

General Bylaws
Of the
Waterloo Minor Baseball Association, Inc.



Revised November 30, 2011

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General By-Laws of the Waterloo Minor Baseball Association, Inc.

BY-LAW NUMBER 1

A by-law Relating Generally to the Transaction of the Affairs of the Waterloo Minor Baseball Association, INC.

ARTICLE 1 - NAME AND ADDRESS SEAL

- (a) The name of the Corporation shall be the WATERLOO MINOR BASEBALL ASSOCIATION, INC. (hereinafter called the "Corporation"). The Corporation is authorized to carry on its business as Baseball Waterloo, or, as appropriate, under the name of one of its operating divisions. Waterloo Minor Baseball Association was incorporated on May 24, 1994 by letters of patent.
- (b) The Address of the Corporation shall be in the City of Waterloo, in the Province of Ontario, and at such place therein as the Board of Directors may from time to time determine.
- (c) The Corporation shall have a corporate seal, an impression of which is stamped in the margin of this document.

ARTICLE 2 - AFFILIATIONS

- 1. The corporation shall have the following affiliations:
 - (a) The Canadian Federation of Amateur Baseball
 - (b) The Ontario Baseball Association
 - (c) The Select Ontario Baseball Association
 - (d) The Inter-County Baseball Association
 - (e) The Inter-County Major Baseball League
 - (f) The City of Waterloo
- 2. The Corporation shall have the power to affiliate with any other organization in which an affiliation may be, in the opinion of the Board of Directors, in the best interests of the Corporation.

ARTICLE 3 - PURPOSES AND OBJECTIVES

The general purpose and objectives of the Corporation shall be:

- (a) To promote and develop organized amateur baseball, including t-ball and rookie ball, in the City of Waterloo, including both (1) the development of the maximum opportunity for participation in recreational baseball and (2) the development of representative teams with high levels of competency;
- (b) To help develop good character among players, and other members, by teaching the importance of the values of physical activity, good sportsmanship, social participation and good fellowship, and the fair treatment of others (with respect to the latter, there shall be no place in the Corporation for discriminatory behaviour with respect to race, place of origin, family circumstance, gender or creed); and

- (c) Through the above, to help foster strong civic spirit among members of the Corporation and other community members who support the organization's activities;

More specifically, the purposes and objectives shall be:

- (d) To operate a recreational baseball program for youth within the City of Waterloo;
- (e) To operate competitive (rep) baseball programs, in level(s) appropriate to the needs of players;
- (f) To operate Inter-County Baseball Association baseball teams;
- (g) To undertake activities to generate money for capital projects for the betterment of baseball parks and operations;
- (h) To carry on such other activities as the Board of Directors may deem appropriate, consistent with the objectives of the Corporation.

ARTICLE 4 – MEMBERSHIP & PLAYER ELIGIBILITY

The membership of the Corporation shall consist of three categories of individuals as follows:

- (a) Active Members shall include all individuals involved in the administration of the Corporation as elected or appointed Directors or Officials or Committee members, all coaches and managers, one (1) designated representative of each current sponsor, and all players and umpires aged eighteen (18) years and older.
- (b) Parent Members shall include all parents and/or guardians of registered players and umpires in good standing where the latter are under the age of eighteen (18) years.
- (c) Honorary Members shall include any individual who in the opinion of the Board of Directors and the general membership warrants this designation because he/she has rendered extraordinarily distinguished service to the Corporation or the sport of baseball. This category of membership is intended to be reserved for those few individuals who have made exceptional contributions in minor baseball in the City of Waterloo. Honorary members shall be nominated through a majority vote of the Board of Directors. They then must be affirmed through a majority vote in the matter at an Annual General Meeting. All Past Presidents of WMBA will receive Honorary membership upon completion of their term.
- (d) Players in WMBA programs must be residents of the City of Waterloo except as noted below:
 - (i) A player who resides in an area of Waterloo County without an OBA sanctioned organization may be permitted to register in any WMBA program with the written approval of the Board of Directors. Prior registration will be a major consideration, but does not guarantee registration approval.
 - (ii) Residents of other communities may be permitted to register in exceptional cases as approved by the Board of Directors. Consideration will focus on the circumstances of the request, the best interest of the player and the potential impact on player residents of Waterloo. Such registration is subject to the rules established by the Divisional Program Committees and ratified by the Board of Directors.
 - (iii) Competitive Division AAA teams are open only to residents of the City of Waterloo, or to other players, approved as per (i) and (ii) above, with a signed release from their home association. There will be no exception allowed to this rule.

