



CONSTITUTION

NEWMARKET MINOR SOFTBALL ASSOCIATION

ESTABLISHED 1974

Incorporated October 22, 1985

REVISION October 2025

Amendments as approved at the AGM 2025-10-23

Under the Ontario Not-for-Profit Corporations Act these By-Law amendments are in force and effect immediately.

CONSOLIDATED BY-LAW – Newmarket Minor Softball Association

(This By-Law replaces NMSA's old Constitution – last updated October 2019)

ARTICLE 1 – GENERAL

- 1.1 Name – *The name of the Corporation shall be the Newmarket Minor Softball Association Inc., hereinafter referred to as N.M.S.A. or Newmarket Stingers.*
- 1.2 Purpose – *This By-law related to the general conduct of the affairs of Newmarket Minor Softball Association (NMSA), an incorporated not-for-profit organization in Ontario.*
- 1.3 Mission – *Newmarket Minor Softball Association's mission is to provide our players in each age group the opportunity to be a part of a team, to provide an enjoyable and memorable experience and to develop a positive learning environment, the value of teamwork and leadership as well as to encourage appreciation and knowledge of the game of softball. The Association will also provide an atmosphere where families can come together and enjoy watching and cheering their children on. We acknowledge and celebrate the long competitive tradition of our program but realize our participants are children, not professionals. It is a priority that their experience be a fun one. The Association is committed to creating and maintaining a sport environment which is free from discrimination and harassment on prohibited grounds; including race, ancestry, place or origin, ethnic origin, citizenship, political opinion, creed, sex, sexual orientation, age, marital, family status, language and any other discrimination or harassment prohibited by applicable law.*
- 1.4 Objectives –
- i. *To improve, encourage and govern all levels and divisions of minor softball in the Town of Newmarket.*
 - ii. *To foster, promote and teach amateur softball and to provide maximum opportunity for all eligible players to participate*
 - iii. *To develop and encourage good sportsmanship and fellowship between all participants for the betterment of their physical, mental and social well-being.*
 - iv. *To develop, organize and facilitate participation and competition.*
 - v. *To promote and foster REP teams and SELECT teams to play competitive ball for the Association.*

- vi. To create a safe, fun and positive environment.
 - vii. To promote NMSA by establishing and maintain a high profile within Newmarket, the softball community and be a positive citizen in our community.
 - viii. To sponsor and promote such athletic, social and other activities as it may contribute to the finances or goals of the organization.
- 1.5 Head Office – The Head Office of NMSA will be located in the Municipality of Newmarket, at such place therein as the Directors may determine.
- 1.6 Ruling on By-Law – Except as provided in the Act, in the event of a dispute the Board will have the authority to make an interpretation concerning any word, term or phrase in this By-law which is ambiguous, contradictory or unclear.
- 1.7 Definitions – The following terms have these meanings in this By-law:
- i) Act – the Ontario Corporations Act, R.S.O. 1990, c. C38
 - ii) Association – Association or NMSA means Newmarket Minor Softball Association
 - iii) Director – an individual elected or appointed to serve on the Board pursuant to this By-law.
 - iv) Extraordinary Resolution – a resolution passed by not less than three-quarters of the votes cast at a General Meeting of Members for which proper notice has been given.
 - v) Ordinary Resolution – a resolution passed by the majority of votes cast in a General Meeting of Members for which proper notice has been given
 - vi) Registered Member – an individual who is admitted as a member of the Association in accordance with this By-law.
 - vii) Softball Ontario – the provincial governing body for the sport of amateur softball in Ontario
 - viii) Softball Canada – the national governing body for the sport of amateur softball in Canada
 - ix) Special Resolution – a resolution passed by not less than two-thirds of the votes cast at a General Meeting, of Board of Directors for which proper notice has been given.

