Manitoba Baseball Association

BY-LAWS

Approved as of October 18, 2026

ARTICLE I - GENERAL

1.01 Definitions - In the by-laws of the Corporation, unless the context suggests otherwise:

a. "Act" means the Manitoba Corporations Act.
b. "Articles of Incorporation" means the Articles of Incorporation incorporating the Corporation, and amendments supplemented by Articles of Amendment.
c. "Auditor" means an individual, partnership, or corporation appointed by the members at the annual meeting to audit the books, accounts, and records of the Corporation for a report to the members at the next annual meeting in accordance with the Act.
d. "Board" means the board of directors of the Corporation.
e. "Corporation" means Manitoba Baseball Association Inc. generally know as Baseball Manitoba.
f. "Voting Member" means an association (baseball regional organization or league operating in Manitoba) as listed in section 2.01 of this by-law.
g. "Non-voting Member" also referred to as "Organizational Participant Member", means those athletes, coaches and officials who are registered with Baseball Manitoba and engaged in activities at the club, regional, or provincial level that are provided, sponsored, supported, sanctioned or recognized by the Corporation or its members.
h. "Active Individual Member" means players, coaches, umpires, managers and other persons who register with a baseball regional organization or league and may pay an annual fee.
i. "Associate Member" means persons who support baseball but are not active participants such as registrars, scorekeepers and other general volunteers.
j. "Director" means an individual elected or appointed to serve on the board.
k. "Officer" means president, vice-president, treasurer and any other person designated as an officer of the Corporation within the by-laws.
l. "Days" mean all days, including weekends and holidays.
m. "In Writing or Written Notice" means communication by hard copy and/or electronic form determined appropriate by the board.
n. "Special Resolution" means a 2/3 majority is needed to pass the motion.
o. "Terms of Reference" means operating responsibilities and guidelines for a committee.

1.02 Name – The name of the Corporation will be Manitoba Baseball Association Inc. (M.B.A.) and is hereafter referred to as the "Corporation" or "Baseball Manitoba". Manitoba Baseball Association Inc. was duly incorporated under the laws of Manitoba on September 26, 1979.

1.03 Purpose - The undertaking of the Corporation is to be the governing body for the administration, development and encouragement of baseball for all skill and age levels throughout the province of Manitoba.

1.04 Objectives – The Corporation will address the following undertakings:

a. provide guidelines for the co-ordination and administration of programs for all baseball leagues and associations operating throughout Manitoba and part of Northwestern Ontario;
b. represent the interests of its members at the Western Canada Baseball Association and the Canadian Federation of Amateur Baseball;
c. represent the interests of its members with sporting agencies of municipal, provincial and federal governments;
d. provide a central administrative support service to its member groups;
e. organize and implement skill development programs for players, umpires, coaches and managers;
f. schedule and administer provincial championship tournaments for all member leagues;
g. define regional boundaries, and membership categories for all leagues throughout the province; and
h. establish membership fees and administer all funds and securities of Baseball Manitoba.

1.05 Head Office - The head office of the Corporation will be located in the Province of Manitoba, Canada.

1.06 Execution of Documents – Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two signing authorities. In addition, the Board has the power to appoint by resolution another director or agent to sign specific contracts, documents or instruments in writing on behalf of the Corporation. Contracts for regular operations may be signed by the Executive Director.

ARTICLE II - MEMBERS

2.01 Classes of Members - There will be two classes of members in the Corporation – voting and non-voting members.

2.02 Voting Membership Conditions – New voting members will be accepted into the Corporation by resolution of the board. Voting membership in the Corporation will be available to baseball regional organizations and leagues operating in Manitoba and parts of Western Ontario that meet the following membership conditions:

a. pay appropriate annual membership fee by set deadline;
b. support the aims and objectives of the Corporation;
c. exhibit respectful behaviour to all members and the public;
d. have an organizational governing document (constitution, bylaw or terms of reference); and
e. meet conditions outlined in Baseball Manitoba's Member in Good Standing Policy.

The board will have authority to grant or deny voting membership in the Corporation to any potential member for any reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation. Refusal of voting membership will be provided with written explanation, and the candidate may address board concerns and request reconsideration.

