

York Baseball Association Constitution - Amended 2024 for presentation at the Annual General Meeting.

SECTION 1 - NAME, DEFINITIONS and OBJECTIVE

NAME

Article 1.1 The name of the organization shall be The York Baseball Association Incorporated. It may also be referred to herein as YBA and/or Association.

DEFINITIONS

Article 1.2.1 - A YBA Member shall be defined as one of the following:

- i) a coach, convenor, or holder of an elected or appointed position at YBA.
- ii) a player 18 years of age or older, registered to play in the current year on a team fielded by YBA .
- iii) a parent or guardian whose name appears on the registration form of a player as defined in ii).

Article 1.2.2 - A YBA Team shall be defined as: any team organized and fielded by the association into any series, loop, tournament or division of play. Generally recognized as House League, Select, Rep, Junior or Senior as defined by provincial and national sporting bodies such as Baseball Ontario and Baseball Canada.

For clarity: from time to time, York Baseball participates in leagues and series that involve other organizations. In such cases a team that comes from another organization to play in an "interlocked" house league is organized and fielded by that organization, and thus would not be a YBA team. Alternatively, a team that is organized in a "Cooperative" house league, and the organization and fielding of the team has had input from York, would be considered a YBA team.

Article 1.2.3 - The Board shall be defined as the executive board as set out in Section 2.

Article 1.2.4 - By-laws shall be defined as the set of rules, regulations and other pertinent information that shall be kept by the association to guide the conducting of the league's affairs.

Article 1.2.5 - Chair shall be defined as the person who presides over a meeting that is being held to conduct the Association's affairs. The adherence to generally accepted principles of meeting order shall be the responsibility of the chair.

Article 1.2.6 - Officer at Large shall be defined as a person of longstanding membership in the Association, who may offer the board assistance in governance without the specific definitions given to the other officer positions. Such Officers shall have previously served as Officers and/or Directors, and/or Appointees and are able to demonstrate an ability to assist in conducting the affairs of the Association.

OBJECTIVE

Article 1.3 The objective of the York Baseball Association is to provide organized recreational baseball for youth through its operations in the western part of the City of Toronto. Previous to the 1998 amalgamation this area was the former City of York, Ontario.

Article 1.4 Aligned with the objective 1.3 are the following generally recognized sporting ideas which guide the association in its operations:

- i) Respecting the rules of the game,
- ii) Respecting officials and accepting their decisions,
- iii) Respecting the opponents,
- iv) Providing all participants with equal opportunities,
- v) Maintaining dignity under all circumstances.

Article 1.5 In its operations the league shall endeavor:

- i) To create a safe, supportive and fun environment for all of the participants.
- ii) To put the primary focus on the players and the development of their skills.
- iii) To promote values that foster self-respect and respect for others.
- iv) To promote and encourage participation in baseball throughout the community.
- v) To institute and regulate competition in the various age categories.
- vi) To encourage sportsmanship and participation for the greatest numbers.
- vii) To protect the mutual interest of the Association's Objectives.

SECTION 2 - ASSOCIATION GOVERNANCE

EXECUTIVE POSITIONS - Elected

Article 2.1 The York Baseball Association is a registered Not for Profit Corporation overseen by an executive board consisting of the following **elected positions**:

- i) **Officers**: President, Vice President One, Vice President Two, Registrar, Treasurer, Secretary, and Officers at Large.
- ii) **Directors**: Division Convenors (TBall, 9U, 11U, 13U, 15U, 18U, Junior, Senior, Select, Rep and others as may be necessary with the association's participation), Fundraising Director, Concessions Director.

Article 2.1.2 Directors shall have voting rights on matters related to their duties. These matters shall be made known to the affected directors in an invitation to attend a relevant executive meeting.

EXECUTIVE POSITIONS - Appointed

Article 2.2.1 The Executive Board may deem it necessary to place certain members in the following **Appointed Positions** with duties outlined at the time of the appointment:

- i) Scheduler,
- ii) Public Relations Chairperson,
- iii) Equipment Manager,
- iv) Sponsorship Chairperson,
- v) Umpire-In-Chief
- vi) Groundskeeper-In-Chief
- vii) Assistant Directors as deemed necessary by the President.

