



By-laws

Article 1 - Name

The name of this organization shall be the “**West Mountain Baseball Association Inc.**”, as incorporated in 1982 as a “Not for Profit” Corporation. Monikers of the organization are “West Mountain Baseball Association”, “West Mountain” and “WMBA” and may be used in referring to the organization.

Article 2 – Head Office

The address for notification shall be located within the City of Hamilton, Province of Ontario at such place(s) as the directors may determine from time to time.

Article 3 – Aims and Objectives

- 3.1 To foster, promote and teach the game of baseball to the participants that register
- 3.2 To teach good Sportsmanship and Fair Play to its participants
- 3.3 To ensure that the welfare of the child (player) is of the utmost importance in all decisions.
- 3.4 To promote activities, athletic and social, that contribute to the well being of WMBA participants.
- 3.5 To accept donations and gifts to be used for the benefit of WMBA participants.

Article 4 – Affiliations

West Mountain Baseball Association Inc. (WMBA) is and will remain a local member Association and affiliate of the Hamilton and District Baseball Association (HDBA) and in turn an extended member and affiliate of Baseball Ontario (OBA). WMBA shall abide by the rules set out by these governing bodies, by the WMBA Policies as contained in the WMBA Policies & Procedures handout and by the City of Hamilton Zero Tolerance Policy.

Article 5 – Membership and Voting Rights

There shall be the following classes of membership in the WMBA, namely:

a) Membership

5.1. **Executive Member**

An Executive Member is a member of the Board, defined in Article 6 and shall have one vote at any General Meeting.



5.2. General Member

A General Member is limited to the following:

An athlete or coach. General Members who are 18 years old or older at the time of the meeting of the Members may exercise their own vote. General Members who are younger than 18 years old at the time of the meeting may have their vote exercised at meetings of Members by a parent or guardian. For clarity, a parent or guardian with multiple children registered with the Association who are younger than 18 years old may exercise one vote per child. Also, two parents/guardians of the same child who is registered with the Association and who is younger than 18 years old may both attend a meeting of the Members but may only exercise one vote.

5.3. Life Member

Any present or past member may be recognized by a nomination from a present Executive Member and accepted as a Life Member on the basis of a majority vote of the Executive Board. This consideration is only to be granted to a member that is or has been active as an Executive Member and/or Coach for a minimum of 15 years. This member is entitled to one (1) vote.

b) Registration

Each Member must register with the Association and agree to abide by the Association's By-laws, policies, procedures, rules and regulations or, if the Member is under the age of 18, have a parent or guardian agree to abide by the Association's By-laws, policies, procedures, rules and regulations on behalf of the Member.

c) Voting Rights

In order to vote at any General Meeting, members in 5.1 and 5.2 must be active and in good standing with the Association. Further, General Members are considered in good standing as long as they have satisfied their registration requirements, including monetary, and are not under a long-term suspension with the Association.

Article 6 – Governance

6.1. Officers, Board of Directors

The organization of the Association shall be conducted by a Board of Directors. This Board will be made up of Directors to a minimum of seven (7) and maximum of thirteen (13) persons.

The President, First Vice-President (Administration) and Second Vice-President (Finance) shall be elected every two (2) years at the Annual General Meeting (AGM). The term of office for these Three (3) Officers will be two (2) years. Additionally, the Board will appoint from the Directors the position of Secretary and a Treasurer for a one year term. The Treasurer who may be the appointed Director and therefore will be only a term of (1) year. These five (5) individuals will be known as the Officers of the Executive Board.

At the discretion of the Board, the Board may appoint one (1) Director for a term that begins on the date of appointment and ends at the next Annual Meeting conditional upon the Members electing three (3) Directors at the last Annual Meeting of Members. This appointed individual may also be appointed by the Board as the Treasurer and therefore become a member of the Executive Board.



The President and 2nd Vice President will be elected in odd numbered years while the 1st Vice President will be elected in even numbered years.

The President and Vice-Presidents are prohibited from holding multiple positions on the Executive Board.