ARTICLE 2 – MEMBERSHIP

- 2.1 Membership – Newmarket Minor Softball Association (NMSA) is an incorporated not-for-profit organization for amateur softball in the Town of Newmarket. The Association shall grant membership and voting privileges annually to any individual 18 years or older who;
- a) Has registered a youth and paid the fee for the current season of play; or
 - b) Is an adult volunteer, player or has been accepted by the Board of the Association to coach, manage or act in a governance capacity for the Association.
- An individual who qualifies under either or both of the criteria above, regardless of the number of youths registered, is entitled to only one (1) vote.
- c) The Board, at its sole discretion, may grant membership and voting rights to any person not meeting the criteria set out above.
- 2.2 Code of Ethics –
- All coaches, assistant coaches, trainers and team managers are expected to sign and honour the NMSA’s Coaches’ Code of Ethics
 - All Executive Members are expected to sign and honour the NMSA’s Executive Code of Ethics
 - All Members are expected to honour NMSA’s Member Conduct Policy.
- 2.3 Police Records Check/Vulnerable Sector Screening – All volunteer Members (coaches or Executives) are expected to produce a current CRC/VSS as provided by The York Regional Police Service or another police service.
- NMSA will reimburse up to \$30 on all accepted and approved CRC/VSS at the discretion of the Board

- Such approved CRC/VSS will be valid for three (3) years subject to all volunteer members signing an Annual Defense Declaration Form.
- 2.4 Member Dues – Membership dues will be as determined by the Board. Though the membership dues may differ between levels of ball being played; there is only one entitlement to vote regardless of cost difference.
- i. The Board may waive the fee at its discretion in the case of financial hardship.
 - ii. The Board may, at its option, also authorize an additional fee for those participants that join the Association but live outside the boundaries of Newmarket.
- 2.5 Resignation – A Registered Member may resign from NMSA by giving written notice to the Secretary. A Registered Member may not resign from NMSA when subject to a disciplinary investigation or action of NMSA. Notwithstanding resignation from membership, a former Member remains liable for any membership dues owed prior to the resignation.
- 2.6 Duration of Membership – Membership is annual, commencing on the date of receipt of a signed registration form by NMSA and will be in full effect, as long as the member remains in good standing, for 364 days thereafter. A member will remain in good standing so long as their membership dues are paid in full and they abide by the provisions in the NMSA Member Conduct Policy.
- 2.7 Reinstatements and Suspension – The Board may, upon the recommendation of the Disciplinary Committee, suspend or revoke the membership of any Member for cause.
- i. The Board may extend the suspension period beyond the current membership year should the cause, in its sole judgment, warrant such further suspension.
 - ii. The Board may reinstate the membership of any Member who resigned or was suspended or had their membership revoked upon application by the Member. The Board is not required to reinstate membership within the current membership year or within the period of suspension but may do so at their sole discretion.

ARTICLE 3 – GOVERNANCE

- 3.1 Board of Directors – The affairs of Newmarket Minor Softball Association’s (NMSA) Board of Directors may be comprised of an elected Secretary, Treasurer/Registrar, Executive Director, Director of Marketing & Social Media, Director of House League, Director of Select, Director of Sponsorship, Director of Uniforms & Purchasing, Director of Equipment, Director of Coach Skills and Development, Director of Player Skills and Development, Director(s) at Large; as appointed by the voting members
- 3.2 Powers of the Board – Except as otherwise provided in the Act or this By-law, the Board has the powers of NMSA and may delegate of its powers, duties and functions. Without limiting the generality of the foregoing:
- i. The Board may make policies, procedures and regulations for managing the affairs of NMSA in accordance with the Act and this By-law.
 - ii. The Board may make policies and procedures relating to management of disputes within NMSA and all disputes will be dealt with in accordance with such policies and procedures.
 - iii. The Board may establish committees to assist with performing the work of NMSA, and may delegate authority to committees.
 - iv. The Board may employ or engage under contract such persons as it deems necessary to carry out the work of NMSA.
 - v. The Board shall have the power to take any reasonable action necessary, within the terms of the Constitution and By-Laws, to enforce compliance with the Rules and Regulations as set out by the Association.

