

BASEBALL PRINCE EDWARD ISLAND
INCORPORATED: 12 SEPTEMBER 1997
CONSTITUTION AND BYLAWS





Section 1: Constitution

Article 1 – Name

Article 2 – Objectives

Article 3 – Head Office

Article 4 – Remuneration

Article 5 – Dissolution

Article 6 – Amendments to Constitution

Section 2: Bylaws

Article 1 – Definitions

Article 2 – Membership and Affiliation

Article 3 – Meetings

Article 4 – Voting

Article 5 – Governance/Board of Directors

Article 6 – Finance and Management

Article 7 – Indemnity

Article 8 – Dissolution

Article 9 – Amendment of Bylaws



CONSTITUTION

Article 1 - Name

- 1.1 The name of the organization will be the Baseball Prince Edward Island Inc., hereinafter referred to as “Baseball PEI”.
- 1.2 The operating name shall be Baseball PEI.
- 1.3 Baseball PEI will be a non-profit and non-sectarian organization.

Article 2 - Objectives

- 2.1 To serve as the official regulating and operating body of baseball throughout the Province of Prince Edward Island.
- 2.2 To foster, encourage, promote and administer the development and growth of baseball in the province of Prince Edward Island by:
 - (a) encouraging and promoting recreational and competitive baseball;
 - (b) developing new Associations across Prince Edward Island;
 - (c) developing membership;
 - (d) certifying coaches and officials;
 - (e) governing the individual Associations on PEI.
- 2.3 To encourage participation of athletes at all levels, regardless of gender, age, ability, and to ensure that all players have a place to play in relation to their playing standard.
- 2.4 To endeavor to improve playing, coaching and officiating standards at all opportunities.
- 2.5 To make all reasonable effort to ensure that baseball on PEI is competitive at both Regional and National levels.
- 2.6 To obtain sufficient funds for the successful operation of Baseball PEI and its affiliated programs, and to disburse such funds in a manner conducive to the well-being of Baseball PEI.
- 2.7 To promote a route for sport development which may include access to university and professional baseball for those who desire it.
- 2.8 To acquire and hold lands and real personal property and to sell, lease or otherwise dispose of same as it shall, from time to time, see fit with power to mortgage or otherwise encumber the same in such way or subject to such conditions, covenants, powers of sale or otherwise, as the said corporation may deem requisite.
- 2.9 To hire or otherwise employ persons to assist in the fulfilment of its other objects and purposes.
- 2.10 To do all such other acts or things as are incidental or conducive to the attainment of the objects and to exercise all and every power set forth in Section 15(1) of the Companies Act, R.S.P.E.I. 1988, Chapter C-14.

Article 3 - Head Office

- 3.1 Baseball PEI shall be incorporated with its head office at 40 Enman Crescent in the City of Charlottetown in the Province of Prince Edward Island.



Article 4 - Remuneration

4.1 Officers and directors/managers shall not be paid for their services.

Article 5 - Dissolution

5.1 In the event of dissolution or the winding up of Baseball PEI, the procedure for dissolution shall be as provided for in the bylaws.

Article 6 - Amendments to Constitution

6.1 Amendments, additions or alterations to the constitution must occur at the Annual General Meeting or a special general meeting called for that purpose. Members must receive at least 21 days notice of the proposed change and at least 2/3's of the members who vote at the meeting must approve the change.