- (e) Registration by any players will be conditional upon the payment of any fees or charges from prior years, owed by the player or by a member of his/her family. Registration accepted subject to fee assistance or other arrangements are conditional upon satisfactory settling of accounts
- (f) No player will be permitted to play unless fees are paid by May 1 or arrangements for payment have been made with the Treasurer. The Treasurer will promptly advise the appropriate divisional Program Committee of the need to make an immediate determination as to whether a player with outstanding fees will be permitted to play.

ARTICLE 5 – REGISTRATION OF MEMBERSHIP

- (a) The Administration Secretary shall bear the responsibility of ensuring that the names of all regular volunteers, sponsors, and players eighteen (1*0 years and older involved in their areas of responsibility are recorded each year. The same shall be done by the President for standing committee members and other regular volunteers appointed by the Board of Directors. These submissions shall be made each year by the 15th day of May, so that the Administrative Secretary may maintain a complete list of current active members.
- (b) A list of current parent members as recorded on the Association registration form shall be available from the minor baseball registration materials collected by the Administrative Secretary.
- (c) The Administrative Secretary shall keep a current list of Honorary Members, based on the minutes of the Annual General Meetings.

ARTICLE 6 – TERMINATION OF MEMBERSHIP

- (a) Any member may resign from the Corporation by mailing written notice of resignation to the Administrative Secretary accompanied by payment of all monies owing to the Association.
- (b) Members may be censured or expelled for breach of the By-laws, or Rules and Regulations of the Corporation.
- (c) Termination of the membership, whether by resignation, expulsion or otherwise, shall forthwith remove all rights within the Corporation of the member, but shall not be deemed to discharge any financial obligation of the member to the Corporation accrued prior to the date of such termination is not fulfilled.
- (d) All matters respecting censure, suspension and expulsion of members and termination of membership shall be dealt with by the appropriate divisional Program committee under the direction of the Board of Directors. All such matters must be dealt with within 48 hours of the identification of the need to do so. Any member subjected to censure, suspension or expulsion can appeal to the membership by way of a general meeting as per Article 7 (b)
- (e) A membership terminates when a member ceases to qualify as a member pursuant to Article 4 (a) and (b).

ARTICLE 7 – ANNUAL AND OTHER MEETINGS OF THE MEMBERS

- (a) Annual General Meetings:

