

WATERDOWN MINOR BASEBALL ASSOCIATION

CONSTITUTION

Revised October 2018

MISSION

To offer to the youth of Waterdown and area, a quality baseball program for their recreation and athletic development.

NON PROFIT CORPORATION

Waterdown Minor Baseball Association is incorporated (2010) in the Province of Ontario under Part III of the Corporations Act as corporations without Share Capital.

The Corporation shall operate without the intent of financial or material gain for its members and shall adhere to the relevant guidelines within the Corporations Act and to other legal requirements. Any profits, assets, or accruals of the Corporations shall be used in promoting its objects.

OBJECTIVES

1. DEVELOP A QUALITY BASEBALL ORGANIZATION FOR THE YOUTH OF WATERDOWN AND AREA.

The Association will organize a baseball program, which will involve youth from the area in organized play for purposes of recreation and enjoyment. The program will be available for girls and boys and will attempt to match the level of competition that their individual skills would warrant.

2. TO BE FINANCIALLY RESPONSIBLE FOR ALL FUNDS RAISED AND DISBURSEMENTS MADE.

Financial responsibility would include ensuring that all funds raised by the Association are done so in the name of the Association and for the good of the Association as a whole. All monies received by the Waterdown Minor Baseball Association must be accurately accounted for and disclosed in annual reporting. All funds disbursed by Waterdown Minor Baseball Association must be done so in connection with the program offered and must be accurately reported on an annual basis. Any surplus funds must remain within the Association and duly accounted for. It is the responsibility of the Association to ensure that all monies disbursed are done so for the good of the programs and all reasonable effort must be made to ensure that good value is received.

3. STEWARDSHIP

The Association must assume responsibility for all assets acquired by the Association over time and ensure its safe keeping, good state of repair and assure its continued use by the Association for benefit to the program. The Association must honor and duly serve all contractual agreements of which it enters into even when the term of the contract exceeds one normal season or slate of officers. All books and records must be maintained in good order and available for review by authorized persons or organizations.

4. JOINT RESPONSIBILITIES

There may be occasions when the association will enter into agreements with or have implied responsibilities with other Associations. In such circumstances the Association will perform its

responsibilities to the best of its abilities and resources. The Association will not assume added responsibilities unless they are as a result of improving the current program being offered.

5. COMPENSATION

The Association shall be carried on without the purpose of gain or profits for its members.

1. DEFINITIONS

- 1.1 In this Constitution of the Association unless the context indicates otherwise, the following definitions shall apply:

Association: Shall mean the Waterdown Minor Baseball Association

Waterdown: Includes the area within the boundaries of the once known village of Waterdown and extends beyond these boundaries to include areas not covered by other Associations in the vicinity of Waterdown. Specific boundaries may be determined from time to time by regulating bodies and the Association who will acknowledge the boundaries.

Program: Is defined as the product of establishing an organized set of rules for the purpose of playing the game of baseball. The Association will run various programs throughout the year specifically designed for age groups, interest levels and competition levels.

Quorum: The required minimum number of Officers and members of a committee or organization is determined by a simple majority. A quorum must exist in order to carry out valid transactions of business. There must also be 50% + 1 of the elected Executives with no less than 2 Officers in attendance.

Executive: Refers to the elected group of people who have accepted the task of overseeing the operations of the Association.

Authorized Member(s): Is a member(s) of the Executive that will conduct the Volunteer/Applicant Screening Process.

Adult Member: Includes the Officers, Executive, Coaches and Assistant Coaches of the Waterdown Minor Baseball Association.

- 1.2 In this document singular includes plural; masculine gender includes feminine gender.

- 1.3 The Association conducts activities and organizes its financial affairs including reporting on a fiscal twelve-month period starting on October 1 and ending on September 30 of the following year.

2. **GOVERNANCE**

2.1 **Organization:** The organization of the Association shall include a slate of Executives, Officers of the Association, Directors and Board Members.

2.2. **Head Office:** The head office of the Association shall be in the former municipality of the Town of Flamborough, in the Province of Ontario, located within the area referred to as Waterdown, and at such place therein as the Executive may determine from time to time.

2.3 **Executive:** The slate of voting members will not exceed 11 (eleven) members and is responsible for the general administration and management of the Association. The Board shall set policy, enter into contracts and delegate authority in accordance with the provisions of this constitution.

2.3.1 **Qualifications:** Each Board member must be at least eighteen years of age and shall not be an undischarged bankrupt or a certified incompetent person at any time during his tenure of office. Any of all qualifications may be waived by the Board through a special vote with a 2/3 majority if the majority of the Executive believe there is no risk to the Association.

2.3.2 **Vacancies:** So long as a quorum of the existing Board remains, vacancies on the Board may be filled by the current Executive. A vacancy in the association may be filled by appointment or election. If it is near to the AGM, it may be determined that it is not necessary to warrant an election.

2.3.3 **Removal:** Elected members of the Executive or Directors may be removed by the membership by a two-thirds vote at a general meeting duly called and with required notification of resolution to remove such member. Replacement executives or directors may be elected at the same meeting.