BYLAWS

Article 1 - Definitions

- 1.1 When interpreting any published rule or bylaw the words defined below shall apply:
- Active Individual Member - a person who registers with an organization and pays an annual fee;
 - Associate Member - shall be those who support baseball but are not active participants;
 - Association Member - a group of teams or group of individuals who are registered with Baseball PEI and pay an annual fee;
 - Appeal - the process followed in accordance with published rules when a decision is unacceptable to an individual or Association member affected;
 - Approved by the Membership - the adoption of a motion by a majority of the votes cast by delegates present at an Annual General Meeting, or any General Meeting as convened by Baseball PEI;
 - Board of Directors - the President, Director of Administration and Skill Development, Director of Provincial Teams, Director of 11U Competitions, Director of 13U Competitions, Director of 15U and 18U Competitions, Supervisor of Umpires – PEIBUA (ex-officio) and Executive Director (ex-officio)
 - Board Meetings - are restricted to Board of Directors members only unless by invitation;
 - Competition - one or more games or an event organized or recognized by a host;
 - Decision - any matter voted upon by the Board of Directors or membership of Baseball PEI;
 - Delegate - the individual identified as the representative of a member Association to take part at general meetings and vote on their behalf;
 - Discipline - the process followed in accordance with published rules or policies to establish if an individual or organization has committed an offence;
 - Executive Director - an employee of Baseball PEI responsible for the day-to-day administration of the affairs of Baseball PEI;
 - Governing Organization - that registered organization which, in the context of the rule being interpreted, is the organization delegated to act and is an organization under the jurisdiction of Baseball PEI;
 - Host - a governing organization responsible for a Competition;
 - League - a governing organization that is immediately subordinate to the governing organization which delegates it the right to operate, and controls its teams, for league operation purposes only, in accordance with published rules;
 - Policy - a set of requirements adopted by the Board of Directors interpreting the intent of these By-Laws;
 - Procedure - a set of requirements adopted by the Board of Directors to implement a Policy;
 - Receipted Request - a written request by registered mail, certified mail or trace mail by courier service with the correct fee, if required, in the form of recorded payment;
 - Recorded Payment - a cheque or money order made payable to the governing association;
 - Registered - an individual or organization that is named on the register of a governing organization in accordance with published rules.



Article 2 - Membership and Affiliation

2.1 Affiliation

- 2.1.1 This Association shall be under the jurisdiction of and affiliated with Baseball Canada.
- 2.1.2 Baseball PEI may affiliate with any other organization which, in the opinion of the Board of Directors, benefits amateur baseball in Prince Edward Island.

2.2 Classification of Members

- 2.2.1 Membership in Baseball PEI shall be comprised of:
 - (a) Active Individual
To become an active individual member, an individual must:
 - (i) officially register with the organization;
 - (ii) pay the annual registration fee or dues.
 - (b) Associate
Associate membership shall be open to affiliated sports organizations. Associate members shall not be entitled to vote at any meeting of the membership.
 - (c) Association
To become an Association member, an Association must:
 - (i) officially register with Baseball PEI;
 - (ii) pay the annual registration fee.
 - (d) League
To become a league member, a league must:
 - (i) officially register with Baseball PEI;
 - (ii) pay the annual registration fee.
 - (e) Team
To become a Team member, a team must:
 - (i) officially register with Baseball PEI;
 - (ii) pay the annual registration fee.

2.3 Admission of Members

- 2.3.1 Any individual or Association may become a member in the appropriate category by meeting the requirements in Bylaw 2.2.
- 2.3.2 Each application for membership or affiliation must be accompanied by the annual fee stipulated by the Board of Directors.
- 2.3.3 In the case of Association membership, the Association must also submit a copy of their most recently amended constitution and bylaws.

2.4 Membership Fees

- 2.4.1 The membership year is 1 May to 30 April.
- 2.4.2 The Board decides annual membership fees for each category of members.
- 2.4.3 The annual membership fees must be paid on or before 15 June or a date designated by the Board of Directors of Baseball PEI every year.

2.5 Rights and Privileges of Members

- 2.5.1 Any voting member in good standing is entitled to:
 - (a) receive notice of general meetings of the organization;



- (b) attend any general meeting of the organization;
- (c) speak at any general meeting of the organization;
- (d) exercise other rights and privileges given to Members in these bylaws.

2.5.2 The only members who may vote at general meetings of Baseball PEI:

- (a) Association and Leagues in good standing whose representative is at least 18-years-old;
- (b) President, Director of Skill Development and Administration, Directors of Competition (11U, 13U, 15U and 18U), Director of Provincial Teams; Executive Director.

