



Constitution

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Article 1: Name

The name of the Club shall be the Thornhill Baseball Club (hereinafter referred to as the Club.)

Article 2: Mission, Purpose

The mission of the Club is:

1. To create supportive and positive experiences for the purpose of building confidence;
2. To provide players with an opportunity to play baseball and have fun within a context of developing and/or improving skills, team play, sportsmanship and competition;
3. To promote positive behaviour and leadership qualities that reflect the norms of societal values; and
4. To respect the dignity of all people – players, coaches, umpires, parents, and members of the Executive of the Club.

The purpose of the Club shall be:

1. To develop the fundamentals of baseball;
2. To provide for all duly registered players an opportunity to participate in the activities of the Club regardless of ability; race, religion, creed, sex, sexual orientation or gender identity; and
3. To promote good sportsmanship and local community spirit.

The Thornhill Baseball Club is not a political organization and as such will neither support nor participate in any political activities.

Article 3: Territory

The territory generally shall include the area known as Thornhill in those areas known as the City of Vaughan and the Town of Markham. Acceptance of registrants from outside the area shall be subject to Club approval and release from any baseball association in whose territory the proposed registrant resides, if applicable. Specifically, the area will be that as approved by the York Simcoe Baseball Association (YSBA), to wit the area bounded on the east by the north-south line of Highway 404, bounded on the south by the east-west line of Steeles Avenue, bounded on the west by the north-south line of Keele Street, and bounded on the north by the northern most east-west line of Highway 7 and Langstaff Road (i.e. the territory within the L3T, L4J and L4K postal codes).

Article 4: Player Eligibility

1. Any player residing in the territory or approved from outside the territory and who is not a member of any other organized baseball team (other than school leagues) shall be eligible to play after being properly registered with the Club. Priority shall be given to Thornhill residents residing within the L3T, L4J and L4K postal codes.
2. All applications for registration must include:
 - a. the player's name, gender, complete address, phone number, e-mail address, birth date, baseball experience, and the player's signature or electronic acceptance of same or, where the player is a minor, the signature of the player's parent and/or guardian or

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electronic acceptance of same. This information is to be provided by the player's parent(s) and/or legal guardian who must also provide his/her/their address(es) and phone number(s). The privacy of such information will be protected as per existing public policy and legislation;

- b. Proof of birth date, by any of the following: birth certificate, passport or evidence of satisfactory registration with the Club in a previous year. Proof of birth date may be waived by the Registrar, except in the case of a player in the Rep or Select program;
 - c. Payment of the registration fees as determined by the Board from time to time;
 - d. A signed Waiver of Liability agreement or electronic acceptance of same;
 - e. Agreement to abide by and be bound by the rules, policies, codes of conduct and the Constitution of the Club signed by the player and, where the player is a minor, signed by the player's parent and/or guardian or electronic acceptance of same;
3. Any player who, subsequent to his/her registration with the Club, becomes a registered player on another organized Baseball team (other than school league) shall be allowed to play for multiple teams, subject to Ontario Baseball Association policies.
 4. Registration fees must be paid prior to the earlier of the first game or practice. In special circumstances, the payment in whole or in part of the registration fees or the date of payment thereof may be waived or altered respectively by the Board of Directors.

Article 5: The Club Membership

The Club membership shall be composed of:

- a. the Board of Directors (hereinafter referred to as the Board)
- b. registered coaches, assistant coaches, managers, convenors, sponsors and umpires;
- c. registered players and/or parents and legal guardians of registered players; and
- d. with respect to registered players and/or parents and legal guardians of registered players, there shall be one vote per registered player at the Annual Meeting and that vote will be the player's if he/she has reached the age of majority or that of either one of his/her parents or legal guardian if the player has not reached the age of majority.

Article 6: The Board of Directors

1. The Board shall be composed of
 - a. Officers:

President
Immediate Past President

Program Leaders

Vice President - Rep Program
Vice President - House League Program
Vice President – Select Program
Vice President – Men's League

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Functional Leaders

Vice President of Finance
Equipment Chairperson
Sponsors Chairperson
Vice President of Operations
Head of Officiating
Vice President of Marketing
Director of Special Events & Tournaments
Director of Training and Development

