

Royal York Baseball League Inc.

By-Law 1



REVISED JANUARY 2024

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Whereas the Royal York Baseball League Inc. (hereinafter being referred to as “RYBL”) was incorporated by Letters Patent issued under the Canada Not-For-Profit Corporations Act on the 27th day of August, 2020,

AND WHEREAS the Royal York Baseball League Inc. has the following objectives:

1 Objectives

1.1 General Aims & Objectives

- a. to provide youth with the opportunity of engaging in activities of physical fitness and health through the playing of baseball in southwestern Toronto (what was formerly known as, Central and South Etobicoke),
- b. to teach youth to be respectful towards each other, their parents, and League officials at all times by promoting good sportsmanship,
- c. to provide youth with an equal opportunity to participate in the activities of the League regardless of ability,
- d. to offer specialized programs of teaching baseball, umpiring, and coaching through clinics to active Members,
- e. to collect registration fees and other team assessments to pay for all RYBL services in managing RYBL, offering programs, and maintaining and improving facilities,
- f. to operate as a Not-For-Profit corporation, and
- g. to mitigate risk to registered players, umpires, coaches, Executives and Directors.

1.2 Brand

- a. The colours of RYBL shall be predominately red, white and powder blue for teams representing RYBL in tournaments and games outside of the House League play, and
- b. the insignia of RYBL shall be a design as established by the RYBL Executive and approved by the Directors.

2 Membership

There shall be five classes of Membership in the RYBL: (1) Active,; (2) General; (3) Directors; (4) Executive; and (5) Honorary collective referred to as “Members”.

2.1 Active Member

An Active Member shall be any person registered in that particular year to play, convene, or coach baseball with RYBL.

2.2 General Member

A General Member shall be any parent or guardian registering their child to play with RYBL in that particular year.

2.3 Director

A Director shall be an elected person to the Board of Directors who has been an active Executive Member for not less than three (3) years with RYBL. As the Act may dictate an independent person may be recruited and appointed to the Board of Directors as required.

2.4 Executive Member

An Executive Member shall be a person(s) appointed by the Board of Directors from within the Active and General Members who together with the Board of Directors is entrusted with the operations and management of RYBL for that particular year. These positions shall be outlined in RYBL's internal policy guidelines.

2.5 Honorary Member

An Honorary Member shall include all sponsors of any teams of RYBL, all umpires for the current year, and any and all other persons as nominated by the Board of Directors of RYBL.

3 Directors

The Directors of RYBL shall consist of a minimum of three (3) and a maximum of fifteen (15) individuals nominated and elected shall be from within the Executive and shall hold office for a three (3) year term. The Directors shall be the overall governing body of the RYBL who shall control funds and property of the RYBL.

3.1 Director Qualifications

Qualifications required to be a Director of the RYBL include:

- a. being a Member who has been active in RYBL holding increased responsibilities as outlined in **Section 2.4** above,
- b. being financially solvent,
- c. being over 18 years of age,
- d. being willing to serve the length of the proposed term,
- e. commitment and adherence to this Bylaw,
- f. commitment and adherence to all RYBL Policies, including and not limited to Corporate Code and Conduct Policy, Personal and Electronic Communication Policy pertaining to respect, transparency, integrity, non-disclosure and advancing the work of the Board, and
- g. observing the rules of baseball's overall governing body – Baseball Ontario.

3.2 Proposed Nominees

At least seventy-five (75) days prior to any annual AGM, the existing Directors will accept a list of proposed individuals to stand for election or re-election for the ensuing current remaining Directors term. All nominees must meet the minimum experience requirement in **Section 3.1** above and shall confirm in writing that they are willing to

act as a Director from and after the AGM at which such Director is proposed to be elected. Any successful nominees shall then work with the existing Directors to ensure cohesion in the operation of RYBL going forward.

3.3 Ratification

If no additional nominees are submitted, the slate of Directors proposed shall be deemed elected and the slate shall be ratified at the AGM. Elected Directors shall assume office immediately upon the closure of the AGM. For greater certainty, if applicable, unelected candidates for Director shall cease to be Directors at the same time the new Board is elected.