2.5.3 A member is in good standing when:

- (a) the member has paid membership fees or other required fees to Baseball PEI; and
- (b) the member is not suspended as a member as provided under Bylaw 2.7.

2.6 Resignation or Withdrawal of Membership

2.6.1 Any Member may resign from Baseball PEI by sending or delivering a written notice to the Executive Director or the President of Baseball PEI.

2.6.2 Once the notice is received, the Member's name is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

2.6.3 The membership of a Member is ended upon his/her death.

2.6.4 If a Member has not paid the annual membership fees within three (3) months following the date the fees are due, the Member is considered to have submitted their resignation.

2.6.5 In this case, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

2.6.6 No refund of annual fees will be made to a member upon the cessation of membership.

2.6.7 Although a member ceases to be a member by death, resignation or otherwise, he is liable for any debts owing to Baseball PEI at the date of ceasing to be a member.

2.7 Suspension of Membership

2.7.1 The Board, at a special board meeting called for that purpose, may suspend a Member's membership for an initial period of not more than one (1) month, for one or more of the following reasons:

- (a) if the Member has failed to abide by the Bylaws, codes or policies of Baseball PEI;
- (b) if the Member has been disloyal to Baseball PEI;
- (c) if the Member has disrupted meetings or functions of Baseball PEI; or
- (d) if the Member has done, or failed to stop, anything judged to be harmful to Baseball PEI.

2.7.2 The Board has the power to assign further suspensions.

2.7.3 The affected Member will receive notice of the Board's intention to deal with whether that Member should be suspended or not. The Member will receive at least one (1) weeks notice before the special board meeting.

2.7.4 The notice will be sent by either mail, electronic mail or telephone call to the last known address of the Member shown in the records of the organization. The notice may also be delivered by an Officer of the Board of Directors.

2.7.5 The notice will state the grounds for why a suspension is being considered.

2.7.6 The Member will have an opportunity to appear before the Board of Directors to address the matter. The Board of Directors may allow another person to accompany the Member.

2.7.7 The Board of Directors will determine how the matter will be dealt with and may limit the time given the Member to address the Board of Directors.



2.7.8 The Board of Directors shall provide a written decision outlining its reasons for the decision.

2.8 Expulsion of Members

- 2.8.1 Baseball PEI may, by Special Resolution at a Special General Meeting called for such a purpose, expel any Member for any cause which is deemed sufficient in the interests of Baseball PEI.
- 2.8.2 The Board of Directors will determine how the matter will be dealt with and can provide the opportunity for the Member to submit a written submission to Baseball PEI.
- 2.8.3 A two-thirds majority of the votes cast will pass a special resolution.
- 2.8.4 On passage of the Special Resolution, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

2.9 Appeals

- 2.9.1 A member who is dissatisfied with a decision taken under either 2.7 or 2.8 may appeal that decision to the Head Office.

Article 3 - Meetings

3.1 The Annual General Meeting

- 3.1.1 Baseball PEI shall hold its Annual General Meeting no later than 15 December of each calendar year. The Board of Directors shall set the place, day and time of the meeting.
- 3.1.2 The Director of Administration and Skill Development delivers a notice to each Member Association/League at least twenty-one (21) days before the Annual General Meeting. This notice states the place, date and time of the Annual General Meeting, and any business requiring a Special Resolution.
- 3.1.3 Any member wishing to have an item of business placed on the agenda of the Annual General Meeting shall advise the Director of Administration and Skill Development of such, in writing, within seven (7) days of the notice being sent.
- 3.1.4 The Annual General Meeting shall be attended by all members of the Board of Directors and may be attended by any other Active Individual, Associate, Association, League, or Team member in good standing.
- 3.1.5 Agenda for the Meeting
 - (a) Roll Call, Credentials;
 - (b) Minutes of Previous Meeting;
 - (c) Business Arising from the Minutes;
 - (d) Reports;
 - (e) Consideration of Amendments;
 - (f) Election of Officers and Directors;
 - (g) New Business;
 - (h) Adjournment

3.2 General Meetings

- 3.2.1 A meeting for the membership of the organization which can be called by the Board of Directors when required.



