

ST. BONIFACE – ST. VITAL MINOR BASEBALL ASSOCIATION

CONSTITUTION AND BY-LAWS

Article 1

NAME

- 1.1 St. Boniface-St. Vital Minor Baseball Association (SBSVMBA), Bonivital Minor Baseball Association

Article 2

OBJECTIVES

- 2.1
 - a) To encourage and improve baseball for youth in the age categories determined by the Board of Directors;
 - b) To co-operate with and co-ordinate baseball programs of Community Centres throughout St. Boniface and St. Vital;
 - c) To co-ordinate baseball programs with the Manitoba Baseball Association;
 - d) To establish leagues for teams within its jurisdiction at each age level and to organize competitions

Article 3

MEMBERSHIP

Amended by Repeal and Substitution: Annual Meeting, November 8, 2012

- 3.1 The SBSVMBA (Bonivital) area shall generally be defined as being bordered on the North by the CNR Main Line, on the East by Highway 101, on the West by the Red River, and on the South by Highway 101.
- 3.2 Each Community Club within the geographic area of SBSVMBA shall be a member of the association, and is entitled to be represented at any Annual Meeting or special general meeting of the association by its Baseball Convenor, or other appointed individual(s).
- 3.3 Only Community Clubs with an active community club-based baseball program will be considered as eligible voting delegates at any Annual Meeting or special general meeting of the association. An active community club-based baseball program shall be defined as a community club within the SBSVMBA region that has fielded or hosted at least one full team or player roster – in any Baseball

Manitoba minor age category – which has competed in the previous or current calendar year.

Article 4

GOVERNMENT

Amended by Repeal and Substitution: Annual Meeting, November 8, 2012

- 4.1 The affairs of SBSVMBA shall be administered by a Board of Directors, which shall consist of an Executive Committee, Division Convenors, Community Club Convenors (ex-officio), and other such directors as may be decided at the SBSVMBA Annual Meeting or at a special general meeting.
- 4.2 All Directors, with the exceptions of the Past-President and Community Club Convenors (all ex-officio) must be elected at the SBSVMBA Annual Meeting
- 4.3 Only Community Club Convenors whose clubs have an active community club-based baseball program (as defined in Article 3) shall be eligible to serve on the Board of Directors.
- 4.4 With the exception of the Past-President and Community Club Convenors (all ex-officio), the directors' terms of office shall normally be one year, in effect from the date of the meeting at which they are elected or appointed until the next annual meeting of the members or until their successors are duly appointed or elected.
- 4.5 Any vacancy occurring on the Board of Directors may be filled on an interim basis by the board, and a person so appointed shall hold office until the subsequent Annual Meeting, at which point the position shall be filled by election.
- 4.6 The qualification of a director shall be that he/she is of the full age of eighteen years.
- 4.7 The Executive Committee shall be responsible for setting the business agenda for the Board of Directors, overseeing regional program offerings, and other duties as agreed to by the entire Board of Directors. The Executive Committee shall be comprised of the Past-President (ex-officio), President, First Vice-President, Second Vice-President, Third Vice-President, Secretary, Treasurer, and Umpire-in-Chief.
- 4.8 The President shall serve as chair of the Board of Directors, and chair of the Executive Committee.

Article 5

MEETINGS

Amended by Repeal and Substitution: Annual Meeting, November 8, 2012

- 5.1 Regular monthly meetings of the Board of Directors and the Executive Committee shall be scheduled during the months of February through June. Additional meetings may be called by the President.
- 5.2 The SBSVMBA Annual Meeting shall be held on the second Thursday of November each calendar year, or as near as possible to this date, as determined by the Board of Directors. Written notice of such meeting shall be delivered by mail or other means to all Community Clubs within the SBSVMBA region and to all current members of the Board of Directors not less than 14 days prior to the scheduled meeting date.
- 5.3 An audited statement of the current and savings accounts of SBSVMBA shall be presented at the Annual Meeting. An up-to-date financial statement shall be presented at the Annual Meeting. An independent audit or other external financial review as determined by the Board shall be presented at such time as the Board may direct.
- 5.4 Special meetings of the Board of Directors may be called by at least three members of the Executive Committee. Written notice of any special meeting of the Board of Directors must be delivered to all members of the board by mail or other means at least seven days in advance of the meeting and be limited to discussion of the issues in question.
- 5.5 Special general meetings may be called by a minimum of three Community Clubs with an active community club-based baseball program (i.e. voting delegates). Written notice of such meetings shall be delivered by mail or other means to each member entitled to vote at such meeting and to all current members of the Board of Directors not less than 14 days prior to the scheduled meeting date.
- 5.6 The agenda for the Annual Meeting shall be prepared by the President and Executive Committee of the current calendar year, and shall include the following items:
 - (1) Confirmation of delegates' credentials and roll call
 - (2) Approval of the Agenda
 - (3) Minutes of the previous meeting
 - (4) Business arising from the minutes
 - (5) Reports:
 - a. President
 - b. Finance
 - c. Division Convenors
 - d. Umpire-in-Chief