- b. Directors (voting) - maximum of 6
 - c. Past Presidents (as ex-officio voting members)
 - d. Associate Directors (non-voting)
2. Board members shall be individuals, eighteen years or more years of age.
 3. All Board members must sign a Confidentiality/Non-Disclosure Agreement on an annual basis.
 4. The term of office for all Board members shall be one year.
 5. A person ceases to be a member of the Board of the Club if:
 - a. he/she ceases to be a member of the Club through displacement, death or any other action;
 - b. by notice in writing to the Secretary and President of the Club, he/she resigns his/her office;
 - c. the person becomes a party to litigation, mediation and/or arbitration against the Club;
 - d. he/she is found by a court to be mentally incompetent or of unsound mind; or
 - e. He/she becomes a bankrupt.
 6. Duties of Officers:
 - a. **President**
 - The “President” shall be the Chief Executive Officer of the Club and shall enforce all rules and regulations in accordance with the Constitution and the policies established by the Annual Meeting and the Board.
 - He/she shall be an ex-officio member of all committees and shall submit a report to the Annual Meeting of the activities of the Club for the past year.
 - The President shall be the Club spokesperson to the public or the press.
 - The President, at his/her discretion, or in his/her absence, may designate a voting member of the Board to assume and perform specific areas of the President’s duties.
 - The President shall facilitate both the development and successful execution of the clubs’ short and long-term plans.
 - The President shall work to continuously to build a high-performance Board team.
 - The President shall chair high impact / productive meetings of the board.
 - The President shall oversee the management of TBC club staff.
 - The President shall oversee and ensure the smooth operation of the Values and Discipline committee - http://thornhillbaseball.net/page.php?page_id=61387.
 - The President shall also represent the Club at the York-Simcoe Baseball Association meetings and shall be the Club spokesperson at York-Simcoe to carry out the directions of the Board.

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b. Immediate Past President

- The Immediate Past President shall act in an advisory capacity to the Board, and carry out any duties requested of him by the President or the Board in accordance with the Constitution.

c. Vice President - Rep Program (Program Leader)

- The “Vice President - Rep Program” shall be in charge of the Rep Program, including supervision of team administrative matters such as O.B.A. carding, supervision of managers and coaches, and shall chair the Rep Managers Selection Committee.
- The VP Rep will establish and chair the Rep committee made up of members of the board or staff to deliver the outlined duties.
- The VP Rep shall oversee the submitting of applications on behalf of the Club to host tournaments in Thornhill, ensuring that the necessary facilities are available and appointing Convenors for tournaments and supervising their work, including the administration of the tournament, and reporting to the O.B.A. or other appropriate bodies as the case may be. Applications shall be submitted for such tournaments to be hosted by the Club as shall be determined by the Board from time to time. As support in executing the above, the VP Rep should actively engage the Director of Special Events and Tournaments.
- The VP Rep will work collaboratively with other program leaders on a yearly basis to ensure that the Club has an integrated program to deliver against the Club’s purpose (To develop the fundamentals of baseball; to provide for all duly registered players an opportunity to participate in the activities of the Club regardless of ability; and to promote good sportsmanship and community spirit.).
- The VP Rep, will develop and execute player and coach training & development programs as necessary to develop a competitive program. To this end, the VP of Rep will sit on the integrated training & development committee and partner with the Director of Training and Development to execute the above.
- The VP Rep will build a database of all coaches in the Rep organization and oversee their status in terms of coaching certification & any additional certifications as approved by the Board (e.g. Vulnerable Section Screen, etc.)
- The VP Rep will lead the yearly application process to the York Simcoe Baseball Association in terms of Rep related awards.

d. Vice President - House League Program (Program Leader)

- The “Vice President - House League Program” (VP House League or VP HL) shall be responsible for the day to day operation of the entire House League division, including supervision and direction of all House League Convenors, special events such as opening & closing day, etc. For clarity, the Diamond division is a division which falls within the scope of this role.
- The VP HL will establish and chair the HL committee made up of members of the board or staff to deliver the outlined duties.

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- The VP HL shall also oversee the submitting of applications on behalf of the Club to host tournaments in Thornhill, ensuring that the necessary facilities are available and appointing Convenors for tournaments and supervising their work, including the administration of the tournament, and reporting to the appropriate bodies as the case may be. Applications shall be submitted for such tournaments to be hosted by the Club as shall be determined by the Board from time to time. As support in executing the above, the VP House League should actively engage the Director of Special Events and Tournaments
- The VP HL will work collaboratively with other program leaders on a yearly basis to ensure that the Club has an integrated program to deliver against the Club's purpose (To develop the fundamentals of baseball; to provide for all duly registered players an opportunity to participate in the activities of the Club regardless of ability; and to promote good sportsmanship and community spirit.).
- The VP HL, will develop and execute player and coach training & development programs as necessary to develop a competitive program. To this end, the VP HL will sit on the integrated training & development committee and partner with the Director of Training and Development to execute the above.
- The VP HL will build a database of all coaches in the HL organization and oversee their status in terms of coaching certification & any additional certifications as approved by the Board (e.g. Vulnerable Section Screen, etc.)
- The VP HL will continuously assess the needs of the community and develop and launch, after Board approval, additional innovative and inclusive programs to continuously deliver against the TBC mission and purpose.
- The VP HL will lead the yearly application process to the York Simcoe Baseball Association in terms of house league related awards.

e. VP Select (Program Leader)

