

Kingsville Minor Baseball Association

Constitution

(Initially accepted in Nov 2022)

Updated Nov 3, 2025

An amended set of Bylaws generally relating to the affairs of the Kingsville Minor Baseball Association (KMBA).

BE IT ENACTED as the Bylaws of the Kingsville Minor Baseball Association as follows:

ARTICLE 1 - DEFINITIONS

- 1.1 The following terms, when used in these bylaws and in all other playing policy, rules and resolutions of the Kingsville Minor Baseball Association shall have the following meaning unless the context otherwise requires:
- a) "AGM" means Annual General Meeting of the members;
 - b) "Association" means Kingsville Minor Baseball Association (or such other name as the Association may in the future legally adopt);
 - c) "Audit" means an examination of an accounting document and of the evidence in support of its correctness;
 - d) "Board" means the Board of Directors of the Association;
 - e) "Director" means an individual who has been elected or appointed to the Board;
 - f) "Kingsville Arena" means the arena complex located at 1741 Jasperson Lane, Kingsville, Ontario;
 - g) "Members" means all classes of membership in the Association as more particularly set out in Article 5;
 - h) "Meeting of Members" means any meeting of the classes of membership set out in Article 5, either separately or in concert;
 - i) "Policies" means written statements governing issues affecting the affairs of the Association which have been considered and approved by the Board, from time to time, including any applicable code of conduct;
 - j) "Registered Player" means a player registered with the Association, paid-up to date and playing with the Association;
 - k) "Special Resolution" means a resolution requiring 66.7% of votes cast to pass;
 - l) "KMBA" means Kingsville Minor Baseball Association;
 - m) "HL" means House League;
 - n) "Select" means those members chosen from house league teams to form an alternate entry team;
 - o) "SPBA" means Sun Parlour Baseball Association;
 - p) "OBA" means Ontario Baseball Association;
 - q) "They/Them" in these bylaws and in all other by-laws of the Association hereafter passed, unless context otherwise requires, refers to singular or plural number of members as the case may be.

Article 1—Association Name and Colors

- 1.1 This volunteer not for profit organization shall be known as the Kingsville Minor Baseball Association, here in referred to as the "Association" or KMBA.
- 1.2 The Association colors shall be royal blue and white.

Article 2—Objectives

KMBA was created to allow and develop competitive Travel and House League divisions. The Association shall promote, administer and improve organized amateur baseball and softball in the town of Kingsville Ontario, at

all age levels where membership supports such action, as a member of SPBA in accordance with the rules and regulations presented by the Ontario Baseball Association (OBA) by:

- a) encouraging and promoting good sportsmanship, honesty, loyalty, team play and a respect for authority amongst the participants;
- b) offering, or attempting to offer, good leadership and training ~~by~~ for the coaches, volunteers and the Board;
- c) instituting and regulating competitions for championships in House, Select and Travel teams.

Article 3 – Head Office and Fiscal Year

- 3.1 The head office of the Association shall be 1741 Jasperson Lane, Kingsville, Ontario, N9Y 3J4. The mailing address shall be the same.
- 3.2 The fiscal year of the Association shall be from January 1st to December 31st.

ARTICLE 4 – AFFILIATIONS

4.1 The Association shall have the following affiliations:

- a) Ontario Baseball Association (“OBA”, also known as “Baseball Ontario”) and their known affiliates; Slo-Pitch Ontario (“SPO”), and Sun Parlour Baseball Association (SPBA);
- b) The Town of Kingsville Parks and Recreation Department;
- c) Such other affiliations as the Board deems necessary and appropriate to carry out the Association's stated objectives.

