

BY-LAWS OF THE

NORTH TORONTO BASEBALL ASSOCIATION

1. PURPOSE

These By-laws outline the functions and objectives of the NTBA and provide for the rules and values under which it will operate.

2. NAME, HEAD OFFICE & BOUNDARIES

- 2.1. North Toronto Baseball Association, is hereinafter referred to as “NTBA” or the “Association”.
- 2.2. Should the NTBA establish a headquarters or head office, it shall be located within the NTBA boundaries established by the Toronto Baseball Association (the “**TBA**”) and failing those, the district boundaries of the TBA.
- 2.3. If the TBA does not mandate boundaries for the NTBA, then the NTBA shall adhere to a boundary of Wilson Ave / York Mills Road on the north, the Don Valley Parkway on the east, Bloor Street on the south and Dufferin Street on the West.

3. AFFILIATIONS

- 3.1. The NTBA shall be a member of the TBA and shall follow the published rules of the TBA and the Ontario Baseball Association (the “**OBA**”). The NTBA is subject to the published rules, in declining order of authority, of the following bodies to which it is affiliated:
 - (a) The OBA; and
 - (b) The TBA.
- 3.2. The NTBA may also affiliate itself with other baseball bodies as the Board of Directors (the “**Board**”) may in its discretion determine.

4. MEMBERSHIP

- 4.1. Members of the NTBA shall be such individuals as defined in this Section 4 (each, a “**Member**”), and are comprised of Regular Members. The annual player registration information shall be relied on to best efforts generate a list of Members, if and as needed, under the supervision of the Secretary or President.
- 4.2. **Regular Members** - Regular members shall consist of the following individuals, each of whom shall have been active within the NTBA in the last 365 days, as applicable:
 - (a) House League, Select and Rep coaches and team managers, in each case, as recognized by the NTBA;
 - (b) NTBA administrators, board constituted committee members, and house league convenors;
 - (c) Duly elected or appointed Directors; and
 - (d) All registered players of the most recent NTBA season.
- 4.3. Although a person may qualify as a Regular Member under more than one of the categories set out above, may only hold one membership in the NTBA and have one vote.
- 4.4. Regular Members are granted all rights of membership. Each Regular Member who is 18 years of age or older, shall have the right to participate in any Meeting and shall be entitled to one vote at Meetings of the NTBA. Regular Members under the age of 18 years may appoint a parent/guardian to vote on their behalf.
- 4.5. **Fees** - There shall be no membership fees assessed to Members. The Association’s costs shall be borne by player registration fees, team registration fees, donations, capital reserves, fundraising or any other method that the Board may determine in its sole discretion.
- 4.6. **Board Discretion** - At its sole discretion, the Board may:
 - (a) Impose, waive or vary any conditions, rights, privileges, duties and responsibilities of Members;
 - (b) Impose any sanctions, conditions or probationary terms on Members; or
 - (c) Refuse to admit Members to the Association.
- 4.7. **Termination of Membership**

- (a) In addition to termination of membership as set out in Section 6, an individual's status as a Member shall be deemed to have been terminated:
 - i. If the Member submits a signed letter of resignation to NTBA; or
 - ii. If the Member is no longer registered with the NTBA and has not been active as set out in Section 4.2.
- (b) Individuals may, at the sole discretion of the Discipline Committee, be denied membership or not accepted for renewal of membership if:
 - i. They have been dismissed from membership previously from any baseball association;
 - ii. Have a discipline history with any baseball association;
 - iii. If they are currently suspended from participation in any organized baseball; or
 - iv. If they have outstanding fines levied by any baseball association.