- The "Vice President – Select Program" shall be in charge of the Select Program, including supervision of team administrative matters such as O.B.A. carding (as required), supervision of managers and coaches, and shall chair the Select Managers Selection Committee.
- The VP Select will establish and chair the Select committee made up of members of the board or staff to deliver the outlined duties.
- The VP Select shall oversee the submitting of applications on behalf of the Club to host tournaments in Thornhill, ensuring that the necessary facilities are available and appointing Convenors for tournaments and supervising their work, including the administration of the tournament, and reporting to the O.B.A. or other appropriate bodies as the case may be. Applications shall be submitted for such tournaments to be hosted by the Club as shall be determined by the Board from time to time. As support in executing the above, the VP Select should actively engage the Director of Special Events and Tournaments.
- The VP Select will work collaboratively with other program leaders on a yearly basis to ensure that the Club has an integrated program to deliver against the Club's purpose (To develop the fundamentals of baseball; to provide for all duly registered players an opportunity to participate in the activities of the Club regardless of ability; and to promote good sportsmanship and community spirit.).

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- The VP Select, will develop and execute player and coach training & development programs as necessary to develop a competitive program. To this end, the VP Select will sit on the integrated training & development committee and partner with the Director of Training and Development to execute the above.
- The VP Select will build a database of all coaches in the Select organization and oversee their status in terms of coaching certification & any additional certifications as approved by the Board (e.g. Vulnerable Section Screen, etc.)
- The VP Select will lead the yearly application process to the York Simcoe Baseball Association in terms of Rep related awards.

f. VP Men's League (Program Leader)

- The "Vice President – Men's League" shall be in charge of the Men's League Program, including supervision of team administrative matters and supervision of managers and coaches.
- The VP Men's League shall oversee the submitting of applications on behalf of the Club to host tournaments in Thornhill, ensuring that the necessary facilities are available and appointing Convenors for tournaments and supervising their work, including the administration of the tournament, and reporting to the O.B.A. or other appropriate bodies as the case may be. Applications shall be submitted for such tournaments to be hosted by the Club as shall be determined by the Board from time to time.
- As support in executing the above, the VP Men's League should actively engage the Director of Special Events and Tournaments.

g. Vice President of Finance (VPF) (Functional Leader)

- The "Vice President of Finance" will establish and chair a finance committee made up of members of the board or staff to deliver upon the outlined duties.
- He/she will be required to keep all books and accounts covering financial records of the Club and will prepare a financial synopsis and analysis of the financial health of the Club for each meeting of the Board.
- The VPF will prepare and submit a financial statement of the year's activities to the Annual Meeting. He/she shall receive and take charge of all monies of the Club and pay all expenses as approved by the Board as authorized by the Constitution.
- The VPF will facilitate the development of the club's yearly operational and capital budget planning process for board approval. The VPF will manage the Club's administrative infrastructure including but not limited to phone services, mail services, rental space, etc.
- The VPF will manage all necessary filings, submissions and interactions with the CRA. The VPF will appropriately secure and manage (either directly or through the Club's affiliated organizations) a suite of insurance, which meets the Club's legal requirements and would be reasonable for organizations similar in size and profile to Thornhill Baseball.
- The VPF will lead an oversight process over all non-centrally controlled TBC budgets & accounts including Rep teams, Select teams, Men's League, Diamond

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Division, etc. with the objective of collecting reasonable financial information including cash on hand, yearly budgets, actual expenses, sponsorship details, etc. To accomplish the above at minimum the VPF will providing a reporting template and have the respective groups provide updates at the beginning, mid point and the end of every baseball season.

- The VPF will provide a summary report of his/her findings to the board yearly.
- The VPF will manage the following members of the executive: Equipment Chairperson & Sponsorship Chairperson.

h. Equipment Chairperson (Functional Leader)

- The “Equipment Chairperson” will establish and chair the equipment committee made up of members of the board or staff to deliver the outlined duties.
- He/she shall administer the Club equipment storage area; attend to distribution to coaches and teams of necessary equipment, including safety and first aid equipment, and for the collection and repair, if necessary, of the equipment at the end of the season. Additionally, He/she shall maintain and repair equipment throughout the season as required.
- Each year at seasons end, the Equipment Chairperson will conduct a full inventory of all equipment and its relative condition. Results are to be tabulated for presentation and distribution to the Executive no later than the Annual Meeting following a season’s end.
- The Equipment Chairperson shall be responsible for distributing uniforms through a centralized process or via coaches.
- He/she shall maintain & manage the deployment, collection and usage of the Club’s inventory of field resources including lighting keys, L screens, grooming and maintenance equipment, etc.
- The Equipment Chairperson shall be responsible for distributing photographs and trophies through a centralized process or via coaches.
- The Equipment Chairperson will report into the Vice President of Finance in terms of day-to-day management.

