



Association By-laws

A By-law relating generally to the conduct of the affairs of Halifax Minor Baseball Association.

ARTICLE 1~~ARTICLE I~~
GENERAL

1.1 ~~1.1~~ **Purpose.** These By-laws relate to the general conduct of the affairs of Halifax Minor

Baseball Association; a Society incorporated under the Nova Scotia Societies Act.

1.2 ~~1.2~~ **Definitions.** In these By-laws:

- (A)** ~~A.~~ Act – means the Nova Scotia Societies Act, as amended from time to time and any legislation that may be substituted, therefore.
- (B)** ~~B.~~ Annual General Meeting – means the annual general meeting of the Society contemplated under Section 19 of the Act.
- (C)** ~~C.~~ Auditor – means an individual appointed by the Board to audit the books, accounts, and records of the Society.
- (D)** ~~D.~~ Board – means the Board of Directors of the Society.
- (E)** ~~E.~~ Committee – means a committee established by the Board.
- (F)** ~~F.~~ Days – means all days including weekends and holidays.
- (G)** ~~G.~~ Director – means an individual elected or appointed to serve on the Board pursuant to these By-laws.
- (H)** ~~H.~~ Member – means a member of the Society.
- (I)** ~~I.~~ Nominating Committee – means the Committee to be established by the Board.
- (J)** ~~J.~~ Officer – means an individual appointed to serve as an Officer of the Society pursuant to these By-laws.
- (K)** ~~K.~~ Ordinary Resolution – means a resolution passed by not less than a majority of the votes cast at a meeting of the Board, a meeting of a Committee, or a meeting of Members.
- (L)** ~~L.~~ Registrar – means the Registrar of Joint Stock Companies appointed under the Companies Act and includes the Deputy Registrar and a person authorized under that Act to perform duties of the Registrar in their absence.
- (M)** ~~M.~~ Society – Halifax Minor Baseball.
- (N)** ~~N.~~ Special Meeting – means a meeting of Members.
- (O)** ~~O.~~ Special Resolution – a resolution passed by not less than three-fourths of such Members entitled to vote as are present in person at an Annual General Meeting or Special Meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

1.3 ~~1.3~~ **Registration.** The Society shall be incorporated and operated as a volunteer, nonprofit Society under the Act.

1.4 ~~1.4~~ **Head Office.** The head office of the Society will be always located within the Province of Nova Scotia.

1.5 ~~1.5~~ **Corporate Seal.** The Society may have a corporate seal which may be adopted and may be changed by resolution of the Directors.

1.6 ~~1.6~~ **No Gain for Members.** The Society will not be carried on for the purpose of gain for its Members and any profits or other accretions to the Society will be used in promoting its objectives.

1.7 ~~1.7~~ **Conduct of Meetings.** Unless otherwise specified in the Act or these By-laws, meetings of Members and meetings of the Board will be conducted according to Robert's Rules of Order (current edition).

1.8 ~~1.8~~ **Interpretation.** In these By-laws, words importing the singular will include the plural and vice versa and words importing persons will include corporate bodies.

1.9 ~~1.9~~ **Language.** The official language of the Society shall be English.

1.10 ~~1.10~~ **Headings.** The headings used in the By-laws are inserted for convenience of reference

only.

ARTICLE 2 MEMBERSHIP

~~ARTICLE II~~ ~~MEMBERSHIP~~

2.1 ~~2.1~~ **Association Membership**

(A) ~~A-~~ Membership in accordance with these By-Laws, and no others, shall be members of the Society and their names shall be entered in the Register of Members accordingly

(B) ~~B-~~ For the purposes of registration, the number of members of the Society is unlimited, but the Registrar shall be responsible for maintaining a list of the Register of Members, and making such list of the names of the Members available to a Member upon request.

(C) ~~C-~~ Any individual who has registered with the Society, in a form stipulated by the Society, shall be a Member of the Society. For clarity, the Members of the Society ~~will generally be active registered participants (including athletes, coaches, and volunteers) and Directors.~~ shall fall within one of the following categories:

(i) Players who are registered to play on a Competitive/Recreational team in the season immediately prior to the Annual General Meeting.

(ii) Directors.

(iii) Volunteers who demonstrate a commitment to the Society through such activities as head or assistant coaching, scoring, chairing or assisting with provincial or other tournaments, or any other contribution that the Directors reasonably consider amounts to the furtherance of the Society's objectives.

(D) ~~D-~~ A minor may be a member of the Society, provided that a parent or legal guardian registers the minor with the Society, with such minor being registered using that parent's or legal guardian's civic address and has paid all annual registration fees plus has no other outstanding fees owed within the Society.