- The Annual General Meetings of the Corporation shall be open to all members and to the general public. One such meeting is to be held at such place and time in the City of Waterloo as determined by the Board of Directors at the conclusion of each baseball season and be held no later than November 30th of each year.
- (b) Special General Meetings
The Board of Directors shall call a Special General Meeting of the members on written requisition of not less than fifteen members of the Corporation. A Special General Meeting of members may also be called at the discretion of the Board of Directors as determined by majority vote.
- (c) Notice of Meetings
Notice of any General Meetings, whether annual or special must be given through advertisement in the local print media whose circulation encompasses the City of Waterloo. This notice shall appear at least twenty-eight (28) days before the meeting is to take place and once in the four weeks leading up to the meeting. Notice of any Special General Meeting shall specify the purpose for which it is being called. The notices of Annual General Meetings shall contain invitations to submit nominations of positions on the Board of Directors, for the election at the Meeting.
- (d) Quorum of Members:
A quorum for the transaction of business at any annual or special General Meeting shall consist of not less than fifty (50%) of members of the Board of Directors and not less than fifteen (15) Active and parent members in total. Failure to meet quorum will require the Board of Directors to call another meeting with the period of 30 days.
- (e) Voting at Annual General or Special General Meetings
All active members, parent members and Honorary members in good standing who are in attendance at an Annual or Special General Meeting shall be entitled to vote on any issue to be determined at such a meeting. No person shall have more than one(1) vote. There shall be no proxy voting permitted. All persons voting must be at least eighteen (18) years of age. All questions shall be decided by a majority of votes, and in case of a tie-vote that Chairperson shall be permitted to cast the deciding vote. Any election of Directors/Officers shall be by secret ballot. Beyond this, voting may be either by a show of hands or by secret ballot; but the latter will be used whenever it is so requested by any member.
- (f) Rules for Conducting Meetings:
The following rules shall govern all Annual or Special General Meetings for the Corporation;
1. If there is not quorum within thirty (30) minutes of the time fixed for the meeting to begin the Chair shall declare that there can be no meeting on this occasion.
 2. Parliamentary procedure, as specified in Robert's Rules of Order Revised, shall be followed at all meetings.
 3. The Chair shall have the right to require that any motion or resolution be presented in writing before the meeting.
 4. The Chair shall decide all questions of order, in accordance with the Rules of Order.
- (g) Order of Business at Annual General Meetings:
Normally the order of business at all Annual General Meetings of the Corporation shall be as follows:
1. Opening of the meeting and explanation of procedural rules governing meetings

2. Reading of the minutes of the previous Annual/General/Special meeting
 3. Business arising from the minutes
 4. Treasurer's report
 5. President's report
 6. Vice-President's reports
 7. Election of Directors
 8. Reports of standing committees
 9. Reports of special committees
 10. Amendments to the By-Laws of the Corporation, if any
 11. Unfinished business; and
 12. New business
- (h) Order of business at Special General Meetings:
The Chair shall determine the order of business at any Special General Meeting.

ARTICLE 8 – BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors, each of whom has a voting membership. The Board shall be comprised of the following:

- (a) President, Baseball Operations
 1. The President shall be in charge of all baseball operations
 2. The President shall preside at all meetings of the Members, Board of Directors and Grievance Committee
 3. The President shall execute all OBA player releases
 4. The President shall vote only to decide a tie
 5. The President shall present a report at the annual general meeting
 6. The President along with any one or more of the Board Members shall sign all papers and documents requiring signatures on behalf of the Corporation
 7. The President shall supervise the activities of all "subsidiary" organizations
 8. The President shall, with the advice of the Board of Directors, determine all ad hoc committees, select all chairpersons, and assist in the selection of the committee personnel
- (b) Vice-President, Competitive Baseball
 1. Shall oversee the development of policy by the Competitive Committee
 2. Shall oversee the implementation of policies decided upon by the Competitive Committee and the Corporation
 3. Shall oversee the preparation of the budget for the Competitive Program
 4. Shall represent the Competitive Committee meetings of the Board of Directors
 5. Shall chair regular meetings of the Competitive Committee
 6. Shall supervise the activities of the Competitive Division Program Directors in their appropriate divisions.
- (c) Vice-President, House League Baseball
 1. shall oversee the development of policy by the House League Committee
 2. shall oversee the implementation of policies decided upon by the House League Committee
 3. shall oversee the preparation of the budget for the House League Program
 4. shall represent the House League Committee at meetings of the Board of Directors
 5. shall chair regular meetings of the House League Committee