i. Sponsorship Chairperson (Functional Leader)

- The “Sponsorship Chairperson” will establish and chair the sponsorship committee made up of members of the board or staff to deliver the outlined duties.
- The “Sponsors Chairperson” shall be in charge of acquiring sponsors, recommending rates of sponsor fees to the Board, arranging for billing and collection of sponsor fees and advising the Vice Presidents of Rep, Select and House League of sponsors’ names and logos for display on team uniforms, and generally for fostering goodwill and Club relationships with sponsors. Additionally, the Sponsorship Chair will lead the Club’s government grant application process as opportunities are uncovered.
- The Sponsorship Chairperson shall work with the Vice President of Finance to help build a database of all sponsors who give to Thornhill either directly or

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through one of the team's who solicit sponsorship directly (e.g. Rep, Select, Men's House Leaguer, etc.). This data will be in part available via reports which the VPF regularly collects from these teams.

- The Sponsorship Chairperson will report into the Vice President of Finance in terms of day-to-day management

j. Vice President of Operations (VPO) (Functional Leader)

- "The Vice President of Operations" will establish and chair the operations committee made up of members of the board or staff to deliver the outlined duties.
- He/she shall be in charge of fields, gyms and other facilities and allocating game and practice times in consultation with the other Vice Presidents, and the appropriate convenors (including rep, select, house league, senior house league, etc.). Specifically, the VPO on a yearly basis will work to understand the number of planned Club team's and the needs of those team's, and based on strategic direction from the board, allocate field, gym and other resources. In addition to the yearly allocation process, the VPO will maintain a system to manage and optimize the use of these resources (e.g. if X team will not be using Y field on June 21st, a process is in place to communicate the field's availability and allow team's looking for field time to book this field).
- Duties shall also include responsibility for advocating and dealing with municipal authorities to acquire sufficient playing fields to meet the Club's requirements and for supervising and recommending Club input into field maintenance by the municipal authorities.
- This position shall also be responsible for the maintenance and overseeing game time operation of the Bishop Cross scoreboard if applicable.
- The VPO shall maintain and manage a process to manage field closures in the event of rain (e.g. communication process, securing credits from the city, etc.)
- He/She will provide day to day direction over the Operations administrator if this position is filled.

k. Head of Officiating (Functional Leader)

- The "Head of Officiating" will establish and chair the Umpiring committee made up of members of the board or staff to deliver the outlined duties.
- The Head of Officiating shall be the liaison between umpires and the Board and convenors.
- He/she is responsible for recruiting, developing, training and the performance of the umpires.
- He/she shall recommend rates of remuneration to the Board for approval on a yearly basis. Additionally, he/she will establish rules of conduct for the umpires, and be responsible for umpire disciplinary action. Additionally, he/she will oversee the payment of umpires.
- In the event of disputes involving umpires, the Board may request the Head of Officiating to submit a report to the Board relating thereto.
- The Head of Officiating will liaise with YSBA on matters related to umpiring on behalf of Thornhill Baseball.

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- He/She will provide day to day direction over the Operations administrator if this position is filled.

I. Vice President of Marketing (VPM) (Functional Leader)

- The “Vice President of Marketing” shall be responsible for positioning Thornhill Baseball Club positively within the community and for helping the Club to achieve it’s defined strategic objectives by providing marketing expertise and support.
- The VPM will establish and chair the Marketing committee made up of members of the board or staff to deliver the outlined duties.

Specifically, the VPM will:

- Develop and recommend to the Board a comprehensive Thornhill Baseball Club brand strategy (e.g. what are approved TBC brand icons, how will these be used, etc.) and for the execution of the noted brand strategy following approval by the Board;
- Manage the Club’s website and other online/social media properties;
- Develop and recommend to the Board a yearly promotional plan (historically billboards) and will lead the execution of the approved plan;
- Provide standards and oversight over all database / web site e-blasts for all divisions. Additionally, incorporate new technologies which continue to improve the effectiveness of TBC communication programs.
- Develop and execute Public Relations and media relations strategy based on approval by the Board.
- Establish uniform standards for all divisions including House League, Select, Rep, Men’s House League, etc. which factor in brand considerations, costs considerations, vendor considerations, etc. This work will happen in partnership with the respective Program VP’s and based on approval by the Board;
- Develop a program to sell & market Club merchandise for public sale based on approval by the Board.
- Establish internal policies and procedures related to the use of the TBC brand by Sponsors and how Sponsors brands will be used and presented by Thornhill. This work will happen in partnership with the Sponsorship Chairperson and based on approval by the Board.
- Lead and oversee the execution of the year end banquet or other year end program based on approval by the Board.
- Manage the following members of the executive: The Director of Special Events / Tournaments.

m. Director of Special Events & Tournaments (Functional Leader)

- The “Director Special Events & Tournaments” shall act as a resource to support the planning & successful execution of notable Special Events (for example the year end banquet) as directed and supported by the Vice President of Marketing and Tournaments as directed and supported by the respective program Vice President (e.g. Rep, Select, House League, etc.)
- The Director of Special Events & Tournaments will report into the Vice President Marketing in terms of day-to-day management.