- (E) ~~E.~~ Every ~~member of the Society~~ Member shall be entitled to attend any annual general meeting of the Society and every Member who is 19 years of age or over shall be entitled to vote at the annual general meeting. Every Member who is under the age of 19 years of age shall be entitled to have their vote exercised by their parent or guardian.
- (F) ~~F.~~ Membership in the Society shall not be transferable.
- (G) ~~G.~~ Membership in the Society shall cease upon the death of a member or if, by notice in writing to the Society, they resign their membership, or if they cease to qualify for membership in accordance with these By-Laws.
- (H) ~~H.~~ Any member who violates either the objects or the By-Laws of the Society may be deprived of their membership upon written notification by the Board of Directors.

2.2 ~~2.2~~ **Qualifications for Membership**

- (A) ~~A.~~ To be considered for membership in the Society the applicant must abide by the By-Laws of the Society, the rules, articles and regulations of the Baseball Canada and Baseball Nova Scotia, have paid all their dues and fees to the Society, and have not had their membership suspended or revoked.

2.3 ~~2.3~~ **Admission of Members.** No individual, entity or organization will be admitted as a member of the Society unless:

- (A)** ~~A.~~ the candidate has made an application for membership in a manner prescribed by the Society
- (B)** ~~B.~~ the candidate is not subject to a disciplinary investigation or action of the Society;
- (C)** ~~C.~~ the candidate has been approved by majority vote as a Member by the Board or by any Committee or individual delegated this authority by the Board; and
- (D)** ~~D.~~ the candidate has paid dues as prescribed by the Board.

Membership Duration and Dues

2.4 ~~2.4~~ **Year.** Unless otherwise determined by the Board, the membership year of the Society shall commence annually on the 1st of January and shall run until the 31st of December.

2.5 ~~2.5~~ **Duration.** Membership is accorded on an annual basis as determined by the Board, and all Members will re-apply for membership each year.

2.6 ~~2.6~~ **Dues.** Membership dues for all categories of Membership will be determined by the Board and be paid during the regular playing season from the first day of registration until this last day of the regular season.

Withdrawal and Termination of Membership

2.7 ~~2.7~~ **Resignation.** A Member may resign by delivering written notice of such resignation to the Secretary.

2.8 ~~2.8~~ **Player Release.** When a Member who is an athlete has been released by the Society, as

approved by the Board, the Member is automatically removed from membership.

2.9 ~~2.9~~ **Arrears.** A Member will be expelled from the Society for failing to pay membership dues or money owed to the Society by the deadline dates prescribed by the Society by way of Ordinary Resolution of the Board.

2.10 ~~2.10~~ **Discipline.** In addition to expulsion for failure to pay membership dues, a Member may be suspended or expelled from the Society in accordance with the Society's policies and procedures relating to discipline of Members by way of Ordinary Resolution of the Board.

2.11 ~~2.11~~ **Removal.** A Member may be removed by majority vote by the Board at a Board Meeting provided quorum is reached. The Member to be removed will have been given fourteen (14) days written notice of and the opportunity to be present and to be heard at such a meeting.

~~3~~ meeting.

Good Standing

2.12 ~~2.12~~ **Definition.** A Member of the Society will be in good standing provided that the Member:

- (A)** ~~A.~~ has not ceased to be a Member
- (B)** ~~B.~~ has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed
- (C)** ~~C.~~ has completed and remitted all documents and certifications as required by the Society
- (D)** ~~D.~~ has complied with the By-laws, policies, rules and regulations of the Society
- (E)** ~~E.~~ is not subject to a disciplinary investigation or action by the Society, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
- (F)** ~~F.~~ has paid all required membership dues.

2.13 ~~2.13~~ **Cease to be in Good Standing.** Members who cease to be in good standing, as determined by the Board, will not be entitled to vote at meetings of Members or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing as set out above.

ARTICLE III MEETINGS OF MEMBERS

ARTICLE 3 **MEETINGS OF MEMBERS**

3.1 ~~3.1~~ **Types of Meetings.** Meetings of Members will include Annual General Meetings and Special Meetings.

3.2 ~~3.2~~ **Special Meeting.** A Special Meeting of the Members may be called at any time by the President, by the Board or upon the written requisition of ~~twenty-five~~fifteen (~~25~~15%) percent or more of the Members (including the parents or guardians of the Members who are under the age of 19). Agenda of special meetings will be limited to the subject matter for which the meeting was duly called. The notice of special meetings shall be communicated to the Members via email and social media channels no less than 14 days in advance of the special meeting.

3.3 ~~3.3~~ **Location and Date.** The Society will hold meetings of Members at such date, time and place within Nova Scotia as determined by the Board.

3.4 ~~3.4~~ **Notice.** Notice of meetings of Members will be posted on the Society website at least thirty (30) days prior to the date of the meeting and written notice will be given to all Members at least thirty (30) days prior to the date of the meeting electronically and through the Society's social media. Notice will contain a proposed agenda and reasonable information to permit Members to make informed decisions and shall be delivered in accordance with Article 8 of these By-laws.

