



## **NOTICE OF ANNUAL GENERAL MEETING OF MEMBERS LUCAN-ILDERTON MINOR BASEBALL ASSOCIATION**

**NOTICE** is hereby given that the 2023 Annual General Meeting ("AGM") of the Members of Lucan-Ilderton Minor Baseball Association ("LIMBA") is called for and will be held in person at Ilderton United Church, 121 Mill Street, Ilderton, Ontario (lower level) on:

**Monday, May 20, 2024 at 7:00 p.m. EDT**

for the following purposes:

1. To receive the financial statements of LIMBA for the financial year ended October 31, 2023;
2. To elect Directors of LIMBA;
3. To appoint the Public Accountant of LIMBA for the ensuing year;
4. To consider and, if amenable, approve amendments to the Constitution;
5. To transact such other business as may properly be brought before the meeting.

**DATED** the 23rd day of April, 2024.

**BY ORDER OF THE BOARD**

A handwritten signature in black ink that reads "Rob Cascaden". The signature is written in a cursive style with a long, sweeping tail on the "n".

Rob Cascaden

Chair, Board of Directors



## LIMBA AGM AGENDA

Monday, May 20, 2024

7:00 P.M. EDT

- 
1. Welcome and call to order
  2. Approval of the Minutes of the AGM held on March 19, 2023
  3. Secretary's Annual Report
  4. Treasurer's Financial Report, Review of Financial Statements and Appointment of Public Accountant
  5. The President's Address
  6. Reading and consideration of official correspondence
  7. Consideration of by-law amendments
  8. General Business
  9. Election of Directors (Vice-President, Treasurer, Director of Uniforms & Apparel, Director of Sponsorship and Fundraising, Director of Special Events, Director of Coach and Player Development, Director of House League Operations (Baseball), Umpire in Chief, Director at Large and any other presently unfilled positions)
  10. Adjournment

**Lucan Ilderton Minor Baseball Association  
Annual General Meeting (AGM)  
Sunday March 19, 2023  
Held on Zoom**

**LIMBA Members Present:** Rob Cascaden, Mike Thompson, Becky Goudy, Sean Willis, Keith Salter, Tara Cascaden, Adam Ardiel, Chuck Robertson, Josh Morgan, Mandy Armitage, Jake Draper, Kevin Hogan, Leah Robinson, Andrew Ward, Ashley Durnin, Jeff Kunder, Troy Miller

**Call to Order**

Meeting called to order at 7:03pm by the President, Rob Cascaden.

Rob Cascaden welcomed all those in attendance.

**Approval of Minutes of previous AGM**

As this was the second AGM. The minutes from the 1<sup>st</sup> AGM held on March 6, 2022 needed to be approved. A motion to approve the minutes was made by Sean Willis. The motion was seconded by Josh Morgan. A vote of the membership was taken, and the motion carried. The minutes of the 2021 AGM held March 6, 2022 were approved by the membership.

**Secretary's Annual Report**

Rob Cascaden identified that the person holding the position of Secretary stepped down prior to the AGM and so he would be filling this role for the purpose of the AGM.

There were not substantial updates from this position. Rob Cascaden noted that board meetings have been largely held virtually over the last year for ease but that the Board has met in person a couple of times.

Rob Cascaden confirmed there was no correspondence received from the membership regarding the AGM other than requests for the Zoom link so members could attend.

**Treasurer's Financial Report**

Mandy Armitage provided a brief summary of the financial position of the association and identified the outcome of the Notice to Reader prepared by Gee, Lambert & Courneya for the fiscal year ending October 31, 2022.

The LIMBA Board appointed Joe Dobbie of Gee, Lambert & Courneya was appointed as our Public Accountant to complete a financial review and Notice to Readers for our fiscal year end of October 31, 2023.

The year-end financial statement was displayed on screen and shared with the members present. The association had an excess of revenue over expenses of just over \$10,000 for the year ending

October 31, 2022 and net assets of just over \$52,000 which represents just over 50% of 1 year's operating budget based on 2022.

A motion was made to reappoint Joe Dobbie of Gee, Lambert & Courneya as LIMBA's Public Accountant for the 2023 season. The firm will be retained to review the 2023 financials and prepare a Notice to Readers for the fiscal year ending October 31, 2023. This was motioned by Josh Morgan and seconded by Keith Salter. A vote of the membership was taken. **Motion Carried.**

### **President's Address**

Rob welcomed all attendees and thanked all Board members, coaches and parents for a very successful 2022 season. Rob noted that we continue to see growth in our association and that as a result we need sufficient volunteers to run the organization.

Rob stressed it will be necessary to have more people volunteer to keep the program running. Our current members and recent past members will be happy to provide support for those learning new roles. Similarly, to needing more Board members we also require additional volunteers to run such things as Hit Run and Throw, 7U year end tournament in July, 13U tournament in August, etc.

Rob noted that the Board is proposing to create a new Director Role with the addition of "Director of Sponsorship & Fundraising". This role will be added if the amendments to the by-law are adopted as proposed.

### **Reading and Consideration of Official Correspondence**

There is no correspondence from the membership to report.

### **Consideration of By-law Amendments and Alterations**

LIMBA Board members had reviewed the Constitution and proposed a number of housekeeping items as well as one significant revision which is the addition of a new Director position. The members present for the AGM had no comments on the proposed amendments and no correspondence had been received.

A motion to approve the "Lucan-Ilderton Minor Baseball Association By-Law No.1" as amended on March 19, 2023 was put on the floor by Rob Cascaden. First mover was Mike Thompson, the motion was seconded by Adam Ardiel. A vote of the membership was taken. **Motion Carried.**

### **General/New Business**

There is no new business to report.

## **Election/Appointment of Directors and Staff for Vacancies**

### **Appointment of Directors for Vacancies**

Approximately half of the Board of Directors positions are up for appointment following the even year AGM requirements. This includes President. Since there is currently no Vice-President or Secretary, our Treasurer Mandy Armitage chaired the meeting until the appointment of the President.

**President** – Mike Thompson nominates Rob Cascaden for the position of President. Seconded by Josh Morgan. Nomination closed. Rob Cascaden is acclaimed.

Responsibility for chairing the meeting returns to the President.

**Vice President** – Sean Willis nominates Josh Morgan for the position of Vice President as the role has been vacant. Adam Ardiel seconded the motion. Nomination is closed. Josh Morgan is acclaimed.

**Secretary** – Kevin Hogan self-nominates for the position of Secretary. Seconded by Mike Thompson. Nomination closed. Kevin Hogan is acclaimed.

**Registrar** – Josh Morgan self-nominates for the position of Registrar. Seconded by Rob Cascaden. Nomination closed. Josh Morgan is acclaimed.

**Director of Sponsorship and Fundraising** – Rob Cascaden nominates Leah Robinson for the position of Director of Sponsorship and Fundraising. Seconded by Andrew Ward. Nomination closed. Leah Robinson is acclaimed.

