

SASKATCHEWAN BASEBALL ASSOCIATION



BY-LAWS

DRAFT ONLY

OCTOBER 2018

By-law No. 1

Comment [K1]: 1.01 old constitution

A by-law relating generally to the conduct of the affairs of the Saskatchewan Baseball Association, Inc.

(the "Association")

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Comment [K2]: new

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Section 1 – General

1.01 Purpose and Objectives of the Association

The purpose and objectives of the Association include:

- (a) to encourage individuals of all ages and genders to participate in the sport of baseball at the level of their ability and choice;
- (b) to foster, coordinate and improve the sport of baseball in Saskatchewan;
- (c) to encourage the qualities of sportsmanship, honesty, loyalty and respect for authority and property among participants in the sport of baseball.

Comment [K3]: 2.01 old constitution – changed word from “shall be” to the word “include”.

Comment [K4]: 2.01 old constitution – added words “and genders” and “ability and”.

1.02 Definitions

Comment [K5]: 1.01 to 1.09 old constitution – these are much expanded as per Ken Ready’s advice.

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

- a. “Act” means the *Non Profit Corporations Act SS 1995 c N 4.2* as amended including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- b. “Administration Manual” means the manual compiled in order that all existing programs, committees, and staff responsibilities could be assessed by any member of the Board of Governors.
- c. “Affiliate Member” means a person who qualifies for and applies for membership as an Affiliate, and pays the prescribed fee;
- d. “Appendices” means those documents annexed hereto for the purposes of establishing a common record, that describe or otherwise incorporate the exercise of these Bylaws (but are not Bylaws in their own right), and which may be amended or repealed from time to time by the Board by ordinary resolution;
- e. “Articles” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Association;
- f. “Awards Committee” means the Committee appointed by the Board for the purposes of identifying and qualifying suitable candidates for awards of the Association;

- g. "Board" means the Board of Governors
- h. "Board of Governors" means the Board of Governors of the Association
- i. "Board of Representatives" means the Board of Representatives of the Association
- j. "By-law" means this by-law and any other by-laws of the Association as amended and which are, from time to time, in force and effect;
- k. "Coaching and Development Committee Chair" means the Member who has been appointed as the Chair of this Committee;
- l. "Commissioner for Baseball" means the person who has been appointed by the Board to serve as the Commissioner for Baseball for the Saskatchewan Baseball Association;
- m. "Executive Director" means the senior staff member of the Association who is responsible to the Board for the operations of the Association;
- n. "Governor" means a Member who has been elected to serve on the Board of Governors;
- o. "High Performance Director" means the senior staff member who is responsible for the delivery of elite programming to the Saskatchewan Baseball Association;
- p. "Honorary Member" means a person who qualifies for and is appointed by the Membership of the Association on the recommendation of the Awards Committee;
- q. "League" means an association of baseball teams in a particular age category, that compete against each other;
- r. "Officer or Officers" means those persons designated or elected to serve as the officers of the Association from time to time;
- s. "Member" means a Regular Member, and Affiliate Member or an Honorary Member.
- t. "Meeting of Members" includes an annual or a regular or a special meeting of Members;
- u. "ordinary resolution" means a resolution passed by a majority (for example more than 50%) of the votes cast on that resolution;
- v. "Past President" means the Member who last served the Association as its President;

- w. "Playoff Manual" means the document of practice and policy, produced by the Playoff Committee and reviewed and revised on an annual basis;
- x. "Playoff Chair" means the Member who is appointed as Chair of the Play Off Committee;
- y. "Provincial Head Office" means the offices of the Association where the Executive Director is resident in Regina;
- z. "Representative" means that person in a Zone who is elected or appointed to the Board of Representatives;
- aa. "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time;
- bb. "Regular Member" means a person who qualifies for and applies for membership as a Regular Member, and pays the prescribed fee;
- cc. "SBA or Baseball Sask" means the Saskatchewan Baseball Association
- dd. "SBA Policy" means practices and policies established by the Board from time to time, including those Appendices annexed hereto and made part hereof
- ee. "Sask Sport" means the Saskatchewan provincial sport governing body, of which Saskatchewan Baseball is a member organization;
- ff. "Signing Officer" means that person who is duly authorized to execute documents on behalf of and binding on the Association;
- gg. "Special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.
- hh. "Team" means an organized group of baseball players who play together in a League
- ii. "Umpire Supervisor" means the Member who has responsibility as liaison between the Association and the Umpires Association
- jj. "Web site" means www.baseballsask.ca
- kk. "Zone" means a geographic area as recognized from time to time by Sask Sport. Baseball Sask only recognizes 8 Zones.
- ll. "Zone Governor" means the Member elected or appointed to represent a Zone at the Board

mm. "Zone Representative" means a Member elected or appointed to represent a Zone at the Board of Representatives.