3.5 ~~3.5~~ **Adjournment.** Any meetings of Members may be adjourned to any time and place as determined by the Board and such business may be transacted at such

adjourned meetings as might have been transacted at the original meeting from which such adjournment took place.

3.6

~~3.6~~ **Agenda.** The agenda for the Annual General Meeting may include:

(A)

~~A.~~ Call to order

- (B) ~~B.~~ Establishment of Quorum
- (C) ~~C.~~ Appointment of Scrutineers ~~if necessary~~
- (D) Determination by the Scrutineers of the voting rights of meeting attendees
- (E) ~~D.~~ Approval of the Agenda
- (F) ~~E.~~ Declaration of any Conflicts of Interest
- (G) ~~F.~~ Adoption of Minutes of the previous Annual Meeting
- (H) ~~G.~~ President's Report
- (I) ~~H.~~ Financial Report
- (J) ~~I.~~ Board, Staff and Committee Reports
- (K) ~~J.~~ Election of new Directors
- (L) ~~K.~~ Business as specified in the meeting notice; and
- (M) ~~L.~~ Adjournment.

3.7 ~~3.7~~ **New Business.** Any Member who wishes to have new business or a matter placed on the agenda at an Annual General Meeting will give written notice to the Society at least twenty-one (21) days prior to the meeting date.

3.8 ~~3.8~~ **Quorum.** A quorum for any meeting of the Members shall consist of not less than seven (7) voting Members present in person or by teleconference. If within one-half hour from the time appointed for the meeting, a quorum of members is not present, the meeting, if convened upon the requisition of the members, shall be dissolved. In any other case, it shall stand adjourned to such time and place as a majority of the members then present shall direct.

3.9 ~~3.9~~ **Where No Quorum.** If a quorum of Members is not present at a meeting, Members in attendance may reschedule the meeting to a new date and time. Written notice shall be given to all voting members at least fourteen (14) days prior to the rescheduled meeting date, and at such rescheduled date the Members shall be permitted to transact business at the meeting with or without a quorum.

3.10 ~~3.10~~ **Closed Meetings.** Meetings of voting Members will be closed to the public unless the Board determines otherwise.

Voting at Meetings of Members

3.11 ~~3.11~~ **Voting rights of Members.** Each active Member votes on every issue. Members who are 19 years ~~old~~of age or ~~older~~over at the time of the meeting ~~of the Members~~ may exercise their own vote. Members who are ~~younger than~~under the age of 19 years ~~old~~ at the time of the meeting may have their vote exercised at meetings of Members by a parent or guardian. For clarity, a parent or guardian with multiple children registered with the Society who are younger than 19 years old may exercise one vote per child. Also, two parents/guardians of the same ~~child~~player who is registered with the Society and who is ~~younger than~~under 19 years ~~old~~of age may both attend a meeting of the Members but may only exercise one vote per child player. For further clarity, Director or volunteers Members who are ~~Directors vote during elections (which includes a sitting Director voting on the issue of their re-election, if applicable)~~also a parent or guardian do not have an additional vote as a result of their Director or volunteer position.

3.12 ~~3.13~~ **Scrutineers.** At the beginning of each meeting, the Board ~~may~~shall appoint one or more

scrutineers who will be responsible for ensuring that votes are properly cast and counted. The first duty of the appointed scrutineers shall be to ascertain the number of votes each attending Member has in accordance with Article 3.11.

3.13 ~~3.14~~ **Proxy Voting.** Voting by proxy is not allowed at meetings of Members.

3.14 ~~3.15~~ **Determination of Votes.** ~~Votes~~Save and except (i) and (ii), votes will be determined by a show of hands, in writing, or orally ~~unless a secret or recorded ballot is requested by a majority of those Members voting:~~ (i) If there is a contested election (i.e. there are more nominees than vacancies for a particular position) or (ii) 25% of the Members in attendance, through a show of hands, support that a resolution be subject to a secret and recorded ballot, such election shall or resolution shall be determined by the majority of a secret and recorded ballot election.

3.15 ~~3.16~~ **Majority of Votes.** Except as otherwise provided in the Act or these By-laws, an Ordinary Resolution will decide each issue. In the case of a tie, the issue is defeated.

3.16 ~~3.17~~ **Meeting Chair.** The President of the Society shall preside as President at every annual and special meeting of the Society.

(A) ~~A.~~ If there is no President, or if at any meeting they are not present at the time of holding the same, a Vice President shall be appointed to preside as President for the meeting.

(B) ~~B.~~ If there is no President or Vice President or if at any meeting, neither the President nor a Vice-President is present at the holding of the same, the members present shall choose someone of their number to be President.