5. DISCIPLINE

- 5.1. All Members are subject to the imposition of discipline by the NTBA. A Member is subject to any sanction within the jurisdiction of the NTBA, which could include a Member being reprimanded, suspended or expelled from Membership. Discipline may be imposed on a Member for any reason as determined by the Board or, as appropriate, the Discipline Committee, including, without limitation, for failing to comply with the NTBA membership requirements, , the By-laws of the NTBA, or any policies, rules or regulations of the NTBA, the TBA or the OBA, as well as failing to pay when due any fee or other monetary obligations to the NTBA.
- 5.2. An individual whose Membership has been suspended loses all rights of Membership until the suspension has been terminated.
- 5.3. A Discipline Committee shall be appointed by the Board annually, and at a minimum, shall be composed of: (i) one House League convenor or committee member; and (ii) one Board member. The Discipline Committee shall be responsible for interpreting and ensuring compliance with the Code of Conduct.
- 5.4. Upon fifteen (15) days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles or By-laws. The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board (or its designate, the Discipline Committee) a written submission opposing the disciplinary action or

termination not less than five (5) days before the end of the 15-day period. The Board (or its designate, the Discipline Committee) shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

- 5.5. Any Member may request an issue to be considered by the Discipline Committee, which shall consider the details and background of the issue to reasonably assess the merits of the issue and whether a Discipline Committee hearing (a “Discipline Committee Hearing”) shall be convened.
- 5.6. A Discipline Committee Hearing shall be automatically convened in the case of any NTBA player or coach game ejection in a NTBA game.
- 5.7. Player, coach, team and team official discipline for game infractions shall be governed in accordance with the Code of Conduct and, as applicable, the OBA or TBA.
- 5.8. For greater certainty, the Discipline Committee shall have authority to consider disciplinary issues for parents and guardians of players, as well as other persons, including supporters of players and teams.

6. MEETINGS OF MEMBERS

- 6.1. **Annual Meetings** - Subject to the Act, the annual meeting of members (the “**Annual Meeting**”) shall be held on such day and at such time in each year as the Board, may from time to time determine, for the purpose of considering the financial statements and reports required by the Act to be placed before the Annual Meeting, electing Directors, appointing auditors and for the transaction of such other business as may properly be brought before the meeting. Notwithstanding the foregoing, and subject to extraordinary circumstances, the Annual Meeting will be held within fifteen (15) months of the last Annual Meeting, within six (6) months of the NTBA’s fiscal year end, and no later than January 31st of each fiscal year. Any Member, upon request, will be provided, not less than twenty-one (21) days before the annual meeting, with a copy of the approved financial statements, auditor’s report (if any) or review engagement report (if any).
- 6.2. **Special Meetings**
 - (a) The Board shall have the power to call a special meeting of Members at any time.
 - (b) A written requisition to the Secretary of NTBA or the Board signed by at least ten percent (10%) of the Members may call a special meeting. The requisition shall clearly state the nature of the business to be considered. No other business, other than that for which the special meeting was called, shall be

considered. The meeting shall be called within twenty-one (21) days of receiving such a requisition.

6.3. **Location of Meetings** - Meetings of Members shall be held at a location specified by the Board within the boundaries set out in S.2.3.

6.4. **Notice of Meetings**

- (a) Notice of the time and place of every meeting of Members shall be sent at least ten (10) days and not more than fifty (50) days prior to the date of the meeting.
- (b) Notice of a meeting of Members shall be duly sent by posting a notice on the NTBA's website, plus any other method of notice determined by the Board.
- (c) The Notice shall clearly state the time and place of the meeting and the business to be transacted thereat, including any special business.
- (d) Notice of a meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the Member to form a reasoned judgment thereon and the text of any special resolution to be submitted to the meeting. All business transacted at a special meeting of Members and all business transacted at an Annual Meeting, except consideration of the financial statements and auditor's report, election of Directors and reappointment of the incumbent auditor, is deemed to be special business.

6.5. **Chair and Secretary**

- (a) The Chair of the Board or, in the Chair's absence, the president or, in the president's absence, a vice-president shall be Chair of any meeting of shareholders. If none of these officers are present within 15 minutes after the time appointed for holding the meeting, the persons present and entitled to vote shall choose a Chair from among themselves.
- (b) The Chair of the meeting shall be permitted to make procedural rulings, provided that in the case of challenges to the chairperson, the Chair may rely on the most recently published Robert's Rules of Order, except as may be otherwise set out in these By-laws.
- (c) The Secretary shall act as secretary at any meeting of shareholders or, if the secretary of the Board be absent, the chairperson of the meeting shall appoint some person, to act as secretary of the meeting.