The voting members of Baseball Manitoba will be the regional organizations and leagues as listed herein.

Brandon
Bonivital
Carillon
Interlake
MidWest
NorMan
North Winnipeg
Oildome
Parkland
Portage
Pembina Hills
Red River
South Central
West Winnipeg
NorthWestern Ontario
Winnipeg South
Manitoba Junior Baseball
Manitoba Premier Baseball League
Manitoba Senior Baseball Council

2.03 Non-Voting Membership Conditions – Non-voting members will be referred to as "Organization Participant Members" and will be deemed as either an "Active Individual Member" or an "Associate Member". Organization Participant Members must meet the following membership conditions:

a. pay a program fee for services rendered by the Corporation; and
b. adhere to the Corporation's Registration Policy and its requirements for an athlete, coach or official to be deemed an Organizational Participant.

2.04 Voting Member Rights - Each voting member organization in good standing with the Corporation, will be entitled to receive written notice of, attend and vote at all member meetings of the Corporation. The members of the Corporation will elect the Board of Directors, its Officers, and any other director positions. The members will vote on any matter to be decided by the members as stipulated in these by-laws or in the Act.

2.05 Annual Voting-Membership Fee – The board will set program fees and payment deadlines for services rendered by the Corporation by January 30th of each year. Program fees will cover expenses associated with the baseball association or league and its organization participant members. Voting members will be notified in writing of the dues owing and the payment deadline required to maintain good standing with Baseball Manitoba. The membership fee will cover one calendar year from April 1 to March 31, unless otherwise adjusted by the board.

2.06 Resignation – A voting member may resign at any time by delivering written notice to the Corporation. The effective date of a member's resignation will be as stated on the written resignation. The member will remain liable for payment of any sum which was payable to the Corporation prior to the member's resignation and will not be eligible for any refund on fees paid.

2.07 Termination of Member – Membership and corresponding rights in the Corporation are terminated when:

a. the member resigns through written notice;
b. the member is expelled in accordance with Section 2.08 of this by-law;
c. the member fails to renew annual membership and pay the required fees; or
d. the Corporation is dissolved under the Act.

2.08 Discipline of Member – The board will have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

a. violating any provision of the by-laws or written polices of the Corporation;
b. carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
c. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation;
d. the member is repeatedly disrespectful to other members or fails to represent the Corporation in an appropriate manner to the public;
e. the member violates associated rules and regulations; or
f. the member commits an act contrary to Corporation aims and objectives.

In the event that a member is expelled or suspended from membership in the Corporation, the president, or other board designated officer, will provide written notice and follow the Appeals Policy.

ARTICLE III - MEETINGS OF MEMBERS

3.01 Annual Meeting - The annual meeting of members will be held typically in March, but no later than six (6) months following the financial year-end as required by the Act. Every annual meeting of members will include the annual financial statements, annual operating reports, appointment of auditor for the following year, and the board election.

3.02 Special Meetings of Members – The board or president have authority to call a special meeting of members at any time. A special meeting of members may also be called by the members upon written requisition of at least 25% of the voting members.

3.03 Place of Meetings - Meetings of members will be held at the registered office of the Corporation or at any other place in Canada that the board determines.

3.04 Persons Entitled to be Present - The only persons entitled to be present at a meeting of members will be current representatives of the voting member organizations that are in good standing with Baseball Manitoba, board directors, staff appointed by the board, and the auditor of the Corporation. Any other person may be admitted only on the invitation of the chairperson of the meeting or with consent approved at the meeting.

3.05 Notice of Meetings - Notice of the time and place of each meeting of members, along with meeting agenda, will be provided no less than sixty (60) days before the date of the meeting to each member, director and auditor. Notice of any meeting of members where special business will be transacted will state the nature of such business and will state any special resolution to be submitted to the meeting. Special meetings will require 30 days notice.

3.06 Method of Giving Notices - Any notice will be sufficiently given if:

a. delivered personally either verbally or in writing;
b. mailed or delivered to a recorded address;
c. electronic e-mail; or
d. telephoned or provided voice message.

