



**CAMBRIDGE MINOR BASEBALL ASSOCIATION (CMBA)
CONSTITUTION**

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CAMBRIDGE MINOR BASEBALL ASSOCIATION CONSTITUTION

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1. Corporate Identity

The name of the organization shall be *Cambridge Minor Baseball Association* (CMBA) an Ontario not-for-profit corporation adhering to the Ontario Not-for Profit Corporations Act, 2010.

The fiscal year of CMBA shall be from October 1st to September 30th.

2. Objectives

- To provide an opportunity for every eligible person in the City of Cambridge and surrounding areas to participate in baseball
- To promote and improve minor baseball in the City of Cambridge
- To recruit, assist, and develop coaches
- To develop and encourage community spirit in the City of Cambridge
- To aid in the development of character and sportsmanship of our players and coaches and to encourage a positive environment among parents and spectators.

3. Association Membership

Membership in the CMBA shall be composed of voting members and non-voting members who shall agree to, abide by and comply with the CMBA Constitution, all CMBA rules, policies, procedures or protocols and all applicable Codes of Conduct. Members of the organization will not derive any financial gain from the organization. Any profits will be used solely to promote the organization's objectives.

3.1. Voting Members

3.1.1. Members of the Board of Directors (Board Members)

The CMBA Board of Directors consists of elected Executive members (see Section 4 for additional details about the elected Executive) and appointed members at large (see Section 5 for additional details about Board members). All members of the Board of Directors in good standing are considered voting members of the Association and are eligible to vote at all general and special board meetings and the Annual General Meeting (AGM). Executive members are also eligible to vote at Executive meetings.

3.1.2. Honorary Members

Honorary Member status may be conferred by the CMBA Board of Directors for outstanding continuous and meritorious service to CMBA for a minimum of eight years. Honorary Members shall have the rights of all Board members including voting rights at all CMBA Board meetings, special meetings and AGMs.

3.1.3. Lifetime Members

To be appointed a Lifetime Member, the individual must have previously been appointed an Honorary Member. Lifetime Member status can only be conferred upon an individual on the recommendation of the Board of Directors. Lifetime Members must have devoted fifteen years or more of faithful service to CMBA and must be approved by a majority of the Board of Directors.

Lifetime Members shall have the rights of all Board members including voting rights at all CMBA Board meetings, special meetings and AGMs.



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3.1.4. Other Voting Members

Other Voting Members include two active coaches (of the current season) per travel and house league team. These voting members are eligible to vote at the AGM only.

In the event that more than 2 coaches per team wish to attend the AGM, the voting coaches shall consist of the head coach (if attending) and one (or two if the head coach is not attending) assistant coach(es) as determined by the head coach or consensus of those coaches wishing to attend.

3.2. Non-Voting Members

Non-voting members include all players of the CMBA aged 18 years or older or parents/guardians of players that are younger than 18 years old.

4. Elected Executive

The elected Executive members of CMBA shall have control of the affairs of the Association. They shall have the power to fill any Executive vacancies that may occur by majority vote at a special meeting. They shall control the finances and discharge all business of the Association.

The elected Executive is comprised of the following positions:

1. President
2. Executive Vice President
3. Vice President, House League Operations
4. Vice President, Travel League Operations
5. Secretary
6. Treasurer

The election process for Executive positions is defined within section 7.4.2.

4.1. President

The President shall preside at all meetings of the Association and Executive with the usual privileges of the office. The President shall have the power to enforce the rules of the Association and penalize any team, coach, player or parent for any infraction of the same.

4.2. Executive Vice President

The Executive Vice President shall work with the President in directing the operations of the Association. The Executive Vice President shall perform the duties of the President when the President is unable to do so as well as such duties which are assigned by the President.

4.3. Vice President, House League Operations

The Vice President, House League Operations shall be responsible for the overall operation of the House League program and the Select League program.



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4.4. Vice President, Travel League Operations

The Vice President, Travel League shall be responsible for the overall operation of the Travel League program including the Elite Baseball League of Ontario (EBLO) program. This position will also be responsible for representing CMBA at all EBLO meetings.

4.5. Secretary

The Secretary shall keep accurate records and minutes of all meetings of CMBA, distribute them to all Board members and store them within a secure location. The Secretary will give notice of the AGM to all Association members by email or letter 21 days prior to the AGM. The Secretary shall have the authority to cooperate with the President in managing the affairs of the Association in accordance with the CMBA Constitution, policies, procedures or protocols.