Article 2.2.2 The appointees listed in article 2.2.1 may be granted voting rights by the Executive Officers on matters related to their duties. These matters shall be made known to the affected appointees in an invitation to attend a relevant executive meeting.

ELECTIONS AND APPOINTMENTS

Article 2.3 Elections:

Article 2.3.1 The **Election of Officers** shall take place at the Annual General Meeting and shall include current Officers who intend to continue in their current positions **and** any member with at least three years time served as a member of YBA who makes their intention to stand for election known to the board by 11:59 pm on September 30 of the ongoing season. (this aligns with the general end of the baseball season, and is prior to the Annual General Meeting). In order to be elected to the position of Officer at Large certain other criteria must be met, which are set out in article 1.2.6.

Article 2.3.2 The **Election of Directors** shall take place at the Annual General Meeting and shall include any current directors who intend to continue in their current positions **and** any member with at least two years time served as a member of YBA who has been nominated by an Executive Officer. These nominations shall be made known to the board by 11:59 pm on September 30 of the ongoing season (this aligns with the general end of the baseball season, and is prior to the Annual General Meeting).

Article 2.3.3 The rules governing the elections described in article 2.3.2 shall be set out in the by-laws.

Article 2.4 Appointments

Article 2.4.1 Appointment to the positions listed in Article 2.2.1 shall be at the pleasure of the Board, who will consider the needs of the league and suitability of candidates in an executive meeting.

Article 2.4.2 The appointment of any appointed positions from article 2.2.1 shall be announced at the Annual General Meeting.

Article 2.4.3 The rules governing the appointments set out in article 2.2.1 shall be set out in the by-laws.

Article 2.5 Vacancies

Article 2.5.1 The positions listed above as Officers, Directors and Appointed Positions shall be declared vacant if:

- i) the person submits notice of their resignation
- ii) the person is no longer able to fulfill their duties in the role,
- iii) at an executive meeting, the Officers vote to remove the person before the expiration of their term.

Article 2.5.2 If, for any reason, at any time, there is a vacancy of one of the positions listed in article 2.3, the board shall endeavor to fill the position with a qualified candidate by vote at an executive meeting.

SECTION 3 - ROLES AND RESPONSIBILITIES

RESPONSIBILITIES OF THE EXECUTIVE BOARD

Article 3.1 The executive board shall have **full control of the affairs of the Association**, with the right to present and vote on motions that would become regulations, by-laws or policies governing the affairs of the Association. The executive board shall have final determination and decision making power over all matters including financial, schedules, rules, conflict resolution, and any other matter which it deems to be fitting of its attention.

Article 3.2 The board and its individual members shall **act in the best interests of the Association** and uphold the stated objectives of the Association. It is required that they act in a fair and responsive manner toward all members at all times. It is required that they consider the welfare of the Association in their dealings and deliberations.

Article 3.3 The executive board shall **meet regularly** to consider the matters arising from the Association's operations, and deliberate how best to proceed with the affairs of the Association. **Officers** shall be required to attend all executive board meetings, where their presence shall count toward a quorum. **Directors** shall be required at meetings where matters related to their positions will be on the agenda, and their presence will be counted toward quorum. **Appointees** may be invited to discuss, debate and vote on matters related to their duties, and their presence will be counted toward quorum.

Article 3.4 Once a year, at an appropriate time determined by the executive board, The Association will hold its **Annual General Meeting**. At this meeting the executive board shall deliver to the membership a report on the welfare of the Association which may include reports from officers and directors. Attendance shall be open to all members, who shall have the right to vote on matters related to the constitution, election of officers and directors and other agenda items brought to the meeting by the executive board.

EXECUTIVE MEETING PROCEDURES

Article 3.5.1 Executive Board Decisions shall be made after full and proper notification of, and discussion and debate by all Officers and affected Directors. Such decisions require a quorum of the list of board members whose presence is required at a meeting.