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n. Director Training and Development (Functional Leader)

- The “Director Training & Development” shall be responsible for overseeing all aspects of the Club’s player and coach training & development programs to ensure Thornhill baseball has an integrated program which not only helps the individual but the quality of play in Thornhill more generally.
- The Director of Training & Development will establish and chair the Training & Development committee made up of members of the board, including the VP of House League, VP Select and VP Rep, and staff as necessary to deliver the outlined duties.
- Specifically, the Director of Training & Development will:

For Players

- Assess the state of player development at all levels within the organization (from T Ball to AAA).
- Determine where the biggest gaps & opportunities for development are.
- Working with the VP of Rep, Select and House League develop an integrated training and development plan for Board approval and report on progress regularly
- Support the VP of Rep, Select and House League to successfully execute existing and new training & development programs based on the plan as defined above.
- Provide guidance on a yearly basis to the Club as to how to best optimize the structure of House League, Select and the Rep programs to ensure there are this is an integrated and logical set of competitive teams available for kids of all skill levels

For Coaches

- Assess the state of coaching development at all levels within the organization
- Determine where the biggest gaps & opportunities for development are
- Working with the VP of Rep, Select and House League develop an integrated training and development plan for Board approval and report on progress regularly
- Support the VP of Rep, Select and House League to successfully execute existing and new training & development programs based on the plan as defined above.
- The Director of Training & Development will take over responsibility for yearly attendance for the best ever clinic or alternatives if recommended and approved by the Board
- As part of this role, The Director of Training & Development will review TBC’s commitment to the True Sport Canada movement
http://thornhillbaseball.net/page.php?page_id=61382

7. Directors

The Directors shall carry out any duties requested of them by the President in the administration of the Club, including, but not limited to, the convening, operation of the Club’s website, conducting the

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Club's publicity activities, ensuring the provision of photos and trophies and the scheduling of umpires. *Directors will actively volunteer and support 1 or more of the above-mentioned committees.*

8. Past Presidents

The Past Presidents, after fulfilling the role of Immediate Past President, shall continue to have the status and privilege of ex officio voting Director and shall provide advice and consultation to the Board and perform such other duties or serve on such committees of the Board as the President may request of them.

9. Associate Directors

Because it is desirable to involve new people and to bring fresh ideas and approaches forward, and to provide a training and learning environment for such new people, the Board shall include such other members, as non voting Associate Directors, as may seem appropriate to the Board, who shall be entitled to attend meetings of the Board, express opinions and views on issues before the Board, serve on committees and perform such other duties as may be assigned to them, with a view to gaining the wide perspective and experience of the Club's activities and the role of community baseball, necessary to the proper performance of the role of Director and/or Officer in the future.

10. Conflict of Interest

The Club may not enter into any contract for the provision of goods and/or services which involves any expenditures of funds by the Club with any member of the Executive of the Club, unless such member has given notice to the Board declaring his interest in the contract prior to it being discussed and decided upon by the Board, and he or she shall be allowed to participate in the discussion regarding the contract but must abstain in any voting. Any contract entered into by the Club contrary to the foregoing provision is void and of no effect.

11. Removal of Officers/Directors

Board members of the Club may, by a resolution passed by at least two-thirds of the votes cast at a meeting of which proper notice specifying the intention to pass such resolution has been given, remove any Officer or Director before the expiration of his/her term of office and may, by majority of the votes cast at such meeting, elect any member in his/her stead for the remainder of the term of office.

12. Displacement/Resignation of the President

In the event of the displacement or resignation of the President, the Vice President who has served the longest time as a member of the Board shall become the interim President until ratification by the Board at the next Board meeting. At the same meeting that the new President is being ratified, a vote shall be held to determine the status of the immediate Past President.

13. Displacement/Resignation of Officers/Directors

In the event of the displacement or resignation of any other Officer or a Director, the President may appoint an existing member of the Board or a member of the Club to the position to carry out the duties of the position until someone is ratified at the next meeting of the Board.

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14. Remuneration of Board Members

Board members shall serve without remuneration and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be paid reasonable out-of-pocket expenses (said expenses may include cell phone, copying, gas, meals, hotel rooms) incurred in the performance of their duties or any honorarium the Board deems necessary or appropriate.

Article 7: Meetings

1. Annual General Meeting

The Annual General Meeting (AGM) shall be called by the President no later than November 15th in each year. All Club members are to be invited to the AGM and shall have the right to vote there at. Notice of the AGM shall be advertised on the Club's web site, a blast email to all registered club members shall be sent and any other means of communication as deemed necessary by the board at least three (3) weeks prior to the said AGM.