3.07 Resolutions - To be included on the agenda of a meeting of members, resolutions must be received in writing, at least twenty-one (21) days prior to the meeting and may not involve an amendment to the Corporation by-laws. Resolutions will be distributed to the members and directors at least fourteen (14) days prior to the meeting. Resolutions that do not intend to amend the Corporation by-laws may be received at a meeting of members, provided 100% of the voting delegates in attendance approve the reception of the resolution. Upon reception of a resolution from the floor, the resolution will be declared by majority of votes.

3.08 Chairperson and Secretary - The chairperson of any meeting of members will be the president, or in the president's absence, the vice-president. If the president and the vice-president are both absent, then the voting members present will choose another director to be chairperson. The chairperson will appoint a representative to act as secretary of the meeting.

3.09 Quorum - A quorum for the transaction of business at any meeting of members will be a minimum of 51% of members present. If a quorum is attained at the opening of any meeting of members, the members present may proceed with the meeting even if a quorum is not maintained throughout the meeting. If a quorum is not attained at the opening of any meeting of members, the members present may table the meeting to another fixed time and place but may not transact any other business.

3.10 Right to Vote – Prior to the start of the meeting, each member must appoint a voting delegate who is 18 years of age or older and inform the presiding officer of the voting delegate. All other member representatives will participate as non-voting individuals. Each voting member present at a member meeting will have the right to exercise one vote on each matter requiring a vote. Board directors are not entitled to vote on any matter arising at a meeting of members.

3.11 Votes to Govern - At any meeting of members every question will, unless otherwise provided by the Act or the by-laws, be determined by a majority of votes. Any question at a meeting of members will be decided by a show of hands. A verbal declaration by the meeting chairperson stating the resolution and the voting result will be made. An entry in the minutes of the meeting to that effect will be sufficient proof of the result. Votes by proxy will not be permitted.

3.12 Ballots - The chairperson, or any voting member present may ask that a vote on any question be conducted by written ballot. All requests for a ballot vote will be awarded.

3.13 Participation by Communication Devices - A member representative may participate in a meeting of members by means of telephone or other communication device that permits all persons participating in the meeting to hear each other. A member representative participating in the meeting by alternative communication means is deemed to be present at the meeting.

3.14 Adjourned Meeting - The chairperson may adjourn the meeting to reconvene and continue at another time and place, with a resolution declared by a majority of votes. If a meeting of members is adjourned for less than thirty (30) days, it will not be necessary to give notice of the rescheduled meeting. If a meeting of members is adjourned by one or more adjournments for an aggregate of thirty (30) days or more, notice of the rescheduled meeting will be given again.

3.15 Meeting Records - Minutes of all member meetings will be maintained by the operations manager, or delegate. Each member organization president will receive a copy of minutes from each member meeting for review and approval at the next member meeting. The minutes of all member meetings will be signed by the Corporation president after approval by the voting members.

3.16 Parliamentary Authority - The conduct of all business meetings of the board will be guided by Roberts Rules of Order.

ARTICLE IV - DIRECTORS

4.01 Composition of the Board - The board will consist of a minimum of three (3) directors and a maximum of ten (10) directors. The board will consist of the following elected and appointed directors and officers:

a. president (officer);
b. vice president (officer);
c. treasurer (officer);
d. three (3) independent directors elected for their relevant and diverse skills, experience and competencies respecting inclusion and diversity;
e. two (2) athlete directors (one male and one female) being retired players (who have represented Baseball Manitoba at a national championship);
f. two (2) regional directors (1 from Zone 1 and one from Zone 2); and
g. past president (the immediate past president will be an appointed non-voting member and may serve a one-year term).

4.02 Qualification - To qualify for election to the board, individuals must be at least 18 years of age and not have the status of bankrupt. Qualified individuals must adhere to the vetting process carried out by the Corporation's nomination committee, and meet all requirements set forth in the Baseball Manitoba Nomination Policy.