(C) ~~C.~~ The President carries one vote. In the case of a tie, the President does not carry a second vote.

(D) ~~D.~~ The President may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place, unless notice of such new business is given to the members.

(E) ~~E.~~ At any general meeting, unless a poll is demanded by at least one member, a declaration by the President that a resolution has been carried and an entry to that effect in the book of the proceedings of the Society shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favour of or against such resolution.

(F) ~~F.~~ If a poll is demanded in the manner aforesaid, the same shall be taken in such manner as the President may prescribe, and the result of such poll shall be deemed to be the resolution of the Society in general meeting.

ARTICLE 4~~ARTICLE IV~~ **GOVERNANCE**

Composition of the Board

4.1 ~~4.1~~ **Directors.** A board of not less than [five (5) and not more than ten (10)] Directors shall be responsible for the management of the Society.

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4.2 ~~4.2~~ **Composition of the Board.** The Board of Directors of the Society will consist of the following:

- (A) ~~A.~~ President
- (B) ~~B.~~ Vice President
- (C) ~~C.~~ Treasurer
- (D) ~~D.~~ Secretary
- (E) ~~E.~~ Registrar
- (F) ~~F.~~ Up to five (5) Directors at Large

At least sixty (60) days prior to a meeting of the Members at which Directors will be elected, the Board will determine the number of Directors-at-Large on the Board provided that:

- (A) ~~A.~~ The number of Directors-at-Large is at least one (1) and no more than five (5); and
- (B) ~~B.~~ The determination of the number of Directors-at-Large on the Board does not have the effect of shortening the term of a sitting Director.

Election of Directors

4.3 ~~4.3~~ **Eligibility of Director.** Any individual who is nineteen (19) years of age or older, who has the power under law to contract, and whose appointment is deemed to be of benefit to the Society may be nominated for election or appointment as a Director. An individual is not eligible to be nominated for President unless they have served at least ~~four~~two (4)2 years in another position on the Board. An individual is not eligible to be nominated for Vice President unless they have served at least two (2) years in another position on the Board.

4.4 ~~4.4~~ **Skills and Characteristics.** Potential Directors will preferably exhibit multiple attributes

and skills listed below:

- (A) Attributes
- (B) ~~A.~~ commitment and capacity (time, energy, expertise) to fulfill the commitment as a Director
- (C) ~~B.~~ commitment to betterment of the sport throughout the Province of Nova Scotia and to act as a fiduciary to the Society
- (D) ~~C.~~ knowledge about roles and responsibilities of a Director, the Board and staff
- (E) ~~D.~~ good communication skills
- (F) ~~E.~~ experience in formulating policy
- (G) ~~F.~~ experience in thinking strategically
- (H) ~~G.~~ knowledge of the Baseball community
- (I) ~~H.~~ ability to identify principal business risks and ensure implementation of appropriate systems to manage those risks

- (J) ~~I~~-knowledge of organizational performance mechanisms and ability to monitor, evaluate and report on performance
- (K) ~~J~~-strategic connectivity to key clients
- (L) ~~K~~-ethical and values-based behaviour

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- (M) ~~representative~~ of client population (athlete & coach); and
- (N) ~~A.~~ other attributes valued by the Board.

Skills and Qualifications:

- (A) ~~A.~~ accounting designation (CA, CMA, CGA)
- (B) ~~B.~~ legal designation (LL.B)
- (C) ~~C.~~ Professional qualifications (MD, PhD, MBA, Sport Science);
- (D) ~~D.~~ personnel management (Human Resource Professional designation)
- (E) ~~E.~~ media/marketing/public relations contacts/experience
- (F) ~~F.~~ fundraising and funding source contacts
- (G) ~~G.~~ administration/management experience
- (H) ~~H.~~ government relations/contacts
- (I) ~~I.~~ organizational development/Strategic Planning experience; and
- (J) ~~J.~~ other skills valued by the Board.

4.5 ~~4.5~~ Nominating Committee.

- (A) ~~A.~~ The Board may appoint a Nominating Committee, which will be composed of three individuals appointed by the Board. The Nominating Committee will be responsible to solicit nominations for individuals to serve as a Director, with the skills and characteristics defined in Section 4.4 and may nominate additional candidates to serve as a Director.
- (B) ~~B.~~ Any Member of the Society may nominate another Member to be one of the Directors of the Society, provided however that each Member is limited to one (1) nomination per election.

4.6 ~~4.6~~ Nomination. Any nomination of an individual for election as a Director will:

- (A) ~~A.~~ Include a completed application form
- (B) ~~B.~~ Include the written consent of the nominee by signed signature
- (C) ~~C.~~ Include a cover letter and resume of the nominee
- (D) ~~D.~~ Be submitted to the Head Office of the Society fourteen (14) days prior to the Annual General Meeting.
- (E) ~~E.~~ Nominations will not be accepted from the floor.