The order of business of the Annual Meeting shall be as follows:

- a. approval of the Minutes from the previous Annual Meeting (to be distributed one week prior to the current Meeting)
- b. the President's report
- c. the Vice President of Finance financial report
- d. reports of other Officers and Directors
- e. Amendments to the Constitution, if any
- f. Motions
- g. Election of Officers and Directors and appointment of Associate Directors for the subsequent year.
- h. New Business

Other than as provided herein, all motions shall be approved by a simple majority of the Club members present.

2. Special Meetings

The President shall call a Special Meeting of the Club when;

- a. he/she is requested to do so by a majority of the voting members of the Board;
- b. he/she is requested to do so in writing by any twenty-five (25) Club members; or
- c. At the discretion of the President.

3. Meetings of the Executive Committee & Board

- a. Meetings of the Executive Committee & Board shall be organized in the following way:
 - a.1. The executive committee comprised of Board members holding the following positions President; VP Rep, VP House League; VP Select; VP Men's League; VP Finance; VP Operations; Head of Officiating; VP of Marketing and as needed Staff, shall meet a minimum of six (6) times in a fiscal year (November 1st to October 31st), with the goal of one to two (1-2) of these meetings per quarter. These meeting will focus on the day-to-day operational matters of the Club. No official Board votes will take place at these meetings.

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- a.2. The full Board, shall meet a minimum of four (4) times in a fiscal year (November 1st to October 31st), with the goal of one (1) of these meetings per quarter. These meetings will focus on updates, key discussion points and will be an official forum for Board votes.
- b. The number of Board members required at a full Board meeting for a quorum is a minimum of either seven (7) Officers only or a combination of Officers and Directors of 10.
- c. Each member of the Board shall have a single vote.
- d. Other than as provided herein, all voting matters shall be decided by a simple majority of the Board members present.
- e. All decisions of the Board made by a vote are final. Such decisions of the Board can only be brought back for reconsideration at the same meeting they are made or at a subsequent meeting by first obtaining a two-thirds majority of the Board members present to do so.
- f. Board meetings can only be attended by members and invited guests.
- g. The agenda of each Meeting of the Board shall include an opportunity for presentations from non-Board members of the Club and/or the discussion of issues of concern to non-Board members of the Club. All such items will be referred to the Board for further discussion and a decision during that meeting of the Board or a subsequent meeting of the Board. The Board will also determine the extent of the message to be communicated concerning its decision.

4. Amendments to the Constitution

- a. Articles –
 - i. Articles of the Constitution may be amended only at the Annual Meeting, and must be approved by a two-thirds majority of the Club members present
 - ii. Any amendment to the Articles proposed by an individual Club member must be submitted to the Secretary in writing, and seconded by another Club member not less than fourteen (14) days prior to the Annual Meeting.
 - iii. The Board may submit proposed changes to the Articles, providing such proposed changes are first approved by a majority vote of the Board.
 - iv. All proposed Amendments to the constitution should be communicated (via a posting to the web site and an email to the Club) not less than ten (10) days prior to the Annual Meeting.
- b. Rules and Regulations -The Rules and Regulations may be amended at any meeting of the Board by a simple majority of the voting Board members present.

Article 8: Management

The management and administration of the Club shall be vested in the Board with power to take any action within the scope of the Articles and the Rules and Regulations of the Constitution.

The Board shall:

- a. appoint such standing committees or other personnel as it shall consider necessary for the efficient operation of the Club;
- b. delegate authority to committees who shall then act within the scope of the authority so delegated;
- c. select, place, replace, suspend or dismiss, for cause, umpires, players, managers, coaches, assistant coaches, and convenors of House League, Select, Rep & Men's League teams as is deemed appropriate or necessary;
- d. determine annual registration fees in accordance with the forecasted budget of the Club;

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- e. appoint Directors to fill any vacancies of the Board where necessary, or appoint new Directors in replacement of any incumbent Director who has failed to attend meetings of the Board on a regular basis, or to participate in Club deliberations or activities, or has failed to attend three consecutive meetings of the Board without explanation satisfactory to the Board;
- f. declare such honoraria as it may deem appropriate;
- g. arrange for sponsors and determine sponsor fees; and
- h. Conduct fund raising activities.