4.03 Election - The board election will occur at the annual meeting of members. If an election of directors is not held at the proper time, the directors will continue in office until their successors are elected by the voting members. All member organizations have the right to receive sixty (60) days notice of the election by the nomination committee. All member organizations have the right to recommend individuals for election. The nomination committee may issue additional calls for candidates outside of the member organizations. All nominations must be submitted to the nomination committee at least thirty (30) days prior to the board election. Only qualified individuals that are vetted and recommended by the nomination committee are eligible for election to the board. The number of directors to be elected at each annual meeting will be within the minimum and maximum number of directors. Directors will be elected to fulfill a specific role as outlined in Article IV.

4.04. The board will have the right to appoint directors to fill vacant positions that exist on the board following the annual election. Appointments will be made by resolution and approved by majority vote at a constituted meeting of directors. Vacancies filled by appointment will remain in place until the next annual election.

4.04 Term of Office – The term of office will be two years and directors. There are no maximum number of terms that a director may serve. To ease the transition in the first year (2026), the positions of president and treasurer (previous vice president of finance) will remain in their current positions for two (2) years and the vice-president (previous vice-president of policy) will remain in their current position for one (1) year. All other current vice-president positions will cease to exist as of October 2026. Beyond 2026, the positions of president, treasurer, one (1) independent director, one (1) regional director, and the male athlete director will be up for election on the even years and the vice-president, two (2) independent directors, one (1) regional director and the female athlete director will be up for election in the odd years.

4.05 Removal of Director – A director will be removed from the board by resolution passed by a 2/3 majority vote at a regular or special meeting of directors if any of the following circumstances occur:

a. the director dies;
b. the director resigns through written notice;
c. the director ceases to qualify as a director;
d. the director fails to meet the meeting attendance requirements as outlined in the Board of Directors Attendance Policy; or
e. the Corporation is dissolved under the Act.

4.06 Vacation of Office - The vacancy created by such a removal may be left vacant until the next annual member meeting so long as the minimum number of directors is still met. The vacancy may also be filled for the remainder of the year through a resolution determined by a majority of votes at a meeting of directors.

4.07 Powers of the Board - Except as otherwise provided in the Act or these by-laws, the Board will govern the affairs and supervise the management of Baseball Manitoba, and as such will:

a. set and approve the vision, mission, values and strategic direction of Baseball Manitoba at least every five (5) years;
b. approve an annual operating plan and budget each year;
c. set and approve policies, procedures and rules to effectively deliver the programs and services of Baseball Manitoba;
d. ensure organizational viability through financial and corporate risk management;

e. engage in employment contracts as it deemed necessary for carrying out the work of the Corporation;
f. hire and provide oversight for the Executive Director;
g. ensure positive relationships with stakeholders; and
h. perform any other duties and make decisions from time to time as may be in the best interests of the Corporation.

4.08 Agents and Attorneys - The board may appoint agents or attorneys for the Corporation in or outside Canada. The board may give to such agents and attorneys whatever powers it determines are necessary.

4.09 Remuneration and Expenses - Directors and committee members of Baseball Manitoba will serve without remuneration for their services, unless deemed to be serving in a professional capacity as a consultant. No director will directly or indirectly receive any profit from his or her position. The directors will only be reimbursed for travel and other expenses properly incurred by them in the performance of their duties.

4.10 Conflict of Interest - A director is deemed to have a conflict of interest when a contract or transaction that the Corporation is involved with may directly or indirectly benefit the director. Whenever a director has a financial or personal interest in any matter coming before the board of directors, the board will follow the Conflict-of-Interest Policy.

ARTICLE V - MEETINGS OF DIRECTORS

5.01 Calling of Meetings - Meetings of the board may be called by the president, the vice-president, or any 25% of directors at any time. Meetings will be held at whatever time and place the president or board determines. A minimum of 4 meetings of directors per year will be conducted.

5.02 Regular Meetings - The board may fix a specific day to hold regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings will be sent to each director immediately after being passed. No other notice will be required for a regular meeting except where the Act requires the meeting's purpose or business to be specified.

5.03 First Meeting of New Board - Provided a quorum of directors is present, each newly elected board may, without notice, hold its first meeting immediately following the meeting of members at which the directors were elected.