6.6. **Persons Entitled to be Present** - The only persons entitled to be present at a meeting of Members shall be Members of the Association. Any other person may

be admitted only on the invitation of the Chair of the meeting or with the consent of the Members present at the meeting. Notwithstanding the foregoing, any other person or entity may attend if required by the Act, any law or any NTBA By-law.

- 6.7. **Quorum** - A quorum is present at a meeting of Members if there are 10 Regular Members present.
- 6.8. **Right to Vote** - At any meeting of Members, every individual who is a Regular Member in accordance with Section 4.2 shall be entitled to vote.
- 6.9. **Agenda of an Annual Meeting** - The agenda of an Annual General Meeting shall include:
 - (a) Minutes of the previous Annual Meeting;
 - (b) President's report or report of the Board;
 - (c) Treasurer's report or report of the Finance Committee (including audited financial statements);
 - (d) Election of Directors; and
 - (e) Appointment of auditors
- 6.10. **Accidental Omission** - The non-receipt of any notice by a Member, failure of a Member to read the notice on the NTBA website, or any inadvertent error not affecting the substance of the notice shall not invalidate the meeting or adjourn the meeting or make void any acts or proceedings taken or done thereat. A Member may at any time waive notice of meetings and may ratify, approve or otherwise confirm all meeting proceedings.
- 6.11. **Votes to Govern**
 - (a) Except as otherwise required by the Act or these By-laws, at all meetings of Members, every question proposed for the consideration of Members shall be decided by the majority of the votes cast by Regular Members present at the meeting.
 - (b) Each Regular Member present, including the Chair, shall have only one vote.
 - (c) Every question, other than where there are more nominees for the vacant Board positions than there are positions, shall be decided in the first instance by a show of hands and, unless a poll is demanded by a voting Member, a declaration by the Chair that a resolution has been carried or not carried and an entry to that effect in the minutes of the NTBA shall be proof of the fact

without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll is demanded and not withdrawn, the question shall be decided by a majority of votes cast by the Regular Members present in person and such poll will be taken in such manner as the Chair shall direct and the result of such poll shall be deemed the decision of the NTBA.

- 6.12. **Adjournment** - Any meetings of Members may be adjourned any time, and business may be transacted at such adjourned meetings as might have been transacted at the original meeting from which such adjournment took place. If a meeting of Members is adjourned for less than 30 days, it shall not be necessary to give notice of the adjourned meeting. If a meeting of Members is adjourned by one or more adjournments for an aggregate of 30 days or more, notice of the adjourned meeting shall be given as it would be for an original meeting.

7. BOARD OF DIRECTORS

7.1. General

- (a) The NTBA shall be governed and managed by a board of directors (the “**Board**”), which shall consist of a minimum of seven (7) Directors to a maximum of eleven (11), or as may be determined by the Board, provided the Members have empowered the Board, by Special Resolution, to determine the number of Directors.
- (b) The Board may, as it sees fit, exercise any powers and make, or cause to take, any actions, contracts, or perform any matters for and on behalf of the NTBA as the NTBA may lawfully do.
- (c) The Board may, as it sees fit, institute, prescribe and enforce such policies, procedures and regulations, not inconsistent with this or any other By-law of the NTBA, the Act or any other statutes.
- (d) Subject to the Act, the Board shall be empowered to hire, appoint, or otherwise engage all employees, contractors, or agents of the NTBA and shall fix their duties and remuneration, and may, delegate any or all of the things necessary to effect these powers to such persons, committees, agents or to any combination of these as it sees fit.
- (e) The Board has the power to determine and effect the dismissal of any employee, contractor or agent, and may remove any head of committee, committee Member or any assistants with or without cause.
- (f) The Board shall ensure that all necessary books and records of the NTBA required by the By-laws, or any applicable statute or the Act are regularly and properly kept.