6. shall supervise the activities of the House League Division Program Directors in their appropriate divisions.
- (d) Program Directors (Competitive, House League)
1. shall assist the vice-presidents in the development of policy
 2. shall oversee the implementation of policies and programs decided upon by the appropriate Committee and the Corporation
 3. shall assist in the development of each Program's budget
 4. shall supervise the activities of the team managers (Competitive) and convenors (house league) assigned to their programs.
- (e) Secretary/Treasurer
1. shall be the custodian of all funds received by the Corporation and shall be responsible for the management of same.
 2. shall present a financial report at all Board of Directors meetings
 3. shall present an annual audited financial report to the Board of Directors within sixty(6) days of the fiscal year end
 4. shall sign all cheques and other instruments necessary to administer the funds of the Corporation
 5. shall act as Secretary in the absence of the Administrative Secretary and record minutes at meetings of the Members, Board of Directors, or Committees
 6. shall supervise the books, the correspondence, copies of all official letters, and all official documents
 7. shall make the books of the Association opened to inspection by any member with one week's advance notice in writing
 8. shall be responsible for and shall have the authority to specify any purchasing, financial, or other management controls and he/she feels appropriate
 9. shall supervise the purchasing of all equipment, uniforms, and other materials

ARTICLE 9 – ELECTION, TERMS, AND ELIGIBILITY OF BOARD MEMBERS

(a) Method of Election of Board members

1. Nominations for members of the Board of Directors must be submitted in writing to the Chair of the Nominating Committee, within seven (7) days prior to the date of the Annual General Meeting after which date the nominations shall be deemed closed. Nominations shall be for a specific office as described in Article 8.
2. After receiving nominations, the Nominating Committee shall present a list of all duly nominated persons to stand for election at the next Annual General Meeting. This may include both nominations from the membership at large and nominations by committee members.
3. At the Annual General Meeting the Chairman shall determine from the number of nominations submitted for each office whether or not a formal election is required for that office. Where an election is not called for with respect to an office, acclamation by a show of hands shall be deemed sufficient for election to the position. For positions where a formal election is required, when shall be by secret ballot only, and ties shall be broken by secret ballot. There shall be no voting by proxy.

(b) Length of the Terms of Board Positions

1. All positions on the Board of Directors shall have a term of two (2) years.
2. To allow for Annual elections and orderly change, half of the board shall stand for election Yearly on odd and even numbered years as stipulated in the following groups.

Group A (Odd numbered years)	Group B (Even numbered years)
Secretary/Treasurer Vice-President House League Program Director Tier II Program Director Junior House League	President, WMBA Vice-President Competitive Director Tier I Director Senior House League

(c) Eligibility for Board Positions

1. Candidates nominated for the position of President or Vice-President shall have previously served as an active or parent member of the Association.
2. Candidates for other positions need not have been members of the Corporation prior to nomination.
3. Board Candidates nominated for the position of President shall be a current member on the Board for a minimum of two consecutive years.

(d) Vacancies on the Board of Directors

1. Vacancies on the Board of Directors, however caused, may so long as a quorum of Directors (See Article 10) remains in office be filled by appointment from among the Members of the next annual meeting. If there is not a quorum of Directors in office, the remaining Directors shall call a meeting of the Members to fill the vacancies.

ARTICLE 10 - MEETINGS OF THE BOARD

(a) Meetings of the Board of Directors:

1. Meetings of the Board of Directors shall be held at such place or places within the City of Waterloo as from time to time is determined by the. Unless waived by members of the Board notice of such meetings must be delivered or telephoned to all Directors not less than three (3) days before the meeting is to take place.
2. A Board meeting shall be held without notice immediately following the Annual Meeting of the Corporation.
3. The Board of Directors shall meet monthly but shall have the right to waive the meetings of June, July and August.
4. The Board may consider or transact any business either special or general at any meeting of the Board provided proper notice for such is given.
5. Questions arising at any meeting of the Board shall be decided by a majority of votes of Board members with the Chairman having a tie-breaking vote.
6. Parliamentary procedure, as specified in Robert's Rules of Order Revised, shall be followed at all meetings of the Board of Directors.

(b) Quorum for Board Meetings

1. The presence of six (6) of the members of the Board of Directors shall constitute a quorum for the transaction of business.