ARTICLE 5 - MEMBERSHIP, ELIGIBILITY AND VOTING ENTITLEMENT

5.1 Terms and Eligibility

- a) Active Membership: Active members shall consist of all directors, conveners, committee members, all team officials rostered to active Association teams, all registered players who are at least eighteen (18) years of age and in good standing of the Association. Members in this classification shall be entitled to one vote per person at any Meeting of the Members.
- b) Parent/Guardian Membership: Parent/Guardian Members shall consist of all parents or legal guardians of registered players under the age of eighteen (18) years of age and in good standing of the Association. Members in this classification shall be entitled to one vote per eligible registered player at any Meeting of the Members. Where an eligible registered player has two parents or legal guardians, only one (1) vote shall be cast with respect to said eligible registered player.
- c) Honorary Members: May be granted to an individual who has rendered extraordinary and distinguished service to the Association. Individuals may be nominated by any Member at a Meeting of the Members or of the Board and such nomination to have effect, must be confirmed by a majority vote of the Board or the Members (where such nomination is proposed at a Meeting of the Members). All individuals who were previously designated as "Life Members" under any Association predecessor by-law, shall be deemed an Honorary Member.

Honorary Members shall have no vote, unless such member is duly elected or appointed to the Board of the Association

5.2 Membership List

The Registrar shall prepare and maintain a list of current Active, Parent/Guardian and Honorary Members of the Association, which list shall be updated as may be necessary from time to time. Such list shall be kept online. Such list shall be used to determine the eligibility to participate in the Association and to attend and vote at any meeting of Members.

5.3 Membership Year

Unless otherwise determined by the Board, every Membership, other than Honorary, shall commence on or after the 1st day of February in each year, and shall lapse and terminate on the last day of January, next following the date on which such Membership commenced.

5.3 Termination

Membership in the Association shall not be transferable and shall terminate upon a Member's resignation or death;

Members whose fees are in arrears for a period of 2 months shall be suspended from Membership and shall not be permitted to vote or hold office in the Association. The Association President shall inform those concerned of this suspension, in writing.

Members whose conduct is considered, by the Board, to be detrimental to the Association shall be expelled from the Association. The President shall inform those concerned of this expulsion, in writing.

5.4 Membership Fees

Registration fees shall be prescribed by the Board based on income statements and proposals drawn up by the Treasurer. Fees for any unexpired term are nonrefundable, subject to the discretion of the Board and any existing policies in place. Refunds and reimbursements are subject to policies in place.

5.5 Record Date

Individuals who are Members of the Association at least 35 days in advance of any AGM are entitled to receive notice of the AGM and to vote at such AGM. Any person who is not a Member of the Association at least 35 days in advance of the AGM is not entitled to notice of said AGM or to vote at such AGM, for which the record date has been established.

5.6 Notification of AGM and Right to Vote

All Members shall be entitled to receive notice of and an invitation to attend the AGM. Only Active and Parent/Guardian Members shall be entitled to vote at the AGM or such special Meeting of the Members, which may be called by the Board on its own motion or through a requisition of the Members, pursuant to Article 7.3(b) herein.

ARTICLE 7 - MEETINGS OF THE MEMBERSHIP

7.1 Annual General Meeting

The AGM shall be held each year in November at a location to be determined at the discretion of the Board.

7.2 Regularly Scheduled Board Meetings

If the directors or the Members call a meeting of the Members, those directors, or members, as the case may be, may determine that the meeting be held entirely by means of a telephonic, electronic, or other communication facility that permits all participants to communicate adequately with each other during the meeting.

Copies of the minutes of all Member's meetings shall be forwarded as expeditiously as possible after such meetings to the members of the Board of Directors.

7.2 Business to be transacted

The following business shall be transacted at the AGM:

- a) Approval of the agenda;
- b) Approval of the minutes from the previous meeting of the Membership;
- c) Receiving written reports of the activities of the Association for the preceding year;
- d) Receiving information regarding the planned activities of the Association for the current year;
- e) Receiving and approving the report of the Treasurer of the Association from the previous year and a projected financial position for the current year;
- f) Appointment of an accountant/auditor for the next ensuing year where the board deems it necessary;
- g) Consideration of any proposed amendments to any documents which pertain to the operation of the Association;
- h) To elect all the directors and create the executive of the association for the following 2 years (executive roles are for 2 year terms);
- i) Any other matter(s) properly referred to the Association President in writing by any Member on or before 6 p.m. no later than 30 days prior to the date of the AGM, unless otherwise authorized by the President.

