BASEBALL NOVA SCOTIA

BY-LAWS

AMENDED AS OF ----------

ARTICLE 1 – General and Interpretation

1.1 Definitions – In these By-laws, unless there is something in the subject or context inconsistent therewith, the following terms shall have the following meaning:

(a) "**Act**" means the Societies Act (Nova Scotia), as amended from time to time.

(b) "**BNS**" means Baseball Nova Scotia.

(c) "**Board**" means the Board of Directors of BNS.

(d) "**Executive**" means the Executive of BNS comprised as set out in Article 4;

(e) "**Registrar**" means the Registrar of Joint Stock Companies appointed under the *Companies Act* (Nova Scotia).

(f) "**Member**" means any member of BNS registered in accordance with Article 2 of these Bylaws.

(g) "**Officers"** means the President, Vice President, Treasurer and Secretary, and "**Officer**" means any one of them.

(h) "**Province**" means the Province of Nova Scotia.

(i) **"Special Resolution**" means a resolution passed by not less than three-fourths of such Members entitled to vote as are present in person or by proxy, where proxies are allowed, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

1.2 Head Office – The head office of BNS will be located at all times within the Province. BNS may establish such other offices within the Province, as the Board may deem necessary from time to time.

1.3 Corporate Seal --- BNS may have a corporate seal which may be adopted and may be changed by resolution of the Board.

1.4 No Financial Gain for Members – BNS will be carried on without the purpose of financial gain for its Members and any profits or other accretions to BNS will be used in promoting its objectives.

1.5 Ruling on Bylaws – Except as provided in the Act, the Board will have the authority to interpret any provision of these Bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of BNS.

1.6 Conduct of Meetings – Unless otherwise specified in the Act or these Bylaws, meetings of Members and meetings of the Board and the Executive shall be conducted according to Roberts Rules of Order (current edition).

1.7 Interpretation – Words importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate.

1.8 Headings – The headings used in the Bylaws are inserted for convenience of reference only.

ARTICLE 2 - Membership

2.1 Categories – Membership in BNS shall be composed of the following categories of Members:

(a) Life Members, being those individuals elected by resolution of the Board as life Members of BNS and each Past President of BNS; and

(b) Individual Members, being those individuals engaged in amateur baseball within the Province as a player, coach, umpire or volunteer and registered as a Member of BNS in accordance with these Bylaws.

2.2 Membership Admission – No Member will be admitted to BNS unless such potential Member:

(a) has submitted his/her name and paid the required dues to BNS (except Life Members) on or before the current registration date.

(b) has been registered by a recognized member Association, Independent Team, or League, per the BNS Club Licensing Policy, or has been registered as an individual member by order of the Board.

(c) has, agreed at all times to abide by and comply with these Bylaws of BNS, the rules of play and policies published by BNS from time to time and all rulings of those individuals charged to conduct the affairs of BNS.

2.3 Membership Year – Unless otherwise determined by the Board, the membership year of BNS shall be August 1st, to July 31st .

2.4 Duration – Membership in BNS shall be on an annual basis as determined by the Board. All Members, other than Life Members, must re-apply

2.5 Dues – Membership dues shall be set by the Board from time to time. Life Members shall not be required to pay membership dues to continue as Members of BNS.

2.6 Special Assessments – In the event the Board believes it necessary to levy a special assessment on Members of BNS in addition to the established annual dues, such special assessment rate and payment terms must be approved at a meeting of the Members of BNS entitled to vote, held for the purpose of approving such special assessment. If notice of the special assessment is given to Members a special assessment may be approved at the Annual General Meeting.

2.7 Transferability – Membership in BNS shall not be transferable.

2.8 Termination of Membership – Membership in BNS, may be terminated:

(a) by written resignation of membership delivered by a Member to BNS.

(b) if a Member fails to register required information or pay membership dues;

(c) a Member ceases to follow the provisions of these By-Laws;

(d) a Member is removed by resolution of the Board of BNS;

(e) upon death of a Member; or

(f) a Member fails to comply with the rules of play & regulations published by BNS from time to time and all rulings of those individuals charged to conduct the affairs of BNS.

2.9 Good Standing – a Member of BNS will be considered to be in Good Standing if such Member:

(a) has not resigned or otherwise ceased to be a Member of BNS;

(b) has submitted all required information & paid all the current membership dues; and

(c) is compliant with all provision of these Bylaws and all policies, rules, regulations of BNS.