3.3 Special General Meetings

- 3.3.1 A Special General Meeting may be called at any time:
- (a) by a resolution of the Board of Directors to that effect; or
 - (b) on the written request of at least four (4) Directors. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at this Special General Meeting;
 - or
 - (c) on the written request of at least one-third (1/3) of the Voting Members. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at such Special General Meeting
- 3.3.2 The Director of Administration and Skill Development delivers a notice to each Member Association/League at least fourteen (14) days before the Special General Meeting. This notice states the place, date, time and purpose of the Special General Meeting.
- 3.3.3 Only the matter(s) set out in the notice for the Special General Meeting are considered at the Special General Meeting.
- 3.3.4 Any Special General Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting.

3.4 Quorum

- 3.4.1 Attendance by 50% plus one of the voting Member Association/Leagues at the Annual General Meeting is a quorum.

3.5 Proceedings at the Annual General or a Special General Meeting

- 3.5.1 General Meetings of Baseball PEI are open to the public. A majority of the Member Association/Leagues present may ask any persons who are not voting Members to leave.
- 3.5.2 The President cancels the General Meeting if a quorum is not present within one-half (1/2) hour after the set time. If cancelled, the meeting is rescheduled for one (1) week later at the same time and place. If a quorum is not present within one-half (1/2) hour after the set time of the second meeting, the meeting can proceed with the Member Association/Leagues in attendance and those members shall constitute a quorum.
- 3.5.3 The President chairs every General Meeting of Baseball PEI. The most senior Director – in terms of years on the Board of Directors – chairs in the absence of the President.
- 3.5.4 If neither the President nor a Director is present within one-half (1/2) hour after the set time for the General Meeting, the Member Association/Leagues present may choose one (1) of the Members to chair.
- 3.5.5 The President may adjourn any General Meeting with the consent of the voting Members at the meeting. The adjourned General Meeting conducts only the unfinished business from the initial Meeting.
- 3.5.6 No notice is necessary if the General Meeting is adjourned for less than thirty (30) days.
- 3.5.7 Baseball PEI must give notice when a General Meeting is adjourned for thirty (30) days or more. The notice must be the same as for any General Meeting.

Article 4 – Voting

4.1 Voting

- 4.1.1 Each Voting Member, in good standing, has one (1) vote. A show of hands decides every vote at every General Meeting. A ballot is used if at least three (3) voting Members request it.
- 4.1.2 A majority of the votes of the Voting Members present decides each issue and resolution unless the



issue needs to be decided by a Special Resolution.

- 4.1.3 The President declares a resolution carried or lost. This statement is final and does not have to include the number of votes for and against the resolution.
- 4.1.4 Voting by proxy is not permitted.
- 4.1.5 If a motion is tied, then the President casts a vote to break the tie.

4.2 Failure to Give Notice of Meeting

- 4.2.1 No action taken at a General Meeting is invalid due to:
 - (a) the accidental omission to give any notice to any voting Member;
 - (b) any voting Member not receiving any notice; or
 - (c) any error in any notice that does not affect the meaning.

4.3 Written Resolution of All the Voting Members

- 4.3.1 All Voting Members may agree to a resolution in any transmissible form. This resolution is as valid as one passed at a General Meeting. It is not necessary to give notice or to call a General Meeting. The date on the resolution is the date it is passed.

Article 5 – Governance/Board of Directors

5.1. Board of Directors

- 5.1.1 The Board of Directors of Baseball PEI shall be:
 - (a) President
 - (b) Director of Administration and Skill Development
 - (c) Director of 11U Competitions
 - (d) Director of 13U Competitions
 - (e) Director of 15U and 18U Competitions
 - (f) Director of Provincial Teams
 - (g) Supervisor of Umpires – PEIBUA (ex-officio)
 - (h) Executive Director (ex-officio)