1.03 Interpretation

Comment [K6]: New from Ken Ready

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders.

1.04 Corporate Seal

Comment [K7]: 7.01 old constitution – new wording

The Association may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the Executive Director of the Association shall be the custodian of the corporate seal.

1.05 Execution of Documents (Signing Authority)

Comment [K8]: 16.02 old constitution – new wording

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association may be signed by any two (2) of its duly authorized Signing Officers. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Association to be a true copy thereof.

1.06 Financial Year End

Comment [K9]: 15.01 old constitution – new wording

The financial year end of the Association shall end annually on December 31st.

1.07 Banking Arrangements

Comment [K10]: 16.01 old constitution – new wording

The banking business of the Association shall be transacted at such bank, trust company or other firm or Association carrying on a banking business in Canada or elsewhere as the Board of Governors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by the Executive Governor of the Association and any other Signing Officer, as may be required by the banking institution.

1.08 Annual Financial Statement

Comment [K11]: New to allow publishing on line.

The Association may, instead of sending copies of the annual financial statements and other documents to the Members, publish a notice on the SBA website to its Members stating that

the annual financial statements and documents are available on line or are available at the Registered Office of the Association and any Member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

Section 2 – Membership

2.01 Each of the following persons or entities shall be eligible for Membership in one of the Classes of Membership of the Association:

- (a) An individual who resides or whose permanent address is within the Province of Saskatchewan (and may include students whose course of study from time to time requires that they temporarily reside outside of the Province) and regardless of whether that individual is a player, coach, official or administrator;
- (b) A team that registers with the Association as a Team;
- (c) A league that registers with the Association as a League;
- (d) An Umpire regardless of place of residence

Comment [K12]: 3.04 old constitution – new wording

All of the above are subject to the approval of the Association as herein contemplated.

2.02 Each person or entity applying for membership in the Association shall do so on the form prescribed by the Association, and in compliance with the Handbook and Playoff Manual.

Comment [K13]: 4.01 old constitution – new wording

2.03 The Board of Governors of the Association may, by resolution, approve the admission of any applicants as Members of the Association according to the prescribed class herein described. Members may also be admitted in such other manner as may be prescribed by the Board by resolution.

In addition to and without limiting the generality of these Bylaws, the following conditions of Membership shall apply:

Each Member shall meet and adhere to the Objectives of the Association.

Comment [K14]: 4.03 & 4.04 of old constitution, new wording.

Section 3 – Classes of Membership

3.01 Subject to the Articles, there shall be three classes of Members in the Association, namely

a) Regular Members

A Regular Membership shall be available only to those persons who have applied and have been accepted for Regular Membership in the Association and have paid the prescribed fee on or before the prescribed date for payment.

The term of Regular Membership shall be annual, expiring on March 31 in the year following, subject to renewal in accordance with the policies of the Association.

Comment [K15]: 3.02 b) old constitution - changed "active" to "regular".

Each regular member is entitled to receive notice of, attend and vote at all meetings of members.

Comment [K16]: 5.01 old constitution

Comment [K17]: 3.01 a) old constitution

Each member of the Board of Representatives shall become a Regular Member upon taking office and shall cease to be an active member upon ceasing to be a member of the Board of Representatives.

Comment [K18]: 3.02 (a) old constitution.

b) Affiliate Members

An Affiliate Membership shall be available only to those persons who have applied and have been accepted for Affiliate Membership in the Association.

Comment [K19]: 3.01 b) old constitution - note the change regarding the date.

An Affiliate Member shall be entitled to receive notice of, and to attend meetings of the association, but shall not have the right to vote.

The term of Affiliate Membership shall be annual expiring on March 31 in the year following, subject to renewal in accordance with the policies of the Association.

c) Honorary Members

Comment [K20]: 3.01 c) old constitution – new wording. 3.05 old constitution

An Honorary Membership shall be available only to those persons who have been so designated for Honorary Membership in the Association by the Association.

An Honorary member shall be entitled to receive notice of, and to attend meetings of the association, but shall not have the right to vote.

3.02 Membership Dues

Members shall be notified in writing of the Membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the Membership renewal date, the Members in default shall automatically cease to be Members of the Association.

Comment [K21]: 5.01 old constitution – new wording.

Section 4 - Termination of membership

4.01 A Membership in the Association is terminated when:

- a. the Member dies, or, in the case of a Member that is an Association or as otherwise defined as a Member, the said entity is dissolved;

- b. a Member fails to maintain any qualifications for Membership described in Section 2 (1) of these by-laws;
- c. the Member resigns by delivering a written resignation to the chair of the Board of the Association in which case such resignation shall be effective on the date specified in the resignation;
- d. the Member is expelled or is otherwise terminated in accordance with the Articles or these By-laws;
- e. the Member's term of Membership expires; or
- f. the Association is liquidated or dissolved under the Act.
- g. Members who have withdrawn shall remain liable for payment of any assessment, dues, or any other sums levied by the SBA, and further that no refund of fees shall be issued.