3.4 Vacancies

The office of a Director shall be vacated immediately if:

- a. the Director resigns office by written notice to the Corporation, where resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later,
- b. the Director no longer meets the Qualifications of Director in **Section 3.1**, which includes death,
- c. the Director becomes bankrupt,
- d. the Director is found to be incapable of managing property by a court or under Ontario law, or
- e. at a meeting of the RYBL Executive, following proper notice to the Board of Directors of not less than ten (10) days prior to the meeting for agenda item inclusion, a resolution is passed by at least fifty-one (51%) percent of the Directors and Executives removing the Director before the expiration of the Director's term of office.

3.5 Filling Vacancies

A vacancy on the Board shall be filled as follows:

- a. A quorum of Directors may fill a vacancy from amongst the Executive/Operating Members for the vacated Director's remaining term,
- b. if there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of the eligible Executive and Operating Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Executive Member,
- c. if the vacancy occurs as a result of removing a Director, the remaining Directors may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term,
- d. the Board may fill any vacancy by a majority vote, and the appointee shall hold office for the remainder of the vacated Director's term,
- e. any Director appointed to hold office for the remaining term of a vacated Director shall be eligible for election to Director when such term expires, and

- f. any Director appointed to hold office for the remaining term of the vacated Director must be ratified at the next AGM.

3.6 Election of Directors

The election of the Directors shall take place at the Annual General Meeting (AGM). The AGM will be held within one hundred and twenty (120) days of RYBL's "fiscal" year-end immediately following which the Directors shall:

- a. appoint a Chair, Vice Chair, Treasurer and Secretary, and
- b. appoint the Executive and Operating Committee Members.

3.7 Renumeration of Directors

No Director shall directly or indirectly receive any profit or benefit from occupying the position of Director in RYBL. Directors may be reimbursed for reasonable approved out of pocket expenses incurred in their capacity as Director.

4 Executive & Operating Committees

4.1 Executive Committee

- a. Each appointed Member of the Executive Committee shall have one vote on all matters upon which a vote must be taken at the Executive meetings. Upon approval, each matter shall be referred to the Directors for consideration/approval/ratification. Once approved by the Directors, the matter shall become effective. Any declined matter will be of no force and effect,
- b. once appointed, Executive Committee Members and their responsibilities shall be documented in RYBL's policy and procedure records,
- c. to hold a position on the Executive a person must be at least 18 years of age and meeting similar qualification as Directors as detailed in **Section 3.1**,
- d. each Member of the Executive is accountable to the Directors. The President, if any, is accountable to the Directors and the Executive as a whole. A Member of the Executive can occupy more than one Executive position during the current year,
- e. any Executive Member can be removed from his position by the Directors provided fifty-one (51%) percent of the eligible voting Board Members vote in favour of the motion to remove the Executive Member,
- f. an Executive Member shall hold office for one year, subject to being re-appointed to an Executive position at the AGM for the subsequent year. There is no limit as to the number of years a person may serve on the Executive upon re-election, and
- g. the Directors and Executive shall set up a committee to deal with any disciplinary problems or protests. This committee shall consist of three (3) Members, one of whom shall be a Director, and in the event the protest relates to a game protest, the Umpire in Chief shall be one of the other Members of this committee.

4.2 Executive Meetings

- a. an Executive meeting shall be convened at the request of the Directors whenever

called. A minimum of five (5) Executive meetings shall be held annually. A Director, or in their absence such other Member of the Executive as nominated, shall act as Chairperson of the meeting,

- b. a minimum of five (5) days' notice of the meeting shall be given to each Director and Executive Member by the Secretary or by such other Director to whom this task has been delegated,
- c. a quorum for Executive meetings shall be fifty-one (51%) percent of Executive and Directors, and
- d. other Members may be invited to any Director or Executive meetings with the permission of the Directors and for information purposes only.

4.3 Operating Committee

- a. an Operating Committee will be appointed by the Directors to organize general League activities. These positions may include but are not limited to the Web Master, Social Media Coordinator, Sponsorship Coordinator, leader of Girls' Baseball, Umpire in Chief, Player and Coach trainer, and Convenors of all House League divisions, and
- b. all such individuals may be invited guests to the Executive meetings, with the right to offer recommendations and opinions for consideration at Executive meetings. Once appointed Operating Committee Members and their responsibilities shall be documented in RYBL's policy and procedure records.

