainder of the term.
- e) The Executive of the Corporation shall include the President, the Vice President-City League, the Vice-President-Travel, Vice President-Select, Treasurer, and Secretary to be elected at the Annual General Meeting.
- f) The Board shall consist of a minimum of six (6) Directors who will be responsible for specific duties of the Corporation and shall report directly to either the Vice President - Select or the Vice-President - Travel or the Vice President - City League. Each Director will coordinate and assign duties and tasks to volunteers as necessary.
- g) In order for an Individual to be nominated or hold office of President, Vice-President, He/She must have served as an Executive member or Director the prior year.
- h) The position of Past President is an ex-officio position of the Board with no voting privileges on the Board and that the position be for a term of no more than one year.

6. MEETINGS OF THE BOARD OF DIRECTORS

- a) A Minimum of Five (5) Directors or Executive present for any board meeting shall form a Quorum for the transaction of business.
- b) Except as otherwise required by law, the Board may hold its meetings at such place or places as it may from time to time determine.
- c) Meetings shall be called by the President or by the Secretary on the request of two Directors in writing. Notice of such meetings shall be delivered to each Director so as to arrive no less than two days before the meeting is to take place. A statutory declaration of the Secretary or President that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of giving such notice.

- d) A Board meeting may also be called without notice, immediately following the Annual Meeting of the members of the Corporation.
- e) The Board may consider or transact any business at any meeting of the Board.

7. VOTING, BOARD OF DIRECTORS

Questions arising at any meeting of the Directors shall be decided by a majority of votes. In case of ties the Chairman shall cast the deciding vote. A declaration by the Chairman that a resolution has been carried and an entry to that effect in the minutes shall be admissible evidence as prima face proof of the fact without proof of the number or proportion of the votes recorded in favor or against a resolution.

8. POWER AND DUTIES, BOARD OF DIRECTORS

- (a) The Directors of the Corporation shall administer the affairs of the Corporation in all things and make cause to be made for the Corporation, in name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally may exercise all such other powers and do all such other acts and things as the Corporation is, by its charter or otherwise, to exercise and do.
- (b) Without in anyway derogating from the foregoing, the Directors are specifically empowered, from time to time, to purchase, lease or otherwise acquire property, real or personal, for such consideration and upon such terms and conditions as they deem advisable.
The Directors may from time to time: (1) borrow money on the credit of the Corporation, or (2) change mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debt, rights, power, franchises and other such undertakings to secure any securities or any such money borrowed, or other debt, or any other obligation or liability of the Corporation. The Directors may from time to time authorize any person to make arrangements with regard to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due to the Corporation as the Directors may authorize and generally to manage, transact and settle the borrowing of money by the Corporation.
- (c) At the first Board Meeting following the Annual Meeting the Treasurer's duties will be to sign all cheques, bills of exchange, or other orders of payment of monies, etc. He/She shall maintain the financial records of the Corporation.
- (d) The Board of Directors shall appoint an Auditor to conduct a financial review of the corporation; the appointment shall be done before the Annual Meeting of the Association.
- (e) The Auditor may not be associated with or be a member of the Board of Directors of the Corporation.
- (f) The financial year of the corporation shall end on the 31st day of December.
- (g) A special general meeting is called, after the Board of Directors receives a completed financial review, to approve the financial statements.

9. OFFICERS AND DUTIES

- (a) The President shall preside at all meetings of the Association and Executive with the usual privileges of the office. He/She may by giving forty-eight (48) hours notice, call a special general meeting of the Association, Executive, or Executive and representatives of any one group. He/She shall have power to enforce the rules of the Association and penalize any team, coach, player or parent for any infraction of the same.

- (b) The Vice-Presidents shall perform such duties as may be delegated to them by the President and shall in the order of rank perform the duties of the President in his/her absence.
- (c) The Secretary shall keep an accurate record of the proceedings of the Association and Executive, notify each Director of the time and place of each meeting. He/She shall conduct all correspondence and shall have the authority to co-operate with the President in managing the affairs of the Association in accordance with the Association Constitution and By-Laws and the expressed policy of the Executive.
- (d) The Treasurer shall keep an accurate record of all receipts and disbursements, and shall deposit all receipts in the bank. He/She shall make all disbursements by cheque which shall require his/her signature and the signature of any of the President, Vice-Presidents, or Secretary and is permitted to make disbursements on the written authority of the President, Vice-Presidents, or Secretary.