4.6. Treasurer

The Treasurer shall be responsible for the funds of the Association. The Treasurer shall pay all of the Association's expenses with co-signature by a second member of the Executive. The Treasurer shall prepare annual budgets for approval by the Board of Directors. All Association funds shall be deposited at a chartered bank or trust company. Complete financial records and vouchers shall be maintained. The Treasurer will coordinate the review of the annual financial statement to be presented at the AGM and coordinate other filing requirements as necessary.

5. Board Members

Any person, 18 years or older, may become a Director of the Board by attending the AGM and requesting to be appointed; or, if unable to attend the AGM, by notifying the Secretary in writing or by email of their wish to become a Director of the Board. Directors may only be appointed to the Board at the AGM or at a special meeting. Board members serve for a term of one year until the next AGM. For clarity, as the existing Board is dissolved at the AGM, existing Board members wishing to continue as Board members must be reappointed to the Board at the AGM.

In order to maintain good standing, Board members must satisfy the following conditions:

1. Must serve on a minimum of one committee or fulfill one appointed position.
2. Cannot miss three regular board meetings in a row. Board members missing 3 meetings in a row will be removed from the Board to facilitate quorum for voting purposes. They may be reappointed to the Board at a special meeting.
3. Must abide by all CMBA policies and any relevant Codes of Conduct.

Members in violation of any one of the above conditions may continue to work as a volunteer of the organization but will forfeit their voting rights. Additionally, persons in violation of these terms may be removed from the Board of Directors in accordance with the rules set out in Section 9.

Honorary and Lifetime members are exempt from conditions 1 and 2 above.

Members should not serve on more than one committee or fill more than one



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appointed position until all other members have fulfilled the obligation to serve on one committee or fulfill one appointed position and committee membership is still required and/or appointed positions are still vacant.

5.1. Immediate Past President

The position of Immediate Past President is an ex-officio position of the Board of Directors with no voting rights. The position shall be for a term of no more than one year. The Immediate Past President must aid in the transition process to the new President and Executive, provide all necessary files and documents used in previous years, and act in an advisory capacity as required.

In the event an Immediate Past President also wishes to serve as an appointed member of the Board of Directors, they shall have voting rights in that capacity so long as they maintain good standing.

5.2. Immediate Past VP House League Operations

The position of Immediate Past VP House League Operations is an ex-officio position of the Board of Directors with no voting rights. The position shall be for a term of no more than one year. The Immediate Past VP House League Operations must aid in the transition process to the new VP House League and Executive, provide all necessary files and documents used in previous years, and act in an advisory capacity as required.

In the event an Immediate Past VP House League Operations also wishes to serve as an appointed member of the Board of Directors, they shall have voting rights in that capacity so long as they maintain good standing.

5.3. Immediate Past VP Travel League Operations

The position of Immediate Past VP Travel League Operations is an ex-officio position of the Board of Directors with no voting rights. The position shall be for a term of no more than one year. The Immediate Past VP Travel League Operations must aid in the transition process to the new VP Travel League and Executive, provide all necessary files and documents used in previous years, and act in an advisory capacity as required.

In the event an Immediate Past VP House League Operations also wishes to serve as an appointed member of the Board of Directors, they shall have voting rights in that capacity so long as they maintain good standing.

6. Appointed Positions

The following positions are appointed by the Board of Directors:

6.1. Director, Junior House League

Reporting to and in collaboration with the VP, House League Operations, the Director, Junior House League is responsible for the planning, organization and operation of the Junior House League program. This shall include team formation, game/practice schedules, equipment and uniform distribution and collection, and Day of Champions among other things.



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6.2. Director, Senior House League

Reporting to and in collaboration with the VP, House League Operations, the Director, Senior House League is responsible for the planning, organization and operation of the Senior House League program. This shall include team formation, game/practice schedules, equipment and uniform distribution and collection, and Day of Champions among other things.

6.3. Director, Select

Reporting to and in collaboration with the VP, House League Operations, the Director, Select is responsible for the planning, organization and operation of the Select program. This shall include coordination of tryouts, coach selection and serving as CMBA's ICBA Select Rep among other things.

6.4. Director, Coach Development

Reporting to and in collaboration with the VPs House League and Travel League Operations, the Director, Player & Coach Development shall be responsible for developing, administering and maintaining development programs for the players and coaches of the House League, Select, Travel and EBLO programs.