5.2 Powers of the Board

- 5.2.1 The Board of Directors shall have full power to conduct all business on behalf of Baseball PEI.
- 5.2.2 The Board of Directors may make policies, procedures and rules for managing the affairs of Baseball PEI.
- 5.2.3 The Board of Directors may make policies, procedures and rules relating to the discipline of members, and shall have the authority to discipline members accordingly.
- 5.2.4 The Board of Directors may make policies, procedures and rules relating to the management of disputes within Baseball PEI and shall have the authority to deal with all disputes accordingly.
- 5.2.5 The Board of Directors may establish committees, appoint members of committees and delegate any of its powers, duties and functions to any committee;
- 5.2.6 The Board of Directors may appoint or employ such persons as it deems necessary to carry out work of Baseball PEI; and
- 5.2.7 The Board of Directors shall have the authority to interpret any word, term or phrase in this bylaw which is ambiguous, contradictory or unclear.



5.3 Election of Board Members

- 5.3.1 All officers of Baseball PEI shall be elected for a two-year term as follows:
- (a) The President, Director of Administration and Skill Development and Director of 15U and 18U Competitions on odd-numbered years;
 - (b) The Director of 11U Competitions, Director of 13U Competitions and Director of Provincial Teams on even-numbered years;
- 5.3.2 Prior to the Annual General Meeting, the President shall appoint a nominating committee which may be chaired by the Executive Director. The nominating committee shall ensure that competent individuals are willing to stand for each elected office. The committee shall put forth such nominations at the Annual General Meeting.
- 5.3.3 Any person wishing to run for election to a position on the Board of Directors must declare his/her intention to the Executive Director by no later than one (1) week prior to the Annual General Meeting.
- 5.3.4 The removal from office of any member of the Board of Directors shall require a two-thirds majority of those present at a special board meeting called for that purpose.
- 5.3.5 Any candidate running for election for a position on the Board of Directors shall be given a maximum two (2) minutes to speak to the voting members prior to the vote being taken. The candidate may decline to use this opportunity if he/she wishes.
- 5.3.6 In the event of a vacancy occurring, the Board of Directors may appoint an individual to fill the unexpired term or until the next general meeting.

5.4 Meetings of Board of Directors

- 5.4.1 The Board of Directors shall meet at least three (3) times per year.
- 5.4.2 A quorum shall consist of 50% plus one of the Board.
- 5.4.3 Each member of the Board of Directors shall be entitled to one vote.

5.5 Duties of the Directors

- 5.5.1 President: Shall preside at all meetings of Baseball PEI and Board of Directors. The President may be appointed as a member of a committee and will be an Ex-Officio member of all other committees. He/She shall call meetings of the Board, is responsible for the overall direction of the Board, and the main spokesperson for Baseball PEI.
- 5.5.2 Director of Administration and Skill Development: Shall attend all general, special, and board meetings, shall prepare and preserve the minutes and records of all meetings, keeps the registry of members of Baseball PEI, prepares and sends notices of meetings attend all general, keeps and preserves correspondence, contracts and other important records, and files annual returns, changes in the directors, amendments to bylaws and other incorporating documents with the Corporate Registry. He/She shall keep the financial statements, supervise spending monies, including signing cheques, works with the auditors on the audit of the financial statements, presents the financial reports to the Board and the AGM. He/She oversee the High Performance/Skill Development Program
- 5.5.3 Director of 11U Competitions: Shall attend all general, special, and board meetings, and shall oversee all competitions in all Leagues at the Mosquito age levels.
- 5.5.4 Director of 13U Competitions: Shall attend all general, special, and board meetings, and shall oversee all competitions in all Leagues at the Peewee age levels.
- 5.5.5 Director of 15U and 18U Competitions: Shall attend all general, special, and board meetings,



and shall oversee all competitions in all Leagues at the Bantam and Midget age levels.

- 5.5.6 Director of Provincial Teams: Shall attend all general, special, and board meetings, and shall oversee all teams representing Prince Edward Island at Baseball Canada National Championships.
- 5.5.7 Supervisor of Umpires – PEIBUA: May attend all general, special and board meetings, and shall be the Prince Edward Island Baseball Umpires Associations voice on the Board of Directors but will not have a vote.
- 5.5.8 Executive Director: Shall, when requested, attend all general, special and board meetings, shall have a voice but no vote. Shall be responsible for the day to day administration of Baseball PEI, under the direction of the Board of Directors.