- 3.3 Eligibility to Serve on the Board – In order to be eligible for election as a Director of the Association, an individual must:
- i. Be a current Registered Member who is 18 years of age or older, who has the power under law to vote.
 - ii. Be a resident of Newmarket (this requirement may be waived by the Board on the recommendation of the Nominating Committee with the provision that not more than 50% of the Directors may be non-residents of Newmarket) (Effective 2015)
 - iii. Have been properly nominated by two (2) Members, only one of whom can be an immediate relative, and have agreed to the nomination; on the recommendation of the Nominating Committee (Effective 2015) or from the floor at the Annual General Meeting.
 - iv. Be eligible to be a Director in accordance with the Act; and
 - v. Not currently be the subject of a disciplinary proceeding or have had a finding of misconduct, incompetence or other behaviour inconsistent with the Code of Conduct within the immediate prior three (3) year period preceding the date of the election.
- 3.4 Term – All Directors will serve terms of one (1) year, and will hold their position until their successors have been duly appointed or elected in accordance with this By-law, unless they resign, are removed from or vacate their position. There is no limit on the number of consecutive terms that may be served by a Director.
- 3.5 Resignation – A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board. This resignation will become effective the date on which the request is approved by the Board.
- 3.6 Removal – A Director may be removed by Special Resolution at a Meeting of Directors, provided the Director has been given notice of and the opportunity to be present and to speak at such a Meeting.
- i. The Directors may, by a resolution passed by at least two-thirds of the votes at a Board Meeting, remove any Director before the expiration of his or her term of office should it be established by evidence that the Director being removed has not complied with the Conflict of Interest, Confidentiality Agreement or Member Code of Conduct provisions of this By-law or is not qualified as a Director in accordance with the Act or with this By-law.
 - ii. A Director is automatically removed for being absent for three (3) consecutive meetings of the Board, such removal may be withheld by vote of the Board if the reason for the absence is excusable.
- 3.7 Number of Meetings – The Board will meet a minimum of once (1) per month in person or virtual, and may meet additional as required.
- 3.8 Notice of Meetings – The Secretary of the Board shall notify every Member of the Association of the date, time and location of any Meeting of Members, whether Annual or Special. The notice shall include the agenda for the meeting and other relevant material to the extent possible.
- i. The notice of the meeting should be provided to Members at least 30 days in advance in the case of Annual meetings.
 - ii. The notice of the meeting should be provided to the Board at least 10 days in advance in the case of Special meetings.
 - iii. Notices may be delivered electronically or by pre-paid post to the address of the Member on the records of the Association.
 - iv. The accidental omission to give notice to any Member or the non-receipt of any such notice by any Member or any error in the notice not affecting the substance thereof shall not invalidate such notice or any meeting called by such notice or any resolution passed or other proceeding taken at such meeting.
- 3.9 Meetings Without Notice - Meetings of the Board may be held at any time without notice if all members of the Board are present and waive notice, or if those members who are absent signify their consent in writing to the meeting being held in their absence.
- 3.10 Quorum – Quorum will be two-thirds (2/3) of the Elected Board.

- 3.11 Chair – The chair of any Meeting of Members is the President and if the President is absent from the meeting, the Secretary will preside over the meeting. If the President and Secretary are both absent, a minimum of one director of the Corporation is required to chair a meeting.
- 3.12 Voting – Unless specified otherwise, questions will be decided by a majority vote, where all board members will represent one vote. Should a vote be tied, all board members will be instructed to return to negotiations until a majority can be reached. Voting will be by a show of hands unless the majority of the Board approves a secret ballot.
- 3.13 Closed Meetings – Meeting of the Board will be private, attended only by Members of the Board. Other members may address the Board if invited by a Director. After having addressed the Board, the member will be asked to leave the meeting.
- 3.14 Telephone Meetings – A meeting of the Board may be held by telephone/video conference provided that either the majority of the Board consents to such a meeting.
- 3.15 Participation/Holding by Electronic Means – Any person entitled to attend a meeting of the Members may participate in the meeting by telephone or electronic means that permits all participants to communicate adequately with each other during the meeting if the Corporation makes such means available. A person so participating in a meeting is deemed to be present at the meeting. The Directors or Members, as the case may be, may determine that the meeting be held entirely by telephone or electronic means that permit all participants to communicate adequately with each other during the meeting. All telephone and electronic votes will be reviewed at the next meeting and included into the meeting minutes.
- 3.16 Officers – The Officers of NMSA are the Executive Director, the Secretary, the Treasurer and the Director of House League (should any of the positions be vacant)
- 3.17 No Remuneration – All Officers, Directors or members of a committee will serve their term of office without remuneration except for reimbursement of expenses in accordance with policies approved by the Board.
- 3.18 Conflict of Interest – A Director or member of a committee who has an interest in, or who may be perceived as having an interest in, a proposed contract or transaction with NMSA will disclose fully and promptly the nature and extent of such interest to the Board or committee, as the case may be; will refrain from voting or speaking in debate on such contract or transaction; will refrain from influencing the decision on such contract or transaction; and will otherwise comply with the requirements of the Act regarding conflict of interest.
- a) NMSA Division Convenors -With board approval can coach in the division they convene
 - b) NMSA JD/Intermediate Umpires cannot umpire in the division in which they coach or play.
 - c) NMSA Level 1 Umpires cannot umpire in a division in which they are a coach, convener or player.
 - d) NMSA Umpire in Chief cannot coach in any division in House League.
 - e) The Board reserves the right to make an exception to any of the above for the betterment of the