4.7 ~~4.7~~ Incumbents. Individuals currently on the Board and wishing to be re-elected are not subject to nomination but must notify the Nominating Committee by email twenty-eight (28) days before Annual General Meeting at which the election is to take place, of their interest in re-election.

4.8 ~~4.8~~ Circulation of Nominations. Valid nominations will be circulated to voting Members at the Annual General ~~Meeting~~ Meeting via email at least 14 days prior to the ~~elections~~ Annual General Meeting. Information relating to the nominees may be made available on request.

4.9

~~4.9~~

Election. The election of the Directors will take place as follows:

(A)

~~A.~~ By majority vote at the Annual General Meeting in accordance with the following

schedule:

- (i) ~~i.~~ President
- (ii) ~~ii.~~ Vice-President
- (iii) ~~iii.~~ Treasurer
- (iv) ~~iv.~~ Secretary
- (v) ~~v.~~ Registrar
- (vi) ~~vi.~~ Directors-at-Large

(B) ~~B.~~ In the event that a new President is elected at the Annual General Meeting, the outgoing President shall assume the ex-officio and non-voting position of the Past President for a Two (2) year term and shall act as an advisor to the President. For clarity, the Past President is not a Director and does not vote at meetings of the Board – but has a standing invitation (unless revoked by the Board) to attend meetings of the Board.

(C) Directors-at-Large - When the number of nominees for vacant Directors-at-Large positions exceeds the number of vacant positions, Members who are eligible to vote pursuant to Article 3.11 shall each select as many names on the ballot as there are vacant positions. By way of example only, if there are two vacant positions and four nominees, each shall select two of the four names. The number of selections across all ballots shall be totaled and the nominees shall be ranked in the order of most selections received, with the vacant positions going to the nominees in descending order until all positions are filled.

4.10 ~~4.10~~ **Decision.** Elections will be decided by the voting Members at the Annual General Meeting in accordance with the following:

(A) ~~A.~~ One Valid Nomination – Winner declared by acclamation.

(B) ~~B.~~ Two or More Valid Nominations – Winner is the nominee receiving the greatest number of votes. In the case of a tie for the greatest number of votes, the tied nominees will take part in a second vote.

Terms

4.11 ~~4.11~~ **Elected Directors Terms.** Elected Directors and the positions of President, Registrar, and Treasurer will serve terms of two (2) years, ~~except for the position of President, Registrar, and Treasurer which will serve terms of four (4) years.~~ Elected Directors will hold office until their successors have been duly elected in accordance with these By-laws, unless they resign, are removed from or vacate their office.

Resignation and Removal of Directors

4.12 ~~4.12~~ **Resignation.** A Director may resign from the Board at any time by presenting their notice of resignation to the Board. This resignation will become effective on the date on which the request is approved by the Board. Where a Director who is subject to a disciplinary investigation or action of the Society resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

4.13 ~~4.13~~ **Vacated Office.** The office of any Director may be vacated automatically:

(A) ~~A.~~ if the Director misses four (4) consecutive meetings without the approval of the President

- (B) ~~B.~~ if the Director is found by a court to be of unsound mind
- (C) ~~C.~~ if the Director becomes bankrupt; or
- (D) ~~D.~~ the Director dies.

4.14 ~~4.14~~ **Removal.** Any Director may be removed by Ordinary Resolution of the voting Members, provided the Director has been given fourteen (14) days-notice and the opportunity to

be present and to be heard at the meeting where such an Ordinary Resolution is put to a vote.

4.15 4.15 Appointment. The Board of Directors shall appoint administrative volunteers at their discretion who shall hold office for a period of one year. All appointed positions shall be non-voting and may include the Divisional Coordinators for Recreational Divisions (Novice, Rookie, Mosquito, Peewee, Bantam, and Midget/Junior); Divisional Coordinators for Competitive Divisions (Mosquito, Peewee, Bantam, Midget/Junior); Equipment Coordinator, Uniform Coordinator; Fundraising Coordinator, Field Coordinator; Special Events Coordinator, Scheduler/Statistician, and Umpire -in-Chief. Appointed members will only attend Board meetings as required.-

~~**4.16 Term Limit.** No member may hold the position of President for more than two (2) consecutive terms.~~

Filling a Vacancy on the Board

4.16 4.17 Vacancy. If a Director resigns their office, or ceases to be a Member of the Society, their office shall be vacated, and the Board may fill the vacancy until the next General Meeting and vacancy will be filled in accordance with Article 3.15. The term of the substitute Director will be for the unexpired portion of the term of the Director so substituted.

Meetings of the Board

4.17 4.18 Call of Meeting. The meetings of the Board will be held at any time and place as determined by the President or a majority of the Board.

4.18 4.19 Notice. Notice, served other than by mail, of Board meetings will be given to all Directors at least seven (7) days prior to the scheduled meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.