Subject to the articles, upon any termination of Membership, the rights of the Member, including any rights in the property of the Association, automatically cease to exist.

Comment [K22]: Article 6, old constitution – new wording.

Section 5 – Suspension of Member by the Board of Governors

5.01 Notwithstanding the authority reposed in the Commissioner for Baseball, the Board shall have concurrent and consecutive authority to suspend or expel any Member from the Association for any one or more of the following grounds;

- a. violating any provision of the articles, by-laws, or written policies of the Association;
- b. carrying out any conduct which may be detrimental to the Association as determined by the Board in its sole discretion;
- c. for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Association.

Comment [K23]: All new wording 14.1 and 14.02 old constitution is referred to in appendix and will also be in the Handbook.

In the event that the Board determines that a Member should be expelled or suspended from Membership in the Association, the President, or such other officer as may be designated by the Board, shall provide twenty (20) days notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the President, or such other officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the President, the President, or such other officer as may be designated by the Board, may proceed to notify the Member that the Member is suspended or expelled from Membership in the Association. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.

This right of the Board to exercise discipline of its Members is independent and may be in addition to or in substitution of any discipline of a Member as ordered by the Commissioner for

Baseball. Discipline by the Board or the Commissioner does not impede or otherwise limit the right of the other to impose discipline.

Section 6 – Meetings of Members

6.01 Persons Entitled to be Present

The only persons entitled to be present at a meeting of Members shall be regular members entitled to vote at the meeting, affiliate members, honorary members, the Governors and the public accountant of the Association and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Association to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the Members.

Comment [K24]: New wording

6.02 Chair of the Meeting

In the event that the chair of the Board and the vice-chair of the Board are absent, the Members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

Comment [K25]: 8.05 ii) and iii) old constitution – new wording

6.03 Voting

Each regular Member shall be entitled to one (1) vote at such meetings, each team shall be entitled to one voting member to represent that team, and each league shall be entitled to three (3) votes.

Comment [K26]: 3.02 b), c), d) old constitution – added "team voting".

In the case of a Member who has not yet reached the age of majority at the time of voting by Regular Members, his or her parent (but only one) may vote as the duly authorized Representative of the Member.

Comment [K27]: New

In the case of a Member who represents a Team or a League, he or she shall be prepared to provide such proof of representation as may be satisfactory to the Chair of the meeting.

Comment [K28]: 12.01 old constitution – new wording

Members shall not be entitled to vote by proxy.

Comment [K29]: 12.05 old constitution

6.04 Absentee Voting by Mail Ballot Electronically

A member entitled to vote at a meeting of Members may vote by mailed-in ballot or electronic ballot where so designated in the notice to Members of that meeting if the Association has a system that:

Comment [K30]: new words

- a) Enables the votes to be gathered in a manner that permits their subsequent verification, and

- b) Permits the tallied votes to be presented to the Association without it being possible for the Association to identify how each Member voted.

Section 7 - Notices

7.01 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), pursuant to the Act, the articles, the by-laws or otherwise to a Member, Governor, officer or Member of a committee of the Board or to the public accountant shall be sufficiently given: _____

Comment [K31]: 11.03 old constitution – new wording.

if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Association or in the case of notice to a Governor to the latest address as shown in the last notice that was sent by the Association in accordance with section 128 (Notice of Governors) or 134 (Notice of change of Governors); or

- a. if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- b. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- c. if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any Member, Governor, officer, public accountant or Member of a committee of the Board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Governor or officer of the Association to any notice or other document to be given by the Association may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

7.02 Notice of Meetings of Members and AGM

Notice of the time and place for holding a meeting of members or the AGM , shall be given to every Regular Member, Affiliate Member or Honorary member Fifteen (15) days prior to the meeting.

Notice shall be given using any method as described in 7.01 above.

Notice of the Annual General Meeting shall include a proposed agenda and program of events that will be included detailing the activities to take place during the period of the Annual General Meeting.

Comment [K32]: 11.03, 11.04 old constitution

7.03 Notice of Meeting- Board of Governors and Board of Representatives.

Meetings of the Board of Representatives may be called by the President, Vice President or any two (2) Governors at any time.

All joint meetings of the Board of Governors and Zone Board shall be upon the direction of the Board of Governors.

Comment [K33]: 11.09 old constitution

Notice of the time and place for the holding of a meeting of the Board of Governors or Representatives shall be given to every Governor of the Association not less than 7 days before the time when the meeting is to be held.

Comment [K34]: 11.12 old constitution – new wording

Notice shall be given using any method described in 7.01 above.