7.2. **Qualifications of Directors**

- (a) No person may be a Director if such person is less than 18 years of age, of unsound mind and has been so found by a court in Canada or elsewhere, is not an individual, or has the status of bankrupt.
- (b) A Director may be required to provide approval for a formal Police background check and shall not have a history of, or any outstanding charges related to, criminal activity that the Board, acting in its sole discretion, deems incompatible with the role of being a Director.
- (c) A Director may not be compensated by the NTBA for other services provided to the Association, either as an employee or a contractor; however, receiving an honorarium or similar compensation for acting as a coach or game official shall not constitute a paid staff position so long as it is disclosed to the Board.
- (d) A Director must not hold any position with any other baseball governing body, including the TBA and the OBA, without the prior approval of the Board.

7.3. **Election and Term**

- (a) Each Director shall be elected by a majority of votes cast by Regular Members present in person or by proxy at the meeting duly called for that purpose.
- (b) An individual who is elected or appointed to be a Director must consent in writing to hold office as a Director before or within ten (10) days of their election or appointment. Any individual who does not provide consent within the time limit is not a Director and is deemed not to have been elected or appointed to hold office as a Director. The requirement to consent does not apply to a Director who is re-elected or reappointed when there has been no break in their term of office.
- (c) Upon completion of their term, Directors, if otherwise eligible, may be re-elected or re-appointed. No election or appointment of a Director is valid without their consent, given in person at the meeting at which election or appointment takes place, or given in writing within ten (10) calendar days of the election or appointment.

7.4. **Removal of Directors** - Subject to the Act, the Members may, by a majority of votes cast at a special meeting of Members duly called for that purpose, remove any Director and may at that meeting elect a qualified person for the remainder of such term.

7.5. **Vacancy of Office as a Director** - The office of a Director of the NTBA shall be vacated at the end of the term of office or during the term of office if the Director:

- (a) Becomes mentally incompetent;
- (b) Dies;
- (c) Ceases to have the qualifications, per the Ontario Not-for-Profit Corporations Act, for holding the position of Director; or
- (d) Submits their resignation, in writing, to the NTBA.

7.6. Filling of Vacancies

- (a) Vacancies on the Board, however caused, may, so long as a quorum of the Directors remains in office, be filled by the Board. Otherwise such vacancy shall be filled at the next Annual Meeting.
- (b) Whenever a vacancy occurs on the Board, which results in the Board not having a quorum, the remaining directors shall forthwith call a special meeting of Members to fill the vacancy.
- (c) If there are no Directors, the Meeting may be called by any voting Member.

7.7. Nominations for the Board of Directors

- (a) The Board shall have the authority to, at its discretion, establish a Nominating Committee prior to any meeting for the election of Directors.
- (b) Any Member may put forward a nomination for the election of Directors at a meeting of Members called for the election of Directors; provided notice of a proposed nomination, including the name of the nominee and their residential address, is given as set forth herein to provide an opportunity for appropriate disclosure to be made. Notice of a proposed nomination shall be given in writing to the President or Secretary of the Association not less than 14 days, or more than 60 days, prior to any meeting of the Members called for the election of Directors.
- (c) Such notice shall be sufficiently given if delivered to the President or Secretary, mailed by registered mail to the Secretary at the address of the head office of the NTBA or emailed to an address designated by the Secretary for this purpose. The Chair of the meeting may determine whether notice of a proposed nomination was given in accordance with the foregoing procedure and if he should determine that it was not so given he shall declare that fact to the meeting and the defective nomination shall be disregarded.

7.8. Remuneration of Directors - The Directors shall receive no remuneration for acting as such, but any Director will be reimbursed for *bona fide* out-of-pocket expenses incurred while performing duties as a Director.

7.9. Insurance and Indemnification

- (a) The NTBA will purchase and maintain such insurance for the benefit of its Directors, Officers and other personnel, as the Board may from time to time determine. No Director or Officer of the NTBA shall be liable for the acts of any other Director or Officer.
- (b) In addition, every Director or Officer of the NTBA and their heirs, executors and administrators, estate and effects respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the NTBA from and against:
 - i. All costs, charges and expenses whatsoever which such Director or Officer sustains or incurs in any or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her, for, or in respect to any act, deed or matter or thing; and
 - ii. All other costs, charges and expenses which such Director or Officer sustains or incurs in relation to the affairs of the NTBA, except such as are occasioned by the Director's, or Officer's, own willful neglect, willful default or criminal activity.