Article 9: Nominating Committee

1. A Nominating Committee chaired by the Immediate Past President, or in his absence a Past President appointed by the President, shall be formed prior to the end of the season. The Nominating Committee Chairperson shall appoint a committee of not less than three (3) members of the existing Board. The said committee shall select a slate of eligible candidates for election to the Board, and shall submit such slate to the Board for approval by the Board prior to publication of the Notice of Annual Meeting required under Article 7(1). The proposed slate shall be published at least three (3) weeks prior to the Annual Meeting.
2. A nominee, to be eligible for nominee for the office of President, must be a member of the existing Board.
3. Nominations for positions as Officers of the Board must be submitted to the Secretary in writing not less than fourteen (14) days prior to the Annual Meeting. Such nomination must include the signatures of the proposer, the seconder, and the written consent of the nominee.
4. Nominations for the position of Director (voting) may be proposed from the floor at the Annual Meeting or the nominator has the written consent of the nominee available and files same with the Secretary.
5. The proposed executive slate will be presented at the Annual Meeting with vacancies if vacancies exist and will be republished as vacancies are filled
6. Should an Officer position become/remain vacant at any time throughout the year, said position may be filled with the approval of the existing Board of Directors at the time a candidate becomes available.

Article 10: Rules and Regulations

Rules and Regulations for the operation of the House League Program shall be formulated by the Convenor of each House League division, in consultation with the President and the Vice President - House League Program, and must be reviewed and ratified by the Board annually at its April meeting or prior to the start of the House League season.

The House League Rules may also be amended from time to time as circumstances require. Any such additional changes made to the House League Rules during the season are to be brought to the attention of the Board and approved at the next meeting of the Board.

Conduct within the spirit of the Club's Code of Conduct is expected of players, assistant coaches, coaches, managers, umpires and parents/spectators. Coaches and managers will promote positive behaviours that reduce the likelihood of disrespect and violence. All Coaches and assistant coaches must sign and adhere to the Club's Code of Conduct.

Article 11: Sponsors

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In addition to the regular sponsorship fees as set annually by the Board, any additional expenditures by a sponsor for the Club shall be reported to the Board.

Article 12: Representative Teams

- a. A representative (Rep) program will be organized for all divisions of the Club provided that interest is sufficient to warrant a team or teams in each division. Players are to be selected on the basis of their ability and should exhibit qualities of good sportsmanship and behaviour.
- b. The Rep Program shall be conducted in accordance with Club policies, rules and regulations, the Constitution, and the rules and regulations of the York-Simcoe Baseball Association and the Ontario Baseball Association.
- c. All Rep Managers/Coaches must conduct all aspects of their teams' operations in full compliance with the Rep Coaches Manual. The Manual will be maintained and distributed by the Vice President – Rep. Any and all changes to the Manual must be approved by the Board.
- d. The Board, through and on recommendation and advice of the VP of Rep and his/her committee for Coach/Managers Selection, shall be responsible for recruiting and appointing Rep team Managers/Coaches. The VP of Rep is responsible for the supervising of all Coaches/Managers in adherence to Club policies and the Constitution. All managers /Coaches' positions are to be reviewed at the end of each season. Coaches/Managers wishing to return, as well as new applicants for Coaches/Manager positions forward their intentions to the Vice President - REP directly after the OBA season comes to an end. All new REP Head Coach/Manager Candidates must be brought to the board of directors by the Chair of the selection committee (VP of Rep) for the approval by the board of directors.
- e. The Rep team should contain a fixed number of players, but may sign House League or Select players for occasional use without affecting the eligibility of the House League players for House League competition. However House League games have a priority over being called up to play with a Rep Team. The Rep Manager/Coach will be responsible for selecting his team roster before the commencement of the York-Simcoe league schedule, but may add players up to such later date as may be fixed by the Ontario Baseball Association for final Rep team registrations.
- f. Each Rep team is responsible for maintaining accurate and timely financial information and shall submit to the Board, its players and their parents, prior to the beginning of its season, a budget statement showing all income and planned disbursements and, at the end of its season, a document summarizing all disbursements, income and the use of any surplus funds.
- g. Conduct within the spirit of the Club's Code of Conduct is expected of players, assistant coaches, coaches, managers, umpires and parents/spectators. Coaches and managers will promote positive behaviours that reduce the likelihood of disrespect and violence. All Coaches and managers must sign and adhere to the Club's Code of Conduct.
- h. Rep players and coaches/managers shall be subject to all Club disciplinary rules, policies and regulations, as are House League players, and applicable rules and regulations of the York-Simcoe Baseball Association and the Ontario Baseball Association.
- i. Rep player shirts belong to the team, and it is each team's right to screen player names on the shirt backs. No sponsor's name or logo shall appear on the shirt back. Sponsors' names or logos shall only appear on the sleeves of the shirt.
- j. Teams may purchase a second team shirt with club approval. It is recognized that the Red shirt will used as the home shirt with the second shirt being used as a road jersey only.
- k. It is recognized that each year the Club appoints a sole approved supplier of Rep team uniforms and related baseball clothing. Accordingly, no team member shall be allowed to

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purchase any Thornhill Baseball clothing or related baseball wear from an alternate supplier without prior approval of the Executive. Logo copyright must be respected. Only the recognized Rep program logo or the Club's logo may be used on team hats and on the fronts of team shirts/jerseys and/or jackets.