3.19 DUTIES – BOARD OF DIRECTORS

Executive Director

- Preside and/or chair meetings of the Board and the Annual General Meeting, when present.
- Act as a board administrator ensuring the continued smooth operation of NMSA
- Ensure all orders and resolutions of the Board are carried into effect.
- Assist and advise board members on NMSA objectives, responsibilities and duties to ensure all board members are working collaboratively
- Act as a signing officer for the Association
- Perform such other duties as may from time to time be established by the Board.
- Construct and maintain a flow chart of association activities to be used as a guide for future boards to ensure the continuity of NMSA

Secretary

- *Maintain accurate records of the proceedings of NMSA.*
- *Maintain a current register of all Executive, Coaches, Umpires and relevant personnel, including addresses and telephone numbers.*
- *Pick up mail from the NMSA PO Box from time to time*
- *Collect, track and record all information gathered in by-law 2.2 and 2.3 to ensure all members comply with security and ethical policies.*
- *Maintain a current record of all decisions and appointments.*
- *Confirm assigned duties in writing as required.*
- *Communicate all notices of meetings.*
- *Maintain trusteeship of all intellectual property pertaining to NMSA such as logos and letterhead.*
- *Act as a signing officer for the Association.*
- *Perform such other duties as may from time to time be established by the Board.*

Treasurer / Registrar

- *Conduct and properly record all financial transactions of NMSA and as required by the Act.*
- *Preside over the committee designated to prepare the annual budget to be presented and approved by the Board.*
- *Ensure that all payments are made by cheque, signed by those designated by the Board.*
- *Prepare and submit an annual financial statement to the Board.*
- *Submit interim reports at other times as requested.*
- *Act as a signing officer for the Association.*
- *Perform such other duties as may from time to time be established by the Board.*
- *Apply for diamond permits and work in collaboration with Town of Newmarket regarding any rainout dates requiring a refund.*
- *Oversee registration duties – both hard copy and online registrations. Supply a list of Registered players to all division conveners*

Director of House League

- *Coordinate the activities of the House League*
- *Act as a liaison for the Teams in the League*
- *Schedule all regular season league, tournament, and All Star game schedules*
- *Supervise all division conveners to ensure proper policies, procedures and rules are being followed*
- *Oversee draft team preparations of each division with final approval by the Board.*
- *Work in partnership with Treasurer and The Town of Newmarket to review diamonds playability after inclement weather*
- *Chair, along with Umpire Chief, the NMSA Rules Committee*
- *Will act as a “diamond convenor” and resolve all disputes/protests which are time sensitive.*
- *Will act in concert with the Officers to resolve all disputes/protests that warrant further investigation.*
- *Perform such other duties as may from time to time be established by the Board.*
- *Act as a signing officer for the Association (should any of the Officer positions be vacant)*

Director of Marketing and Social Media

- *Promote NMSA through various media outlets within the community*
- *Oversee and initiate advertising opportunities*
- *Pursue all potential avenues of promotion (Home Show, Registration Dates)*
- *Work in collaboration with Director(s) of Sponsorship regarding team sponsors and advertising*
- *Contact various media outlets for coverage for all NMSA events (local newspapers, magazines)*
- *Work in collaboration with Town of Newmarket regarding upcoming community events*
- *Responsible for all NMSA fundraising events*
- *Perform such other duties as may from time to time be established by the Board.*
- *Oversee all social media, including but not limited to Association website, Facebook, Twitter, etc*
- *Work in collaboration with Secretary; hold all passwords associated with social media for the Association with all administrative privileges as required by the social media sites*
- *Send out E-blasts, Newsletters, Surveys, etc., on behalf of the organization*
- *Perform such other duties as may from time to time be established by the Board.*

Director of Select / Competitive Teams

- *Coordinate the activities of NMSA's Select and Rep Program*
- *Represent NMSA at the OSSTA meetings*
- *Provide Select coaches with upcoming tournament information*
- *Act as a Liaison between Select Coaches and the NMSA Board*
- *Organize NMSA Hosted Select tournaments*
- *Provide information to NMSA's Director of Social Media to update website on Select events.*
- *Perform such other duties as may from time to time be established by the Board.*