7.3 Special Meeting of the Members

In addition to the AGM referred to herein, a special meeting of the Members may be called at any time by:

- a) On requisition of 60% or higher of the Board
- b) On requisition to the Board, signed by at least 5% of all Members of the Association, specifying the nature of the business to be discussed at such Special meeting. Within ten (10) days of receiving such requisition, the Board shall provide notice to the Membership of time, date and place of such special meeting.
- c) Each voting member present at a meeting shall have the right to exercise one vote. There shall be no proxy votes.
- d) A bare majority of the votes cast by members present and carrying voting rights shall determine the questions in meetings except where the vote or consent of a greater number of members is required by the Act or bylaws.

7.4 Business at Special Meeting

Only the business specified in the notice of the special meeting shall be transacted at that meeting.

7.5 Notice

Annual General Meeting

Notice of time, date, place and agenda of the AGM shall be posted on the Association website and any Social Media platforms, as well as sent out via email for those members who have provided a valid email address, no later than thirty (30) days prior to the date of the AGM.

Special Meetings

Notice of time, date, place and business to be transacted at any special meeting shall be posted on the Association website and any Social Media platforms, as well as sent out via email for those members who have provided a valid email address no later than twenty (20) days prior to the date of such Special Meeting.

7.5 Quorum

A quorum for an AGM or Special Meeting shall be a minimum of 60% of those eligible to vote and present in person. In the absence of a quorum, no business shall be transacted except to take measures to obtain a quorum, to establish the time to which to adjourn, or to take a recess.

7.6 Voting Procedures:

- a) A majority of votes cast by Members entitled to vote, unless otherwise required by the Bylaws of the Association, shall decide every question proposed for consideration at Meetings of the Membership;
- b) The Chair presiding at a Meeting of the Membership shall have a vote only in the event of a tie vote;
- c) At the Meetings of the Membership, every question shall be decided by a show of hands, unless a specific count or unless a secret ballot is required by the Chair or requested by any Member entitled to vote. Whenever a vote by show of hands has been taken upon a question, unless a specific count or secret ballot is requested or required, a declaration by the Chair that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Meeting is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

7.7 Proxies

Proxies will not be permitted. Members must be present in person at Additional General Meetings and Annual General Meetings of the Membership in order to exercise their voting rights in relation to matters coming before an Additional General Meeting or an Annual General Meeting of the Membership.

7.8 Adjournments

Any meeting of the Association or the Board of Directors may be adjourned at any time. Such business that may have been transacted at the original adjourned meeting may be as transacted at the proceeding meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made because no quorum is present.

7.9 Chair

In the absence of the Chair (President), the Members present and entitled to vote at any Meeting of Members, shall choose the Vice President as Chair and if the Vice President is not present or declines to act as Chair, the Members present shall choose any Member present to be Chair.

Article 8 – Board Composition

There are up to 15 spots on the board. Roles will be all generic roles as listed as Directors and specific roles appointed on an as needed basis or elected into executive roles (listed in Article 9)

Article 9—Executive Officers

The officers of the Association shall consist of the following:

- President
- Vice president
- Treasurer
- Secretary

Article 10—Powers of Executives

Officers are nominated and voted on during the AGM

Executive Officers shall:

- a) Have control of the affairs of the Association;
- b) Have the power to fill any vacancies which may occur in its numbers or to increase the numbers of directors at large;
- c) Have the power to amend or alter the playing rules of the House League division in alignment of the best interests of the players while using Kingsville facilities;
- d) Have the power to discipline any team player, coach, manager, umpire or any other member of the association who does not abide by the bylaws and/or policies of KMBA, OBA, SPA or any other governing body or affiliate;
- e) Have the power to defer a discussion or a motion to the next scheduled meeting, prior to vote.