There will be up to ten (10) Director-at-Large positions; the duties for these positions will be assigned by the Executive Board. Prior to a meeting of the Members at which Directors will be elected, the Board will determine the number of Director-at-Large positions on the Board provided that:

- a) The Board has been empowered by the Members by Ordinary Resolution, at any point in the history of the Association, to determine the number of Director positions on the Board so long as that number is within the range specified in the Articles;
- b) The number of Directors-at-Large plus the number of other Directors present on the Board, or elected at the meeting, does not exceed the maximum number of Directors specified in the Articles;
- c) The number of Directors-at-Large plus the number of other Directors present on the Board, or elected at the meeting, does not fall below the minimum number of Directors specified in the Articles;
- d) The number of Director-at-Large positions is at least two (2) and no more than ten (10); and
- e) The determination of the number of Director-at-Large positions on the Board does not have the effect of shortening the term of a sitting Director

The Director positions are for a term of one (1) year and will be elected annually.

Any above voting position left vacant following the Annual General Meeting will be filled by nominations from the Executive and ratified by the Board at a Board of Directors meeting.

Board Observer positions: In addition, the position of Registrar, who will record the list of players registered each playing season, will be appointed by the Officers of the Executive Board. The position of Immediate Past President will be recognized by the Officers of the Executive Board and shall assist the President in whatever matters shall be assigned from time to time and shall assist when required with conducting the election process at an AGM. Board Observers are not Directors but they may attend meetings of the Board, at the discretion of the Board, in a non-voting capacity. The Board may appoint other Board Observers at its discretion.

6.2. Conditions re Executive Board membership

- 6.2.1. All candidates re nominations for President and Vice-President positions must come from the Executive Board and must have served at least two (2) consecutive years to be nominated. Should any eligible member not wish to stand for these positions, nominations may be accepted from the General Membership.
- 6.2.2. Nominations may be made by any voting member as per 6.2.1.
- 6.2.3. All elected positions are to be by a majority vote. When there is a vote, the winner is declared and the ballots are then destroyed by a motion from the membership.
- 6.2.4. Elected members may stand for reelection every year or every two years as applies.



- 6.2.5. Only one (1) member of any immediate family in a household may be an active member of the Executive Board at any given time. No two (2) family members (immediate and/or siblings) may hold positions as Officers of the Board at any one time.
- 6.2.6 To be eligible to serve as a Director, an individual must:
- Be eighteen (18) years of age or older;
 - Not be a paid employee or contractor receiving \$500 or more in compensation from the Corporation;
 - Not have been found under the *Substitute Decisions Act*, 1992 or under the *Mental Health Act* to be incapable of managing property;
 - Have not been declared incapable by a court in Canada or in another country; and Not have the status of bankrupt.

6.3. Powers of the Executive

- 6.3.1. Responsibility: The Executive shall be responsible for, and empowered to enact and enforce all Rules and Regulations of the Association.
- 6.3.2. Vacancies: Vacancies on the Executive may be filled by appointment or election, at the discretion of the current Executive.
- 6.3.3. Removal: Should it be warranted for reasons detrimental to the Association, the Executive shall have the power, by a two-thirds vote of those present at any regular or special meeting to discipline, suspend or remove any Officer, Director, Committee Member, parent or player from the Association.

6.4 Director Consent and Registration

An individual who is elected or appointed to be a Director must register with the Association as a Director, must sign all required documents presented by the Association, and 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.

6.5 Vacate Office

The office of any Director will be vacated automatically if:

- The Director resigns;
- The Director fails to consent in writing to hold office as a Director within ten (10) days of their initial election or appointment;
- The Director is found to be incapable of managing property by a court or under Ontario law;
- The Director is found by a court to be incapable;
- The Director becomes bankrupt; or
- The Director dies.



6.6 Removal

An elected Director may be removed by Ordinary Resolution of the Members at a Special Meeting of the Members provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting.

6.7 Filling a Vacancy

When the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the position for the remainder of the term. Alternatively, the Board may decide, by Ordinary Resolution, that one or more Directors will execute the duties of the vacant Director position for the remainder of the unexpired term. If a Director is removed by the Members at a meeting of the Members, the Members may elect a Director to fill the unexpired term at the same meeting.

Article 7 – Meetings

7.1. Annual General Meeting

The Association will hold Annual Meetings of Members at such date, time and place as determined by the Board within the Province of Ontario. The Annual Meeting will be held within fifteen (15) months of the last Annual Meeting and within six (6) months of the Association's fiscal year end. Any Member, upon request, will be provided, not less than ten (10) days before the annual meeting, with a copy of the approved financial statements, auditor's report (if any) or review engagement report (if any)..