7.10. Disclosure of Conflict of Interest - Every Director who has, directly or indirectly, any interest, financial or otherwise in any contract or transaction to which the NTBA is or is to be a party shall declare their interest in such contract or transaction at the next meeting of the Board. He/she shall at that time disclose the nature and extent of such interest to the extent to which such information is within their knowledge or control. The Director shall abstain from voting on the issue in question, and may be required to absent himself/herself from some or all of the meeting at which such subject is considered. Such abstention shall not be considered in quorum determination for the specific issue in question.

7.11. Directors' Meeting Calls and Notices

- (a) Meetings of Directors may be called by the President, any Vice President, or by the Secretary (on direction of the President or any Vice President) or by the Secretary upon the request, in writing, of any two (2) Directors.
- (b) Notice of such meetings shall be delivered by any of the following: in person, by phone, in writing, email, or via other electronic means of communication at least three (3) calendar days before the meeting is to take place (excluding the day of the meeting).

- (c) The declaration of the President or Secretary that notice has been given pursuant to the by-law shall be sufficient and conclusive evidence of giving of such notice.
 - (d) The Directors may fix any day, days, hour, or time for regular meetings in any month or months and for such regular meetings no notice is required. No formal notice of meeting shall be required if all Directors are present or if those absent have given their consent to the meeting being held in their absence.
 - (e) A meeting of Directors may also be held without notice, immediately following the NTBA's Annual Meeting.
- 7.12. **Meeting Adjournments** - Unless specifically provided for otherwise in these By-laws, the Directors may, upon resolution, adjourn any meeting of the Directors, subject to any conditions the Directors may impose, from time to time and from place to place.
- 7.13. **Meeting Errors in Notice** - No inadvertent error or omission in giving notice for a meeting of Directors shall invalidate such meetings or invalidate or make void any proceedings at such meetings and any Director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.
- 7.14. **Voting at Directors' Meetings**
- (a) Unless otherwise stipulated in these By-laws or by the Act, questions arising at any meeting of the Directors shall be decided by a majority of votes cast. In case of any equality of votes in any matter, the Chair will not be entitled to cast a second and deciding vote and, the motion is lost.
 - (b) All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand is made the vote shall be taken by show of hands. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution.
- 7.15. **Quorum** – A simple majority of the Directors in office shall form a quorum for the transaction of business. No business may be done unless there is a quorum present.
- 7.16. **Resolutions in Writing** - Subject to the Act, a resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors, is as

valid as if it had been passed at a meeting of Directors called, constituted and held for that purpose.

7.17. Meetings by Telephone/Electronic Conference

- (a) Subject to the Act, if all Directors of the NTBA, or of a committee of the Board (as the case requires) consents thereto generally or in respect of a particular meeting and each has adequate access, Directors may participate in a meeting of the board or of a committee of the Board by means of such conference telephone, electronic (zoom) or other communications facilities as permit all persons participating in the meeting to hear each other, and a Director participating in such a meeting by such means is deemed to be present at the meeting and included in the quorum determination;
- (b) Provided further that at the outset of each meeting referred to in subsection (a) above, the chairperson of the meeting shall call the roll to establish quorum and whenever votes are required, and unless a majority of the Directors present at such meeting otherwise require, adjourn the meeting to a predetermined date, time and place whenever not satisfied that the proceedings of the meeting may proceed with adequate security and confidentiality.

- 7.18. Number of Meetings** - Exclusive of the meeting of the Board immediately after an Annual Meeting (if any) there shall be a minimum of **three (3)** regular Board meetings annually; failing which the Board is dissolved, a meeting of Members is called and a new Board is elected.

8. OFFICERS

8.1. Appointments

- (a) The Board shall appoint the following officers:
 - i. Chair
 - ii. President (the Chair and President may be the same person)
 - iii. Treasurer
 - iv. Secretary
- (b) The Board may appoint such other Officer as it deems necessary from time to time.
- (c) The Board may remove any Officer, without prejudice. Otherwise, each Officer appointed by the Board shall hold office until a successor is elected or appointed.