6.5. Director, Marketing

The Director, Marketing is responsible for CMBA's online presence and all social media accounts as well as all external branding and logo use in alignment with the association's branding guidelines. The Director, Marketing shall work to promote and enhance CMBA's profile and community presence in a positive manner through advertisement, information sharing and education and the publication of association successes and achievements.

6.6. Director, Sponsorship & Fundraising

The Director, Sponsorship & Fundraising shall be responsible for all aspects of association sponsorship including sponsor identification, contracting and relations as well as the coordination of association and team fundraising in alignment with the association fundraising and sponsorship policy.

6.7. Director, Awards & Special Events

The Director, Awards & Special Events shall Chair the Awards Committee and shall be responsible for the process of soliciting nominations and selecting recipients for CMBA's annual awards. The Director, Awards & Special Events shall ensure that CMBA award recipients are submitted as the association's nominees for the annual ICBA awards. The Director, Awards & Special Events shall also be responsible for leading the coordination of any special programs and/or events endorsed by the Board of Directors including but not limited to: Player of the Week program; participation in the Cambridge Santa Claus Parade, Meet the Elite, movie nights, etc.

6.8. House League Convenors

House League Convenors shall be responsible for recruiting coaches, preparing team rosters and overseeing the operations of their division.



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6.9. Equipment Manager

The Equipment Manager shall be responsible for the budget, purchase, repair, storage, inventory, collection and distribution of Association equipment at the direction and approval of the Executive.

6.10. Assignor of Umpires

The Assignor of Umpires shall be responsible for assigning umpires for all CMBA sponsored games including house league, travel league and select league for regular season and playoff games.

6.11. Umpire-in-Chief

The Umpire in Chief shall be responsible for the recruitment, selection, education, training and supervision of umpires within the Association. The Umpire-in-Chief will also be responsible for the ordering, maintenance, distribution and storage of all umpire equipment at the direction and approval of the Executive.

6.12. Registrar

The Registrar shall be responsible for managing online and in-person registrations. The Registrar reports directly to the Treasurer.

6.13. Webmaster

The Webmaster is responsible for updating the website including the weather status, the appropriate informational materials and notices required by CMBA in order to keep all persons duly informed as requested by the members of the Association.

6.14. Tournament Chairperson

The Tournament Chairperson shall be responsible for conducting tournaments on behalf of CMBA as deemed fit for any particular season.

6.15. City Liaison/Fields Coordinator

The City Liaison/Fields Coordinator shall be responsible for all communication/coordination with the City of Cambridge with respect to field permits and shall coordinate/facilitate all field bookings/reservations within CMBA. They shall cooperate with the VP House League Operations and VP Travel League Operations and shall report to the President.

6.16. Facility (Cubs Den) Manager

The Facility Manager shall be the first point of contact and shall be responsible for the management, communication and coordination of the operations of the CMBA owned and operated training facility. They shall cooperate with the VP Travel League Operations and shall report to the President.

6.17. Other

Other positions may be appointed annually as deemed necessary by the Executive.

7. Meetings

The President shall preside at all meetings of the Association and Executive with the usual privileges of the office. Motions arising at any meeting shall be decided by a majority of votes. In case of ties, the President shall cast the deciding vote,



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which shall be their only vote.

7.1. Board of Directors Meetings

A Minimum of 50% of voting (in good standing) Directors and/or Executive members present for any Board meeting shall form a quorum for the transaction of business. Meetings shall occur monthly on a day and time established by the President and shall be called by the President or Secretary.

A Board meeting may also be called without notice, immediately following the Annual Meeting of the members of the Association.

7.2. Executive Meetings

Executive meetings will be held at the call of the President or three Executive members. A minimum of 50% of Executive members present shall constitute a quorum at an Executive Meeting.

7.3. Special Meetings

The President or Secretary, on the request of two Directors in writing, and by giving forty-eight (48) hours notice, may call a special meeting of the Association, Board of Directors and/or the Executive for pertinent issues such as, but not limited to, Constitutional changes, appointment of new Board members, financial issues, or disciplinary matters.

7.4. Annual General Meetings

The Annual General Meeting (AGM) of the Cambridge Minor Baseball Association will be held on the last Tuesday of October or, if this date is not feasible, on a day reasonably close to this date.