5.6 Remuneration

- 5.6.1 Officers and directors/managers shall be reimbursed travel and accommodation and other related expenses while representing Baseball PEI on official business. The membership may also grant an honorarium upon approval by the Board/Membership.

Article 6 - Finance and Management

6.1 Fiscal Year

- 6.1.1 The fiscal year of Baseball PEI shall be the one-year period ending March 31st.
- 6.1.2 A third-party review engagement of the financial records of Baseball PEI shall be done annually.

6.2 Borrowing Powers

- 6.2.1 The Board of Directors on behalf of Baseball PEI shall have the authority to:
 - (a) To apply for, secure acquire by grant, legislative enactment, carry out and enjoy any charter, license, power, authority, franchise, concession, right or privilege, which any Government or authority of any company or other public body may be empowered to grant, and to pay for, aid in and contribute toward carrying same into effect.
 - (b) To borrow money on credit of the corporation and to limit and increase the amount borrowed, to issue bonds, debentures or other securities of the corporation and pledge or sell the same for such sums at such prices as may be deemed expedient; to mortgage or pledge the common properties and facilities, including both the realty and the personalty, or both, to secure any bonds or debentures, any other securities, and any money borrowed for the purposes of the corporation.

6.3 Signing Authority and Execution of Contracts

- 6.3.1 All cheques must be signed by the Director of Administration and Skill Development and any one of the following officers: President, Directors of 11U, 13U or 15U/18U Competitions, Director of Provincial Teams, the Executive Director or any other position designated by the Board of Directors.
- 6.3.2 The Board of Directors on behalf of Baseball PEI shall have the authority to enter into any arrangements with any Governmental authority, municipality, local or otherwise that may seem conducive to the corporation's objects, or any of them, and to obtain from any such



Governmental authority, any rights, privileges, concessions which the corporation may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements.

Article 7 - Indemnity

- 7.1.1 The members of the Board of Directors shall not be personally liable for any mistake of judgment, negligence or any acts of omissions made in good faith, except for their own willful malfeasance, misfeasance, misconduct or bad faith.
- 7.1.2 Baseball PEI shall indemnify and hold harmless each of the members of the Board of Directors from all expenses or liability arising out of their position as a member of the Board of Directors.
- 7.1.3. Baseball PEI shall obtain the type of insurance commonly known as “Directors and Officers Liability Coverage” in order to fund this indemnity obligation and also to encourage service on the Board of Directors.

Article 8 - Dissolution

- 8.1.1 It is specifically provided that in the event of dissolution or the winding up of Baseball PEI all its remaining assets after payment of its liabilities shall be distributed to one or more recognized non-profit organizations in Canada.

Article 9 - Amendment of Bylaws

- 9.1.1 No addition, amendment, or alteration shall be made in any part of the bylaws of Baseball PEI except at the annual general meeting or at a special general meeting of Baseball PEI called for that purpose.
- 9.1.2 No addition, amendment, or alteration to the bylaws shall be in order unless notice thereof has been duly given to the Director of Administration and Skill Development of Baseball PEI and the membership at least seven (7) days before the date fixed for the Annual General Meeting or for a specific general meeting called for that purpose.
- 9.1.3 Only Members of the Board of Directors may propose changes to the bylaws.
- 9.1.4 Additions, amendments or alterations to the bylaws may be adopted by a two-thirds (2/3) vote of the members in good standing present at such meeting.
- 9.1.5 Approved changes to the constitution shall be put into effect within thirty (30) days of the Annual general meeting or the special general meeting called for that purpose.
- 9.1.6 Baseball PEI must annually complete Provincial Form 25 (Annual Return for Part II Non-Profit Companies - showing the names and addresses of the Directors). A copy of the revised Bylaws should be attached at that time.