10. GENERAL OR ANNUAL MEETING

- (a) At all annual meetings each team shall be allowed two representatives, being the coaches of the respective teams unless the executive is otherwise advised prior to the meeting and these shall have voting power.
- (b) For the purposes of transacting business for the good and welfare of the Association, a majority of votes cast by the elected directors of the Association present at the general meeting, excluding the Secretary and the Treasurer, shall be binding.
- (c) The annual meeting shall be held not later than November 30 and directors and members shall be notified of the time and place of this meeting at least forty-eight (48) hours previously.
- (d) The annual, general and all special general meetings, each director and member shall be entitled to one vote in the election of officers and other matters of general Association policy but in no event shall any one person cast more than one vote. In the event a voting delegate purports to represent a coach who is not present, he/she shall present a written confirmation from the said absent coach that he in fact so represents him.
- (e) At the Annual Meeting the order of business shall be:
 1. Reading of the minutes
 2. Reading and consideration of communications and notices
 3. Report of the Secretary
 4. Report of the Treasurer.
 5. Report of standing and special committees.
 6. Consideration of constitution, by-laws and rule and amendments thereof.
 7. Consideration of proposals for amending the constitution of the Association.
 8. General Business.
 9. Election of Officers.
 10. Consideration of nominations to the officers and executive positions of the Association.
 11. Good and Welfare of the Association.
- (f) At general and special meetings the order of business shall be:
 1. Reading of the minutes.
 2. Reading and consideration of communications and notices.
 3. Reports of standing and special committees.
 4. Consideration of deferred business.
 5. Consideration of current business.
 6. Good and Welfare of the Association.

11. AMENDMENTS

- (a) Any change in the constitution, by-laws or rules and elections to the various offices of the Association can only be made at the Annual Meeting, or a special meeting called for that purpose. Such changes and nominations can be proposed by any member of the Association in good standing.
- (b) Amendments to the by-laws of the Corporation can be made only at the Annual Meeting and must have a two-thirds majority of votes cast at that meeting.
- (c) Notice of any proposed alterations and a copy of same must be filed with the Secretary of the Association at least two weeks prior to the meeting. The Secretary shall then report to the executive by mail a copy of same at least one week in advance of the meeting, and shall post in a conspicuous place the notice and change proposed.
- (d) Nominations for the elected offices may be made in writing to the Secretary prior to the Annual Meeting, or from the floor at the Annual Meeting or special meeting and in order to remain on the ballot the nominee may so request at the meeting, in person, or in writing to the Secretary.

12. NOT WITHSTANDING

- (a) The by-laws and rules of the Corporation are intended to be general guidelines and cannot specifically cover each situation that may arise. Therefore, the President, in regular or special session with the Board of Directors, will have the authority through majority vote to interpret and decide to the best of their judgment with regards to any specific case any matters pertaining to any and all clauses contained herein and their decision shall be final.

13. PLAYER REGISTRATION

- (a) A player from any jurisdiction may register with CMBA and is eligible to try out for CMBA travel team, provided a full release has been issued by their home local. A one year assistance release will be accepted only when there are not enough players to field a travel team and the CMBA Board of Directors has requested the help through the ICBA process.
- (b) All travel teams, Midget and below, will consist of a minimum of 12 players when there is only one team at that age group of which a minimum of 10 players must be residents of Cambridge as set out by the OBA P1-3 residency rule.
- (c) Any player asking for a release from CMBA must try out for the Tier 1 team at their age group. Should that player fail to make the Tier 1 team, a written request for release must be submitted to CMBA. If a player fails to participate in the complete tryout process for the Tier 1 team, no release will be granted. The requested release may be granted at the sole discretion of the CMBA Board of Directors.

14. PLAYER MOVEMENT

All Players movement will be at the discretion of the executive of CMBA

15. RULES AND REGULATIONS

- a) All CMBA rules and regulations, except for coaches manuals, may only be changed at the AGM.
- b) All matters related to the operation of the Junior Cubs falls under the responsibility of CMBA

16. DISCIPLINE

All disciplinary matters will be dealt with by a disciplinary committee. The committee shall consist of five (5) CMBA voting members of the board, of which one shall be the President, two members of the executive, and other directors as may be deemed necessary to deal with the incident.

17. POLICY AND PROCEDURES

The Volunteer screening program, Incident report, Position on Harassment and Abuse, Position descriptions and the Parental code of conduct are standard operating practices and procedures for CMBA and apply to all teams and officials under the guidance and control of CMBA.