All members must be in good standing in order to vote at the meeting.

The following Agenda is to be adopted for this meeting:

1. Review and adoption of the minutes of the previous Annual Meeting
2. Consideration of the President's Report
3. Consideration of the Treasurer's Report
4. Any unfinished Business from the prior Annual or Special General Meeting.
5. Amendments to the Constitution
6. Election of Officers in order of President, First Vice-President, Second Vice-President (biannually).
7. Election of Directors (annually)
8. Presentation of the elected Executive.
9. Good and Sundry announcement(s)
10. Adjournment

7.2 Special Meeting

A Special Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of ten percent (10%) or more of the voting Members for any purpose connected with the affairs of the Association that does not fall within the exceptions listed in the *Ontario Not-for-Profit Associations Act* or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.



7.3 Participation/Holding by Electronic Means

Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting if the Association makes such means available. A person so participating in a meeting is deemed to be present at the meeting. The Board or Members, as the case may be, may determine that the meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.

7.4 Notice

Written or electronic notice of the date of the Annual Meeting of the Members will be given to all Members in good standing, Directors, and the Auditor (if appointed) at least ten (10) days and not more than fifty (50) days prior to the date of the meeting. A further notice will be provided ten (10) days prior to the date of the meeting containing a proposed agenda, and reasonable information to permit Members to make informed decisions.

7.5 Quorum

Twenty-one (21) voting Members (or parents/guardians voting on behalf of a Member who is younger than 18 years old) present or by proxy will constitute a quorum. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

7.6 Proxy

There shall be no voting by proxy.

7.7 Voting

Votes will be determined by a show of hands, orally, or electronic ballot, except in the case of elections which require a secret ballot, unless a secret or recorded ballot is requested by a Member. Except as otherwise provided in these By-laws, an Ordinary Resolution will decide each issue. In the case of a tie, the issue is defeated.

7.8. Executive Meetings

- 7.8.1 Regular Executive Meetings are to be held at least bi-monthly except during the months of October, November and December unless required. These meetings are to be attended by the Executive members only and require a minimum of seven (7) for a quorum to legitimize the meeting.
- 7.8.2 An Emergency Executive Meeting may be called at any time by the President or Officers if or when a matter arises that needs to be resolved before the next Regular Executive Meeting.
- 7.8.3 Each Director is entitled to one vote. Voting will be by a show of hands, written, or orally unless at least one (1) Director present requests a secret ballot. Resolutions will be passed by Ordinary Resolution. In the case of a tie, the resolution is defeated.
- 7.8.4 Meetings of the Board will be closed to Members and the public except by invitation of the Board. No person shall act for an absent Director at a meeting of the Board.



Article 8 – Executive Portfolios

8.1. President

The President shall be responsible to,

- i) Preside at all Annual and Executive meetings of the Association. He/she shall have the general and active management of the affairs of the Association as his/her main responsibility;
- ii) Be a member of all standing and special committees of the Association as an ex-officio member;
- iii) Be the official spokesperson for the Association. The President will delegate a member of the Executive to act as official spokesperson in his/her absence;
- iv) Make the necessary day-to-day decisions, when required, to ensure the effective operations of the Association. The President may delegate or concur with others as may be warranted to achieve these goals.

8.2. First Vice-President (Administration)

The First Vice-President (Administration) shall be responsible to,

- i) In the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as may, from time to time, be imposed upon him by the Committee.
- ii) Consult with the President about the operations of the Association and ensure that he/she is abreast of the day to day operations as necessary.
- iii) be a member of all standing and special committees of the Association as an ex-officio member.

8.3. Second Vice-President (Finance)

The Second Vice-President (Finance) shall be responsible to,

- i) In the absence or disability of the President and First Vice-President, perform the duties and exercise the powers of the President, and shall perform such other duties as may, from time to time, be imposed upon him by the Committee.
- ii) Consult with the President about the financial operations of the Association and cause any or all fund-raising activities to be presented for approval to the Board before such activities are implemented.
- iii) Be a member of all standing and special committees of the Association as an ex-officio member, as appointed by the President.

