

# ***Hamilton Cardinal's Rep Baseball Association***

## **Constitution and By--Laws**

### **Article 1**

#### **Section 1.01- Head Office**

The Head Office of the Corporation shall be in the City Of Hamilton, Province of Ontario and at such place as the

directors may from time to time determine.

#### **Section 1.02- Seal**

The Seal, and impression whereof is stamped in the margin thereof shall be the seal of the Corporation.

### **Article 2**

#### **Section 2.01 – Name**

The name of the Association shall be the Hamilton Cardinals Rep Baseball Association (HCBA) hereinafter known

as “the Association”.

#### **Section 2.02 – Affiliations**

The Association shall maintain membership as a member of Baseball Ontario. The Association shall abide by the

### **Constitution, By-Laws and Rules and Regulations of Baseball Ontario**

The Association, as required, will remain a local member of the Hamilton District Baseball Association (HDBA). The

Association shall abide by the Constitution, By-Laws and Rules and Regulations of the Hamilton District Baseball Association.

#### **Section 2.03 – Financial Year**

The fiscal year of the Association shall begin on the 1st day of November and shall end on the 31st day of October.

#### **2:04 - Distribution of Funds**

The Association shall not permit the distribution of any funds for other than the conduct of the Association's

activities. No Director, Officer or Member of the Association shall receive, directly or indirectly any salary

compensation from the Association for services rendered as Director, Officer or Member.

### **Article 3**

#### **Section 3.01 – Aims and Objectives**

The Aims and Objectives of the Association shall be:

1) To encourage and promote minor baseball in the City Of Hamilton, as a non-profit organization.

2) To provide, at an affordable cost, enhanced elite baseball programs for youth in the City Of Hamilton as

encompassed by the boundaries of the HDBA, by acquiring resources and funding to improve the skills of

the participants.

3) To instruct and practice a code of good sportsmanship and fair play by all members while endeavoring to

improve playing ability and provide recreation through the operation of the Association programs.

4) To organize and operate competition for the regular season in any or all series and levels of rep baseball as

established by Baseball Ontario, through the affiliation of the Hamilton District Baseball Association.

5) For the above objects, to purchase, lease, and otherwise acquire and to hold, enjoy, manage, develop, and improve lands and buildings, and interests therein.

6) For the above objects and with the consent of the members, have authority to borrow money and issue securities and bonds, in the name of the Association.

### **Article 4**

#### **Section 4.01 - Membership**

The membership of this Association shall consist of two classes, namely:

1) Honorary and;

2) Active member

Active Members

All players who have attained the age of 18 who are properly registered and in good standing with the Association,

All parents of players below the age of 18 who are properly registered and in good standing with the Association, all

Coaches and other serving volunteers and such other individuals, partnerships and corporations as are admitted by

The Board of Directors are eligible for membership in the Association.

### **Honorary Members**

Honorary Membership status may be granted by the Association Board of Directors at any time for any individual who does not meet normal membership criteria but who are deemed by the Board of Directors to be worthy of

### **Membership**

Honorary Memberships shall remain in force indefinitely unless and until revoked by the Board of Directors. Honorary Members shall have all rights and privileges of Members.

### **Good Standing**

To maintain membership in good standing for purposes of voting at an Annual General Meeting, members must

have adhered to all association policies and practices and must be paid in full for all dues, registration fees or other monies payable to the Association.

## **Article 5**

### **Section 5.01 - Voting Rights**

The following members of the Association shall have voting rights:

1. An Executive member;
2. All directors;
3. All coaches;
4. A maximum of three non-coaching members representing each team that is in good standing.

## **Article 6**

### **Section 6.01 - Officers**

The Officers of the Association, also known as the Executive, are the following;

1. The President elected by majority vote from the eligible members present at the designated annual meeting

of the association for a term of one (1) year.

2. The Vice-President elected by majority vote from the eligible members present at the designated annual

meeting of the association for a term of one (1) years.

3. The Secretary elected by majority vote from the eligible members present at the designated annual meeting

of the association for a term of one (1) years.