5.04 Special Board Meetings - A special meeting of the board may be convened by a majority vote at a regular meeting of directors or 25% of directors in writing. For an approved special meeting, the executive director will issue notice to all directors at least ten (10) days prior to the meeting. Notice will include the time and place of the special meeting, along with the meeting agenda. The issue involved will be clearly defined in the notice, and only that issue will be subject to debate at the meeting.

5.05 Notice of Meetings - Notice of the time and place of each meeting of directors complete with preliminary agenda will be provided to each director no less than two (2) days prior to the meeting.

5.06 Method of Giving Notices - Any notice will be sufficiently given if:

a. delivered personally either verbally or in writing;
b. mailed or delivered to a recorded address;
c. electronic e-mail; or
d. telephoned or provided voice message.

5.07 Meetings Without Notice -A board meeting may be held without notice at any time and place permitted by the Act if all the directors entitled to vote are either present in person or duly represented, or if those not present or represented consent to such meeting being held. At such a meeting, any business for the Corporation may be transacted.

5.08 Chairperson - The chairperson of any meeting of the directors will be the president, or in the president's absence, the vice-president. If the president or vice-president are both absent, then the directors present will choose another director to chair the meeting.

5.09 Quorum - A quorum for the transaction of business at any meeting of the board will consist of a majority of elected directors. If a quorum is attained at the opening of any meeting of directors, the directors present or represented may proceed with the meeting even if a quorum is not maintained throughout the meeting. If a quorum is not attained at the opening of any meeting of directors, the directors present may table the meeting to another fixed time and place but may not transact any other business.

5.10 Right to Vote - Each elected director present at a meeting will have the right to exercise one vote. The chairperson of the meeting will vote only if required to break a tie.

5.11 Votes to Govern - At any meeting of directors every question will, unless otherwise provided by the Act or the by-laws, be determined by a majority of votes. Any question at a meeting of directors will be decided by a show of hands. A verbal declaration by the meeting chairperson stating the resolution and the voting result will be made. An entry in the minutes of the meeting to that effect will be sufficient proof of the result.

5.12 Ballots - The chairperson, or any voting director present may ask that a vote on any question be conducted by written ballot. All requests for a ballot vote will be awarded.

5.13 Participation by Communication Devices - A director may participate in a meeting of directors or committee by means of telephone or other communication device that permits all persons participating in the meeting to hear each other. A director participating in the meeting by alternative communication means is deemed to be present at the meeting.

5.14 In Camera - Directors may on occasion, request that the work of the board or committees be held in-camera or closed. Upon agreement from the chair, meetings can be moved in-camera. Minutes of in-camera meetings will not be maintained. Any motions or actions resulting from in-camera discussions will be ratified in an open meeting. In-camera actions will normally be limited to matters of personnel, confidential business matters, or personal matters. At the discretion of the board, employees may be excluded from all, or portions of, in-camera sessions.

5.14 Adjourned Meeting - The chairperson may adjourn the meeting to reconvene and continue at another time and place, with a resolution declared by a majority of votes. Notice of an adjourned meeting of directors is not required if the time and place of the rescheduled meeting is announced at the original meeting.

5.15 Minutes - Minutes of the meeting of directors will be available to any member in good standing upon written request. The board has the authority to redact sensitive information.

ARTICLE VI - COMMITTEES AND ADVISORY BODIES

6.01 Committee Formation – The board may appoint any standing or ad hoc committees by resolution of the board, as it deems necessary to help carry out the work of the Corporation. Committees may be delegated any of the powers of the board, except those powers that pertain to items which, under the Act, a committee of the board has no authority to exercise. Baseball Manitoba will establish terms of reference for all committees. The board may delegate the management of operational committees to the executive director for operational matters. The executive director may create operational committees as deemed necessary to conduct or manage any aspect of the operations of Baseball Manitoba and may disband, amalgamate, reconstitute or terminate the responsibilities of such committees. The board may disband, amalgamate, reconstitute or terminate the responsibilities of any committee by resolution of the board.

6.02 Standing Committees - The following committees will be deemed standing committees of the Corporation and will operate at all times:

a. nomination;
b. executive;

6.03 Ad hoc Committees – The board will establish ad hoc committees by resolution of the board as needed to serve a specific function for a determined time period.