8.4. Secretary, Director of Communications

The Secretary, Director of Communications shall be responsible to,

- i) Record the minutes of meetings of the Executive. Minutes of the meetings shall be distributed to each Executive member within fourteen (14) days of the meeting. The Secretary shall be responsible for general correspondence between the Association and its membership.
- ii) Be responsible to ensure that all voting delegates are identified at any Annual General Meeting in order to determine voting strength and record the minutes of the meeting, including the results of elected members.



- iii) Assume any other secretarial duties as shall be determined by the President or Board of Directors from time to time.
- iv) Be responsible for all official WMBA communications and the direction of said communications for the Board, including but not limited to website administration as well as communication to WMBA members, as directed by the President or the Board of Directors.

8.5. Treasurer

The treasurer shall be responsible to,

- i) Maintain the custody of the funds and securities of the Association and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Association in the books belonging to the Association.
- ii) Deposit all monies, securities and other valuable effects in the name and to the credit of the Association in such chartered bank, trust company, or credit union, as may be designated by the Executive.
- iii) Disburse the funds of the Association as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the President and Executives at the regular meeting of the Executive, or whenever they require it, an accounting of all the transactions and a statement of the financial position, of the Association.
- iv) Also perform such other duties as may from time to time be directed by the Executive.
- v) Present the Treasurer's Report at the AGM
- vi) With the President and two Vice-Presidents, have the signing authority to the bank account of the Association and ensure that there are two signatures on each cheque.
- vii) Be responsible to attend all meetings and will supply a written report to the President or Secretary when attendance at a General meeting is not possible.

8.6. Responsibilities of Directors

The Board is empowered, including but not limited to:

- a) Make policies and procedures or manage the affairs of the Association for the purpose of furthering the objects and purposes of the Association in accordance with the Act and these By-laws;
- b) Make policies and procedures relating to the discipline of Members and Registered Participants, and have the authority to discipline Members and Registered Participants in accordance with such policies and procedures;
- c) Make policies and procedures relating to the management of disputes within the Association and deal with disputes in accordance with such policies and procedures;
- d) Employ or engage under contract such persons as it deems necessary to carry out the work of the Association;
- e) Appoint Coordinators with duties and responsibilities as described by the Board;
- f) Determine registration procedures, determine membership fees, and determine other registration requirements;
- g) Enable the Association to receive donations, benefits, bequests, distribution of investment capital and income for the purpose of furthering the objects and purposes of the Association;
- h) Make expenditures for the purpose of furthering the objects and purposes of the Association;
- i) Invest funds for the purpose of furthering the objects and purposes of the Association;



- j) Manage the Association's assets and resources expenditures for the purpose of furthering the objects and purposes of the Association;
- k) Borrow money upon the credit of the Association as it deems necessary in accordance with these By-laws; and
- l) Perform any other duties from time to time as may be in the best interests of the Association

Equipment Manager shall be responsible to,

- i) Set up the equipment bags for each team at the start of the season.
- ii) Coordinate the delivery and return of equipment to and from the coaches.
- iii) Take an inventory count of uniforms and equipment and advise the President and/or the Board accordingly.
- iv) Consult with the President, representing the Board before the purchase of equipment.

Sponsorship Chair shall be responsible to,

- i) Solicit sponsors and/or potential sponsors and send out letters to them in late January/early February seeking sponsorship for the upcoming year
- ii) Ensure that each sponsor is supplied with a schedule of the team being sponsored
- iii) Send out a Thank You letter to each sponsor once the season starts and include the schedule as above
- iv) Invite each sponsor to the annual Sponsors and Coaches night

Umpire-in-Chief/Assignor shall be responsible to,

- i) Consult with the Registrar as to which players are interested in attending the annual Umpires' Clinic run by the HBUA each spring
- ii) Maintain a list of umpires that are both qualified and unqualified re assignments
- iii) Assign umpires to games as per availability and competence
- iv) Ensure that the umpires are paid on or about the end of June, July and August/season end.
- v) Umpire assignor may be an appointed position separate from the UIC that will work with the UIC to ensure all games have appropriate officials assigned.