- l. All Rep equipment that is paid for and provided by the Club is the property of the Thornhill Baseball Club. If teams purchase additional equipment they may do so at their own expense. Such expenses must be reflected in the team's post season financial statements.
- m. The Thornhill Baseball Club Rep teams shall be known as and named the "Thornhill Reds".
- n. No Rep or Elite Player is permitted to play in Thornhill Baseball House-league or Select program

Article 13: Select Teams

- a. A Select program will be organized for all divisions of the Club provided that interest is sufficient to warrant a team or teams in each division. Players are to be selected on the basis of their ability and should exhibit qualities of good sportsmanship and behaviour.
- b. The Select Program shall be conducted in accordance with Club policies, rules and regulations, the Constitution, and the rules and regulations of the York-Simcoe Baseball Association and the Ontario Baseball Association (OBA).
- c. All Select Managers/Coaches must conduct all aspects of their teams' operations in full compliance with the Select Coaches Manual. The Manual will be maintained and distributed by the Vice President – Select. Any and all changes to the Manual must be approved by the Board.
- d. The Board, through and on recommendation and advice of the Select Managers Selection Committee, shall be responsible for recruiting and appointing Select team Managers/Coaches and supervising the adherence to Club policies and the Constitution. All managers' positions are to be reviewed at the end of each season. Managers wishing to return, as well as new applicants for Manager Positions forward their intentions to the Vice President – Select directly after the OBA season comes to an end.
- e. The Select team should contain a fixed number of players, but may sign House League players for occasional use without affecting the eligibility of the House League players for House League competition. However, House League games have a priority over being called up to play with a Select Team. The Select Manager/Coach will be responsible for selecting his team roster before the commencement of the York-Simcoe league schedule or the OBA schedule, but may add players up to such later date as may be fixed by the Ontario Baseball Association for final Select team registrations.
- f. Each Select team is responsible for maintaining accurate and timely financial information and shall submit to the Board, its players and their parents, prior to the beginning of its season, a budget statement showing all income and planned disbursements and, at the end of its season, a document summarizing all disbursements, income and the use of any surplus funds.
- g. Conduct within the spirit of the Club's Code of Conduct is expected of players, assistant coaches, coaches, managers, umpires and parents/spectators. Coaches and managers will promote positive behaviours that reduce the likelihood of disrespect and violence. All Coaches and managers will sign and adhere to the Club's Code of Conduct.
- h. Select players and coaches/managers shall be subject to all Club disciplinary rules, policies and regulations, as are House League players, and applicable rules and regulations of the York-Simcoe Baseball Association and the Select Ontario Baseball Association.

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- i. Select player shirts belong to the team, and it is each team's right to screen player names on the shirt backs. No sponsor's name or logo shall appear on the shirt back. Sponsors' names or logos shall only appear on the sleeves of the shirt.
- j. Teams may purchase a second team shirt with club approval. It is recognized that the Red shirt will be used as the home shirt with the second shirt being used as a road jersey only.
- k. It is recognized that each year the Club appoints a sole approved supplier of Select team uniforms and related baseball clothing. Accordingly, no team member shall be allowed to purchase any Thornhill Baseball clothing or related baseball wear from an alternate supplier without prior approval of the Executive. Logo copyright must be respected. Only the recognized Select program logo or the Club's logo may be used on team hats and on the fronts of team shirts/jerseys and/or jackets.
- l. All Select equipment that is paid for and provided by the Club is the property of the Thornhill Baseball Club. If teams purchase additional equipment they may do so at their own expense. Such expenses must be reflected in the team's post season financial statements.
- m. The Thornhill Baseball Club Select teams shall be known as and named the "Thornhill Reds".

Article 14: Indemnities of Officers and Directors

Every Officer or Director of the Club or any other person who has undertaken or is about to undertake any liability on behalf of the Club and his or her heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Club, from and against:

- a. All costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her, in or about the execution of the duties of his or her office; and
- b. All other costs, charges and expenses that he/she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.

Article 15: For the Protection of Officers and Directors

No director or officer for the time being of the Club shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for any loss, damage or expense happening to the Club through the insufficiency or deficiency of title to any property acquired by order of the Board or for or on behalf of the Club or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Club shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or company with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of such officer's or director's respective office or trust or in relation thereto unless the same shall happen by or through such director's or officer's own wrongful and willful act or through his or her own wrongful and willful neglect or default.

Thornhill Baseball Club Constitution

Certified to be a true and current copy of the Thornhill Baseball Club Constitution, up to and including amendments made at the Annual General Meeting of November 2018.

THORNHILL BASEBALL CLUB

Per: Michael Weiser
President
Thornhill Baseball Club

Date: November 15th, 2018