Article 5—Duties of Executive Officers

a) Association President

The Association President shall:

- i. be a Director elected by the Membership acting in an executive capacity
- ii. be a signing officer on all association bank accounts
- iii. act as Chair of the board, the Executive Committee and at all meetings of the members;
- iv. be conversant with all of the business to be transacted at each meeting.
- v. represent the Association in the community, and such other organizations with which the Association is affiliated;
- vi. exercise general supervision of the Association in accordance with its constitution and such policies, regulations and rules as determined by the Board;
- vii. be an ex-officio Member of all committees (permanent and ad-hoc) of the Association;
- viii. report regularly to the Board on matters of interest;
- ix. delegate tasks as necessary;
- x. approve the suspension or discipline of teams, team officials or players, subject to ratification by the Board;
- xi. assist in the transition of duties to the incoming President; and
- xii. such further and other matters as may be ancillary to the duties as set out above.

b) Vice President

The Vice President shall:

- i. be a Director elected by the Membership acting in an executive capacity
- ii. be a signing officer on all association bank accounts.
- iii. act as Chair of the board, the Executive Committee and at all meetings of the members as needed
- iv. represent the Association in the community, and such other organizations with which the Association is affiliated as needed;
- v. assume the duties of the President in the absence for any reason of the President or should the position of President become vacant during the President's term. In such case, the Vice-President shall fill the position of President for the remainder of the President's term. In such case, the Board shall appoint a new Vice President from amongst its remaining elected members;
- vi. report regularly to the Board on matters of interest;
- vii. delegate tasks as necessary;

- viii. be conversant with all of the business to be transacted at each meeting;
- ix. assist in the transition of duties to the incoming Vice President; and
- x. such further and other matters as may be ancillary to the duties as set out above.

c) **Secretary**

The Secretary shall:

- i. record or delegate the recording of the minutes of General Meetings of the Membership, Board Meetings, and Executive Committee Meetings and ensure that Association records are regularly and properly kept and all business is conducted in accordance with any applicable By-Laws and the Policies and procedures established by the Board or by the membership;
- ii. be a signing authority on all Association bank accounts;
- iii. provide and post all minutes, once passed by the Board;
- iv. assist in the transition of duties to the incoming Secretary; and
- v. such further and other matters as may be ancillary to the duties as set out above.

d) **Treasurer**

The Treasurer shall:

- i. be responsible for the bookkeeping of the association and all monetary transactions including but not limited to cheque writing, paying of invoices and bills, expense reimbursements and any other transactions involving the association's finances;
- ii. shall be a signing officer on all association bank accounts;
- iii. shall maintain divisional bank accounts when necessary to manage funds such as sponsorship and donations that may be directed at a specific Division within the association. When these funds are not directed at a specific division all funds shall be split evenly between the divisions;
- iv. ensure adherence to and implementation of financial policies in the financial administration of the Association;
- v. present a report of the previous year and a projected financial position for the current year to the Membership at the AGM;
- vi. when requested by the Board, present the report of the auditor for the previous year;
- vii. provide financial statements at monthly Board Meetings;
- viii. coordinate and keep record of registration; by October 1st and updates as necessary prior to the AGM;
- ix. evaluate, review, and recommend financial policy to the Board and to the Executive Committee;
- x. have an accounting or financial background and/or experience in related positions;
- xi. ensure that all necessary and appropriate insurance has been purchased;
- xii. assist in the transition of duties to the incoming Treasurer; and
- xiii. Such further and other matters as may be ancillary to the duties as set out above.

ARTICLE 13 - BOARD GOVERNANCE AND PROCEDURE

13.1 Governance

The Board shall govern the Association in compliance with the objects, powers, bylaws and policies of the Association.