4.19 4.20 Number of Meetings. The Board will hold a minimum of six (6) meetings per year.

4.20 4.21 Quorum. At any meeting of the Board of Directors, a quorum will consist of at least fifty-one (51) percent of voting Directors holding office.

4.21 4.22 Voting. Each Director is entitled to one vote. Voting will be by a show of hands, orally or by ballot, unless a director requests a ballot by email based on extenuating circumstances. Resolutions will be passed by Ordinary Resolution.

4.22 4.23 No Proxies. Directors may not vote via proxy at meetings of Directors.

4.23 4.24 Closed Meetings. Meetings of the Board will be closed to Members and the public except by invitation of the Board. The Executive Director and Past President may attend and speak at Board meetings but are not entitled to vote.

4.24 ~~4.25~~ **Meetings by Telecommunications.** A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Any Director who is unable to attend a meeting may participate in the meeting by telephone or other telecommunications technology. Directors who participate in a meeting by telephone or other telecommunications technology are considered to have attended the meeting.

Powers of the Board

4.25 ~~4.26~~ **Powers.** Except as otherwise provided in the Act or these By-laws, the Board has the powers of the Society. Without limiting the generality of the foregoing, the Board may:

- (A) ~~A.~~ implement policies, procedures and rules for managing the affairs of the Society
- (B) ~~B.~~ implement policies, procedures and rules relating to the registration of Members and shall have the authority to register Members accordingly
- (C) ~~C.~~ implement policies, procedures and rules relating to the discipline of Members and participants, and shall have the authority to discipline members and participants accordingly
- (D) ~~D.~~ implement policies, procedures and rules relating to the management of disputes within the Society and shall have the authority to deal with all disputes accordingly
- (E) ~~E.~~ implement policies, procedures and rules relating to the direction and control of monies, funds, investments and securities of the Society and shall have the authority to manage these accordingly
- (F) ~~F.~~ establish committees, appoint members of committees, and determine the duties and functions to any committee; and
- (G) ~~G.~~ appoint or employ such persons as it deems necessary to carry out the work of the Society, including an Executive Director, and determine their duties, responsibilities and remuneration.

- (H) ~~H.~~ The management of the activities of the Society shall be vested in the Board of Directors who, in addition to the powers and authorities by these By-Laws or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Society and are not hereby or by statute expressly directed or required to be exercised or done by the Society in general meeting. The Board in the exercise of these powers shall conform to any regulation or direction that may from time to time be imposed upon it by the membership at an annual or special meeting.
- (I) ~~I.~~ Any contracts, deeds, bills of exchange or other instruments and documents made on behalf of the Society shall be authorized by the Board of Directors and executed on behalf of the Society by such Board of Directors members as the Board of Directors may from time to time designate.
- (J) ~~J.~~ The Board of Directors of the Society may from time to time in their discretion, subject to these By-Laws:- acquire and take by purchase, donation, devise, bequest or otherwise, real estate and personal property, and hold, enjoy, sell, exchange, lease, let, improve and develop the same, and erect and maintain

buildings and structures; raise or borrow money for the purposes of the Society;
sign or endorse bills, notes, acceptances, cheques, contracts and other
dividends

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of or securities for money borrowed for the purposes aforesaid; with the sanction of a special resolution, issue debentures or mortgage the real property of the Society to secure payment of money borrowed by it.

(K) ~~K.~~ Neither the Board of Directors nor any person acting on their behalf shall sell, exchange or otherwise alienate the real property of the Society without the approval of the membership of the Society by way of special resolution duly passed at a special meeting of the Society called for that purpose, notice of which meeting has been given in writing to all members in good standing at least twenty days prior to the meeting.

4.26 ~~4.27~~ **Managing the Affairs of the Association.** The Board may make and approve policies, procedures, and manage the affairs of the Association in accordance with the Act and these By-laws.

4.27 ~~4.28~~ **Employment of Persons.** The Board may employ or engage under contract such persons as it deems necessary to carry out the work of the Association.

4.28 ~~4.29~~ **Borrowing of funds.** No Director shall have the authority to borrow funds in the name of the Association.