4. The Treasurer elected by majority vote from the eligible members present at the designated annual meeting

of the association for a term of one (1) year.

5. The Registrar appointed by the Board of Directors for a term of (1) year.

6. The Coaching and Player Development Co-coordinator selected annually by the Board of Director for a term

of (1) year.

7. There shall be up to five (5) Directors, selected from the Active Membership, elected at its Annual General

Meeting for a term of one (1) year. Directors may be nominated by an active member at any meeting of the Association as required from time to time.

8. Past President upon completing the term of office shall become the Past President and may act as a nonvoting advisor to the board.

The Officers of the Association shall be nominated from the Membership.

### **Section 6.02 – Powers of the Executive**

The Executive shall be responsible for, and empowered to enact and enforce all Rules and Regulations of the

Association. It is the stated principle of the Association that such Rules and Regulations should wherever possible

be decided by unanimous consensus of the Executive.

### **Article 7**

#### **Section 7.01 – Annual Meetings**

An annual meeting of the Association shall, in all cases, be advertised at least four days prior to the date of any such meeting, stating the place, time, and object thereof.

The annual meeting of this association shall be held in November of each year upon a date fixed by the Executive.

In addition to the regular business to be transacted, at the annual meeting, the following shall be included:

1. Adoption of the minutes of the prior annual meeting and;
2. Consideration of the President's Report and;
3. Consideration of the Treasurer's Report and;
4. any unfinished business and;
5. the election of officers and;
6. the appointment of auditor(s).
7. Consideration of Amendments to the Constitution and Bylaws

### **Section 7.02 – Meetings**

#### **Board Meetings**

Meetings of the Board of Directors are at the call of the President but must be held at least once every two months.

Committee Members or other 3rd parties may be invited to attend meetings of the Board of Directors, but only the Directors shall have a vote on any motion put forward to the Board.

Minutes of the Meetings of the Board of Directors shall be a matter of public record and must be provided to any person requesting such in a timely manner.

The President shall preside at all meetings of the association. In his absence, the duties of his office shall be presided by, in order, the 1st Vice-President or, or in the absence of the President and Vice-President, an Executive Director then present.

Unless otherwise provided, questions arising at any meeting shall be decided by a majority vote by show of hands, unless a poll is demanded by any member of the eligible members present.

Each eligible member shall be entitled to one vote and they may not vote by proxy. When the voices are equal, but not otherwise, the chairman shall have a vote. Upon show of hands the chairman shall proclaim the resolution has been carried or defeated and an entry in the minutes to that effect shall be prima facia proof of the results.

The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn, the questions shall be decided by majority of the votes given by the eligible members present and such poll shall be taken in such manner as the chairman of the meeting shall direct. The manner and results of such poll shall be recorded in the minutes by the secretary.

General Meetings of the association shall be held, from time to time. The President may call a general meeting of the Association at any time.

The President shall call a special meeting within two weeks upon written request to the secretary, of three Executive Members.

The secretary shall keep a record for the proceedings of meetings of the association.

In all cases not provided for herein, the proceedings at the meetings of the association shall be governed by Parliamentary Procedure as per Robert's Rules so far as may be applicable to the meetings of the association.

A quorum, for the transaction of business, of any meeting of the association shall consist of not less than three executive directors.

## **Article 8**

### **Section 8.01 – Constitution and By-Laws**

The constitution of the Association may be amended at any annual meeting, provided that notice of motion to so amend has been filed with the Secretary at least ten (10) days prior to the annual meeting.

A change in the constitution shall be affected only with the support of two-thirds (2/3) of the members voting at the annual meeting.

## **Article 9**

### **Section 9.01- Duties Of Officers**

#### 1) The President:

i) shall be the Chief Executive Officer of the Association and shall perform duties as are incidental to the office of

President and are properly required of him.

ii) shall preside at all meetings of the Association and the Executive with the usual privileges of the office.

iii) may appoint to any office which is vacant, such persons as deemed necessary to fill the office, until an annual meeting of the Association is held.

iv) may form such committees as the President requires to perform all duties as are incidental to the operation of the Association.

v) shall be ex-officio member of all committees, but need not be chairman of such committees.

vi) shall have authority to sign all cheques from the Accounts of the association with either the Treasurer or either Vice President.

vii) shall appoint a Registrar and representative director(s) for the Hamilton District Baseball Association.