Article 3.5.2 Executive Meeting Voting : The board shall attempt to reach consensus on all matters. If after a full and informed debate a consensus cannot be reached, the matter shall be put to a vote. In the event of a tie, the President shall cast the tie-breaking vote by voting a second time, with the appropriate numbers of votes being reflected in the meeting minutes.

Article 3.5.3 Voting Requirement : Unless otherwise specified in this Constitution, when a vote of the board is required, each Officer, Director, designate or appointee in attendance shall be entitled to and required to vote on all matters, unless excused by the meeting chair due to a conflict of interest or extenuating circumstances.

Article 3.5.4 Proxy Voting : Where extenuating circumstances prevent an board member from attending a meeting, another member may be designated to vote on their behalf. This designation shall be made known to the chair of the meeting, by the absentee, before the meeting begins. A proxy vote will not be granted to a designate where such notice is not given by the absentee board member. A member who is present at an executive board meeting shall not be a proxy voter for more than one executive board member at any meeting.

3.5.5 Conflict of Interest : If at any time an elected officer is deemed to have a conflict of interest regarding the issue before the board, that officer shall be deemed ineligible and shall be excused by the chair from voting on that particular issue.

3.5.6 Quorum : The executive board shall make no binding decision at a meeting where a quorum of members is not present. Quorum for a meeting shall be defined as 50% of all executive board members whose presence is required at a specific meeting.

For clarity: Executive Officers are required at all executive board meetings. At a meeting where, for example, the Registrar has items on the agenda related to scheduling, the Chair would invite the Convenors (who are Directors) and the Scheduler (who is an appointee). At the resulting meeting, quorum would be 50% of the total Officers and invitees.

3.5.7 Lack of Quorum : To ensure the continued operations of the Association, it shall be understood by the executive and membership, that in cases where a meeting fails to achieve quorum, the executive board that is present at an executive meeting may choose to make necessary decisions at that meeting. Such decisions, while valid, are not binding until voted on at a future meeting that achieves quorum. As such, the chair will note such decisions as “extraordinary” and not amend any by-law, policy, or other Association document until the proper meeting has been held.

3.5.8 In-Season Executive Meetings and Votes : The Association recognizes the difficulty in arranging meetings and votes during the baseball season. The board shall have the ability to conduct “meetings, discussions and votes” through electronic or other methods that will ensure the smooth operation of the league. Decisions made in such circumstances can be considered binding, provided that the board is satisfied that the requirements for open discussion and debate have been satisfied. Records of any and all correspondence from such meetings should be held as usual by the Association.

3.5.9 Minutes : At any meeting held by any committee or group to conduct business of the Association, a set of minutes shall be made by the meeting chair or their designate. This record of the proceedings shall be forwarded to the Secretary and kept for reference as to the decisions taken.

3.5.10 Access To Minutes : The minutes described in article 3.5.9 shall be made available to any Association Member who requests them, with the following exception: where the proceedings of the meeting were placed “in camera” with the purpose of protecting the confidentiality of an individual or matter, as set out by the chair of the meeting. Where a matter arises in a meeting that may tend to breach such confidentiality, the chair may impose an “in camera” restriction after the fact, in order to ensure the necessary confidentiality.

3.5.11 Officers Access to Meeting Minutes : These restrictions shall not deny an Officer access to the minutes, except in the case where an Officer's involvement in a matter makes such restrictions appropriate.

SECTION 4 - BY-LAWS AND AMENDMENTS

4.1 The executive board shall maintain a written set of **By-Laws** that shall govern the specific operations of the association. Such documents shall provide guidance to the board and membership on matters that arise during league functions.

4.2 The By-laws referred to in article 4.1 shall be reviewed and updated by the board, as necessary throughout the year at executive meetings as set out in this document.

4.1 Changes and Amendments to this constitution may be made once annually at the Annual General Meeting (AGM). These amendments shall be adopted and written into this document when approved by a two thirds majority of members present at the Annual General Meeting.

4.4 A Notice of Motion to amend the Constitution, which clearly outlines the proposed amendment(s) must be received by the secretary at least 5 business days before the scheduled AGM.