ARTICLE 5 ~~ARTICLE V~~ **OFFICERS**

5.1 ~~5.1~~ **Composition.** The Officers will be comprised of the following:

- (A) ~~A.~~ President
- (B) ~~B.~~ Vice President
- (C) ~~C.~~ Treasurer
- (D) ~~D.~~ Secretary
- (E) ~~E.~~ Registrar

5.2 ~~5.2~~ **Duties.** The duties of Officers are as follows:

(A) ~~A.)~~ **President:**

. The President is the Chief Executive Officer of the Society and shall:

- - Preside over all Society meetings and perform all duties generally associated with the office of President
- - Call Special or General Meetings at any time
- - Provide leadership in determining policies and in the administration of the affairs of the Association
- - Be the official representative at all functions or events, unless otherwise stipulated by the By-Laws

- - Have the power to suspend members and participants for misconduct, on or off the diamond. Such suspensions shall be referred to the Board of Directors within seven (7) days from the day on which a decision to suspend was made. The Board of Directors has the power to uphold or revoke the suspension
- - Maintain signing authority with the Treasurer of the Society

- - In addition to their normal duties, may, at their discretion in emergency situations, exercise all the authorities of the Board of Directors providing that any such emergency action taken is referred to the Board of Directors for confirmation or rejection within ten days
- - By reason of their office, shall automatically be an ex-officio and non-voting member of all Society committees
- - Shall be responsible for the liaison between the Society and Baseball Nova Scotia
- - Submit a report at the annual general meeting
- - In the event of extended absence, designate a Director to act as the President
- - Share all relevant files through the shared data warehouse

(B) ~~B)~~ **Vice President:**

. The Vice President shall:

- - Maintain an equipment inventory for the Association
- - Maintain and control access to the Society equipment storage
- - Establish annual equipment requirements based upon consultation with the Board of Directors
- - Determine sources of supply and recommend equipment purchases
- - Arrange for handling, storage, repairing, cleaning of equipment
- - Issue and control of all association equipment
- - Ensure that all equipment on loan is recorded and returned at season's end.
- - Maintain a uniform inventory for the Association
- - Maintain and control access to the Society uniform storage
- - Establish annual uniform requirements based upon consultation with the Board of Directors
- - Determine sources of supply and recommend uniform purchases
- - Arrange for handling, storage, repairing, cleaning of uniforms
- - Issue and control all association uniforms
- - Ensure that all uniforms dispersals are recorded, and collections are made at season's end and to request the treasurer to cash the uniform deposit should a uniform not be returned
- - Determine annual field requirements in consultation with the Board of Directors
- - Negotiate contracts with HRM facilities to meet the association's needs for season play, practices and tryouts
- - Maintain a record of all Field utilized and related changes
- - Authenticate field rental invoices in conjunction with the Treasurer.
- - Share all relevant files through the shared data warehouse

- - Be available to be appointed Chairman of a major standing committee or be appointed to act as a Director with responsibility for a major portfolio.
- - Be responsible to the President for the operation and conduct of the Competitive / House League. They may also perform any such duties delegated to them by the President.
- - Submit a report to the annual general meeting of the affairs of the Competitive/House Teams.

~~C) Treasurer~~

- - Share all relevant files through the shared data warehouse

(C) Treasurer. The Treasurer shall:

- - Maintain proper book of accounts, receive and deposit funds in a chartered financial institution
- - Ensure that President has access to all bank accounts.
- - Make disbursements with 'Board of Directors' majority approval by cheque or e-transfer, co-signed by President, or another signing authority in the event of an extended absence by the President
- - Remit to Baseball Nova Scotia all dues and fees as established by Baseball Nova Scotia, and/or Baseball Canada
- - Remit any fees owed by the association to payees for services rendered in a timely fashion as to not incur interest charges, late payment penalties, or disruption of services
- - Present financial reports to the Board of Directors and membership at each meeting and upload to shared data warehouse
- - Develop an annual budget for submission to the Board of Directors for approval.
- - Provide advice on financial matters
- - Cause annual statements to be prepared for submission to the Board of Directors,
- Annual General Meeting, Registrar of Joint Stock Companies, and for the general membership visible on the Society's website
- - Have co-signing authority along with the President of the Society
- - Perform all other duties associated with the office of Treasurer
- - Share all relevant files through the shared data warehouse

(D) ~~D) Secretary.~~ The Secretary shall:

~~The Secretary shall~~

- - Keep minutes of all Society meetings and distribute within ten (10) days to all concerned
- - Maintain a nominal list of all Board of Directors and member contact information
- - Distribute all material deemed necessary by the bylaws
- - Maintain security and safekeeping of all files, books and records of the Society including e-files through a shared data warehouse
- - Notify members of meetings and other activities in accordance with the By-Laws
- - Shall be responsible for the conduct of any correspondence and ensure the President has full knowledge of it
- - Perform other duties assigned by the President
- - Share all relevant files through the shared data warehouse

(E) ~~E) Registrar.~~ The Registrar shall:

~~The Registrar shall~~

- ~~=~~ • - Be responsible for the organization and administration of the registration of the Society's players

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- - Maintain a register of all players, coaches, officials and registered volunteers, and associated documentation and certification, as required
- - Coordinate the annual registration with Baseball Nova Scotia
- - Table the report on player registrations for the year at the Annual Meeting
- - Correspond with Members regarding outstanding registration fees and late payments
- - Present a report of the year's operation at the Annual General Meeting
- - Manage the Society's website
- - Perform other duties associated with registration
- - Share all relevant files through the shared data warehouse

5.3 ~~5.3~~ Removal. An Officer may be removed by Ordinary Resolution of the Board in a meeting of the Board or by Ordinary Resolution of the voting Members in a meeting of the Members, provided the Officer has been given fourteen (14) days' notice and the opportunity to be present and to be heard at the meeting where the Ordinary Resolution is put to a vote.