6.04 Committee Member Removal and Replacement - Any committee member may be removed by resolution of the board. The vacancy created by such a removal may be filled by resolution of the board.

6.06 Nomination Committee – The board will appoint a nomination committee at least six (6) months prior to the annual member meeting. The nomination committee will be responsible to conduct the nomination process and provide a slate of qualified candidates for election at the annual member meeting where elections take place. Unless determined otherwise by the board, the nomination committee will be bound by the Baseball Manitoba Nomination Policy and the Nomination Committee's Terms of Reference as set forth by the board. The nomination committee will consist of three (3) persons appointed by the board. No person intending to run for the board in the next election is eligible to serve on the nomination committee.

6.07 Executive Committee – The executive committee will be composed of the duly elected officers of the Corporation, those being president, vice president and treasurer. Officers will be designated by board resolution to be responsible to monitor the effectiveness of the Corporation in achieving its stated goals and objectives. Specific areas of responsibility held by the executive committee are:

a. human resources;
b. governance;
c. finance; and
d. discipline and complaints.

6.08 Selection of Committee Members – With the exception of the executive committee, the president will appoint the chairperson for each committee, which will then be ratified by the board. With the exception of the executive committee, each committee chairperson will appoint individuals to their committee.

6.09 Procedure of Committee Meetings – Unless otherwise determined by the board, each committee has the power to regulate its procedure in fulfilling the mandate set forth in the committee terms of reference. Committees are required to produce written meeting notes that are shared with the board and executive director in a timely manner.

ARTICLE VII – OFFICERS & OTHER DIRECTOR ROLES

7.01 Powers, Duties and Appointments - The board may specify the responsibilities and duties of officers appointed. The board may also delegate to any officers so appointed the power to manage the business and affairs of the Corporation, in accordance with this by-law and subject to the Act. Officers must be a duly elected director of the Corporation. A director may hold only one office. If any officer is not elected, the duties of that officer will be carried out by another officer, director, or agent as determined by the board.

7.02 President - The president will, subject to the authority of the board, have general supervision of the affairs of the Corporation. The president will have the following additional duties:

a. convene meetings of directors and meetings of members, and act as chairperson for all meeting present;
b. represent Baseball Manitoba at external meetings and functions, when available;
c. be responsible to the membership for the implementation of policies and programs, and the effective governing of the Corporation;
d. work closely with the executive director and act as their supervisor; and
e. be a non-voting member of all standing and ad hoc committees of Baseball Manitoba.

7.03 Vice-President - The vice-president will, during the absence or disability of the president, hold the powers and duties of that office. The vice-president will have the following additional duties:

a. represent Baseball Manitoba on the board of the Manitoba Baseball Hall of Fame & Museum Inc. and recommend the appointment of a second Baseball Manitoba representative for this board; and
b. assist Manitoba Baseball Hall of Fame & Museum Inc. to identify individuals for nomination for board directors or officers.

7.04 Treasurer - The treasurer will be responsible for the finances of the Corporation. The treasurer will have the following additional duties:

a. present an audited financial record for the preceding fiscal year to the annual meeting of member;
b. recommend the appointment of an auditor for the current year for resolution at the annual meeting of members;
c. assume all duties of the president in the absence of, or failure to act, of the president and the vice-president;

d. work with the operations manager and executive director to administer the financial affairs of Baseball Manitoba; and
e. work with the executive director to produce a financial plan to support grant applications to funding agencies.

7.05 Independent Directors (3) - Will accept assignments from the board as required.

7.06 Region Directors (2) – Will accept assignments from the board as required, and are responsible for the following duties:

a. represent the interest of their region at meetings of Baseball Manitoba; and
b. be point of contact for issues of importance to league presidents in their zone.

7.07 Athlete Directors (2) - Will accept assignments from the board as required.

7.08 Term of Office – The term of office for officer positions will be two years. There will be no maximum number of consecutive terms that any officer can serve. Unless resignation or removal from the position occurs, each officer will hold their position until the officer's successor is appointed.

7.09 Vacation of Office - The vacancy of an officer position may be left vacant until the next term so long as a minimum of 2 officers remain. The vacancy may also be filled by another director for the remainder of the term through an election held by the board.