**Director of Equipment** – Rob Cascaden nominates Adam Ardiel for the position of Director of Equipment. Seconded by Keith Salter. Nomination closed. Adam Ardiel is acclaimed.

**Director of Coach and Player Development** – Leah Robinson nominates Andrew Ward for the position of Director of Coach and Player Development. Seconded by Rob Cascaden. Nomination closed. Andrew Ward is acclaimed.

**Director of Girl's Softball Program** – Rob Cascaden nominates Becky Goudy for the position of Director of Girl's Softball Program. Seconded by Mike Thompson. Nomination closed. Becky Goudy is acclaimed.

**Diamond Scheduler** – Mike Thompson nominates Tara Cascaden for the position of Diamond Scheduler. Seconded by Josh Morgan. Nomination closed. Tara Cascaden is acclaimed.

Meeting adjourned at 7:51 pm.

# Gee, Lambert & Courneya LLP

CHARTERED PROFESSIONAL ACCOUNTANTS

14361 Medway Road, P.O. Box 199, Arva, Ontario N0M 1C0 (519) 673-1421 FAX: (519) 679-8540

LARRY D. GEE, CA  
(1944 - 2007)

DOUGLAS W. LAMBERT  
Professional Corporation

ROBERT G. COURNEYA  
Professional Corporation

LLOYD R. DAVENPORT  
Professional Corporation

October 17, 2023

Lucan-Ilderton Minor Baseball Association  
Operating as  
156 Martin Dr.  
Ilderton ON N0M2A0

Attention: Rob Cascaden, President

You have requested that, on the basis of information that you will provide, we assist you in the preparation of the compiled financial information of Lucan-Ilderton Minor Baseball Association, operating as, which comprise the statement of financial position as at October 31, 2023, and the statements of revenues and expenditures and changes in net assets for the year then ended, and Note 1, which describes the basis of accounting to be applied in the preparation of the compiled financial information.

The compiled financial information is intended to be used by management of Lucan-Ilderton Minor Baseball Association, operating as, and third parties, being [e.g., *current or potential lenders, suppliers, stakeholders*]. Those parties are in a position to request and obtain further information from the entity.

We are pleased to confirm our acceptance and understanding of this compilation engagement by means of this letter.

We will perform the compilation engagement in accordance with Canadian Standard on Related Services (CSRS) 4200, *Compilation Engagements*, which requires us to comply with relevant ethical requirements.

A compilation engagement involves us assisting you in the preparation of compiled financial information. Since a compilation engagement is not an assurance engagement, we are not required to perform procedures to verify the accuracy or completeness of the information you provide to us for the compilation engagement. Accordingly, we will not express an audit opinion or a review conclusion, or provide any form of assurance on the compiled financial information.

The compilation engagement is performed on the basis that you acknowledge that:

- a. The third party that intends to use the compiled financial information is in a position to request and obtain further information from the entity;
- b. A compilation engagement is appropriate for the intended use;
- c. You understand that a compilation engagement will not fulfill the entity's legal, regulatory or contractual provisions, if any, for an audit engagement or a review engagement; and
- d. You understand that the compiled financial information should not be used by third parties other than those who are in a position to request or obtain further information from the entity or have agreed with you the basis of accounting applied in the preparation of the compiled financial information.

Further, you acknowledge that you are responsible for:

- a. The compiled financial information;
- b. Selecting the basis of accounting to be applied in the preparation of the compiled financial information that is appropriate for the intended use;
- c. The accuracy and completeness of the information provided to us; and
- d. Attaching the compilation engagement report when distributing or reproducing the compiled financial information.

Unless unanticipated difficulties are encountered, our report will be substantially in the following form contained in Appendix A to this letter.

It is acknowledged that we will have access to all information about identified individuals ("personal information") in your custody that we require to complete our Engagement. Our services are provided on the basis that:

- a. You represent to us that management has obtained any required consents for our collection, use, disclosure, storage, transfer and process of personal information required under applicable privacy legislation and professional regulation; and
- b. We will hold all personal information in compliance with our Privacy Statement.

In accordance with professional regulations (and by our firm's policy), our client files must periodically be reviewed by practice inspectors and by other firm personnel to ensure that we are adhering to professional and firm standards. File reviewers are required to maintain confidentiality of client information.

One of the underlying principles of the profession is a duty of confidentiality with respect to client affairs. Each professional accountant must preserve the secrecy of all confidential information that becomes known during the practice of the profession. Accordingly, we will not provide any third party with confidential information concerning the affairs of Lucan-Ilderton Minor Baseball Association unless:

- a. We have been specifically authorized with prior consent;
- b. We have been ordered or expressly required by law or by the *Ontario Code of Professional Conduct/Code of Ethics*; or
- c. The information requested is (or enters into) public domain.

In performing our services, we will send messages and documents electronically. As such communications can be intercepted, misdirected, infected by a virus or otherwise used or communicated by an unintended third party, we cannot guarantee or warrant that communications from us will be properly delivered only to the addressee. Therefore, we specifically disclaim, and you release us from, any liability or responsibility whatsoever for interception or unintentional disclosure of communications transmitted by us in connection with the performance of this Engagement. In that regard, you agree that we shall have no liability for any loss or damage to any person or entity resulting from such communications, including any that are consequential, incidental, direct, indirect, punitive, exemplary or special damages (such as loss of data, revenues, or anticipated profits).

If you do not consent to our use of electronic communications, please notify us in writing.

Subject to management review and approval, we will carry out such bookkeeping as we find necessary prior to the preparation of the compiled financial information, prepare the necessary federal and provincial income tax returns and prepare any special reports as required. Management will provide the information necessary to complete the returns/reports and will file them with the appropriate authorities on a timely basis.

It should be noted that our accounting work in the area of HST and other commodity taxes is limited to that appropriate to compile the financial information. Accordingly, we may not detect situations where you are incorrectly collecting HST or incorrectly claiming input tax credits. As you are aware, failure to properly account for the HST could result in you or your company becoming liable for tax, interest or penalties. These situations may also arise for provincial sales tax, custom duties and excise taxes.

We will also be pleased to provide additional services upon request. Such services include income tax planning, HST advice, business financing, management consulting and valuations.

The working papers, files, other materials, reports and work created, developed or performed by us during the course of the Engagement are the property of our firm, constitute our confidential information and will be retained by us in accordance with our firm's policies and procedures.

During the course of our work, we may provide, for your own use, certain software, spreadsheets and other intellectual property to assist with the provision of our services. Such software, spreadsheets and other intellectual property must not be copied, distributed or used for any other purpose. We also do not provide any warranties in relation to these items and will not be liable for any lost or corrupted data or other damage or loss suffered or incurred by you in connection with your use of them.

We retain the copyright and all intellectual property rights in any original materials provided to you.

Except as outlined in this letter, this Engagement does not contemplate the provision of specific accounting advice or opinions or the issuance of a written report on the application of accounting standards to specific transactions and to the facts and circumstances of the entity. Such services, if requested, would be provided under a separate engagement letter.



