

Bylaws

LA LIGUE DE BASEBALL MINEUR DE N.D.G. INC. / N.D.G. MINOR BASEBALL LEAGUE INC.

GENERAL BY-LAW #1

The following By-Law is the General By-Law number 1 of Ligue de Baseball Mineur de N.D.G. Inc./N.D.G. Minor Baseball League Inc. (hereinafter, the "League").

1. ATHLETES

1.1 Such persons, whether of the age of majority or not, who shall have been approved by the Board of Directors for membership on any team formed or to be formed by the League and who remain in good standing in accordance with its rules, shall be Athletes of the League;

1.2 The inability of any person or any legal guardian of such person to pay any membership or other fees assessed by the League shall not preclude that person from becoming an Athlete.

2. MEMBERS

The Members of the League shall comprise the following persons:

2.1 Every legal guardian of an Athlete in good standing but who has not attained the age of majority, and every Athlete in good standing who has attained the age of majority;

2.2 Any person recommended to and appointed by the Board of Directors to act as a volunteer coach, manager, fundraiser, executive or in such other capacity as may have been stipulated shall be deemed to be a Member.

3. MEETINGS OF MEMBERS

3.1 The Members shall meet not less than annually in the month of November, which annual meeting shall be for the purposes of:

a. receiving the reports of the President, the Vice-Presidents and the Treasurer of the League on its operations for the preceding year and its financial position;

b. electing, by secret ballot or in such other manner as may be authorised thereat, a Board of Directors to administer the affairs of the League for the ensuing year; and

c. conducting such other business as may come before it.

4. BOARD OF DIRECTORS

4.1 The Board of Directors of the League shall comprise at least eight (8) Members, namely: a President; a Vice-President/Administration; a Vice-President/Operations; a Vice-President/Federated-Ball; a Secretary; a Treasurer, an Equipment Manager; and a Director of Communications.

To qualify to be elected on the Board of Directors, any Member wishing to submit his/her candidacy shall advise the Board of Directors of his/her intentions in writing no later than 15 days prior to the Annual Meeting of Members and the list of applicants shall be posted by the Board of Directors at Doug Harvey Arena no later than 10 days prior to the Annual Meeting of Members. If less than 8 applications are received by the Board of Directors within the prescribed delay, then the remaining positions on the Board of Directors may be filled by other Members who have not filed a notice of intention within the prescribed delay.

4.2 In addition, the Convenors for each division of the League, as appointed by the Board of Directors, shall also be members of the Board of Directors;

4.3 The Board of Directors, except for the Convenors, shall be elected by the Members at their annual meeting and each member thereof shall serve until the next annual meeting of the Members or until removed at a special meeting of the Members;

4.4 Any member who, in his/her capacity as Director of the League after its incorporation or as a member of its Executive prior to its incorporation, has:

- a. absconded with League funds;
- b. otherwise appropriated League funds; or
- c. failed to explain to the satisfaction of the League, after a demand in writing from the League, his/her use of League funds otherwise than for his/her personal purposes or similar purposes, shall not be eligible for the duration of his/her life to become a member of the Board of Directors.

Should the Board of Directors receive a notice of intention under paragraph 4.1 from such a disqualified member, the Board of Directors shall advise such member forthwith that his/her candidacy has been rejected.

4.5 Vacancies on the Board of Directors so elected shall be filled by its remaining members;

4.6 The Board of Directors and such of its number as may be appointed from time to time to act on its behalf in respect of such purposes, is empowered to conduct and shall be responsible for all aspects of the operation of the League, including without limitation:

any Athlete and any Member appointed to supervise any activities of the Athletes;

b. the incurrence of any obligations on behalf of the League, including, without limitations, obligations for general operating expenses, purchases of supplies and equipment and purchases of capital assets;

c. the purchase, collection, safekeeping, disposal and disbursement of funds and other assets of the League;

d. the execution of contracts and other documents for and on behalf of the League and the defense of any actions taken against the League; and any other actions which reasonable and prudent administrators might be expected to take in the acquisition, safeguarding, use and disposal of property.