Director of Uniform and Purchasing

- *Be responsible for coordinating the purchase of equipment, photos, uniforms, trophies and spirit wear*
- *Be responsible for tendering out above items at the boards discretion when required. (minimum of 3 quotes for purchases \$1000 or higher, if required)*
- *Work in collaboration with Director(s) of Marketing for the promotion and sales of NMSA spirit wear*

Director of Equipment

- *Be responsible for coordinating and purchasing all required equipment for NMSA*
- *Be responsible for and keep an inventory of the equipment held in trust for the Association*
- *Responsible for repair, upkeep, replacement, distribution and return of all equipment*
- *Prepare team bags with appropriate equipment at the beginning of the year and ensure collection of the bags at the end of the year*
- *Work in conjunction with coaches to ensure all equipment is in good condition and replace equipment where needed*
- *Be responsible for loaning out pitching machine and other equipment to coaches on a weekly basis*
- *Supply and coordinate umpire equipment for all umpires and collect at the end of the season*

Director of Sponsorship

- *Revise the upcoming year's sponsor form*
- *Call/Speak to previous year's sponsors*

- Find potential new sponsors
- Gather forms and organize for division request/jersey colour, etc
- Organize, order and deliver sponsor plaques
- Work in collaboration with the Treasurer/ Registrar to sure NMSA receives payment
- Hand out sponsor plaques and a letter of “thanks” when season ends
- Perform such other duties as may from time to time be established by the Board.

Director of Player Skills and Development

- Organize all clinics in collaboration with Softball Ontario including ~~coaches~~ training, CanPitch and umpire clinics
- Actively participate in the recruitment and training for all Members
- Oversee open gym times and rentals in partnership with the Director at Large and Treasurer/ Registrar
- Prepare, organize and implement drills for training sessions
- Coordinate with Director of House League to prepare team rosters and balance teams

Director of Coach Skills and Development

- Organize all coaching clinics in collaboration with Softball Ontario
- Organize coach training within the association
- Prepare and run coach’s information sessions and provide ongoing support throughout the season
- Actively participate in the recruitment and training for all Coaches to ensure all teams have appropriate amount of support
- Create and monitor coaches application
- Work with the secretary to collect all necessary documents from coaches

Director(s) at Large

- Organize and book gym/space rentals for open gyms and Board meetings
- Help point Members to the right Director to answer any questions that they may have
- Help organize and facilitate association events, appreciation nights etc.
- Work in collaboration with the Director of Sales/Purchasing for picture day/schedule and order trophies/medallions for end of season.
- Be responsible for all duties as assigned by the Board of Directors

3.19 DUTIES – EXECUTIVE MEMBERS

Umpire in Chief and Scheduler

- Be a minimum of Softball Ontario trained and certified Level 1
- Be responsible for the recruitment and training of all umpires in partnership with the Director of Skills Development
- Ensure the general conduct and performance standards of all umpires.
- Evaluate all JD/Intermediate Umpires on an on-going basis throughout the season
- Will act in concert with the Officers to resolve all disputes and protests
- Act as a liaison between umpires and NMSA Board of Directors
- Attend NMSA Executive Board Meetings, from time to time, as requested by the Board of Directors

- Assign umpires to house league games, tournaments, exhibition games and other games as requested.
- Constant communication with all umpires on their availability for games.
- Prepare and provide Treasurer with report for umpire payments. Treasurer to issue payment by cheque to umpires but may be distributed by the Umpire Chief and Scheduler
- Observe umpires on the job to see who works well together for the best possible umpired games.
- Ensure all questions pertaining to rules and processes are sent to the UIC for follow up discussion.
- Attend NMSA Executive Board Meetings, from time to time, as requested by the Board of Directors

Learn to Play Convenor

- Be responsible for knowing and understanding Softball Canada's Learn to Play Program/Manual
- Contact/Organize volunteer coaches for the season
- Ensure proper equipment has been ordered/available for all lesson plans
- Set up stations prior to each session
- Run through stations with all LTP volunteer coaches prior to each session
- Step in to run stations when help is needed
- Constantly communicate with parents (rainouts, change of lesson plans, answer any questions)
- Communicate with Board on any updates/concerns/questions pertaining to LTP
- Attend NMSA Executive Board Meetings, from time to time, as requested by the Board of Directors

Division Convenor(s)