You agree that any dispute that may arise regarding the meaning, performance or enforcement of this Engagement will, prior to resorting to litigation, be submitted to mediation.

Lucan-Ilderton Minor Baseball Association hereby agrees to indemnify, defend (by counsel retained and instructed by us) and hold harmless our firm (and its partners, agents and employees) from and against any and all losses, costs (including solicitors' fees), damages, expenses, claims, demands and liabilities arising out of (or in consequence of):

- a. The breach by Lucan-Ilderton Minor Baseball Association, or its directors, officers, agents or employees, of any of the covenants or obligations of Lucan-Ilderton Minor Baseball Association herein, including, without restricting the generality of the foregoing, the misuse of, or the unauthorized dissemination of, our engagement report or the financial information in reference to which the engagement report is issued, or any other work product made available to you by our firm.
- b. A misrepresentation by a member of your management or the board of directors.

We will use all reasonable efforts to complete the Engagement as described in this letter within the agreed upon time frames.

However, we shall not be liable for failures or delays in performance that arise from causes beyond our reasonable control, including any delays in the performance by Lucan-Ilderton Minor Baseball Association of its obligations.

Our professional fees will be based on our regular billing rates, plus direct out-of-pocket expenses and applicable HST, and are due when rendered. Fees for any additional services will be established separately.

Our fees and costs will be billed monthly and are payable upon receipt. Invoices unpaid 30 days past the billing date may be deemed delinquent and are subject to an interest charge of 1.50% per month. We reserve the right to suspend our services or to withdraw from this Engagement in the event that any of our invoices are deemed delinquent. In the event that any collection action is required to collect unpaid balances due to us, you agree to reimburse us for our costs of collection, including lawyers' fees.

In the event we are required to respond to a subpoena, court order, government agency or other legal process for the production of documents and/or testimony relative to information we obtained and/or prepared during the course of this Engagement, you agree to compensate us at our normal hourly rates for the time we expend in connection with such response and to reimburse us for all of our out-of-pocket costs (including applicable HST) incurred.

Management acknowledges and understands that failure to fulfill its obligations as set out in this engagement letter will result, upon written notice, in the termination of the Engagement.

Either party may terminate this agreement for any reason upon providing written notice to the other party *[not less than 30 calendar days before the effective date of termination]*. If early termination takes place, Lucan-Ilderton Minor Baseball Association shall be responsible for all time and expenses incurred up to the termination date.

If we are unable to complete the Engagement we may withdraw from the Engagement before issuing a Compilation Engagement Report communication or compiling the financial information. If this occurs, we will communicate the reasons and provide details.

This engagement letter will continue in force for subsequent Engagements unless terminated by either party by written notice prior to the commencement of the subsequent Engagement.

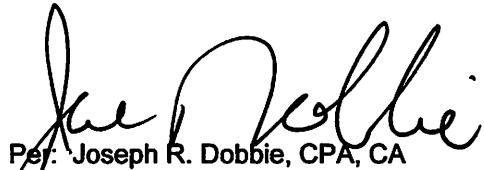
This engagement letter includes the relevant terms that will govern the Engagement for which it has been prepared. The terms of this letter supersede any prior oral or written representations or commitments by or between the parties. Any material changes or additions to the terms set forth in this letter will only become effective if evidenced by a written amendment to this letter, signed by all of the parties.

If you have any questions about the contents of this letter, please raise them with us. Please sign and return the attached copy of this letter to indicate your acknowledgement of, and agreement with, the arrangements for the compilation engagement.

We appreciate the opportunity of continuing to be of service to your organization.

Yours truly,

GEE, LAMBERT & COURNEYA LLP



Per: Joseph R. Dobbie, CPA, CA

The services and terms set out above are as agreed to on behalf of Lucan-Ilderton Minor Baseball Association operating as by:



Mr. Rob Cascaden, President

October 17, 2023

Date signed

**Appendix A - Expected Form of Report**

To the Management of Lucan-Ilderton Minor Baseball Association operating as

On the basis of information provided by management, we have compiled the statement of financial position of Lucan-Ilderton Minor Baseball Association, operating as , as at October 31, 2023, and the statements of revenues and expenditures and changes in net assets for the year then ended, and Note 1, which describes the basis of accounting applied in the preparation of the compiled financial information ("financial information").

Management is responsible for the accompanying financial information, including the accuracy and completeness of the underlying information used to compile it and the selection of the basis of accounting.

We performed this engagement in accordance with Canadian Standard on Related Services (CSRS) 4200, *Compilation Engagements*, which requires us to comply with relevant ethical requirements. Our responsibility is to assist management in the preparation of the financial information.

We did not perform an audit engagement or a review engagement, nor were we required to perform procedures to verify the accuracy or completeness of the information provided by management. Accordingly, we do not express an audit opinion or a review conclusion, or provide any form of assurance on the financial information.

Readers are cautioned that the financial information may not be appropriate for their purposes.

**Lucan-Ilderton Minor Baseball Association**

**156 Martin Dr.**

**Ilderton ON N0M2A0**

March 26, 2024

Gee, Lambert & Courmeya LLP  
14361 Medway Road, P.O. Box 199  
Arva, Ontario N0M 1C0

Dear Sir:

We are providing this letter in connection with the compilation of the financial statements of Lucan-Ilderton Minor Baseball Association for the year ended October 31, 2023 .

We have reviewed and approved the following with respect to the above financial statements:

- a) the financial statements your firm prepared.
- b) the reclassifying and adjusting journal entries your firm prepared.
- c) the recording of receipts, disbursements and expense summaries that we provided to your firm to record in the general ledger.

Yours truly,

Lucan-Ilderton Minor Baseball Association



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Mr. Rob Cascaden, President

April 12, 2024

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Date signed

**Lucan-Ilderton Minor Baseball Association**  
**Compiled Financial Information**  
**Year Ended October 31, 2023**

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# Gee, Lambert & Courneya LLP

CHARTERED PROFESSIONAL ACCOUNTANTS

14361 Medway Road, P.O. Box 199, Arva, Ontario N0M 1C0 (519) 673-1421 FAX: (519) 679-8540

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(1944 - 2007)

DOUGLAS W. LAMBERT  
Professional Corporation

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Professional Corporation

LLOYD R. DAVENPORT  
Professional Corporation

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## COMPILATION ENGAGEMENT REPORT

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To the Management of Lucan-Ilderton Minor Baseball Association

On the basis of information provided by management, we have compiled the statement of financial position of Lucan-Ilderton Minor Baseball Association as at October 31, 2023, and the statements of revenues and expenditures and changes in net assets for the year then ended, and Note 1, which describes the basis of accounting applied in the preparation of the compiled financial information ("financial information").

Management is responsible for the accompanying financial information, including the accuracy and completeness of the underlying information used to compile it and the selection of the basis of accounting.

We performed this engagement in accordance with Canadian Standard on Related Services (CSRS) 4200, *Compilation Engagements*, which requires us to comply with relevant ethical requirements. Our responsibility is to assist management in the preparation of the financial information.