(c) Representation to the Board:

1. Generally the meetings of the Board of Directors shall be open to any Members who are interested in observing the deliberations. It may be decided, though, that portions of some meetings should be held "in camera". This shall occur whenever, in the judgment of the Chair, circumstances to be discussed require confidentiality.
2. Permission to give representations to the Board meetings may be requested by individuals or groups. Such representations to the Board must be requested in writing with the topics(s) specified. Requests should be sent to the Administrative Secretary of the Corporation to the attention of the President. The latter shall then extend the sender(s) an invitation to attend an upcoming meeting. Wherever possible, this will be the next Board meeting. Otherwise such representation shall be heard at the next succeeding Board meeting thereafter.
3. The Board shall have the right to set a reasonable time limit for such representations although efforts shall be made to see that everyone has an opportunity to be fully heard.

(d) Minutes of the Board of Directors' Meetings

Minutes of any regular and special meetings of the Board shall be available on request from the Administrative Secretary. The minutes will be available within a reasonable time after each meeting. Material deemed confidential in nature will be deleted from those minutes provided for general distribution.

ARTICLE 11 – REMUNERATION, CONFLICTS OF INTEREST AND PROTECTION OF MEMBERS

(a) Remuneration of Director and Active Members:

The Board of Directors and other Active Members of the Corporation shall serve without remuneration. No Board member or other Active member shall directly or indirectly receive any profit from their position, but they may be reimbursed for reasonable expenses incurred in the performance of their duties, by decision of the Board.

(b) Conflicts of Interest

A Board member or other Active member must declare when he/she has a conflict of interest wherever and whenever he/she or one of his/her family members is directly or indirectly involved in a matter before a Committee/Board of which he/she is a member. Once a conflict of interest has been declared, the Board member or Active member shall withdraw from the meeting while discussion and voting takes place on the matter in question.

(c) Disclosure of Interests in Contracts

Every Board member or other Active member who is directly or indirectly interested in an existing contract or proposed contract with the Corporation shall declare his/her interest and absent himself/herself from decision on the contract. A general notice given to the Board or relevant Committee shall be a sufficient disclosure of interest. If a member has made a declaration of his/her interest in a proposed contract he/she is not accountable to the Corporation or to any of its members or creditors for any profit realized from the contract, and the contract is not voidable by reason only of his/her holding office or of the fiduciary relationship established thereby.

(d) Protection of Board Members and Other Active Members

Every Board member or other Active member of the Corporation who has undertaken a liability on behalf of the Corporation and their heirs, executors, and administrators shall at all times be indemnified and saved harmless by the Corporation from and against.

1. all cost, charges and expenses whatsoever which such member sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him/her in or about the execution of duties for the Corporation, and
2. all other costs, charges and expenses which he/she sustains or incurs in or about or in relations to the affairs thereof, except the costs, charges or expenses occasioned by his/her own wrongful and wilful neglect or default.
3. No Board member or other Active member of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other member which may happen in the execution of the duties of his/her respective office or trust or in relation thereto unless the same shall happen by or through his/her own wrongful and wilful act or through his/her own wrongful and wilful neglect or default.

ARTICLE 12 – COMMITTEES

The following committees shall be constituted anew each year. The Committee members shall hold office until the next Annual Meeting or until resignation or dismissal. Except for those Committee members who are Board Members, Committee members shall be appointed and dismissed, if necessary, by the Board of Directors.

(a) Nominating Committee

1. The Board of Directors shall appoint a Nominating Committee of 3 members of the Corporation at the Board of Directors meeting held in September each year.
2. The Committee shall prepare a list of candidates to fill the required positions on the Board of Directors and will present the list to the Secretary-Treasurer no later than 7 days prior to the Annual Meeting.
3. The candidates presented by the Nominating Committee for the Board of Directors must qualify for their respective positions according to Article 9 (c).

(b) Grievance Committee

1. The Board of Directors must establish a Grievance Committee each year whose membership shall consist of the President, Baseball Operations, the Vice-President, Competitive Baseball and the Vice-President, House League Baseball.
2. The Grievance Committee shall exercise its mandate as provided under Article 15.