4.7 The Board of Directors from time to time may adopt or amend, as hereinafter provided, such by-laws as they may consider to be necessary, expedient or advisable to ensure the efficient and equitable operation of the League;

4.8 The Board of Directors shall meet at least six (6) times per year; not less than once in each second (2nd) month.

5. ATTENDANCE AT BOARD OF DIRECTORS MEETINGS BY MEMBERS

5.1 The following decisions shall require the approval of a majority of the members of the Board of Directors present at a duly called meeting of the Board of Directors:

The incidence of any obligation of any series of similar obligations, the aggregate amount or cost of which will exceed three hundred and fifty dollars (\$350) and subject to paragraph 6.3 hereof, the establishment or amendment of any by-laws of the League; any resolutions from time to time the League and/or any proposals or governing body of governmental body;

other documents to be executed and which arise from the League's relationships with or obligations to its bankers;

other submissions made to any the City of Montreal or to any of its agencies or any other change in the League's affiliations with Little League Quebec, Fédération du Baseball Amateur du Québec or any successor organization;

the filling of any vacancies on the Board of Directors; and the final resolution of any disciplinary actions taken by the League.

5.2 Any Member shall be entitled to attend all meetings of the Board of Directors, but shall not be entitled to vote thereat.

6. QUORUMS, MAJORITIES AND NOTICES

6.1 The quorum for any meeting of the Members shall be ten (10) Members in good standing and personally present;

6.2 The quorum for any Board of Directors meeting shall be five (5) members of the Board of Directors in good standing and personally present;

6.3 The enactment or amendment of any by-laws of the League shall be by a two-thirds (2/3) majority of the Board of Directors, and such enactment or amendment, as the case may be, shall be in force on a temporary basis from the date of its approval by the Board of Directors until confirmed by a majority of those present at the next annual meeting of the Members (or at any prior special meeting of the Members if notice of such business shall have been given) failing which it shall be of no further force or effect;

6.4 All other matters brought before meetings of Members of the Board of Directors shall be decided by a simple majority of those entitled to vote thereat in respect thereof;

6.5 The President shall preside as chairman at all meetings of Members and the Board of Directors and shall not have a casting vote or voice thereat, but shall in all other respects be entitled to vote at meetings over which he presides;

6.6 Notices of annual meetings of the Members shall be published in both official languages of Canada in at least two (2) widely-distributed community or local newspapers at least ten (10) days prior to the date fixed for such meeting;

6.7 Notices of special meetings of the members and of meetings of the Board of Directors shall be made in such reasonable and efficient manner as the Board of Directors may determine from time to time. In the event that a group of at least 10 Members notifies the Board of Directors in writing at the Head Office of the League that they require a special meeting of the Members to be held, then the Board of Directors shall convene such meeting no later than 30 days from such notification in writing, provided the notice forwarded to the Board of Directors by such group of members specifies the matters to be discussed at such special meeting.

7. OTHER MATTERS

7.1

a. All League expenditures must be previously approved by the Board of Directors and at least three (3) written competitive bids must be received before a supplier is chosen for purchases of over \$400;

b. The League shall not remunerate any Member for services rendered on its behalf, but may reimburse a Member for out-of-pocket expenses incurred on behalf of the League.

7.2 The Board of Directors shall determine the establishment, constitution and duration of such committees as may be deemed necessary, expedient or advisable to fulfill the objects and purposes of the League, the President being an ex officio member of all committees and the Vice - Presidents being ex officio members of committees over which they have jurisdiction;

7.3 The Head Office of the League shall be in such place in Montreal as the Board of Directors may designate from time to time;

7.4 The Fiscal year of the League shall end on the thirty-first (31st) day of October in each year;

7.5 The parties hereto acknowledge their request that the executed copy of these presents be prepared in the English language, and such English version shall prevail for interpretative purposes.

ADOPTED by the Board of Directors, this 27th day of April 1998.

Paul Ryan, Secretary

CONFIRMED by the Members, this 5th day of November 1998.

Paul Ryan, Secretary