5 Finances

- a. the Directors shall by resolution from time to time designate the financial institution in which money, bonds or other securities of RYBL shall be held for safekeeping,
- b. all financial and banking transactions require the signature and authorization of two designated Directors/Executive officers of which the Treasurer must be one,
- c. the Directors shall determine the individuals, if any, outside of the Board of Directors who may have bank signing authority,
- d. the Directors shall have the authority to appoint accountants for financial review or auditors to examine and audit the financial records of RYBL as may be appropriate,
- e. the Board may establish and maintain a reserve fund to fund general League improvements including, without limitation to, field repairs, upgrades, improvements, batting cages, dugouts, and equipment replacement/repair, and
- f. reserve funds will be allocated each year from the registration fees from Members, and the Board may determine the level of monies in the reserve fund to coincide with expected costs to occur and may alter the amount at any time.

6 Annual General Meeting

- a. The AGM of all general Members shall be convened within one hundred and twenty (120) days of the end of the fiscal year of RYBL (date to be determined by the Directors),

- b. Notice of the date and location of the AGM shall be announced at least twenty-one (21) days prior to the meeting and posted on RYBL's website,
- c. a quorum of ten (10) Members shall constitute a valid AGM,
- d. the Chairman of the AGM shall be a Director,
- e. the Chairman may limit the presentation of any Member on an issue being debated to five (5) minutes,
- f. the financial statements of RYBL for the previous year and budget for the current year will be presented by the Treasurer. The Members will vote to accept or reject the financial statements as presented,
- g. Members may request to attend the office of RYBL for the purposes of reviewing financial records. Such attendance for review is to be arranged at a convenient time for both parties,
- h. candidates for Directors as submitted on the Directors slate within the required timelines will be elected individually by the Members present,
- i. if there is no quorum for the holding of the AGM, it shall be reconvened to a new date to be fixed by the Directors and notice shall be given to Members,
- j. no voting at the AGM, or at Executive meetings, can be done by proxy, and
- k. attendance can be in person or virtual, at the discretion of the Directors.

7 General

- a. each Member of the Executive will have the power and duty to report any improper conduct on the part of any Member of RYBL to the Executive for its deliberation and resolution,
- b. meetings of Directors, Executive Committee and/or Operating Committee may be held either in person, by phone, any electronic means, or by email with favourable confirmation by the Directors. Eligible Members participating shall be deemed to be in attendance,
- c. the Directors shall have the power to make and adopt bylaws and rules for the purposes of the proper operations and management of RYBL, but such cannot conflict with the governing provisions of this Bylaw.
- d. the Directors, together with the Executive, shall determine annually the registration fee and other fees required by each player/team,
- e. the Directors in their sole discretion may hire independent full-time or part-time contractors for League management, field maintenance, umpire scheduling and/or any other required positions,
- f. all motions, except where otherwise stated within this Bylaw, must be voted upon by the Directors and Executive. A majority of the votes present for that meeting shall prevail. The minimum number of Directors and Executives required in order to constitute a quorum of the Executive shall be fifty-one (51%) percent of the combined Directors and Executives,
- g. all issues voted upon at an Executive meeting shall be recorded in the minutes of the meeting by the Secretary or some other Member of the Executive representing the Secretary at that meeting and forwarded to the Directors,

- h. to be nominated and appointed by the Directors to the positions of the President, Vice-President Management and Operations, Vice President Rep & Select or Vice President House League, he/she must have been an Executive Member or a Convenor for a minimum of three (3) consecutive years,
- i. any Member may petition for an amendment to the Constitution by submitting a petition signed by at least sixty-five (65%) percent of the Members of RYBL to the Directors. Such a petition must be received by the Directors at least fourteen (14) days before the scheduled date for the AGM, and
- j. the amendments to the Constitution proposed in the petition shall be voted on at the AGM. The amendment is approved if at least 2/3rds of the Members present and eligible to vote accept the amendment. No proxies shall be permitted in voting at the AGM of the General Members.

**THIS AMENDED BYLAW WAS APPROVED AND ADOPTED BY THE DIRECTORS OF RYBL,
AT ETOBICOKE ON THE 30th OF JANUARY 2024**