Notice of a meeting shall not be necessary if all of the Governors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Governors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

Comment [K35]: 11.12 old constitution – new wording

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and an hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Governor forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

Comment [K36]: New wording

7.04 Notice of Meeting- Special Meeting of Members

A special meeting of the members may be called by

- a) the President, or;
- b) the Board of Governors

Comment [K37]: 11.06 old constitution

Notice of a special meeting shall set a suitable date and place for the special meeting and notice of the time and place of the meeting shall be given to members, affiliate members and honorary members by the following means:

Comment [K38]: 11.07 old constitution, new wording

- a. by mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- b. by telephonic, electronic or other communication facility to each Member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Comment [K39]: new

7.05 Deemed as Received

A notice so delivered for any meeting of the Members, Governors, Zone Representatives or otherwise, shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch.

Comment [K40]: new

Section 8 – Votes to Govern

8.01 Votes to Govern Meetings of Members

At any meeting of Members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

Comment [K41]: 12.02 old constitution – new wording

The President shall not vote on any motion, saving the event of a tie. The President may elect to abstain from voting as he or she sees fit.

Comment [K42]: 12.03 old constitution – new wording

At all meetings of Members entitled to vote, every motion shall be decided by ordinary resolution unless the nature of the topic demands that the resolution be a special resolution (and thus subject to notice to the Members).

Comment [K43]: 12.02 old constitution – new wording

8.02 Votes to Govern Board of Governors

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question.

Comment [K44]: 12.02, 12.04 old constitution

8.03 Votes to Govern Board of Representatives

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In the event of a tie in votes, the motion fails.

No one is permitted a second or additional vote for the purposes of breaking a tie.

Comment [K45]: All new wording
12.02, 12.04 old constitution – new wording

8.04 Votes to Govern Special Meeting

A special resolution must be passed by not less than two-thirds of the votes cast by regular members.

Comment [K46]: 1.08, 12.02 old constitution

Section 9 - Quorum

A quorum at meetings of the Members (unless a greater number of Members are required to be present by the Act), Annual General Meetings or Special meetings shall have a minimum of 15 Regular Members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

Comment [K47]: 11.08, 11.10, 11.13 old constitution – new wording

A quorum at a meeting of the Board of Governors shall be five (5) members of the Board.

Section 10 – Annual General Meetings

10.01 The AGM shall be held annually at a time determined by the Board of Governors.

Comment [K48]: 11.02 old constitution

10.02 Elections

Subject to the articles, the Members will elect the Governors at the first meeting of Members and at each succeeding annual meeting at which an election of Governors is required, and the Governors shall be elected to hold office for a term expiring not later than the close of the next annual meeting of Members following the election.

Comment [K49]: 8.2 a), b) old constitution – new wording.

The general Membership shall elect at the Annual General Meeting, a President, a Vice President, and Zone Governors, one for each of the operating SBA provincial Zones.

Comment [K50R49]:

Comment [K51]: 8.03 a) old constitution, new wording

10.03 Terms of Office

Comment [K52]: 8.04 old constitution

10.04 Chair of the meeting

Comment [K53]: 8.05 ii), iii) old constitution with additional wording

In the event that the chair of the Board and the Vice-Chair of the board are absent, the Members who are present and entitled to vote at the meeting shall choose one of their members to chair the meeting.

10.05 Nominations

a. There shall be a nominating committee chaired by the immediate Past President of the Association. The committee is to bring forward a slate of officers to the Board of Governors.

Comment [K54]: 13.01 old constitution – new wording

b. Only members of the preceding year’s Board of Governors, who have served on the Board of Governors for a minimum of two (2) years shall be eligible for election to the position of President. Only members of the preceding year’s Board of Governors for a minimum of one (1) year shall be eligible for election to the position of Vice President.

Comment [K55]: 8.03 c) old constitution, page 8 (page 8 & 9 both have an 8.03 c)

c. Zone 2 and Zone 6 are to provide Baseball Sask with the names of the individuals that they have appointed as Zone Governors at least two weeks prior to Baseball Sask AGM.

Comment [K56]: 8.03 a) old constitution, new wording

- d. The voting on the nominations put forward for any Zone Governor will be by the entire membership present at the Annual Meeting from every Zone except if Zone 2 and Zone 6 agree on who they wish to serve as their Zone Governor, then the entire membership will not vote to elect that particular Zone Governor.
- e. such elections need not be conducted by ballot, unless so requested by any qualified voting member of the SBA at such meeting and those elected shall be considered to be the Board of Governors and they shall be deemed Members .
- f. And these shall be considered to be the Board of Governors and they shall be deemed Members and Directors of the S.B.A.
- g. Upon election of the Board of Governors at the Annual General Meeting, the Chair shall bring forward to the Membership present, at the Annual General Meeting, a proposed slate of officers for the ensuing term.
- h. The Gavel shall be turned over to the President Elect at the close of the Annual Meeting.