We did not perform an audit engagement or a review engagement, nor were we required to perform procedures to verify the accuracy or completeness of the information provided by management. Accordingly, we do not express an audit opinion or a review conclusion, or provide any form of assurance on the financial information.

Readers are cautioned that the financial information may not be appropriate for their purposes.

*Gee, Lambert & Courneya* LLP

Arva, Ontario  
March 26, 2024

CHARTERED PROFESSIONAL ACCOUNTANTS  
Licensed Public Accountants

Lucan-Ilderton Minor Baseball Association

Statement of Financial Position

October 31, 2023

	2023	2022
<b>ASSETS</b>		
<b>CURRENT</b>		
Cash	\$ 71,491	\$ 58,989
Prepaid expenses	1,669	862
	<u>\$ 73,160</u>	<u>\$ 59,851</u>
<b>LIABILITIES AND NET ASSETS</b>		
<b>CURRENT</b>		
Accounts payable and accrued liabilities	\$ 17,021	\$ 7,255
<b>NET ASSETS</b>	<u>56,139</u>	<u>52,596</u>
<b>LIABILITIES AND NET ASSETS</b>	<u>\$ 73,160</u>	<u>\$ 59,851</u>

ON BEHALF OF THE BOARD

  
 \_\_\_\_\_ Director

  
 \_\_\_\_\_ Director

See notes to financial information

**Lucan-Ilderton Minor Baseball Association**  
**Statement of Revenues and Expenditures**  
**Year Ended October 31, 2023**

	2023	2022
<b>INCOME</b>		
Registration fees	\$ 141,300	\$ 102,200
Fundraising and sponsorship	50,523	-
Tryout fees	5,700	5,180
	<u>197,523</u>	<u>107,380</u>
<b>EXPENSES</b>		
Uniforms	61,592	25,683
Umpire fees	36,168	27,385
Diamond fees	23,174	13,155
Fundraising and sponsorship	17,407	-
Tournament and league fees	16,202	7,850
Equipment	12,991	11,556
Coaching and instructor fees	8,423	2,989
Special event fees	5,004	2,943
Paypal fees	4,571	3,360
Insurance	4,242	2,786
Website	1,846	1,452
Professional fees	1,481	1,481
Office and general	879	58
	<u>193,980</u>	<u>100,698</u>
<b>EXCESS OF INCOME OVER EXPENSES FROM OPERATIONS</b>	<b>3,543</b>	<b>6,682</b>
<b>OTHER INCOME</b>		
Ontario Baseball Covid Subsidy	-	3,648
<b>EXCESS OF INCOME OVER EXPENSES</b>	<b>\$ 3,543</b>	<b>\$ 10,330</b>

See notes to financial information



**Lucan-Ilderton Minor Baseball Association**  
**Statement of Changes in Net Assets**  
**Year Ended October 31, 2023**

	<b>2023</b>	2022
<b>NET ASSETS - BEGINNING OF YEAR</b>	<b>\$ 52,596</b>	\$ 42,266
<b>EXCESS OF INCOME OVER EXPENSES</b>	<b>3,543</b>	10,330
<b>NET ASSETS - END OF YEAR</b>	<b>\$ 56,139</b>	\$ 52,596

See notes to financial information

**Lucan-Ilderton Minor Baseball Association**  
**Notes to Compiled Financial Information**  
**Year Ended October 31, 2023**

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DESCRIPTION OF BUSINESS

Lucan-Ilderton Minor Baseball Association (the "Corporation") was incorporated January 1, 2021 under the Canada Not-for-profit Corporations Act. Lucan-Ilderton Minor Baseball Association is a non-profit organization that is dedicated, to develop, promote and deliver ethical athlete-centred programs for both boys and girls which allow individuals to maximize their potential in a safe and fun environment.

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1. BASIS OF ACCOUNTING

The basis of accounting applied in the preparation of the statement of financial position of Lucan-Ilderton Minor Baseball Association as at October 31, 2023, and the statements of revenues and expenditures and changes in net assets for the year then ended is the historical cost basis and reflects cash transactions with the addition of:

- prepaid expenses
  - accounts payable and accrued liabilities
-



**LUCAN-ILDERTON MINOR BASEBALL ASSOCIATION  
BY-LAW NO. 1 – CONSTITUTION**

*Last Revised & Approved: ~~March 19, 2023~~ May 13, 2024*



## LUCAN-ILDERTON MINOR BASEBALL ASSOCIATION

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## LUCAN-ILDERTON MINOR BASEBALL ASSOCIATION



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## LUCAN-ILDERTON MINOR BASEBALL ASSOCIATION

### 1. Corporate Identity

The name of the organization shall be *Lucan-Ilderton Minor Baseball Association* (“LIMBA”), a not-for-profit corporation under the *Not-for-profit Corporations Act* (Canada).

The fiscal year of LIMBA shall be from November 1st to October 31st. The fiscal year may be changed subject to the approval of the Board of Directors.

### 2. Objectives

- To provide children and young adults (“players”) within the Lucan-Ilderton community and, in certain circumstances outside the Lucan-Ilderton community, with an opportunity to develop playing skills along with an appreciation of the games of baseball and softball, while fostering good sportsmanship and teamwork;
- To operate an umpire program for eligible youth umpire that provides training, mentoring and the opportunity to take on responsibility as a game umpire, earn compensation, and grow in confidence.
- To provide baseball and softball at House League, Rep and Select levels, to the extent possible, to enable players and youth umpires to participate at a level appropriate to their ability and commitment;
- To support the role of umpires at all levels and provide an opportunity for umpire accreditation and development as an integral component of LIMBA for enhancing the standard of play and sporting conduct;
- To develop character by promoting physical, social and leadership skills in the players, umpires, and coaches with an emphasis on team spirit, sportsmanship, and respect for coaches, umpires and for each other; and,
- To promote and develop the games of baseball and softball both within and outside the Lucan-Ilderton community, while recognizing that the wellbeing of the player is the first priority.

### 3. Association Membership

The membership of LIMBA shall be composed of voting members (Class A members) who shall agree to abide by and comply with the LIMBA Constitution, all LIMBA rules, policies, procedures or protocols and all applicable Codes of Conduct. Members of LIMBA will not derive any financial gain from the organization. Any profits will be used solely to promote the organization’s objectives.

Membership in LIMBA shall have a one-year term, from April 1st to March 31<sup>st</sup> (the “current playing season”) This membership term applies to all members except Board of Director members and Lifetime members as set out below. Membership shall be personal and no member may transfer his or her membership or any rights arising from membership. Membership terminates upon the resignation or death of a member.

Only persons aged eighteen (18) years or older can be members. All Members who have attained the age of eighteen (18) or greater during the current playing season shall be entitled to attend and vote at any Annual General Meeting (“AGM”) or other meeting of the membership of LIMBA held during the current playing season.