Convenors shall be responsible to,

- i) Arrange for the Evaluation Day activities of the division concerned by ensuring that all evaluation sheets and coaches are recruited to conduct the evaluation process
- ii) Review the list of players registered and recruit coaches for each team
- iii) Monitor the activities of the division or divisions for which responsible
- iv) Ensure that a record of Game Sheets is maintained for the purpose of individual awards at the Awards Banquet
- v) Ensure that the coaches understand the Aims and Objectives of the Association
- vi) Ensure that the coaches understand and follow the rules for the division

Registrar shall be responsible to,

- i) Keep an up to date record of all registered players/coaches information
- ii) Keep a record of birth registration for all players
- iii) Maintain team rosters
- iv) Submit team rosters to the HDBA



Tournament Coordinator shall be responsible to,

- i) Communicate with Baseball Ontario/SOBA/HDBA/HBUA for tournament information
- ii) Communicate with all potential entries for tournaments

Select Convenor shall be responsible to,

- i) Together with the Executive Board approve any tournament applications
- ii) Monitor the activities of the select teams
- iii) Ensure that the coaches understand the Aims and Objectives of the Association

Rally Cap Convenor shall be responsible to,

- i) Coordinate Rally Cap activities/practices weekly
- ii) Coordinate Rally Cap testing twice per season
- iii) Aid coaches and volunteers in the operation of Rally Cap activities
- iv) Maintain an active record of caps earned by players

9. Amendments:

9.1 Subject to Section 9.2, these By-laws may only be amended, revised, repealed or added to by:

- a) Ordinary Resolution 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 Ordinary Resolution. 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 Ordinary Resolution.

9.2 A Special Resolution of all Members required to make the following fundamental changes to the By-laws or articles of the Association. Fundamental Changes are defined as follows:

- a) Change the Association's name;
- b) Add, change or remove any restriction on the activities that the Association 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 Association;
- j) Change to whom the property remaining on liquidation after the discharge of any liabilities of the Association 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.

10. Finance:

10.1 The financial year of the Association shall start on the 1st day of November and terminate on the 31st day of October in each year.

10.2 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 Association 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 Association and must be permitted to conduct an audit or review engagement of the Association under the *Public Accounting Act, 2004*, as amended. When the Association's revenue for the previous fiscal year was less than the amount prescribed in the Act, the Members may decline, by 80% resolution, to appoint an auditor. Alternatively, when the Association's revenue for the previous fiscal year was greater than the amount prescribed in the Act, the Members may, by 80% resolution, chose to conduct a review engagement in lieu of an audit.

10.3 The Directors will approve financial statements (evidenced by signature of one or more Directors) of the Association of the last fiscal year of the Association 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 Association

10.4 The necessary books and records of the Association 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 Association'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 Association on a quarterly basis.



- 11. Conflict of Interest:** Every Officer or Director of the Association who is a party to a material or contract service being entered into by the Association, shall disclose a conflict of interest to the Executive, and shall absent himself from any room where a meeting is taking place for the purposes of such discussions during the time of the conflict concerned.
- 12. Procedures:** Unless otherwise agreed to, "Robert's Rules of Order" shall govern all proceedings of the Association.
- 13. Police Screening:** The West Mountain Baseball Association is committed to provide its child members with a safe and secure environment for their recreation and athletic development. All adult volunteers (18 and over) are subject to a police screening process as outlined in Ontario Baseball Associations 'Volunteer Screening Policy" guidelines. Two Officers as appointed by the President shall monitor this process and all records kept secure by the Secretary. See WMBA FAQ on website www.wmbacougars.com for link.
- 14. By-Laws and Procedures:** All procedures and customs whether dictated by the West Mountain Baseball Association (WMBA) Rule Book or traditional and unique in nature to WMBA relating to the operations of the baseball program are to be maintained except in cases pertaining to playing rules which have been changed by the affiliate parent, Hamilton and District Baseball Association (HDBA).
- 15. Distribution of Property upon Dissolution:** Upon dissolution of the Corporation and after all outstanding debts and claims have been satisfied, the members shall direct the remaining property and assets of the Corporation to another entity which maintains the same objectives as set forth within.
- 16. Ratification:** These By-laws were ratified by the Members of the Association at a meeting of Members duly called and held on December 13, 2024 Repeal of Prior By-laws – In ratifying these By-laws, the Members of the Association repeal all prior By-laws of the Association provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.

Amended December 11, 2024