2.3.4 **Remuneration:** Executive and Directors are not entitled to receive remuneration for their volunteer executive services other than reimbursement for approved expenses in carrying out their duties with the exception of the nominal discount available for registration as set by the Executive from time to time.

2.3.5 **Indemnities:** Each Executive and Officer of the Association and his heirs, executors 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 which the Executive person or Officer sustains or incurs in or about any action suit or proceeding which is brought, commenced or deed, matter of thing whatsoever made, done or permitted by him in or about the execution of the duties of his office; and

- b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except the costs, charges or expenses occasioned by his own willful neglect or default.

2.3.6 Protection: No Executive person or Officer of the Association shall be liable for the acts, receipts, neglects or defaults of any other Executive member or Officer or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Association through the loss of assets thereto unless the same shall happen by or through his wrongful or willful neglect or default.

3. ***EXECUTIVE PORTFOLIOS:*** The Executive shall include the following four Officers; President, Vice President, Treasurer, Secretary and up to 7 (seven) elected ***Directors*** who shall be voting members of the Executive each of whose term extends for a period of 1 or 2 years as specified below. Executives of the Association shall hold office from the date of election or until their successor is elected in their stead.

3.1.1 President: Shall preside at all general meetings of the Executive Group. He shall have the general and active management of the affairs of the Association as their main responsibility. The President-elect shall have served as a member of the Executive for a minimum of 2 years. The President shall, when present, preside at all meetings of the Association and the Officers of the Executive. The President is also charged with the general management and supervision of the affairs and operation of the Association and shall be an ex-officio member of all committees and subcommittees of the Association. The President, with the Treasurer or other officer appointed by the Board for the purpose, shall also have signing authority for the disbursement of funds by WMBA. In addition, the President is empowered to appoint members to Board committees and subcommittees and further, to create new committees and subcommittees as deemed necessary.

3.1.2 Vice -President: Shall in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as may, from time to time, be imposed upon him by the Committee. The Vice-President-elect shall have served as a member of the Executive for a minimum of 1 year. In addition, the role of Vice- President will also include being the Tournament Director.

3.1.3 Secretary: Shall record the minutes of meetings of the Executive. Minutes of the meetings shall be distributed to each Executive member within fourteen (14) days of the meeting. The Secretary shall be responsible for general correspondence between the Association and its membership, directing incoming correspondence to the appropriate person as soon as possible, and insuring that a response is sent within a reasonable amount of time, depending on the nature of the correspondence. Copies of all correspondence shall be retained for a period of three years for reference and thereafter, at the discretion of the Executive. The Secretary shall assume any other secretarial duties as shall be determined by the Executive from time to time.

3.1.4 Treasurer: Shall have the custody of the funds and securities of the Association and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Association in the books belonging to the Association and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Association in such chartered bank, trust company, or credit union, or, in the case of securities as may be designated by the Executive from time to time. He shall disburse the funds of the Association as may be directed by proper authority taking proper vouchers for such disbursements and shall render to the President and Executives at the regular meeting of the Executive, or whenever they require it, an accounting of all the transactions and a statement of the financial position, of the Association. He shall also perform such other duties as may from time to time be directed by the Executive.

3.1.5 Directors: Executive members who are not officers shall carry a 1-year term of office. Directors shall hold a position based on job responsibility during the time his office is held. He is a voting member and will be responsible to attend all meetings and will supply a report at, or prior to each meeting.

4. **BOARD MEMBERS**: Non-voting member of the Association who carries a portfolio and reports directly to the Executive Members and may attend monthly meetings but is not required to.

5. ADMINISTRATION

5.1 Meetings:

5.1.1 Annual General Meeting: The Annual General Meeting (AGM) of the members of the Association shall be called by the Secretary, the place and time to be determined by the Executives. The election of new members will be by secret ballot when there is more than one candidate. All those in attendance of the AGM are entitled to one (1) vote.

The purpose of the AGM shall be to:

- a) Report the financial status of the Association;
- b) To hear and receive reports and report on other matters relevant to the Association;
- c) Elect all Executives members whose term of office has expired;
- d) Transact any other business properly brought before the meeting.
- e) Review minutes of previous AGM.
- f) Bring forward new business for the next Agenda to the Secretary.

5.1.2 General Meeting: General meetings may be called at any time by the Executives for business purposes, the general nature of which is specified in the notice calling the meeting.

The first meeting following the most recent AGM shall be for the purposes of organization. The first meeting shall be held within thirty (30) days following the AGM. The Executive shall meet a minimum of four (4) times annually.