8.2. **Duties of Officers**

(a) Chair

- i. Shall preside at all meetings of Members and of the Board.
- ii. Shall have such other duties as may be determined by the Board.
- iii. Shall not have a second vote.

(b) President

- i. Shall directly supervise NTBA's full-time, part-time and contract employees and offices responsible for the day-to-day operations
- ii. Shall act as spokesperson for the NTBA, unless he/she delegates the responsibility
- iii. Shall oversee the preparation of the report for the Annual General Meeting
- iv. Shall perform such other duties as are appropriate of the office

(c) Vice President (if appointed)

- i. Shall assist the president as requested by the President
- ii. Shall assume the presidential powers either in the absence of or under the instructions of the President
- iii. Shall undertake from time to time duties incidental to this position as determined by the Board.

(d) Treasurer

- i. The Treasurer shall ensure that full and accurate records are kept of the accounts.
- ii. Shall be responsible for monitoring the NTBA's banking and financial transactions and records.
- iii. Shall submit an annual audited financial report, prepared by the NTBA's auditors, to the AGM.
- iv. Shall present annual budgets to the Board for approval.

- v. Shall ensure that all financial control policies of the Club, as approved by the Board, are being followed.
- vi. Shall review with the Board any purchases or variances of greater than **10%** of the budget.
- vii. Shall provide interim financial statements and reports as directed by the Board

(e) Secretary (or a delegate with Board approval)

- i. Maintain a record of all minutes of the Association and copies of all committee reports
- ii. Notify all Officers and committee Members of their election and/or appointment
- iii. Coordinate with committees to ensure they have the documentation required to perform their duties
- iv. Maintain record books in which by-laws, published rules and minutes are entered
- v. Ensure that current record books may be available at each meeting
- vi. Co-ordinate the preparation of all Board and Members' meeting agendas and information packages in consultation with the Chairman or the President, as the case may be

- 8.3. **Remuneration of Officers** - No Officer shall receive remuneration for acting as an Officer except that bona fide out-of-pocket expenses for acting as an Officer of the NTBA shall be reimbursed. The remuneration, if any, for Officers who are not Directors shall be as the Board determines by resolution in its sole discretion.

9. COMMITTEES

- 9.1. The Board may establish committees as it deems necessary or appropriate to carry out the affairs of the NTBA. All such committees shall operate under the auspices of the Board and report to the Board annually and as otherwise required by the Board. The Board may appoint and remove members of these committees or provide for the election of members of these committees, may prescribe the duties and terms of reference of these committees, and may delegate to any of these committees any of its powers, duties, and functions. Standing committees of the NTBA shall include the following, with each Committee's mandate, composition and function to be consistent with the following and the purposes, objectives and values of NTBA as found herein.

9.2. House League Committee

- (a) Oversee the operations of House League programs in conjunction with the convenors and NTBA administrative staff.
- (b) Develop and update objectives for the House League program.
- (c) Contribute to the development of the House League components of NTBA's, purposes, objectives and any strategic or annual plan.
- (d) Evaluate whether the House League program objectives are being met.
- (e) Develop and implement strategies to attract, train and retain volunteer coaches and convenors. Assist in the recruitment of volunteers.
- (f) Plan and organize outreach to the parents of the House League players and fellow volunteers in order to ensure the program is satisfying the community.
- (g) Review opportunities to promote youth baseball amongst intellectually, physically and financially disadvantaged members of the community.
- (h) Report to the Board as required, maintain committee meeting minutes and provide these on a timely basis to the Board.

9.3. Rep and Select Committee

- (a) Provide oversight and governance to ensure the competitive program fulfills NTBA's purposes, objectives and values as articulated in the mission statement.
- (b) Assess and give feedback to head coaches on plans for the development of the program.
- (c) Make recommendations to the Board for Rep and Select head coaches, drawing on Member feedback and other assessment and feedback tools.
- (d) Develop and update policies that ensure the objectives of the program are met.
- (e) Monitor the program to ensure policies are being followed, consistent with NTBA's purposes, objectives and values and any strategic or annual plans.
- (f) Maintain familiarity with evolving policies of the OBA, TBA and competitive leagues in which NTBA participates.