- Work with Registrar, Director of HL and Board to recruit coaches and assistant coaches for division
- Keep up-to-date scores
- Be the liaison between coaches/parents/players and Board of NMSA
- Create teams with final review and approval by Board of Directors
- Collect score sheets (physically or electronically) and enter scores on website
- Be accessible for parents and coaches
- Handle any conflicts or discrepancies on the diamond in collaboration with Director of House League
- Supply a call-up list to all coaches
- Attend NMSA Executive Board Meetings, from time to time, as requested by the Board of Directors

ARTICLE 4 – MEETINGS OF MEMBERS

- 4.0 Types of Meetings – General Meetings of Members will include Annual General Meetings and Special General Meetings.
- 4.1 Notice – Written notice of General Meetings will be given to all voting Members at least thirty (30) days prior to the date of the meeting.
- 4.2 Annual General Meeting – NMSA will hold an Annual General Meeting at such date, time and place as may be determined by the Board, at least once every calendar year and no later than October 31st after the adjournment of the previous Annual General Meeting.
- 4.3 Special General Meetings – A Special General Meeting of Members may be called at any time at the discretion of the Board. As well, a Special General Meeting may be called at the discretion of the Board upon receiving written request by a minimum of twenty (20) Members.
- 4.4 Business at Meetings – The report of the auditor presentation and approval of the financial statements, appointment of the new Auditor and report of the Officers and Directors to the Members will be conducted at

the Annual General Meeting. Any other business, including Ordinary, Special and Extraordinary Resolutions, may be conducted at the Annual General Meeting or at Special General Meetings.

- 4.5 Quorum – *Quorum at a General Meeting will be two-thirds (2/3) of eligible voting Members present at the meeting.*
- 4.6 Voting of Members – *All Registered Members who are 18 years or older are entitled to one (1) vote. Unless specified otherwise, questions at General Meetings will be determined by Ordinary Resolution, where a tie vote will fail. Voting will be by a show of hands unless a majority of Members approve a secret ballot.*
- i. *Those individuals who act for the Association but receive remunerations (e.g. Umpires) are not voting members as they are not acting in a volunteer capacity. If these individuals also act in a volunteer capacity they are to be classified as Individual Member and allowed one (1) vote at the Annual General Meeting.*
- 4.7 Procedural Rules – *At any meeting of Members, Board meetings or Committee meetings, the meeting shall be conducted generally in accordance with Robert's Rules of Order as interpreted by the Chair of the meeting or by such other written procedures as adopted by resolution of the Board.*

ARTICLE 5 – FINANCE AND MANAGEMENT

- 5.1 Fiscal Year – *Unless otherwise determined by the Board, the fiscal year-end of NMSA will be October 1-September 30.*
- 5.2 Bank – *The banking business of NMSA will be conducted at such financial institution as the Board may delegate.*
- 5.3 Auditors – *At each Annual General Meeting of Members, the Members shall appoint an external Auditor to hold office until the next Annual General Meeting of Members or until a successor is named or shall by resolution choose not to appoint an external auditor.*
- 5.4 Signing Authority for Financial Transactions – *The Officers of NMSA will have signing authority for all financial transactions conducted in the name of NMSA. All transactions will require any two (2) officers' signatures.*
- 5.5 Execution of Agreements – *All written agreements entered into in the name of Newmarket Minor Softball Association (or NMSA) will be signed by two Officers, except those written agreements identified by the Board in advance as being standard form agreements relating to routine and ongoing operations of NMSA, which may be entered into by one Officer or Director.*
- 5.6 Books and Records – *The Board will ensure that all books and records of NMSA required to be kept by the Act, this By-law or any other statute or law are regularly and properly kept. The Board may from time to time specify a time and place at which Members may view the books and records of NMSA.*

ARTICLE 6 – INDEMNIFICATION

- 6.1 Will Indemnify - *NMSA will indemnify and hold harmless out of the funds of the Corporation each Director and any individual who acts at the corporation's request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including and amount paid to settle an action or satisfy a judgement, which may arise or be incurred as a result of occupying the position or performing the duties of a Director or and any individual who acts at eh Corporations request in a similar capacity.*
- 6.2 Will Not Indemnify – *NMSA will not indemnify a Director or any individual who acts at the Corporations request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon him or her under the Act. For further clarity, the Corporation will not indemnify an individual unless:*