(c) Competitive Committee

1. The mandate of the Competitive Committee shall be the development of policy, procedures and activities relevant to the Competitive Division which shall include but is not limited to
 - a) A code of ethics for players, coaches and parents and parents
 - b) A policy of player movement
 - c) Conducting meetings with parents and coaches to review the season results
 - d) Reviewing the rules of baseball
 - e) Reviewing the program's policies to ensure that they continue to meet the needs of the players in the program.

2. The Committee shall meet once per month from September to April and at any other such time as deemed necessary by the members and requires a quorum of no less than five (5) members to transact business.
3. Membership of the Competitive Committee shall consist of the Division's
 - Vice-President
 - Program Directors
 - Equipment Manager (playing equipment, first aid and uniforms)
 - Coaching Development Managers
 - Business Managers
 - Business Manager Coordinator
 - Team Coaches and Managers
 - I.C.B.A. Representative
 - Fundraising Coordinator and any person offered membership by the Committee, who by virtue of their knowledge or expertise, can make a positive contribution to the Committee.
4. The Vice-President, Competitive Division shall chair the Committee. All members shall be eligible to participate in the formulation of Competitive Division programming. Other roles may be assigned to a Committee member on an ad-hoc basis as deemed necessary by the Committee

(d) House League Committee

1. The mandate of the House League Committee shall be the development of policy, procedures and activities relevant to the House League Division which shall include but is not limited to
 - a) A code of ethics for players, coaches and parents
 - b) A policy of player movement
 - c) Conducting meetings with parents and coaches to review the season's results
 - d) Reviewing the rules of baseball
 - e) Reviewing the program's policies to ensure that they continue to meet the needs of the players in the program.
2. The Committee shall meet once per month from September to April and at any other such time as deemed necessary by the members and requires a quorum of no less than five (5) members to transact business.
3. Membership of the House League Committee shall consist of the Division's
 - Vice-President
 - Program Director of Senior House League
 - Program Director of Junior House League
 - House League Convenors and any person offered membership by the committee, who by virtue of their knowledge or expertise, can make a positive contribution to the Committee.
4. The Vice-President, House League Division shall chair the Committee. All members shall be eligible to participate in the formulation of House League Division programming. Other roles may be assigned to a Committee member on an ad-hoc basis as deemed necessary by the Committee.

(f) Ad Hoc Committees

1. From time to time, the Board of Directors may appoint Ad Hoc Committees to deal with specific matters.
2. All Committees not heretofore described shall be referred to as Ad Hoc Committees.

3. All Ad Hoc Committees are dissolved immediately upon presentation of their final report to the Board of Directors unless a motion to retain them is made to the Board at the time of that report.

(g) Meetings of Committees

1. Notice of such meetings will be given by the chairperson
2. Unless waived, Notice of such meetings must be delivered or telephone to all Committee members not less than three (3) days before the meeting is to take place.
3. Questions arising at any Committee Meetings shall be decided by a majority of votes with the Chairman having a tie-breaking vote.
4. Parliamentary procedure, as specified in Robert’s Rules of Order Revised, shall be followed.
5. The President and the Administrative Secretary will be advised of the date, place and time of the all committee meetings.
6. Each such committee shall appoint an Administrative Secretary.
7. Minutes of committee meetings must be taken and filed with the Corporation’s Administrative Secretary and shall be available on request. Any material deemed confidential in nature must be noted in the minutes and will be deleted from those minutes if those minutes are being delivered into general distribution.

(h) Ratification

All new rules, regulations or general policy that is developed as well as changes to existing rules Regulations or general policy as recommended by the Competitive, House League or Ad Hoc Committees must be ratified by the Board of Directors as specified in Article 10 (a) 5.

ARTICLE 13 – APPOINTED OFFICIALS

The Board of Directors shall appoint Official each year for the following position as required and the appointments shall be in effect until the next Annual Meeting or until resignation or dismissal:

Administrative Secretary	Equipment Managers
Convenors	I.C.B.A. Representative
Umpire-in-Chief	Competitive Division Managers
Field Operations Managers	Coaching Development Managers
Fundraising Coordinators	Business Manager Coordinator
Public Relations Coordinator	

ARTICLE 14 – RULES AND REGULATIONS

- (a) Rules and Regulations may be established from time to time by the Board of Directors.
- (b) The House League and Competitive Program Committees may also establish Rules and Regulations which shall be effective only after having been approved by a vote at a meeting of the Board of Directors.