7.4.1. Order of Business at the AGM

The order of business at the AGM shall be as follows:

- Presentation of Awards
- Approval of Minutes of the previous Annual General Meeting
- Secretary's Annual Report
- Treasurer's Financial Report
- The President's Address
- Reading of, and consideration of, official correspondence
- Consideration of constitutional amendments and alterations
- General Business
- Election and Installation of the new Executive
- Dissolution of existing Board of Directors
- Appointment of new Directors
- Adjournment

Advance notice of items discussed under General Business must be received by the Secretary no later than twenty-one (21) days prior to the AGM. Only members in good standing are able to submit agenda items to be discussed under General Business. The President may call an Executive meeting to determine the validity of general business agenda items that have been received by the Secretary.



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7.4.2. AGM Election Process

The Executive shall be elected at the Annual General Meeting in the following order:

1. President
2. Executive Vice President
3. Vice President, House League Operations
4. Vice President, Travel League Operations
5. Secretary
6. Treasurer

All elected Executive positions shall be for a term of two years. They shall be elected as follows:

- The President, Secretary, and Vice President House League Operations, shall be elected in even numbered years to serve for a two year term.
- The Executive Vice President, Vice President Travel League Operations and Treasurer shall be elected in odd numbered years to serve for a two year term.

Nominations for Executive positions must be received by the Secretary no later than twenty-one (21) days prior to the AGM and will be posted on the CMBA website. Any member of the Association may put forward a nomination.

Interested members in good standing may self-nominate.

Nominees for Executive positions must have been a member in good standing of the Board of Directors for the year prior to their nomination.

Members currently holding an Executive position that is not up for election may not be elected for another available Executive position. For clarity, a member cannot hold two Executive positions unless one or more of the positions is a vacant position that the member is fulfilling in an acting capacity until it can be filled by another member.

A member currently holding an Executive position that is up for election may be re-elected for that position or another Executive position. For clarity, a member may hold an Executive position for more than one consecutive term.

Where there is more than one nominee for an Executive position, the position shall be elected by a simple majority vote of those eligible voters present at the AGM and/or the relevant special meeting.

Where there is only one nominee for an Executive position, that nominee may assume the position by acclamation unless a voting member expresses an objection, in which case a vote shall be held. For clarity, a vote is not required unless there are two or more nominees for an open Executive position or an objection to an acclamation exists.

If there are no nominations received for any one or more of the Executive positions prior to the AGM, nominations may be taken for these positions from the floor at the AGM. Such nominees must have been a member in good standing of the Board of Directors for the year prior to their nomination.

If no nominations are received from the floor at the AGM, that position is deemed vacant and may be filled by the Board of Directors by majority vote at a special meeting any time during the fiscal year. The requirement to have been a Board member in good standing for 1 year prior to nomination does not apply when a vacant position is filled after the AGM.

Notwithstanding the foregoing, any nominee for President, whether nominated



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prior to, at, or after the AGM, must have prior experience on the CMBA Board of Directors.

The acclamation and voting procedures described above also apply to nominations accepted from the floor of the AGM and/or at a special meeting after the AGM.

8. Constitutional Amendments

Any change to the Constitution of the Association can only be made at the AGM, or at a special meeting called for that purpose and must have a 2/3 majority of the votes cast in order to carry. Such changes can be proposed by any member of the Association in good standing.

Notice of any proposed constitutional amendments, and a copy of same, must be filed with the Secretary at least 10 days prior to the meeting called for approval of same. The Secretary shall forward a copy of the proposed changes, by email, to each Director at least one week in advance of said meeting.

9. Discipline

The Board of Directors is empowered to remove, by a majority vote on secret ballot, any Executive, Director, Coach, Volunteer, Parent or Player of the Association who is deemed not to be fulfilling their duties and responsibilities, or who is in violation of any of the CMBA, ICBA or OBA Codes of Conduct. A special meeting must be called specifically for this purpose and 75% quorum of the Board of Directors is required.

10. Dissolution

In the event of the dissolution of the Cambridge Minor Baseball Association, any Association funds and/or assets will be turned over to the City of Cambridge, Community Services Division. Such funds and/or assets will be held in trust and returned to any organization or association that successfully reestablishes youth baseball operations in the City of Cambridge. Assets and/or property held or acquired from the proceeds of licensed lottery events (i.e. lottery trust accounts or property purchased with lottery proceeds) shall be returned to the City of Cambridge and distributed to charitable organizations that are eligible to receive lottery proceeds in Ontario.

11. Notwithstanding Clause

The Constitution, rules, policies, procedures and/or protocols of the Association are intended to be general guidelines and cannot specifically cover each situation that may arise. Therefore, in relation to any specific situation, the Executive shall have the authority to interpret and decide, to the best of their judgment, any and all clauses contained or referenced herein and their decision shall be final.