

Little League Baseball Ontario, Inc.

BY-LAWS

as amended October 25, 2008

BY-LAW 1 - MEMBERSHIP

The following shall be entitled to become members of the Association:

- a. All Little League District Associations in Ontario.
- b. The Officers and Executive Committee of the Association.
- c. Little League Associations and other organizations from within or outside of Ontario with similar objectives which may be admitted, at the sole discretion of the Executive Committee, for a limited purpose, for a limited time and with or without the right to vote. At the sole discretion of the Executive Committee dues payable by such other organizations may be restricted to cover only the purpose for which such other organizations are admitted.
- d. Individuals, who may be admitted solely at the discretion of the Executive Committee and by reason that such individuals may make a special contribution to the Association.

All members of the Association in good standing, excluding those other organizations and individuals described in (c) and (d) above, respectively, shall have the right to vote on the affairs of the Association at the Association's Annual Meeting or at other meetings held from time to time.

BY-LAW 2 - WITHDRAWAL, SUSPENSION AND EXPULSION OF MEMBERS

A member may withdraw from membership at any time on written notice to the Secretary. If any member shall wilfully violate or fail to comply with the By-Laws of this Association, decisions of the Executive Committee, or be guilty of any conduct which is deemed detrimental to the welfare of the Association, or be in arrears for fees and assessments with the Association for any year, such member shall be liable to automatic suspension by a two-thirds (2/3) vote of the Executive Committee which suspension will be effective until the next Annual or other meeting of the Association, and, thereafter, to expulsion or re-instatement in accordance with the majority vote of the Members at such a meeting.

BY-LAW 3 - MEETINGS OF THE ASSOCIATION AND ITS COMMITTEES

- a. The Annual Meeting of the Association shall be held at the call of the President between October 1st and not later than December 31st of each year. The

- Association shall hold other General Meetings during the year as it shall from time to time determine.
- b. At all meetings of the Association each member district may be represented by one (1) District Administrator or ADA, who shall be entitled to vote for such member. The President shall not be entitled to vote except in the case of a tie, in which case the President will cast the deciding vote. Proxies are permitted.
 - c. At all meetings of the Association or its Committees voting shall be by a show of hands, unless otherwise agreed upon by the Meeting.
 - d. A quorum for all meetings shall consist of at least 50% of the members or delegates entitled to vote at such meetings.
 - e. A quorum for all meetings of the Executive Committee shall consist of at least 75% of the Officers.
 - f. Notice of the Association's Annual Meeting shall be given in writing at least forty-five (45) days in advance of the Meeting and mailed to all members entitled to attend.
 - g. A Special General Meeting may be called at any time upon reasonable notice by the Secretary on the instructions of the President or Vice-President, or if requested by a petition signed by a majority of the membership of the Association. Such petition must be sent to the President or Secretary and shall state the reason such Special General Meeting is requested.
 - h. For items requiring a vote of the Executive Committee outside of an Annual or Special General Meeting of the Association, the Secretary/Treasurer, at the request of the President or Vice-President, may run a discussion not to exceed 7 days, and a vote by e-mail. The vote is not secret, there are no proxies permitted, and the vote is not complete until all members of the Executive Committee have voted via "Reply All" type of response. The reply may be "I abstain". This implies that the quorum for an e-mail vote is the entire Executive Committee.

BY-LAW 4 - OFFICERS AND DIRECTORS

- a. The Officers of the Association shall consist of the President, Vice President, Past President, Treasurer, Secretary (or Secretary-Treasurer). The President, Vice-President, Treasurer and Secretary (or Secretary-Treasurer) shall be elected by a majority vote at the Annual Meeting of the Association.
- b. All District Administrators (one per district) will be members of the Executive Committee with voting rights. If not already included above, the president, vice-president, past-president and secretary-treasurer and any additional consultants as approved by members at the AGM will be non-voting members of the Executive committee.
- c. The Board of Directors shall consist of the Officers of the Association, the Executive Committee and individuals approved under sections 1(c) and 1(d).
- d. No member of the Executive Committee shall have any active involvement with any tournament team participating in the Association's program.

- e. Consultants for specific program areas (such as Umpires, Softball, Challenger and other areas as the members may decide from time to time) may be elected by a majority vote at the Annual Meeting of the Association.
All elected positions have a one year term in office.
Elected positions do NOT confer a vote on a person who would not otherwise have a vote, except as required to break a tie as noted in 3b).
- f. As long as the Association is entitled to appoint two (2) Directors to the Little League Canada Board of Directors, the Association shall elect one representative to this position at each Annual General Meeting. The term of office will be two (2) years beginning after the Little League Canada Board of Directors meeting held in November of that year. Directors shall be elected by those members who are District Administrators only.