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Although it is possible for a Member to be qualified for more than one (1) class of membership in LIMBA, no individual may have more than one (1) vote at a meeting of the membership. Therefore, each Member shall declare himself/herself prior to the start of any meeting of the membership and advise the chairperson of the membership class he/she wishes to represent. Once the meeting is called to order, the Member must remain in that class of membership and may not change to another category or class of membership.

### 3.1. Categories of Membership

- Participant Member;
- Parent/Guardian Member;
- Coach Member;
- Volunteer Member;
- Life Member;
- Director Member (Member of the Board of Directors)

### 3.2. Participant Member

Any player who is registered with LIMBA in good standing during the current playing season, who is participating as a player, who has made full payment of registration fees, who has agreed to abide by LIMBA's bylaws, policies, procedures, rules and regulations, and who has attained the age of eighteen (18) during the current playing season.

### 3.3. Parent/Guardian Member

Any individual who is the parent/guardian of a registered player in good standing under the age of eighteen (18) named in the registration of the player. The registered player must be participating as a player, have made full payment of registration fees and have agreed to abide by LIMBA's bylaws, policies, procedures and rules and regulations.

### 3.4. Coaching Member

Any individual who is authorized to act as a manager or coach within LIMBA, is in good standing during the current playing season and has agreed to abide by LIMBA's bylaws, policies, procedures and rules and regulations

### 3.5. Staff/Volunteer Member

Any individual who is appointed to a staff or volunteer position by the Board of Directors, is in good standing during the current playing season and has agreed to abide by the LIMBA's bylaws, policies, procedures and rules and regulations.

### 3.6. Life Member

Any individual who has served a minimum of ten (10) years on the Board of Directors, or one of its affiliated Association Boards, who has been approved as a Life Member by Special Resolution of the Board of Directors, and has agreed to abide by the LIMBA's bylaws, policies, procedures and rules and regulations.

### 3.7. Director Member (Member of the Board of Directors)

Any individual who is elected or appointed as a Director of LIMBA in accordance with these bylaws, is in good standing, and has agreed to abide by the LIMBA's bylaws, policies, procedures and rules and regulations.

## 4. Board of Directors

The Board of Directors of LIMBA shall have control of the affairs of the Association. The



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Directors shall have the power to fill any Board vacancies that may occur by majority vote at a special meeting. They shall control the finances and discharge all business of the Association, including the following:

- The Board of Directors shall establish and monitor projects and programs as directed by the Constitution and bylaws of LIMBA;
- The Board of Directors shall approve an annual budget including the establishment of registration, sponsorship and other rates;
- The Board of Directors shall have the authority to repeal, amend or introduce bylaws. All bylaws repealed, amended or passed shall be invalid, unless documented into the minutes of the Board of Directors meetings;
- The Board may approve and publish policies, rules and regulations which are not inconsistent with the purposes, objectives and values of this Constitution, LIMBA's Articles of Incorporation, and any By-Laws. Amendments to policies, rules and regulations may be made by a majority vote of the Board; and,
- The Board of Directors shall have the authority to remove any Director of the Board of Directors by a unanimous vote of all other Directors of the Board of Directors.

The LIMBA Board of Directors shall consist of between 7 and 14 elected and/or appointed Directors. All members of the Board of Directors in good standing are considered voting members of the Association and are eligible to vote at all general and special Board meetings and at the AGM and any other meeting of the membership.

The following persons are disqualified from being a Director:

1. Anyone who is less than 18 years of age;
2. Anyone who is incapable;
3. A person who is not an individual;
4. A person who has the status of a bankrupt.

The following offices ("positions") will be filled by the members of the Board of Directors:

1. President
2. Vice President
3. Secretary
4. Treasurer
5. Registrar
6. Director of Uniforms/ & Apparel and Special Events
7. Director of Sponsorship and Fundraising
8. Director of Special Events
- ~~8-9.~~ Director of Equipment
- ~~9-10.~~ Director of Coach and Player Development
- ~~10-11.~~ Director of Girls' Softball Program
- ~~11-12.~~ Director of House League Program (Baseball)
- ~~12-13.~~ Diamond Scheduler
- ~~13-14.~~ Umpire-in-Chief
- ~~14-15.~~ Past President
- ~~15-16.~~ Director(s) at Large

A Director may hold more than one Board of Directors position but may not hold more than one of the following positions: President, Vice-President, Treasurer, and Secretary. Notwithstanding that a Director may hold more than one position on the Board of





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Directors, each Director is entitled to only one vote.

No person may hold more than one position on the Board of Directors if in the opinion of the Board he/she cannot capably and impartially carry out his/her duties of multiple position(s). If such a determination is made, the Director in question may choose whichever position(s) he/she desires to retain and the other position(s) must be filled through appointment by the Board.

Directors shall serve without remuneration and no Director shall directly or indirectly receive any remuneration, salary or profit from the position of Director or for any service rendered to the LIMBA except where employed in a capacity permitted by this By-law; provided that the Board of Directors may establish policies for the reimbursement of Directors for reasonable expenses incurred in the performance of their duties as Directors of the LIMBA.

### 4.1. President

The President shall:

- a) Preside at all meetings of LIMBA;
- b) Oversee general operation of LIMBA;
- c) Direct the operation of LIMBA;
- d) Be an ex-officio member of all committees;
- e) Liaise or appoint a designate to liaise with the London & District Baseball Association Inc. ("LDBA"), the local municipalities and all other Baseball and Softball Associations;
- f) Attend, or appoint a designate to attend, LDBA meetings on behalf of LIMBA;
- g) Act as Guardian of the Constitution, By-Laws and Playing Rules for the benefit of all members;
- h) Review Board of Directors meeting minutes prior to distribution to the Directors;
- i) Be first signing officer after the Treasurer;
- j) Set the date for the first Board of Directors meeting; and,
- k) Vote on matters only where necessary to break a tie.

### 4.2. Vice President

The Vice President shall:

- a) In the absence of the President, have the power to perform all the duties of the President; and,
- b) Be second signing officer after the Treasurer.

### 4.3. Secretary

The Secretary shall:

- a) Prepare meeting agendas;
- b) Keep accurate records and minutes of all meetings of LIMBA and distribute them to all Board members and store them within a secure location;
- c) Keep an up-to-date record of all By-laws, rules and policies as they are adopted and maintain an accurate record of all motions, passed and rejected;
- d) Give notice of the AGM or other meeting of the membership to all LIMBA Members by email or letter 14-at least 21 days prior to the AGM or other meeting; and,
- e) Have the authority to co-operate with the President in managing the affairs of the Association in accordance with the LIMBA Constitution, policies, procedures or protocols.



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### 4.4. Treasurer

The Treasurer shall:

- a) Collect and properly record all finances;
- b) Pay all accounts upon Board of Directors approval by cheques which are signed together with the President or Vice President or such other Director as delegated by a by-law or resolution;
- c) Be prepared to submit interim financial information as up-to-date as possible at each Board of Directors meeting;
- d) Submit an annual financial statement at the AGM;
- e) Upon request of the Board of Directors, be responsible for having a review or audit performed, by a qualified person(s) as stipulated by the Board, of the financial statements of LIMBA;
- f) Receive from the Convenors all receipts from their operations; and,
- g) Be responsible for deposits to LIMBA accounts.