- 5.2 Notices: Shall include an agenda of primary issues to be dealt with concerning Association business and shall be delivered, mailed, facsimiled, emailed or telephoned so as to be received by each Executive member at least 24 hours prior to the meeting dates.
- 5.3 Voting: Only the Executive members of the Association shall hold voting privileges at the General Meetings.
- 5.3.1 Procedures: At all meetings of the Association, every question at issue shall be decided by a simple majority vote or unless otherwise specified in this Constitution. In the case of an equality of votes, the motion is deemed lost.
- 5.3.2 Amendments: The Constitution of the Association may only be repealed or amended by a majority of the Executive called for such purpose and sanctioned by an affirmative vote of at least two-thirds (2/3) of the Executive at a Special or Annual General Meeting called for the purpose of considering the said Constitutional amendment.
- 5.4 Signing Authority: Signing authority for all documents including financial shall be any two of the following: The President and the Treasurer and/or one other Officer, to be determined annually at the AGM.
- 5.5 Inventory: At the conclusion of each baseball season the Executive committee of the Association will conduct inventory of all equipment owned by the Association. The results of this inventory will be reported to the membership at a meeting prior to December 31st of that year.
- 5.6 Financial Year: The financial year of the Association shall terminate on the 30th day of September in each year, or on such other date as the Executives may, by resolution, determine.
- 5.7 Conflict of Interest: Every Executive or Officer of the Association who is a party to a material or contract service being entered into by the Association, shall disclose a conflict of interest to the Executive, and shall absent himself from any room where a meeting is taking place for the purposes of such discussions during the time of the conflict concerned.
- 5.8 Procedures: Unless otherwise agreed to, "Robert's Rules of Order" shall govern all proceedings of the Association.
- 5.9 Dissolution: That upon the dissolution of the Association and after the payment of its debts and liabilities, its remaining property shall be distributed or disposed of to charitable organizations.
- 5.10 Police Screening: The Waterdown Minor Baseball Association is committed to provide its child members with a safe and secure environment for their recreation and athletic development. All adult members are subject to a police screening process every 2 years.

5.11 Complaint Policy and Procedure: This policy and procedure is not intended to hinder the resolution of minor complaints by the Executive, but to provide a tracking process for all formal and informal complaints made to the Association and their resolution.

- a) All formal complaints shall be made in writing to any Executive member and shall be forwarded by recipient to the President and Secretary for addition to the agenda of the next Executive meeting. The President, due to the nature of a formal complaint may call a special meeting of the Executive Officers (President, Vice President, Secretary, Treasurer)
- b) The Association will not entertain any complaints involving the judgment call of an umpire.
- c) Should there be a rule in baseball to resolve a formal complaint; the rule of baseball shall be used to resolve that complaint.
- d) The Executive shall attempt to resolve all formal complaints. If this is not possible, the Association may seek guidance from the governing body to resolve the formal complaint.
- e) Complaints regarding behavior that contravene WMBA Codes of Conduct or the Hamilton Zero Tolerance Policy for Violence in Recreational Properties and Facilities MAY trigger disciplinary action
- f) The author of any formal complaint shall be notified in writing by the WMBA as to the complaint resolution and a copy of the correspondence be filed with the Secretary.
- g) Should an informal complaint be brought to the attention of an Executive member, that member shall:
 - I. Encourage the complainant to make the complaint formal if they wish to guarantee Executive investigation and a response. There cannot be any guarantee that an informal complaint will be investigated - AND II. Inform the Executive member responsible for that area, OR III. Bring the informal to the Executive for resolution.

6. REP AND SELECT TEAMS

- 6.1 Team Name: All Waterdown Minor Baseball Association REP and Select Teams shall be known as the “Waterdown Wolves”.
- 6.2 Procurement: All REP/Select uniforms will be purchased by the WMBA and rebilled to the associated programs. In this manner, the WMBA can control the identity of our teams to all outside baseball communities. There will be NO exceptions.
- 6.3 League Colours;
 - 6.3.1 Primary and Secondary Colours; The primary colour is identified as the dominant colour. The secondary colour(s) is the accent colour.
 - 6.3.2 Home (Primary) Uniform Colour; The primary colour of the WMBA Wolves home uniform is BLACK. Secondary colour is WHITE.
 - 6.3.3 Away (Secondary) Uniform Colour; The primary colour of the WMBA Wolves away uniform is WHITE. Secondary colour is BLACK.
 - 6.3.4 Baseball Caps and Socks; Baseball Caps and socks will be mainly BLACK.
 - 6.3.5 Baseball Pants; Baseball Pants will be WHITE.
- 6.4 Uniform;
 - 6.4.1 Upper Body Covering (Shirt/Jersey) must either display

- a. Simply the words Waterdown OR Wolves in script print or;
 - b. “Waterdown” with the tail containing the word “Wolves”, “Wolves” containing the word “Waterdown” in the tail
 - c. A script “W” on the left front.
- 6.4.2 Team Caps must display
 - a. A script “W”
- 6.5 Where a REP/Select team elects to purchase only one uniform, the Home Uniform is required.
- 6.6 All REP/Select auxiliary uniform additions purchased directly by the respective teams must adhere to colours listed and be approved by the WMBA in advance.
- 6.7 Any Manager/Coach proceeding in violation of the stated Uniform Policy will be subject to disciplinary action including suspension and possible dismissal.

6.8 Expenses: All Rep and Select teams will be required to provide a financial statement at the end of the season.

6.9 Tournament Hosting: The WMBA will collect all tournament fees and pay related tournament expenses to a maximum of the total registration fees collected. All remaining profit will be forwarded to the hosting team (if there is a host other than the Association). Costs in excess of the fees collected are to be incurred by the hosting team/the Association.