Comment [K57]: 8.03 b) old constitution, new wording

Comment [K58]: 8.03 c), old constitution, page 9 (both page 8 & 9 have an 8.03 c))

Comment [K59]: 8.2 old constitution

Comment [K60]: Article 13, 13.01 old constitution

Comment [K61]: 11.05 old constitution

10.06 Special Meeting

A special meeting of members may be called by any member upon giving the prescribed notice.

Comment [K62]: 11.07 old constitution

A special resolution of the Members is required to make any amendment to the by-laws of the Association, if the amendment has been circulated to the membership in accordance with section 7.01 above. The special resolution shall be passed by a majority of not less than two-thirds of the votes cast.

Comment [K63]: 18.01 old constitution, new words 1.08 old constitution, definitions

Section 11 Board of Governors

The affairs of the S.B.A shall be managed by a Board of Governors constituted and empowered as herein set forth.

Comment [K64]: 8.1 old constitution

The Board of Governors shall be composed of the past President, President, Vice President, 8 Zone Governors, and appointed officers namely the Commissioner, Umpire Supervisor, High Performance Chairperson and Playoff Chairman

Comment [K65]: 1.01 old constitution definitions

The elected governors shall have the sole authority in appointing up to a maximum of four (4) persons (termed as zone representatives).

Comment [K66]: 8.03 d) old constitution

Meetings of the Board may be called by the President, the Vice President or any two (2) Governors at any time.

Comment [K67]: 11.03, 11.06 old constitution – new wording

11.01 Power to Add

If it should be necessary, in order to make up the minimum compliment of Governors herein required, the Board of Governors may at any time appoint up to three Governors. Any Governor so appointed shall be conclusively deemed to have been elected a Governor at the

Comment [K68]: 9.04 old constitution

Annual General Meeting of members next preceding the date of appointment, and his/her term of office shall be determined accordingly. Such appointed Governors shall be deemed to be members of the SBA.

11.02 Meetings by Telephone Conference Call

Meetings by telephone conference call shall be validly constituted meetings of the Governors, provided that minutes of such telephone conference calls are recorded.

Comment [K69]: 11.15 old constitution

Section 12 - Board of Representatives

A Zone Representative shall be a member of the Board of Representatives. The Board of Representatives shall consist of all the officers of the association and the Governors and each person who has been elected or appointed as a Zone Representative in their respective zone.

Comment [K70]: 1.03 old constitution and Article 9
New wording

Each and every Representative shall be duly elected or appointed by the Membership or the Board of Governors in accordance with this bylaw and shall be deemed a member of the S.B.A.

Comment [K71]: 9.01 old constitution

The office of a Representative shall be vacated if he/she:

- a) ceases to be a member in good standing with the S.B.A.
- b) by written notice to the S.B.A., resigns his/her office
- c) fails to attend three consecutive meetings without reasonable excuse communicated to and accepted by ordinary resolution of the Board of Governors.
- d) has been removed by special resolution of the Board of Governors.

Comment [K72]: 9.02 old constitution

12.01 Removal of Representatives

An appointed representative may be removed from office at any time by special resolution of the Governors present at a meeting of the board called for that purpose; provided that:

Comment [K73]: 9.05 old constitution

- a) at least 14 days prior to the date of the meeting at which removal is to be considered, such representatives shall have received written notice of meeting; and
- b) the written notice shall state
 - i) that the meeting will consider removal;
 - ii) the cause or reason for which removal is to be considered;
 - iii) that the representative shall have opportunity to address the meeting and to present such information or evidence as he/she may choose in defence of his/her position.
- c) the representative whose removal is in question shall have had the opportunity to address the meeting and present such information or evidence.
- d) the vote on the question of the removal shall be conducted by secret ballot. Elected Governors may only be removed from office by special resolution at a general membership meeting.

12.02 Filling of Vacancies

Any vacancies occurring in the Board of Representatives may be filled by appointment by ordinary resolution of the Board of Governors Any person so appointed shall hold office for the balance of the remaining term of the vacating Representative.

Comment [K74]: 9.03 old constitution

Section 13- Zone Boards

There shall be eight (8) geographic Zones in Saskatchewan Baseball Association

Comment [K75]: 1.06 and 8.03 a),d) old constitution

Each of the Zones shall be managed by a Zone Board

The Zone Governors shall have the authority in appointing up to a maximum of Four (4) persons, termed Zone Representatives, to each of their Zone Boards.

Among other things, the Zone Representatives on the Zone Board shall be responsible for the orderly administration and operation and delivery of SBA baseball activities within their respective Zone

Section 14 - Rules of Order

Comment [K76]: 19.1 old constitution

On any procedural matter not dealt with in these By-laws, the meeting will be guided by reference to the provisions of Roberts Rules of Order (according to its most recent published edition).

Section 15 - Committees

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee Member may be removed by resolution of the Board of Governors.