ARTICLE VIII - MANAGEMENT

8.01 Executive Director - Will work closely with the board and act as the liaison between board and staff members to support communication and connectivity between the governance and daily operations of the Corporation. Specific duties the executive director provides include:

a. act as the registrar for the Baseball Manitoba, receiving annual registrations and fees, and maintaining records of players ages and league affiliations;
b. conduct human resource management for all other Baseball Manitoba employees;
c. provide support service to Baseball Manitoba volunteers;
d. hire a convener to administer each Baseball Manitoba provincial tournament;
e. ensure written record of all meetings of directors, members and committees;
f. ensure notice of all meetings of the Corporation; and
g. ensure safety and accessibility of Corporation books and records.

ARTICLE IX - FINANCE

9.01 Financial Year End - Unless changed by the board, the financial year of the Corporation will end on the last day of December each year.

9.02 Banking Arrangements - All accounts and securities of Baseball Manitoba will be maintained by the executive director in a chartered bank, trust company or other financial institution approved by the board. The board may, by resolution, designate and authorize an appropriate director or directors, officer or officers, or other person or persons to transact financial business on behalf of the Corporation. Pursuant to agreements and instructions, the board may prescribe or authorize the use of a credit card or electronic banking.

9.03 Signing Authority – Signing authorities will be determined by resolution of the board of directors. All payments, contracts, or instruments in writing will require signatures of two signing authorities.

9.04 Records and Reporting – Detailed records of all financial transactions will be maintained or caused to be maintained by the operations manager in forms approved by the board. A financial summary will be reviewed by the treasurer at each meeting of directors.

9.05 Safeguards – The board will take reasonable steps to ensure that the assets of the Corporation are safeguarded against loss from unauthorized use or disposition.

9.06 Auditors - The members will at each annual meeting appoint an auditor to perform an external audit of the accounts of the Corporation and to issue the annual financial statements. The directors may fill any casual vacancy in the appointment of the auditor.

9.07 Borrowing Power - Without limiting the borrowing powers of the Corporation as set forth in the Act, but subject to the Articles of Incorporation, the board may from time to time on behalf of the Corporation, without authorization from the members:

a. borrow money upon the credit of the Corporation;
b. to the extent permitted by the Act, give directly or indirectly financial assistance to any persons by means of a loan, guarantee or otherwise on behalf of the Corporation to secure performance of any present or future indebtedness, liability or obligation of any person; and
c. create a security interest in any property of the Corporation to secure any evidences or indebtedness or guarantee or any present or future indebtedness, liability or obligation of the Corporation.

Nothing in this section limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

ARTICLE X - PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

10.01 Indemnity – Baseball Manitoba will indemnify and hold harmless each director, officer, organizational participant and employee from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a director, officer, organizational participant or employee. Baseball Manitoba will not indemnify a director, officer, organizational participant or employee or any other person for acts of fraud, dishonesty or bad faith.

10.02 Insurance - Baseball Manitoba will purchase and maintain insurance for its directors, officers, organizational participants and employees, as the board may determine.

ARTICLE XI - AMENDMENTS

11.01 Amendment of By-laws - Unless otherwise provided by the Act, any existing by-law of the Corporation may be repealed or amended when passed by at a 2/3 majority of the members (special resolution) at a duly constituted meeting of members. All members will be provided a minimum of sixty (60) days written notice of by-law amendments along with the notice of the meeting.

11.02 Secondary Rules and Regulations - The board may establish secondary rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation.

ARTICLE XII - DISSOLUTION

12.01 Dissolution – In the event of dissolution or windup of the Corporation and following the payment of all outstanding debts, liabilities, costs, charges and expenses properly incurred in winding up, the Corporation will transfer all of its assets to organization(s) having similar objectives or purposes. The recipient(s) of the transfer will be decided by the members at the final membership meeting.

CERTIFIED to be By-Laws of Baseball Manitoba, as enacted by the directors of the Corporation by resolution on the 18th day of October, 2026 and confirmed by the members of the Corporation by special resolution on the 18th day of October, 2026.

Dated the 18th day of October, 2026.

Roger Langlais

President

Treasurer