### 4.5. Registrar

The Registrar shall:

- a) Set up dates for registration;
- b) Prepare and manage the on-line registration for all registrations and applications (season, tryout, clinics, coach applications, etc.);
- c) Manage the registration of all players;
- d) Prepare and maintain a current list of Members that shall be updated as necessary and made available to all Directors. Such list of Members shall be used to determine eligibility to attend and vote at any meeting of the membership.
- e) Provide a detailed listing of money given to Treasurer for deposit, to include player's name, division and breakdown of funds;
- f) Assist with refunds when required; and,
- g) Be responsible for ensuring that all representative league teams are properly constituted.

### 4.6. Director of Uniforms & /Apparel ~~and Special Events~~

The Director of Uniforms/Apparel and Special Events shall:

- a) Prepare the list of uniform requirements for all teams for the year;
- b) Order all necessary uniforms and apparel;
- c) Coordinate distribution of uniforms;
- d) Review invoices for accuracy and submit to the Treasurer for payment;
- e) Review with the assistance of the Board, a list of apparel items to be sold at supplier(s) for the year;
- f) Review with the assistance of the Executive, preferred supplier of uniforms and apparel for the year; and,
- ~~g) Organize and keep a current inventory count of any all LIMBA apparel ~~or and~~ uniforms held in stock of LIMBA; and,~~
- ~~h)g) Review with the assistance of the Board dates for annual special events such as Photo Day and Hit, Run & Throw.~~

### 4.7. Director of Sponsorship and Fundraising

The Director of Sponsorship and Fundraising shall ~~be responsible for coordinating and managing sponsorships and encouraging, facilitating and, where applicable, organizing fundraising events and endeavours.;~~

- a) Coordinate and manage association level sponsorships and have oversight of team sponsorship activities;



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- b) Approve and order team sponsorship banners as required;
- c) Encourage, facilitate and, where applicable, organize fundraising events and endeavours (where special events are organized by the Director of Special Events, the Director of Sponsorship and Fundraising shall organize and/or oversee the fundraising portion of the event);
- d) Track the expenses and revenues for all fundraising activities and provide the information to the Treasurer and be prepared to provide regular reports to the Board; and,
- e) Coordinate volunteers to run fundraising events as necessary.

### **4.8. Director of Special Events**

The Director of Special Events shall:

- a) Review with the assistance of the Board dates for annual special events such as Photo Day and Hit, Run & Throw (“HRT”), A’s Day and any other events the Board wishes to host;
- b) Arrange volunteers to run the special events where needed;
- c) Organize the times for teams for photos and HRT;
- d) Arrange food, medals and other supply purchases required to hold special events;
- e) Coordinate activities with the Director of Sponsorship and Fundraising when necessary; and,
- a)f) Review invoices for accuracy and submit to the Treasurer for payment.

#### **4.8.4.9. Director of Equipment**

The Director of Equipment shall:

- a) Handle the purchases of all new equipment and repairs to existing equipment;
- b) Set equipment bags for each team and organize their distribution and return;
- c) Monitor condition of equipment; and,
- d) Review needs of LIMBA annually and prepare an equipment budget for the Treasurer.

#### **4.9.4.10. Director of Coach and Player Development**

The Director of Coach and Player Development shall:

- a) Be responsible for developing, administering and maintaining development programs for the players and coaches of the House League, Select League, and Rep League programs;
- b) Be responsible to recruit coaches and ensure coach applications have been completed for all head coach positions required for each season;
- c) Be responsible for tracking coach qualifications for House League and Rep programs; and,
- a)d) Be responsible for tracking VSC/Police Checks, attestations, waivers, etc. as required by Baseball Ontario.

#### **4.10.4.11. Director of Girls’ Softball Program**

The Director of Girls’ Softball Program shall:

- a) Oversee all phases of the operation of Girls’ softball teams;
- b) Ensure LIMBA is well and properly represented at all League Meetings;
- c) Ensure that LIMBA and its teams comply with all the league rules and requirements; and,
- d) Convene, or appoint a designate to convene, any Girls’ Tournaments that the



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LIMBA hosts.

### 4.11.4.12. Director of House League Operations (Baseball)

The Director of House League Operations shall be responsible for the overall operation of the baseball House League program for the 8U to 18U divisions.

### 4.12.4.13. Diamond Scheduler

The Diamond Scheduler shall:

- a) Act as the liaison between LIMBA and the local municipalities with regards to facilities;
- b) Ensure the billing from local municipalities is accurate;
- c) Work with the Board of Directors to determine scheduling needs for the teams identified for the current season; and,
- d) Update diamond bookings on both the LIMBA website and with the municipalities as required to reflect team requirements.

### 4.13.4.14. Umpire in Chief

The Umpire in Chief shall:

- a) Set up the umpiring schedule for the playing season;
- b) Set up the umpiring clinic on an annual basis;
- c) Attend games periodically throughout the season to ensure consistency in rule application, evaluate umpires and address any issues;
- d) Issue detailed report to Treasurer to ensure proper remuneration to all Umpires;
- e) Prepare expected costs for the upcoming season;
- f) Have signing authority together with the Treasurer for all cheques pertaining to umpire payments;
- g) Arrange for umpire payments for both regular payments and tournament payments; and,
- h) Be responsible for the ordering, maintenance, distribution and storage of all umpire equipment.

### 4.14.4.15. Past President

The Past President if he/she chooses to remain on the Board may participate at all Board meetings and shall join the discussions and use the wisdom of his/her experience to offer suggestions.

### 4.15.4.16. Director(s) at Large

Directors at Large can be elected at the AGM to fulfill various roles not specifically identified as part of other positions and as deemed necessary by the Board. Where additional Directors at Large are required after the AGM, and no person has put their name forward, a person or persons can be appointed by the Board.

## 5. Election and Appointment of Directors

Directors will be elected to the Board of Directors at the AGM or at a special meeting of the membership. The term of the members of the first Board of Directors of LIMBA will expire at the time of the first AGM of LIMBA. Thereafter, except where otherwise indicated below, elected Directors serve for a term which expires at the time of the second AGM following their election (two-year term). The election of Directors shall take place as follows:



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- The Directors holding the positions of President, Secretary, Registrar, Director of Equipment, Director of Sponsorship and Fundraising, Director of Girls' Softball Program and Diamond Scheduler shall be elected at the AGM held in respect of even numbered years (with reference to the fiscal year end of LIMBA). The term of the first Directors holding these positions who are elected at the first AGM of LIMBA will expire at the time of the second AGM of LIMBA (one-year term);
- The Directors holding the positions of Vice President, Treasurer, Director of Uniforms/ & Apparel, ~~Director of~~ Special Events, Director of Coach & Player Development, Director of House League Program, and Umpire-in-Chief shall be elected at the AGM held in respect of odd numbered years (with reference to the fiscal year end of LIMBA).