- (g) Plan and organize outreach to the parents of competitive players and fellow volunteers in order to ensure the program is satisfying the NTBA's community.
- (h) Report to the Board as required, maintain committee meeting minutes and provide these on a timely basis to the Board.

9.4. **Finance Committee** - The Board may function as this committee or in any given year constitute a committee that, at a minimum, consists of the President, Treasurer and at least one other director and shall oversee the financial operations of the NTBA, including the following:

- (a) Review and establish financial controls for Board review and approval which have limits for expense authorization approvals, cheque signing, e-transfers, wires, etc. and confirm that any capital expenditure or materially large expense requires prior Board approval.
- (b) Recommending for Board approval the fees to be charged to players and teams.
- (c) Maintaining appropriate levels of working capital and long-term capital reserves.
- (d) Annual budgeting and recommendation of the budget to the Board for its approval on a timely basis.
- (e) Periodic review of actual results against budget.
- (f) Establishing financial reporting systems and maintaining the books and records in a complete and organized manner.
- (g) Preparation of financial statements.
- (h) Manage NTBA's relationship with the external auditor.
- (i) Reporting to the Board on material changes or as otherwise as required.

9.5. **Discipline Committee** - Oversee the NTBA discipline function, including the following:

- (a) Review and recommend NTBA discipline policies for adoption by the Board
- (b) Conduct discipline hearings
- (c) Impose disciplinary sanctions.
- (d) Report to the Board as required.

10. BY-LAWS

- 10.1. Subject to Article 18 (when applicable), these By-laws may only be amended, revised, repealed or added to by:
- a) Majority vote of the Board. The new, amended, or revised By-law is effective until the next meeting of the Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the By-laws by majority vote. A new, amended, or revised By-law that is not ratified by the Members ceases to have effect and no new By-law of the same or like substance has any effect until ratified at a meeting of the Members; or
 - b) A Member entitled to vote who may make a proposal to make, amend, or repeal a By-law in accordance with the Act which requires at least sixty (60) days' notice. The new, amended, or repealed By-law will be submitted to the Members at the next meeting of Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the By-laws by majority vote.

11. RULES AND REGULATIONS

- 11.1. The Board may approve and publish policies, rules and regulations which are not inconsistent with the purposes, objectives and values of, NTBA's Letters Patent, and these By-Laws.
- 11.2. Amendments to policies, rules and regulations may be made by a majority vote of the Board.
- 11.3. Any such policies, rules and regulations should be clearly posted on the NTBA website in their current form.

12. CODE OF CONDUCT

- 12.1. Members shall adhere to the Code of Conduct as published and approved by the Association from time to time.
- 12.2. The Code of Conduct shall apply to all employees, Directors, officers, volunteers, coaches, umpires, administrators, players, parents and guardians of players and Members.
- 12.3. The Code of Conduct shall be published on the NTBA website and sent to any Member when requested.

13. FINANCE AND BANKING

- 13.1. At each Annual Meeting the Members may appoint an auditor to audit or conduct a review engagement of the books, accounts and records of the NTBA in accordance with the Act. The auditor will hold office until the next Annual Meeting. The auditor will not be an employee, Officer, or Director of the NTBA and must be permitted to conduct an audit or review engagement of the NTBA under the *Public Accounting Act*, 2004, as amended. When the NTBA's revenue for the previous fiscal year was less than the amount prescribed in the Act, the Members may decline, by 80% majority vote, to appoint an auditor. Alternatively, when the NTBA's revenue for the previous fiscal year was greater than the amount prescribed in the Act, the Members may, by Extraordinary Resolution, chose to conduct a review engagement in lieu of an audit.
- 13.2. The fiscal year of the NTBA shall be as determined by the Board.
- 13.3. The banking of the NTBA shall be with such banks or trust companies as may be from time to time determined by the Board. The banking shall be under such agreements, instructions and delegation of powers as the Board may from time to time prescribe or authorize.
- 13.4. The Directors will approve financial statements (evidenced by signature of one or more Directors) of the NTBA of the last fiscal year of the NTBA but not more than six (6) months before the Annual Meeting and present the approved financial statements before the Members at every Annual Meeting. A copy of the Annual Financial Statements will be provided to any Member requesting a copy of the Financial Statements not less than twenty-one (21) days before the Annual Meeting. The Financial Statements will include:
 - a) The financial statements;
 - b) The auditor's report or review engagement (if any); and
 - c) Any further information respecting the financial position of the NTBA.
- 13.5. The necessary books and records of the NTBA required by these By-laws or by applicable law will be necessarily and properly kept. The books and records include, but are not limited to:
 - a) The NTBA's articles and By-laws;
 - b) The minutes of meetings of the Members and of any committee of Members;
 - c) The resolutions of the Members and of any committee of Members;
 - d) The minutes of meetings of the Directors or any committee of Directors;
 - e) The resolutions of the Directors and of any committee of Directors;
 - f) A register of Directors;
 - g) A register of Officers;