BY-LAW 5 - POWERS AND DUTIES OF OFFICERS

- a. The President shall preside at all Annual and other meetings of the Association and all meetings of the Executive Committee. He shall perform the duties usual to the office of the President.
- b. The President may call a meeting of the Executive Committee at any time and must do so on the request of three (3) members of the Executive Committee.
- c. The Vice-President, in the absence of the President, shall have all the powers and perform all the duties of the President.
- d. The Past President shall perform those duties as assigned by the President and shall offer such advice and guidance to the Executive Committee as may be requested.
- e. The Treasurer shall keep the books of financial records of the Association and of all monies received and disbursed, shall report annually to the Association.
- f. The Secretary shall keep the records of the Association and of the Executive Committee, shall conduct all correspondence, issue notice of all meetings of both the Association and Executive Committee.
- g. The Treasurer and either the President or Vice-President shall be the signing officers of all financial transactions carried on in the name of the Association and shall be the sole signing officers under the seal of the Association. In the absence of the Treasurer, the President or the Vice-President may assume this responsibility in his place and stead.

BY-LAW 6 - DUTIES AND POWERS OF THE EXECUTIVE COMMITTEE

- a. The Management of the affairs of the Association shall be conducted by the Executive Committee or any sub-committee appointed by the Executive Committee.
- b. The Executive Committee, acting by majority vote, shall have the power to fill any vacancy which may occur in the membership of the Committee, and which vacancy may be filled until the next Annual Meeting.

- c. The Executive Committee shall have the power to impose and enforce penalties for violation of the By-Laws of the Association.
- d. The Executive Committee may, by two-thirds (2/3) vote, forthwith remove from office any member of the Executive Committee for neglect of duty, or for conduct tending to impair such member's usefulness.
- e. The Executive Committee shall supervise the collection and authorize the expenditure of funds of the Association provided always that funds coming into the Association shall be allocated in accordance with the purpose so intended; interpret, define and explain all provisions of the By-Laws of the Association, and adjudicate all disputes between members which may arise between Annual Meetings.

BY-LAW 7 - FINANCIAL REVIEW

The books, financial records and accounts of the Association shall be compiled at least once each year by the treasurer or such duly qualified person or persons as the Executive Committee shall from time to time determine. A complete and proper statement of the standing of the books for the previous year shall be submitted at the Annual Meeting of the Association. The books and records of the Association may be inspected by any member of the Association at the Annual Meeting provided for herein or at any time upon giving reasonable notice and arranging a time satisfactory to the Treasurer having charge of same. Each member of the Executive Committee shall at all time have access to its books and records.

BY-LAW 8 - USE AND CUSTODY OF SEAL

The Association's seal shall be used to bind Little League Baseball Ontario Inc. to any and all agreements entered into by the Association. Those officers authorized to sign under Seal, shall maintain custody and control of the Association's Seal. Such Seal shall be kept in the custody of the Secretary.

BY-LAW 9 - BORROWING POWERS

If necessary, monies may be borrowed and used hereinafter provided but not otherwise:

- a. For the purpose of meeting and the operating expenses of the Association or the expenses of operating the various Tournaments sanctioned by the Association when in the opinion of the Executive Committee other resources of the Association are insufficient or cannot be made readily available for such purposes.
- b. For any other purpose of the Association on the recommendation of the Executive Committee and with the approval of the Association given by at least three-fourths (3/4) vote at an Annual or Special General Meeting.

BY-LAW 10 - LAWS

By-Laws may be rescinded, altered or added to by an Extraordinary Resolution passed by a three-fourths (3/4) majority of such members entitled to vote as are present at the Annual or Special General Meeting of the Association of which forty-five (45) days written notice specifying the intention to propose the resolution or an extraordinary resolution has been duly given.

BY-LAW 11 - MINUTES OF THE MEETING

The Minutes of the meetings of the Association and Executive Committee shall be taken and prepared by the Secretary, and copies of the minutes of all meetings of the Association shall be mailed as expeditiously as possible after all meetings, to the members of the Association.

BY-LAW 12 - REMUNERATION

Unless authorized at any meeting and after notice of same has been given, no officer or members of the Association shall receive any remuneration for his services.

BY-LAW 13 - DELEGATES EXPENSES

When approved in advance at the AGM, reasonable transportation, subsistence and hotel expenses of the members of the Association incurred in attending approved events of the Association or in conducting affairs of the Association shall be paid by the Association when funds are available.

BY-LAW 14 - DUES AND FEES

There shall be no dues or fees payable by members except such, if any, as shall from time to time by fixed unanimous vote of the Executive Committee, which vote shall become effective only when confirmed by a vote of the members at an Annual or Special General Meeting. The said dues are payable by June 15th of that given year.

BY-LAW 15 – DISPUTE RESOLUTION

In the event of a dispute between Members of the Association, the President shall form a committee of three members not directly involved in the dispute. This committee should contain at least one Officer (President, Vice-President, Secretary, and/or Treasurer). Each party to the dispute will be asked to submit a brief description of their side of the dispute. The committee can “meet” by telephone or by e-mail if necessary. The committee members will discuss and attempt to mediate a solution if possible. If that is not possible, the committee will vote and their decision will be binding. Any

Member who fails to abide by the decision in a timely fashion will risk being found "not in good standing" and therefore be at risk of being suspended or expelled as per By-Law 2.

Change Log:

2008-10-25: Added BY-LAW 15 (Dispute Resolution), by unanimous 7-0 vote of members present at AGM

2008-10-25: Added item (h) (vote by e-mail) to BY-LAW 3, by unanimous 7-0 vote of members present at AGM