Any LIMBA Member in good standing can make nominations or self-nominate him/herself to stand for election for any one open position on the Board of Directors at the AGM. Nominations can be submitted prior to and during the AGM.

Any Board of Directors position not filled at the AGM may be filled through appointment by the duly elected members of the Board. The Board of Directors shall have the power to appoint replacements for any Board member position held by a Director who resigns during his/her period of appointment. The term of any Board of Directors position filled by appointment expires at the time of the next AGM at which the election of the position is to take place.

Except where no such candidate is nominated, the President's position is to be filled by a person who has previously held an elected or appointed Board of Directors position for at least one year.

During his or her term, the Vice-President shall be permitted to stand for election at an AGM to the position of President. If the Vice-President is elected to the President's position, a vote will take place at the AGM to fill the remaining one-year term of the Vice-President's position. If the Vice-President is not elected to the President's position, the Vice-President will remain in his or her current position for the duration of his or her term.

With the exception of those persons who fill the positions of Umpire-in-Chief, Diamond Scheduler, Umpire Assignor and Umpire, no person employed by LIMBA will be eligible to hold a Board of Directors position.

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

1. They shall not miss more than two (2) consecutive regular meetings of the Board of Directors. Directors missing three meetings in a row will be suspended from the Board of Directors. They may be readmitted to the Board of Directors at a special meeting called for that purpose.
2. They must abide by all LIMBA policies and any relevant Codes of Conduct.

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

Honorary and Lifetime members are exempt from Condition 1.

### 5.1. Vacancies



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Vacant positions on the Board of Directors may be filled by a majority vote of the remaining members of the Board of Directors. Any Director may request vote via secret ballot. In the case of a vacancy in the position of President prior to the end of the President's term in office, the position of President is to be filled by another member of the Board of Directors, who shall resign from his/her existing position(s). Failure to fill the position of President in this manner will require the calling of a special meeting of the membership specifically for the purpose of electing a President.

### 6. Appointed Staff/Volunteer Positions

The Board of Directors may appoint staff or volunteers including the following:

1. Umpire Coordinator/Assignor
2. LDBA Representative
3. Website Administration
4. Equipment assistant
5. CSL/Huron Perth Rep
6. Blastball Convenors
7. 7U Convenor
8. House League Convenors (one per division)
9. Tournament Organizer
10. Tryout/Workout Organizer
11. Communications, Publicity & Social Media Manager
12. Other staff or volunteers deemed necessary by the Board of Directors.

#### 6.1. Umpire Coordinator/Assignor

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

#### 6.2. LDBA Representative

The LDBA Representative shall be responsible for attending (or arranging for Board member to attend) all LDBA regular meetings and AGM. The LDBA representative shall report LDBA news and information to the Board of Directors at Board meetings.

#### 6.3. Website Administration

The Webmaster is responsible for updating the website including the weather status, the appropriate informational materials and notices required by LIMBA.

#### 6.4. Equipment Assistant

The Equipment Assistant shall report to the Director of Equipment and shall assist with repair, storage, inventory, collection and distribution of LIMBA equipment.

#### 6.5. CSL/Huron Perth Rep

The CSL/Huron Perth Rep shall report to the Director of Girls' Softball Program and shall on behalf of LIMBA attend association meetings for the CSL (Community Softball London) and/or Huron Perth Softball League and report back to the Director. The CSL/Huron Perth Rep will inform the Board of Directors regarding the volunteers required for tournament functions and will facilitate filling the required positions.

#### 6.6. Blastball Convenors





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Separate Blastball Convenors will be appointed for Ilderton and Lucan. Blastball Convenors shall be responsible for recruiting coaches, preparing team rosters and reporting back to the President. Convenors shall be responsible for overseeing the operations of their division.

### **6.7. 7U Convenor**

The 7U Convenor shall be responsible for recruiting coaches, preparing team rosters and reporting back to the President. The 7U Convenors shall be responsible for overseeing the operations of their division.

### **6.8. House League Convenors**

Separate House League Convenors will be appointed for the following divisions:

- 9U;
- 11U;
- 13U; and
- 15U/18U

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

### **6.9. Tournament Organizer**

The Tournament Organizer shall be responsible for conducting/organizing tournaments on behalf of LIMBA as required for any particular season.

### **6.10. Tryout/Workout Organizer**

The Tryout/Workout Organizer shall be responsible for organizing dates/times or tryouts and/or workouts, arranging for appropriate coaches/volunteers to be present to complete evaluations, confirm player lists, works with the Director of Equipment and Equipment Assistant to ensure the required equipment is available for tryouts.

### **6.11. Communications, Publicity & Social Media Manager**

The Communications, Publicity & Social Media Manager shall be responsible for regular communications to LIMBA membership including the development and implementation of newsletters and communications via the website as well as for posting success stories of LIMBA teams and members.

### **6.12. Other**

Other positions may be appointed as deemed necessary by the Board of Directors.

## **7. Meetings**

The President shall preside at all meetings of the LIMBA membership and of the Board of Directors with the usual privileges of the office. Motions arising at any meeting shall be decided by a majority of votes cast. In case of ties, the President shall cast the deciding vote, which shall be the only circumstance in which the President will have a vote.

For the purpose of sending notice to any Member or Director for any meeting or otherwise, the address and other contact information of the Member or Director shall be his or her last address and other contact information recorded by the Registrar or otherwise recorded in the records of LIMBA.



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No error or omission in giving notice of any meeting invalidates the meeting or voids any business transacted at the meeting. A Member or Director may at any time waive notice of a meeting, and may ratify, approve and confirm any business transacted at a prior meeting of which the Member or Director did not receive notice or where the Member or Director was not present.

Any meetings of the Members or of the Board of Directors may be adjourned to any future date and time, and any business that could have been transacted at the original meeting can be transacted at the adjourned meeting. No notice of an adjournment is required, and a meeting may be adjourned even if no quorum is present.

### 7.1. Board of Directors Meetings

A majority of the number of Directors in place, and in no case fewer than four Directors in good standing, shall constitute a quorum at a meeting of the Board of Directors for the transaction of business. The Board of Directors shall meet a minimum of 4 times each year and meetings can be held electronically by telephone, video conference or other communication facility, including email, if such facility permits all participants to communicate adequately with each other during the meeting.

The President will chair Board of Directors meetings and in his or her absence the Vice President will chair Board of Directors meetings. Approved minutes of the Board of Directors meetings shall be recorded and provided to all Board members within 14 days of the meeting.

All issues pertaining to each Board of Directors' area of charge shall be tabled promptly and without reservation. Notice of Board of Directors meetings must be given at least seven (7) days in advance to all Directors.

Any Director has the right to request a secret vote.

A Board of Directors meeting may also be called without notice, immediately following the AGM of the Members of the Association.