- e. Special Committees
- f. Approval of Honorariums
- g. Resolutions – Constitution and By-Law Amendments
- h. Report of the Nominating Committee
- i. Nominations from the floor and election of officers
 - i. President
 - ii. Three Vice-Presidents
 - iii. Secretary
 - iv. Treasurer
 - v. Umpire-in-Chief
- j. Nominations from the floor and election of additional board members
 - i. Division Convenors
 - ii. Other
- k. Introduction of ex-officio board members
 - i. Community Club Convenors
 - ii. Past-President
- l. New Business
- m. Adjournment

Community Clubs with an active community club-based program will be considered as eligible voting delegates at any Annual Meeting, as per Article 3. On completion of elections at the Annual Meeting, the newly elected President shall be the Chairman, and will assume this position following adjournment of the Annual Meeting.

Article 6

QUORUMS

Amended by Repeal and Substitution: Annual Meeting, November 8, 2012

- 6.1 For the purposes of holding elections and for conducting business at meetings, quorum shall be as follows:
- a) One-third of eligible voting delegates (in person or by proxy) shall constitute quorum at the Annual Meeting and at special general meetings. Proxies must be received by the chair in advance of the meeting.
 - b) A majority of all board members shall constitute a quorum for meetings of the Board of Directors. Proxy votes shall only be allowed for Community Club Convenors; proxies must be received by the chair in advance of the meeting.
 - c) A majority of all Executive Committee members shall constitute a quorum for meetings of the Executive Committee. Proxy votes at Executive Committee meetings shall not be allowed.

Article 7

VOTING RIGHTS

Amended by Repeal and Substitution: Annual Meeting, November 8, 2012

- 7.1 At the Annual Meeting or special general meetings, each eligible voting delegate shall be entitled to one vote.
- 7.2 At meetings of the Board of Directors, each board member shall be entitled to one vote. Board members who may occupy more than one position shall be limited to a single vote on any issue.

Article 8

ADMINISTRATION OF FUNDS

- 8.1 Any two of the President, Vice-Presidents, or Secretary/Treasurer, Past President, or other designated Board member shall sign all cheques and instruments for the transfer of SBSVMBA funds.
- 8.2 All funds shall be deposited in a savings account or a current account of a chartered bank or trust company.
- 8.3 All financial transactions shall be recorded in a SBSVMBA ledger and a financial report of the type directed by the Board of Directors presented to the Annual Meeting. Any auditor appointed by the Board of Directors shall not be a member of the Executive Committee or the Board of Directors.

Article 9

AMENDMENTS TO THE CONTITUTION AND BY-LAWS

Amended by Repeal and Substitution: Annual Meeting, November 8, 2012

- 9.1 The Constitution and By-Laws may be amended by a 2/3 majority of eligible voting delegates present at an Annual Meeting or special general meeting, the latter of which must be agreed upon and called by a minimum of three Community Clubs with an active community club-based baseball program.

Written notice of such meetings shall be delivered by mail or other means to each member entitled to vote at such meeting and to all current members of the Board of Directors not less than 14 days prior to the scheduled meeting date.

Article 10

NOMINATING COMMITTEE

- 10.1 The Nominating Committee shall comprise no fewer than three people and shall include at least one member-at-large not presently on the Executive Committee. A nominating officer shall be appointed by the Board.

Nominations for Executive Committee offices shall be presented to the Board of Directors at the Annual Meeting.

Article 11

REMOVAL OF OFFICERS AND DIRECTORS

Amended by Repeal and Substitution: Annual Meeting, November 8, 2012

- 11.1 Any member of the Executive Committee or the Board of Directors, with the exceptions of the Past-President and Community Club convenors (all ex-officio) may be removed from office by a 2/3 vote of eligible voting delegates present at an Annual Meeting or special general meeting as per Article 5.

Article 12

LIMITATION OF LIABILITY

- 12.1 Neither the SBSVMBA nor member Community Centres shall be liable for injuries of players or persons travelling to and from, or participating in SBSVMBA sponsored activities.

The Association agrees to indemnify for legal cost disbursement and judgments entered against its officers.

Article 13

OBSERVERS AT MEETINGS

- 13.1 All meetings of SBSVMBA shall be open to the public as observers. The Chairman of any meeting shall have the right to declare a closed Executive Session to discuss subjects of a sensitive nature.

Article 14

ROBERTS RULES

- 14.1 All meetings of SBSVMBA shall follow the Roberts Rules of Parliamentary Procedures.