13.2 Board Meetings

A quorum for a Board meeting shall be a minimum 60% of the Directors. No business shall be transacted in the absence of a quorum.

Regular Meetings

The Board shall endeavor to meet monthly from February to November. The meetings shall be held on dates designated by the President or in the absence of the President a Director nominated and approved by the Directors present at the meeting. A date/schedule for regular Board meetings shall be set at the conclusion of each Board meeting. Notice of regular Board meetings will be sent electronically to all Board members.

Special Meetings

A Special Meeting of the Board may be called:

- i. By the President, who may convene a special meeting of the Board on providing no less than four (4) days written notice to all Directors, which notification shall specify the nature of the business to be transacted at such meeting;
- ii. On written requisition to the President of four (4) Directors, which requisition shall specify the nature of the business to be transacted at such meeting.
- iii. Error in Notice
- iv. No error or omission in giving such notice for a Board meeting shall invalidate such meeting or invalidate or make void any proceedings taken at such meeting, 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.

Public Meetings

All Board meetings shall be open to Members and such other persons who may be invited by the Board.

In Camera Meetings

Notwithstanding the foregoing, the Board may recess to an in camera session to:

- i. Entertain and discuss and decide business matters and transactions which affect the character and/or reputation of a Member or other person; or
- ii. If the decision required is based on the character or reputation of a Member or other persons; or
- iii. When the business is such that the Association could be prejudiced by reporting of the business discussed in the private session.

No party, other than the Board, or a non-Board Member with the invitation of the Board, may attend an in camera session. At such in camera session, the Board shall appoint as recording secretary, one of its Members, and all notes and recordings shall be maintained by said appointed Director, until the business matter is concluded and a resolution of the Board is made respecting same. All notes and records arising from such in camera session shall be assembled in one file and sealed and thereafter, be provided to the Secretary of the Association, for safe-keeping.

Every Director shall respect the confidentiality of matters brought before the Board in camera.

13.3 Voting

Each Director present at a Board meeting, shall be entitled to one vote. The Quorum must have 60% in favour to pass.

13.4 Voting Procedures

A majority of the Directors present at a Board meeting shall decide every question. Every question shall be decided by a show of hands, unless a secret ballot is requested by a Director present. A declaration by the Chair that a motion has been carried or defeated and an entry in the minutes of the meeting shall be sufficient evidence of the fact, without proof of the number or proportion of the votes recorded in favour or against such motion.

13.5 Remuneration

Directors shall serve without remuneration and no elected Director shall indirectly or directly receive any remuneration, salary or profit from the position of the Director for any service rendered to the association, provided that, the Board may establish policies relating to the reimbursement of Directors for reasonable expenses incurred in the performance of their duties as Directors of the Association.

13.6 Conflict of Interest

Every Director who directly or indirectly has an interest in a proposed or existing contract or transaction or other matter relating to the Association, shall make a full and fair declaration of the nature and extent of the interest at a Board meeting at which the question of entering into the contract or transaction or other matter is first raised. If the affected Director is either not a Director at the time such contract, transaction or other matter is first raised, then at the first meeting at which the affected Director is first in attendance.

After making such declaration the affected Director shall not vote on such a contract or transaction or other matter, nor shall they be counted in the quorum in respect of such a contract, transaction or other matter.

If the affected Director has made a declaration of an interest in a contract or transaction or other matter in compliance with this Article, the affected Director is not accountable to the Association for any profit realized from the contract, transaction or other matter. If the affected Director fails to make such declaration, they shall be accountable to the Association and reimburse it for all profits realized from such contract, transaction or other matter.

13.7 Indemnification

Every Director shall be indemnified and saved harmless by the Association from and against all costs, charges and expenses whatsoever that they sustain in or arising of any action, suit or proceeding that is brought, commenced or prosecuted against them in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them in or arising out of the execution of the duties of their office. Notwithstanding the foregoing, no Director shall be entitled to such indemnification for matters occasioned by their own willful misconduct or gross misconduct.