Any Director who has a conflict of interest regarding any matter that is before the Board of Directors will declare such conflict and abstain from voting on any motion dealing with that particular matter.

Any Director who in the opinion of the Board of Directors has a conflict of interest regarding a matter, although undeclared by the member, will be deemed to have a conflict of interest and will be prohibited from voting on any motion pertaining to that matter.

The Directors can also act by unanimous signed resolution. A resolution signed by all Directors entitled to vote on a resolution at a meeting of the Board of Directors is as valid as if it had been passed at a meeting of the Board.

### 7.2. Special Meetings

The President or Secretary, on the request of two Directors in writing, and by giving forty-eight (48) hours' notice, may call a special meeting of the Membership or the Board of Directors to deal with issues that must or should be dealt with prior to the next AGM or regularly scheduled meeting of the Board of Directors such as, but not limited to, Constitutional changes, appointment of new Board members, financial issues, or disciplinary matters.

### 7.3. Annual General Meetings





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The LIMBA AGM will be held at a location to be determined by the Board of Directors within the Lucan-Ilderton community and/or by videoconference on a date to be selected between December 1 and February 28 or, if this date range is not feasible, on a day reasonably close to this date range. Notice of the Annual General Meeting must be given to the membership at least twenty-one (21) days in advance but not more than 60 days in advance.

All eligible Voting Members of the association have one (1) vote at the Annual General Meeting per person (not 1 vote per role filled). There shall be no voting by proxy.

A quorum for the AGM or for a special meeting of the membership shall be a minimum of ten (10) Members eligible to vote and present in person. No business shall be transacted in the absence of a quorum except to take measures to obtain a quorum, to adjourn the meeting, or to take a recess.

### 7.3.1. Order of Business at the AGM

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

- Approval of Minutes of the previous AGM;
- Secretary's Annual Report;
- Treasurer's Financial Report, Review of Financial Statements and Appointment of Public Accountant;
- The President's Address;
- Reading and consideration of official correspondence;
- Consideration of by-law amendments and alterations;
- General Business;
- Election of Directors; and,
- Adjournment.

Advance notice of items discussed under General Business must be received by the Secretary (or, where there is no Secretary, the President) no later than ten (10) days prior to the AGM. Only Members in good standing are able to submit agenda items to be discussed under General Business. The President may call a Board of Directors meeting to determine the validity of general business agenda items that have been received by the Secretary.

### 7.3.2. AGM Election Process

The election of Directors shall at the AGM shall be conducted in the following order (as applicable in a given year):

1. President
2. Vice President
3. Secretary
4. Treasurer
5. Registrar
6. Director of Uniforms/ & Apparel ~~and Special Events~~
- ~~7.~~ Director of Sponsorship and Fundraising
- ~~7-8.~~ Director of Special Events
- ~~8-9.~~ Director of Equipment
- ~~9-10.~~ Director of Coach and Player Development
- ~~10-11.~~ Director of Girls' Softball Program
- ~~11-12.~~ Director of House League Program (Baseball)
- ~~12-13.~~ Diamond Scheduler
- ~~13-14.~~ Umpire-in-Chief



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### 44.15. Director(s) at Large

Where there is more than one nominee for a Board of Directors position, the position shall be elected by a simple majority vote of those eligible voters present at the AGM and/or the relevant special meeting. Where there is only one nominee for a Board of Directors position, that nominee will assume the position by acclamation. For clarity, a vote is not required unless there are two or more nominees for an open Board of Directors position.

If no nomination is received for any one or more of the Board of Directors positions prior to the AGM, nominations may be taken for these positions from the floor at the AGM. Any person so nominated must be a member in good standing of LIMBA and must accept the nomination to stand for election.

If no nomination is received from the floor at the AGM for a Board of Directors position, that position is deemed vacant and may be filled by the Board of Directors at a meeting of the Board of Directors.

## 8. Constitutional Amendments

Any change to the LIMBA Constitution can only be made at the AGM or at a special meeting of the membership called for that purpose and must be approved by a two-thirds majority of the votes cast. Such changes can be proposed by any LIMBA member in good standing.

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

## 9. By-Laws

By-laws and any amendments thereto may be proposed by the Board for adoption by the Directors at a meeting called for that purpose. No by-law may circumvent any part of the Constitution.

Any by-law amendments must be approved by a two-thirds majority of the membership at a meeting called to consider the amendments, which may include the AGM.

## 10. Discipline

The Board of Directors is empowered to discipline, suspend or remove, by a majority vote on secret ballot, any Director, Coach, Staff person, Volunteer, Parent, Guardian, Participant or Player of the Association who is deemed not to be fulfilling their duties and responsibilities, or who is in violation of any of the LIMBA, LDBA, OBA or other League or Association Codes of Conduct. A special meeting must be called specifically for this purpose and quorum for such meeting shall be three-quarters (75%) of the number of Directors in place.

## 11. Dispute Resolution

The Board of Directors may implement a dispute resolution process as part of the LIMBA's bylaws, policies, procedures and rules and regulations.

## 12. Insurance and Indemnification



## LUCAN-ILDERTON MINOR BASEBALL ASSOCIATION

1. The LIMBA will purchase and maintain such liability insurance for the benefit of its Directors and other personnel as the Board may from time to time determine.
2. In addition, every Director of the LIMBA and his/her heirs, executors and administrators, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the LIMBA from and against all costs, charges, expenses, claims or demands whatsoever which such Director sustains or incurs in any or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her for or in respect of any act, deed, matter or thing in connection with the affairs of the LIMBA except such as are occasioned by the Director's own willful neglect, willful default, willful misconduct or criminal activity.
3. No Director of the LIMBA shall be liable for the acts, receipts, neglects or defaults of any other Director unless the same shall happen by or through the Director's own willful neglect, willful default, willful misconduct or criminal activity.

### 13. Execution of Documents

All deeds, transfers, assignments, contracts, certificates and any other instruments of a material nature must be signed on behalf of the LIMBA by any two Directors, with prior authority from the Board of Directors as required.

However, notwithstanding the above provision, the Board may from time to time direct by resolution the manner in which, and the person or persons by whom, any particular instrument or class of instrument may or shall be signed

### 14. Confidentiality

All members of the Board of Directors owe the LIMBA a duty of confidentiality. Sensitive and confidential information should not be discussed outside of in camera Board of Directors meetings unless specifically authorized by the Board of Directors.

### 15. Dissolution

In the event of the dissolution of LIMBA, any Association funds and/or assets, after discharge of liabilities, will be distributed to LDBA. Such funds and/or assets will be held in trust by LDBA and returned to any organization or association that successfully reestablishes youth baseball operations within the Lucan-Ilderton boundaries as determined by Baseball Ontario.

### 16. Repeal and Replacement

All previous Constitutions of the LIMBA are repealed as of the coming into force of this Constitution. Such repeal shall not in any way impair the validity of any act or thing done prior to the enactment of this Constitution. All Directors are to act as if appointed under the provisions of this Constitution.