- *The individual acted honestly and in good faith with a view to the best interests of the Corporation; and*
 - *If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had responsible grounds for believing that his or her conduct was lawful.*
- 6.3 Insurance – *NMSA will purchase and maintain in force, liability insurance for all officers, directors and executive members upon acceptance of role on the board.*

ARTICLE 7 – COMMITTEES

- 7.1 Committees – *The Board may appoint such committees as it deems necessary for assisting the Board in carrying out its activities. The NMSA Board of Directors will appoint a chair for each standing committee. Committees are responsible for bringing all recommendations back to the Board for final discussion and approval.*
- 7.2 Standing Committees –
- *Budget Committee*
 - *Special Events Committee*
 - *Uniform Committee*
 - *Rules Committee*
 - *Governance Committee*
 - *Disciplinary Committee*
 - *Appeals Committee*
 - *Nominations Committee*
 - *Any other Committee the Board deems necessary, from time to time.*
- 7.3 Chair – *The chair of the committee as appointed by the Board will be the chair for all committee meetings; in their absence, another individual may be chair of that meeting as elected by the committee members.*
- 7.4 Quorum – *The quorum at committee meetings shall be a simple majority of the members of the committee, one of whom must be a Director. Members who must absent themselves from discussion for a reason of a declared conflict of interest are deemed to have remained in the meeting for purposes of determining quorum.*
- 7.5 Terms of Reference of Committees – *The Board will establish the terms of reference for committees, and may delegate any of its powers, duties or functions to a committee, except where prohibited by the Act or this By-law.*
- *All Committees are open for all eligible Members to participate. All Committee decisions or recommendations must come back to the Board for final approval.*
- 7.6 Committee Appointments – *Committee members serve at the pleasure of the Board and may be removed at any time by resolution of the Board. Appointments to a committee are for a one year period or until the next Annual General Meeting of Members. Committee members who are not Directors are bound by the same concepts of Confidentiality Agreement and Conflict of Interest as Directors.*
- 7.7 Discipline Committee – *Please refer to PPG 3.4 – Member Conduct Policy for more information.*
- 7.8 Appeals Committee – *The Appeals Committee is a Board Committee as a whole. It will be chaired by the President.*
- *Please refer to PPG 3.8 – Appeal Policy for more information.*
- 7.9 Removal from Committees – *The Board may remove any member of any committee.*

ARTICLE 8 – CODE OF CONDUCT

- 8.1 Agreement – The Board shall review and approve annually, prior to accepting registrants for the coming year, a Code of Conduct statement by which all Members, as a condition of their acceptance as a Member, shall agree to uphold.
- 8.2 Awareness – The approved Code of Conduct shall be published on the Association’s website and in such other manners, as are necessary to reasonably ensure that all Members are made aware of its contents.
- Please see PPG 3.4 for more information pertaining for Member Conduct Policy.

ARTICLE 9 – AMENDMENT OF BY-LAW

- 9.1 Special Resolution – This By-law may only be amended, revised, repealed or added to by a Special Resolution. Amendments to the By-Law require 30-days’ notice. (Effective 2017)
- 9.2 Notice – The written notice of the Meeting of Members at which the Special Resolution will be proposed must include details of the proposed resolution to change this By-law. (Effective 2017)
- 9.3 Registration – The amended By-law will take effect after acceptance by the President and Members at NMSA’s Annual General Meeting.

ARTICLE 10 – NOTICE

- 10.1 Written Notice – In this By-law, written notice will mean notice which is hand-delivered or provided by e-mail, facsimile, mail or courier to the address of record of the Officer, Director or Member, as the case may be.
- 10.2 Date of Notice – Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is e-mailed or sent by facsimile, in writing where the notice is couriered, or in the case of notice which is provided by mail, five days after the date the mail is post-marked.
- 10.3 Error in Notice – The accidental omission to give notice of a Meeting of the Board or the Members, the failure of any Officer, Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting.

ARTICLE 11 – ADOPTION OF THIS BY-LAW

- 11.1 Adoption by the Board of Directors – This By-law is presented by the Board of Directors to the voting Members of Newmarket Minor Softball Association, for ratification by Special Resolution, at the AGM duly called and held on October 23, 2025.
- 11.2 Repeal of Prior By-laws – In ratifying this By-law, the voting Members of NMSA repeal all prior By-laws of NMSA provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.
- 11.3 Enactment – This By-law is hereby enacted and will come into force upon its acceptance by the Board.

Dated: 2025-10-23