- h) A register of Members; and
- i) Account records adequate to enable the Directors to ascertain the financial position of the NTBA on a quarterly basis.

- 13.6. Minutes of meetings of the Board and Board Resolutions are confidential and may only be open for inspection by Members in good standing by request to the Board.
- 13.7. The signing authority of the NTBA shall be vested in the Officers of the NTBA and such other persons as the Board, by Ordinary Resolution, may authorize in specific instances. The signatures or electronic authorization of the Treasurer or any two of these Officers or persons shall be required on any financial instrument of the NTBA.

14. DISPUTE RESOLUTION

- 14.1. The NTBA shall adhere to a dispute resolution process, which if codified, shall be published and approved by the Board from time to time in its Code of Conduct and /or rules, policies and procedures.
- 14.2. Any Member may initiate the dispute resolution process by communicating the nature and facts of the dispute in writing to the NTBA. NTBA will assign one or more neutral persons to assess the dispute and establish an appropriate resolution process if it is determined to be called for.
- 14.3. The dispute resolution process shall not be used for game discipline which follows the discipline and appeals process established from time to time by the NTBA.
- 14.4. NTBA shall, when requested, make available to any Member the dispute resolution process to be applied to a specific dispute.

15. DISSOLUTION

In the event of dissolution of the NTBA, and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of by the Board to one or more not-for-profit baseball related organizations, or any not-for-profit athletic community organizations, which operate solely in Ontario.

16. DEFINITIONS/TERMINOLOGY

In the event of any confusion regarding the terminology used in these By-laws, the terms shall have the same meaning as used by the relevant governing statute or, if more appropriate, the OBA in its by-laws and published rules.

17. EXECUTION OF DOCUMENTS

- 17.1. All deeds, transfers, assignments, contracts, certificates and any other instruments of a material nature must be signed on behalf of the NTBA by any two Directors, with prior authority from the Board of Directors as required.
- 17.2. However, notwithstanding the above provision, the Board may from time to time direct by resolution the manner in which, and the person or persons by whom, any particular instrument or class of instrument may or shall be signed.

18. FUNDAMENTAL CHANGES

A two-thirds majority vote of all Members (whether voting or non-voting) is required to make the following fundamental changes to the By-laws or articles of the NTBA.

Fundamental Changes are defined as follows:

- a) Change the NTBA's name;
- b) Add, change or remove any restriction on the activities that the NTBA may carry on;
- c) Create a new category of Members;
- d) Change a condition required for being a Member;
- e) Change the designation of any category of Members or add, change or remove any rights and conditions of any such category;
- f) Divide any category of Members into two or more categories and fix the rights and conditions of each category;
- g) Add, change or remove a provision respecting the transfer of a membership;
- h) Increase or decrease the number of, or the minimum or maximum number of, Directors;
- i) Change the purposes of the NTBA;
- j) Change to whom the property remaining on liquidation after the discharge of any liabilities of the NTBA is to be distributed;
- k) Change the manner of giving notice to Members entitled to vote at a meeting of Members;
- l) Change the method of voting by Members not in attendance at a meeting of the Members; or
- m) Add, change or remove any other provision that is permitted by the Act.

19. REPEAL AND REPLACEMENT

In ratifying these By-laws, the Members of the NTBA repeal all prior By-laws of the NTBA provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.