13.8 Insurance

The Association shall purchase Commercial Insurance to cover properties held at KMBA which shall be renewable yearly in such amounts as the Board may from time to time determine. Directors and Officers errors and omissions liability insurance shall be purchased through an agreed upon insurance company purchased on behalf of all Board members on a yearly basis.

13.9 Regulations and Rules

In accordance with applicable incorporation legislation and with these bylaws, the Board is empowered to make policies and procedures to manage the affairs of the association.

ARTICLE 14 - ORGANIZATIONAL DIVISIONS

14.1 Divisions

Immediately following the effective date of these bylaws the Association shall have the following divisions:

Representative, Select and Local League.

Both divisions shall play under the logo KMBA.

ARTICLE 16 – STANDING/AD HOC COMMITTEES

16.1 Establishment of Committees

The Board shall have the right to establish ad-hoc or permanent standing committees to address such issue or issues as it may from time to time deem necessary and appropriate.

16.2 Committee Mandates & Composition

All committee appointments shall be proposed by the President and reviewed by and approved by the Board unless otherwise reflected below. All committees shall have the right to set their own internal rules and procedures in the carrying out of the mandates as set out below.

ARTICLE 17 - TRANSACTION OF THE AFFAIRS

17.1 Execution of Documents:

The Board may from time to time appoint any Director or Directors or any person or persons on behalf of the Association either to sign documents generally or to sign specific documents.

17.2 Books and Records:

The Board shall ensure that all necessary books and records of the Association required by the By-laws of the Association or by any applicable statute are regularly and properly maintained and any contracts or agreements are filed for safekeeping with the Secretary of the Association. At the conclusion of the year-end of the financial reports, committee reports, and Board minutes are to be filed in the Association's office.

17.3 Banking Resolution:

The Board shall designate, by resolution, the Directors (minimum of two (2)) and other persons authorized to transact the banking business of the Association or any part thereof, with the bank, trust company, or other financial institution that the Board has designated as the banker of the Association, to have the authority to set out in the resolution, including, unless otherwise restricted, the power to:

- i. Operate the accounts of the Association with a bank or a trust company;
- ii. Make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;
- iii. Issue receipts for and orders relating to any property of the Association;
- iv. Authorize any officer of the bank or trust company to do any act or thing on behalf of the Association to facilitate the business of the Association.

Where board members are comprised of members from the same family, cheques may not be signed by 2 of those members and every effort should be made to not appoint family members as signing authorities for the Association. For clarity, this includes spouse, siblings, in-laws, etc.

17.4 Deposit of Securities

The securities of the Association shall be deposited for safekeeping with one or more banks, trust companies or other place or places of safekeeping to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Association signed by such Director or Directors, agent or agents of the Association, and in such manner as shall be determined from time to time by resolution of the Board, and such authority may be general or confined to specific instances. The institutions, which may be so selected as custodians of the Board, shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

ARTICLE 20 - REPEAL OF PRIOR BY-LAWS

20.1 Repeal

All prior by-laws of the Association are hereby repealed as of the coming into force of this bylaw.

20.2 Provision

The repeal of all prior By-Laws of the Association shall not impair in any way the validity of any act or thing done pursuant to any such repealed by-law.

ARTICLE 21 - EFFECTIVE DATE

21.1 Enforcement

This By-Law shall come into force without further formality upon its enactment after approval by the Members of the Association as hereinbefore set out.

21.2 Enacted

The foregoing By-Law No. 1, as amended, is hereby enacted, ratified, sanctioned, confirmed and approved without variation by the affirmative vote of the Members of the Association at the Annual Meeting of Members of the Association duly called and held at Kingsville, ON and at which a quorum was present on November 7th, 2022