Comment [K77]: 10.05 old constitution, new wording

Duties and responsibilities of the committees are outlined in the attached appendix.

Every Committee shall choose a Chairperson and a Recording Secretary unless these duties are assigned in this document or by the President. Minutes of each Committee meeting shall be prepared and a copy of the minutes shall be forwarded to the provincial office for distribution to the Board of Governors.

Whenever possible, each Committee shall meet at a time coinciding with regular board meetings. Should other committee meetings be required, they will be scheduled with permission of the President. Each Committee will be responsible to submit its budget requirements to the Finance Committee and Executive Director prior to September 1 of the current year.

Section 16– Officers

16.01 Qualifications, Powers, Duties and Obligations of the Officers

Each and every officer of the Association shall have the powers, duties and responsibilities prescribed or conferred by these Bylaws or as may be delegated by the Board of Governors. Failing specific designation, such officers shall have the powers, duties and responsibilities which are usual or customary to their respective offices.

Comment [K78]: 8.05 old constitution.

16.02 Description of Officers

A. **PAST PRESIDENT** - The immediate Past President shall advise the President of S.B.A. as may be required, and shall perform such other duties and have such other responsibilities and powers as may from time to time be delegated by the Board of Governors.

Comment [K79]: 8.05 i) old constitution

B. **PRESIDENT** – the President or Chairman of the Board shall be the executive head of the S.B.A. and keeper of the gavel. He/she shall guide all policy and provide leadership on all matters of interest to the S.B.A. He/she shall chair all general meetings, Board of Governor meetings, Board of Representative meetings, and shall be a member ex-officio on all committees including the Sask. Umpires Association (division of S.B.A.). He/she shall be a signing officer of the association.

Comment [K80]: 8.05 ii) old constitution, new wording

C. **VICE PRESIDENT** - In the absence of the President, or as otherwise permitted by bylaw, the Vice President shall call and preside over meetings of the Board of Governors or of the membership. The Vice President shall bear specific responsibility as may be delegated to him by the Board of Governors. In the absence of the President, the Vice President shall have all the powers of the President.

Comment [K81]: 8.05 iii) old constitution

The Vice President may serve as chair of the High Performance Committee. He/she shall be a signing officer of the association. Should the president not be able to attend a national meeting, the Vice President may attend and be voting designate.

D. **UMPIRE SUPERVISOR** - the Umpire Supervisor shall be responsible for liaison between the S.B.A. and the umpires who participate in the baseball programs operated the S.B.A. He shall be responsible for all matters relating to the training, conduct and evaluation of umpires, and for assigning umpires to officiate at playoff games, whenever and wherever possible. The Umpire Supervisor shall be responsible for ensuring that all league umpires are familiar with the S.B.A.'s code of regulations for umpires, and that they comply with same. The Umpire Supervisor shall belong to the umpire division of the Saskatchewan Baseball Association.

Comment [K82]: 8.05 iv) old constitution

E. COMMISSIONER(S) - the Commissioner shall be the officer responsible for the investigation, and rulings on matters which pertain to the rules of play governing the sport of baseball in Saskatchewan.

Comment [K83]: 8.05 v) old constitution

The Commissioner may, with the approval of the Board, request and the Board may authorize the appointment of a Co-Commissioner. In such event, the acts of either shall be deemed for the purposes of the Bylaws, to the act of the Commissioner.

F. HIGH PERFORMANCE CHAIRMAN – the High Performance Chairman shall be responsible for all matters pertaining to the training and development of coaches in the province. He/she shall also be responsible for the development and training of Sask. Elite programs or teams for regional, national or international competition.

Comment [K84]: 8.05 vii) old constitution and change of heading

The Commissioner(s), Umpire Supervisor, Playoff Chairman and High Performance Chairman may be members of the Board of Governors but they are not restricted to this group. They will be designated officers with certain specific duties, and shall be classified as members of the Board of Governors.

Comment [K85]: 8.05 old constitutio

The powers and duties of all other officers of the Association shall be such as the terms of their engagement call for or the Board or president requires of them. The Board may, from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

Comment [K86]: 8.05 old constitution, new wording

16.03 Vacancy in Office

In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any officer of the Association. Unless so removed, an officer shall hold office until the earlier of:

- a. the officer's successor being appointed,
- b. the officer's resignation,
- c. such officer ceasing to be a Governor (if a necessary qualification of appointment) or
- d. such officer's death.

If the office of any officer of the Association shall be or become vacant, the Governors may, by resolution, appoint a person to fill such vacancy.

Comment [K87]: 9.03, 9.04 old constitution

Section 17- Invalidity of any provisions of this by-law

Comment [K88]: new

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

Section 18- Omissions and Errors

The accidental omission to give any notice to any Member, Governor, officer, Member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Association has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

Comment [K89]: new wording

Section 19- Indemnity

The Association does indemnify each and every Member acting as a Governor, Representative, Officer, employee, appointee or in any other authorized capacity against any loss or damages or liabilities incurred by that person in the course of acting on behalf of the Association.