#### 2) The Vice President:

i) shall in the absence of the President be the Chief Executive Officer of the association and as such shall perform all duties and enjoy all privileges of the office as though he were the President.

ii) shall be responsible for the operation of the Association as defined by the Executive.

iii) shall be responsible for such duties as assigned to each as defined by the President.

iv) shall have authority to sign all cheques from the accounts of the Association with either the Treasurer or the President.

#### 3) The Secretary:

i) shall keep a record of the minutes of the proceedings of all the meetings of the Association.

ii) shall have custody of all books, records and papers of the association, except such records as shall be in the

custody of the Treasurer or other person authorized to have possession of the same by resolution of the Association.

iii) shall be responsible for the notification and posting of all meetings of the association when called by the President.

iv) shall be responsible for a written agenda of all business to be conducted at all meetings of the Association.

#### 4) Treasurer:

i) shall control and supervise the collection and receipt of all monies payable to the Association.

ii) shall keep a written record of all accounts, receipts and disbursements of the Association, and shall prepare a written financial report of the Association for each general meeting, or upon request of the President.

iii) Shall prepare a written report to be presented at the annual meeting of the Association, which shall be certified by the Association auditors. A copy of such report shall be published in the minutes of the annual meeting of the Association.

iv) Shall deposit in the account of the Association all monies and shall have authority to sign all cheques of the Association with either the President or the 1st Vice President or approved board member.

v) Shall produce a budget for the forth coming year of the Association. Such budget shall be presented at the annual meeting of the Association.

#### 5) Registrar

The duties of the Registrar are:

i) To keep accurate records of the names, addresses and phone numbers of all players and volunteer members of the Association

ii) To maintain a file copy of the Birth Certificate of all players registered with the Association

iii) To submit the required team rosters to the Affiliate Registrar in the a format acceptable to the Affiliate Registrar prior to the deadline date set by Baseball Ontario and/or the Affiliate Association

iv) To attend any meetings called by the Affiliate Association or Baseball Ontario pertinent to the duties of the Registrar

#### 6) Coach and Player Development Coordinator

i) The Coach and Player Development Coordinator will be responsible for chairing the Coaching Committee to select applicants for coaching positions who will be nominated to the Board

ii) The Coach and Player Development Coordinator will be responsible for maintaining a development program for coaches and players at each and every age group and will also be responsible for

encouraging and helping Coaches within the Association to attain their Coaching Certification. It is the goal of the Association that all Rep Coaches acquire full Level 2 NCCP Certification.

The President may appoint the Chair and members of the following Committees:

- i. Discipline Committee
- ii. Coaching Committee
- iii. Such other Committees as the Board may from time to time establish

Coaching Committee

- i. The Coaching and Player Development Coordinator will chair the Coaching Committee, whose membership must include at least one more Director of the Board.
- ii. The Coaching Committee will meet prior to Registration to select applicants for coaching positions who will be nominated to the Board.
- iii. The Board of Directors must approve the nominated Coaches prior to their appointment
- iv. In the event that the Board does not approve a nominated Coach by majority decision, the Coaching Committee will nominate another applicant.

The Coaching Committee will also be responsible for encouraging and helping Coaches within the Association to attain their Coaching Certification. It is the goal of the Association that all Rep Coaches acquire full Level 2 NCCP

Certification, and that all House League Coaches acquire Level 1 NCCP Certification.

#### **Article 10**

##### **Distribution of Property upon Dissolution**

Upon dissolution of Association and after all outstanding debts and claims have been satisfied, the Members shall direct the remaining property of the Association to another entity which maintains the same objectives as set forth herein. Any remaining funds held in a Lottery Trust Account may be forwarded to other charitable organizations that are eligible to receive lottery proceeds in Ontario ENACTED by the Board of Directors on the 24th day of October, 2007

Tony Blainey    Mike Campanella    Dave Davis    Glenn Ostrosser    Larry Wood