ARTICLE 15 – GRIEVANCES AND APPEALS

- (a) There shall be three avenues of complaint or grievance and their appeal. The three levels are:
 1. Through a team’s Manager
 2. Through the relevant Division Convenor and /or Program Director
 3. Through the grievance Committee

- (b) Each of these levels falls under the purview of the Grievance Committee, although the Committee shall not be directly involved with a case until it reaches the Committee.
- (c) Complaints or grievances may be put forward by any Member (cf. Article 4)
- (d) Submission of a grievance or appeal shall be in writing, with details of the grievance and the actions and rules involved.
- (e) The Convenor and/or Program Director involved shall immediately send copies of any written grievance or appeal to the Grievance Committee, the same shall be true of copies of all other communications produced on the matter.
- (f) With forty-eight (48) hours of receipt of the written Grievance, the convenor and/of Program Director Shall notify the complainant of receipt of the submission and shall indicate that the matter will be dealt with within the next 96 hours where practicable or as soon as possible there after.
- (g) The complaint may be further appealed to the Grievance Committee in writing. There shall be a reply given within the next 96 hours where practicable, or there shall be meetings within fourteen (14) days followed by a reply.
- (h) The decision of the Grievance Committee shall be final and binding upon members, with no possibility or further appeal within the Corporation.

ARTICLE 16 – AMENDING THE BY-LAWS

- (a) The By-laws of the Corporation may be repealed or amended if the repeal or amendment is affirmed by a vote of at least two-thirds (2/3's) of the members present at a Special General Meeting or at an Annual General Meeting.
- (b) Any proposed amendments to the By-laws shall be submitted in writing to the Secretary-Treasurer no later than fourteen (14) days prior to such General Meeting. These proposed amendments shall then be discussed and voted upon at the General Meeting.
- (c) All such proposed amendments shall be available for viewing by the membership o later than seven (7) days prior to such General Meeting.

ARTICLE 17 – BANKING AND EXECUTION OF DOCUMENTS

- (a) Banking Arrangements:
 1. The banking business of the Corporation shall be transacted with such bank(s) as the Board designate by resolution.
 2. At least two (2) persons shall be designated by resolution of the Board to transact banking business on the Corporation's behalf including, but without restricting the generality of the foregoing, the operating of the Corporation's accounts and the execution of any documentation relating thereto.
- (b) Audits An audit of the books must be conducted at the end of the fiscal year by such auditor as may be designated by the Board of Directors from time to time.
- (c) Execution of Documents Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by the President and Treasurer.

ARTICLE 18 – FISCAL YEAR

The fiscal year of the Corporation shall end on the 31st day of December in each year.

ARTICLE 19 – GENERAL POLICIES

- (a) The Board of Directors may enact policies and operating procedures from time to time which are Deemed necessary by them to the orderly running of the Corporation and consistent with the By-Laws of the Corporation.

- (b) The structure of the Corporation, including operating subsidiaries, may be amended at the discretion of the Board of Directors
- (c) The Board of Directors may hire persons on a permanent or temporary basis to carry out activities as required for the operation of the Corporation.
- (d) Employment
 - 1. The Corporation will treat its employees in a fair and business-like manner
 - 2. Employment practices will be in accordance with the laws of the Province of Ontario.
 - 3. Payment will be made in a regular and timely manner on the basis of negotiated salary, hourly rate, or per diem or per game basis.
 - 4. Any conditions of employment will be set out prior to a job being offered.
 - 5. All salaries, hourly rates, per diems, honoraria, or per game fees shall be approved by the Board of Directors
 - 6. All appropriate legislation relating to employment standards, practices, workers' compensation, and hazardous materials will be followed.

Enacted this 24th day of November, 1999

Revised November 30, 2011