The Association shall obtain Directors and Officers Liability Insurance in such amounts as may be necessary to reasonably provide the requisite coverage.

Comment [K90]: 10.02, 10.03, 10.04 old constitution, new wording

Section 20- Remuneration

Every member of the Board of Governors or the Board of Representatives or as a Committee Chair or member acting in the course of his or her duties is entitled to be reimbursed for his or her out of pocket expenses, and mileage in accordance with the rate fixed by the Board.

No person who is a Member is entitled to be paid on a fee for service basis without the express approval of the Executive Committee, saving for those Members who are providing goods and services to the Association in the ordinary course of business.

Comment [K91]: 10.01 old constitution, new wording

Section 21- Dispute Resolution

21.01 Mediation and Arbitration

Disputes or controversies among Members, Governors, officers, committee Members, or volunteers of the Association may be resolved in accordance with mediation and/or arbitration as provided as the parties may agree.

Comment [K92]: All new wording

21.02 Dispute Resolution Mechanism

In the event that a dispute or controversy among Members, Governors, officers, committee Members or volunteers of the Association arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Association is not resolved in private meetings

between the parties, then without prejudice to or in any other way derogating from the rights of the Members, Governors, officers, committee Members, employees or volunteers of the Association as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- a. The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the Board of the Association) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- b. The number of mediators may be reduced from three to one or two upon agreement of the parties.
- c. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Association is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
- d. All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

Section 22- Effective date

Effective Date

Subject to matters requiring a special resolution, this by-law shall be effective when made by the Association.

Comment [K93]: new.

Section 23– Documents of Policy

23.01 The Board of Governors shall establish and maintain a code of operation (published in the annual handbook – The Document of Rules and Regulations) which govern the activities, and

Comment [K94]: 17.01 old constitution, new wording, added Handbook, Administration Manual and Playoff Manual.

programming of the organization. The text of the regulations shall be recorded and distributed to the membership through all official S.B.A. publications.

23.02 The Board of Governors shall compile an Administration Manual and update it as required in order that all existing programs, committees, and staff responsibilities can be assessed by any member of the Board of Governors.

23.03 The board of Governors shall compile a playoff manual and update it annually.

23.04 In the event that circumstances dictate, changes, additions or deletions may be effected by the Board of Governors with a majority vote.

23.05 All motions which change, add or delete to the programming documents must be identified in the MINUTES of the Board of Governors meeting under the caption ..."AMENDMENTS TO PROGRAMMING PROCEDURES".

23.06 The documents of policy are designed to supplement, not replace these by-laws. In the event of a conflict between the documents of policy and these by-laws, the by-laws shall prevail.

Appendix A

Organizational Chart

S.B.A. BOARD OF GOVERNORS

Comment [K95]: 1.10 old constitution

President	Zone 6 Governor
Past President	Zone 7 Governor
Vice-President	Zone 8 Governor
Zone 1 Governor	Commissioner(s)
Zone 2 Governor	High Performance Chairman
Zone 3 Governor	Umpire Supervisor
Zone 4 Governor	Playoff Chairman
Zone 5 Governor	

Zone 1 Governor & three or four appointed Zone Directors	Zone 2 Governor & three or four appointed Zone Directors	Zone 3 Governor & three or four appointed zone Directors	Zone 4 Governor & three or four appointed Zone Directors
Zone 5 Governor & three or four	Zone 6 Governor & three or four	Zone 7 Governor & three or four	Zone 8 Governor & three or four

appointed Zone
Directors

appointed Zone
Directors

appointed zone
Directors

appointed Zone
Directors

1) Management of Affairs

- The affairs of the S.B.A. shall be managed by a Board of Governors constituted and empowered as herein set forth.
- The Management/Finance Committee makes decisions on the management, approvals on finances and operation of the Association on matters that arise between board Meetings

Comment [K96]: 8.01 old constitution, new wording

Appendix B

Administration of the Association

1. The fiscal year end of the Association shall be December 31st

Comment [K97]: 15.01 old constitution

2. The financial institution of the Association shall be TD Canada Trust

3. The Officers for the Association shall be:

Comment [K98]: 8.05 ii) and iii) old constitution

- a) The President
- b) The Vice President

4. The Signing Officers for the Association shall be:

Comment [K99]: 8.05 ii) and iii) old constitution and new wording for (c) and (d) in this document

- (a) The President
- (b) The Vice President
- (c) The Executive Director
- (d) The Commissioner for Baseball

5. The Registered Office of the Association is:

300-1734 Elphinstone Street
Regina, SK

Comment [K100]: 2.01 old constitution, new wording

S4T 1K1

Appendix C

Committees

The Board of Governors, at the first meeting following the Annual General Meeting, will appoint members of the board to the following committees and any other committees as deemed necessary:

Comment [K101]: 8.02 b) old constitution and new wording to name who sits on the various committees.