Other Committees

5.4 ~~5.4~~ Appointment of Committees. The Board may appoint such committees as it deems necessary for managing the affairs of the Society and may appoint members of committees or provide for the election of members of committees, may prescribe the duties of committees, and may delegate to any committee any of its powers, duties, and functions except where prohibited by these the Act or these By-laws.

5.5 ~~5.5~~ President Ex-officio. The President, or designate as appointed by the President, will be an ex-officio and non-voting and member of all Committees of the Society.

Remuneration

5.6 ~~5.6~~ No Remuneration. All Directors, Officers and members of Committees will serve their term of office without remuneration except for reimbursement of expenses as approved by the Board.

Conflict of Interest

5.7 ~~5.7~~ Conflict of Interest. A Director, Officer, or member of a committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Society will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction; will refrain from influencing the decision on such contract or transaction; and will otherwise comply with the requirements of the Act regarding conflict of interest.

ARTICLE 6 ~~ARTICLE VI~~ FINANCE AND MANAGEMENT

6.1 ~~6.1~~ Fiscal Year. The fiscal year of the Society will be January 1st to December 31st or such other period as the Board may determine from time to time.

- 6.2 ~~6.2~~ **Bank.** The banking business of the Society will be conducted at such financial institutions as the Board may designate.
- 6.3 ~~6.3~~ **Auditors.** The Board may appoint an auditor or auditors to perform a review or audit of the Society's finances as often as deemed necessary.
- 6.4 ~~6.4~~ **Books and Records.** The necessary books and records of the Society required by these By-laws or by applicable law will be necessarily and properly kept in the office of the Society.
- 6.5 ~~6.5~~ **Signing Authority.** All written agreements and financial transactions entered into by the name of the Society will be signed by the President and Treasurer. The Board may authorize other persons to sign on behalf of the Society.
- 6.6 ~~6.6~~ **Contracts.** Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by any two of the following: President, Treasurer, or Past President, or otherwise as prescribed by resolution of the Board of Directors.
- 6.7 ~~6.7~~ **Property.** The Society may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other real or personal property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.
- 6.8 ~~6.8~~ **Borrowing.** The Society may not borrow any amount of funds.
- 6.9 ~~6.9~~ **Disbursement of Funds.** No Member or employee of the Society will disburse any funds in their keeping belonging to the Society unless authorized policies and procedures are adhered to.
- 6.10 ~~6.10~~ **Intellectual Property.** No person, entity or organization may use the name or any intellectual property of the Society without the prior written authorization of the Board.
- 6.11 ~~6.11~~ **Audit of Finances.** The Society will conduct a financial audit, by a third-party accounting professional/firm, upon the appointment of a new President.

~~ARTICLE VII~~ **ARTICLE 7 AMENDMENT OF BYLAWS**

- 7.1 ~~7.1~~ **Voting.** These By-laws may only be amended, revised, repealed or added to by Special Resolution duly passed at an Annual General Meeting or Special Meeting. Upon affirmative vote, any amendments, revisions, addition or deletions will be effective upon approval of the Registrar.

7.2 ~~7.2~~ **Notice in Writing.** Notice in writing is to be delivered to the Board forty-five (45) days prior to the date of the meeting at which it is to be considered and is to be delivered to voting Members thirty (30) days prior to the meeting at which such amendment is to be considered.

ARTICLE 8 ~~ARTICLE XIII~~ **NOTICE**

8.1 ~~8.1~~ **Written Notice.** In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the Society, Director or Member, as the case may be.

8.2 ~~8.2~~ **Date of Notice.** Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or e-mailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five days after the date the mail is postmarked.

ARTICLE 9 ~~ARTICLE IX~~ **INDEMNIFICATION**

9.1 ~~9.1~~ **Will Indemnify.** The Society will indemnify and hold harmless out of the funds of the Society each Director and Officer, their heirs, executors and administrators from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer.

9.2 ~~9.2~~ **Will Not Indemnify.** The Society will not indemnify a Director or Officer or any other person for acts of fraud, dishonesty, or bad faith.

9.3 ~~9.3~~ **Insurance.** The Society will, at all times, maintain in force such directors and officer's liability insurance as may be approved by the Board of Directors.

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<u>Move To</u>	1
<u>Table Insert</u>	0
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Table moves from	0
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Embedded Excel	0
Format changes	0
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