Management & Finance Committee

Members shall include:

- President – Chair
- Past President
- Vice-President
- Executive Director
- High Performance Director
- Commissioner(s)
- One or two experienced members from existing Board of Governors chosen by the President

Playoff

Members shall include:

- Chair may be Past President or another appointed by the Board
- President
- Vice-President
- Executive Director
- High Performance Director
- Commissioner(s)
- Umpire Supervisor
- 6 divisional supervisors - Mosquito, Pee Wee, Bantam, Midget, Junior, Senior

Coaching and Development (High Performance)

Members shall include:

- Committee Chairperson may be current Vice President
- High Performance Director
- Executive Director
- 3-4 other members appointed by the President and approved by the Board

Umpire Committee

Members shall include:

- Umpire Supervisor chairperson to be appointed each year by the Board of Governors
- 8 Zone Umpire Directors to be named by the Umpire Supervisor by November 1 each year
- 1 Management Committee member (at the discretion of the President)

Resolution Committee

Members shall include:

- Commissioner – Chair
- Executive Director
- 1 Management Committee representative (at the discretion of the President)

Awards Committee

Members shall include:

- Executive Director (Chair)
- Umpire Supervisor
- 3 other members as appointed by the President

Communications Committee

Members shall include:

- Executive Director – Chair
- 1-3 Board Members
- Others at the discretion of the President

Marketing Committee

Members shall include:

- Chairperson - to be appointed and should be an expert in this field
- 1 Management Committee representative
- Executive Director
- High Performance Director

Harassment Committee

Members shall include:

- Commissioner – Chair
- 1 other at the discretion of the President

Sport Legacy Committee

Members shall include:

- Commissioner – Chair
- Executive Director

History Committee

Members shall include:

- A Historian will be appointed and the appointment reviewed on an annual basis by the Management Committee.

The duties of all the committees shall be outlined in the Administration Manual.

Comment [K102]: New

APPENDIX D

S.B.A. Zone Committees

A Zone Committee governs each of the eight operating zones within the S.B.A.. This committee is made up of an elected governor plus three to four (3-4) appointed representatives (directors). All committees are under the direction and supervision of the governor, who sits on the S.B.A. Board of Governors. All governors are empowered to regulate and conduct S.B.A. programming business within the boundaries of their respective zones, in accordance with SBA Policy.

Duties of the zone committees are outlined in detail in the administration manual.

Comment [K103]: New wording

APPENDIX E

Discipline of Membership by the Commissioner or Board of Governors

The commissioner's and Board of Governor's discipline process is outlined in detail in the SBA handbook which is produced annually.

Suggested discipline guidelines are contained in the Administration Manual.

Comment [K104]: Wording previously under 14.1, 14.02 old constitution
Will now be in the annual handbook.

APPENDIX F

Saskatchewan Baseball Association Code of Conduct - Umpires:

Comment [K105]: New wording from Administration Manual

All umpires within the S.B.A. will adhere to each of the following guidelines in respect to their behaviour while representing the S.B.A.:

1. Will honour all obligations and commitments, regardless of the nature of inconvenience or monetary loss.
2. Will work in a spirit of loyalty and allegiance to the association to which I am a member.
3. Will dress and maintain my appearance in an appropriate manner while the public perceives me as an S.B.A. umpire.
4. Will come to each game fully prepared physically and mentally. Will not smoke while on the playing field, nor drink any alcoholic beverage prior to game time on game day.
5. Will strive to cooperate with my fellow umpires, and shall do nothing to give them cause for embarrassment.
6. Will always keep in mind that the game is more important than the wishes of any individual.

APPENDIX G

Office Staff Responsibilities

Comment [K106]: All new wording

Executive Director

The Executive Director reports to the Board of Governors through the Management/Finance Committee. The Executive Director is responsible for managing office tasks including the provision of financial and administrative support for the Saskatchewan Baseball Association.

The Executive Director shall be a member of the following committees:

- Management/Finance
- Playoff
- Coaching & Player Development
- Resolutions
- Awards & Nominations Marketing
- and shall Chair the Communications Committee

High Performance Director

The High Performance Director is responsible to the Executive Director and Management Committee. The High Performance Director is responsible for overall management of all technical aspects of the association. He/she works with the High Performance and provides direction to this committee.

Grass Roots Development Coordinator

The Grass Roots Development Coordinator is responsible to the Executive Director and Management Committee. The Grass Roots Development Coordinator is responsible for overall management of all Grass Roots aspects of the association.

Detailed Job Descriptions

The Board of Governors is to provide a detailed job description to all office staff and update same annually when performance reviews are completed.