ARTICLE 3 – Meeting of Members

3.1 Type of Meetings – Meetings of Members shall include the Annual General Meeting and all special meetings of Members.

3.2 Time of Annual General Meeting- The Annual General Meeting of BNS shall be held on a weekend within sixty (60) days of the end of the fiscal year, with the actual date of the Annual General Meeting to be determined by the Executive not less than three (3) months prior to the date of the Annual General Meeting.

3.3 Special Meeting- A special Member's Meeting may be called:

(a) by the President or the Executive of BNS at any time, provided the required notice of such special meeting is delivered to the Members in accordance with these Bylaws; or

(b) by the Secretary upon written request of at least five (5) Members of the Board or twenty percent (20%) of the Members in good standing of BNS.

3.4 Location and Date – The location and date of the Annual General Meeting and any Special Meeting shall be determined by the Executive of BNS, provided all meetings of Members shall be held within the Province and the Annual General Meeting shall always be on a weekend.

3.5 Notice - The Secretary shall cause notice of any meeting of Members to be delivered to Members at least forty-five (45) days prior to the date of the meeting to which such Notice relates. The notice will:

(a) specify the time, date and location of the meeting;

(b) include a proposed agenda for the meeting; and

(c) in the case of a special meeting, state the purpose of the meeting.

3.6 Delivery – a Notice required to be delivered to the Members pursuant to these Bylaws shall be considered delivered, if sent to the Members by:

(a) sending it to the electronic mail address of current Members; or

(b) if a Member has notified BNS in writing that such Member cannot receive notice by electronic mail, it shall be sent to the most recent mailing address for such Member on file with BNS; and

(c) posting the Notice to the BNS website.

Notice of any meeting of Members may be, but is not required to be, posted on any social media or other online pages of BNS, in a newspaper or newspapers or in other publication or media as directed by the Board from time to time. Regardless of the method of delivery, non-receipt of a Notice by any Member shall not invalidate the Notice, the related meeting or any business conducted at such meeting. It shall be the responsibility of all Members to

provide BNS with a current electronic mail address and/or postal address for such Member from time to time.

3.7 Entitlement to Attend and Vote- All Members in Good Standing and eighteen (18) years of age and older at the time of the meeting, are entitled to attend all meetings of Members of BNS and vote at such meeting.

3.8 Attendance – Members shall have the option to attend all meetings in person or virtually via a preapproved platform to vote. If attending a meeting virtually, requests for virtual link must be received at least 24 hours prior to the meeting.

3.9 Determination of Votes – All questions at a meeting of Members shall be determined by a show of hands, in writing or orally unless a secret or recorded ballot is requested by the Board or a majority of Members.

3.10 Agenda – The agenda for the Annual General Meeting will includes at least the following:

(a) call to order;

(b) establishment of Quorum;

(c) approval of the Agenda;

(d) approval of the Minutes from the previous Annual General Meeting, including all business arising from those minutes;

(e) executive and Board reports;

(f) approval of the Financial Statements of BNS;

(g) report from the auditor and/or audit committee;

(h) election of auditor and/or audit committee for the next fiscal year if determined necessary or desirable by the Members;

(i) consideration of any business specified in the meeting notice;

(j) election of Executive ; and

(k) adjournment.

3.11 New Business – Any Member who wishes to have new business placed on the agenda for a meeting shall give written notice to the Executive of BNS at least thirty (30) days prior to the meeting date. If the required notice for new business is not given in the timelines provided by this Section, such business may still be added to the agenda for the meeting at the sole discretion of the President or delegate of the President.

3.12 Quorum- Quorum for any meeting of Members shall be at least twenty-five (25) Members in good standing and entitled to vote. If quorum is not present within one-half hour of the time appointed for the meeting, the meeting shall stand adjourned to such time and place no sooner than thirty (30) days and not more than ninety (90) days of the Annual General Meeting. Any business conducted at such meeting following the adjourned meeting

("Second Meeting") shall be binding regardless of the number of Members present, provided that written notice of the Second Meeting shall be given by the Board at least thirty (30) days in advance of the Second Meeting.

ARTICLE 4 - The Executive

4.1 Role - The Executive shall have the authority to oversee the implementation of Board policies and conduct the affairs of BNS between meetings of the Board and shall perform such other duties as may be prescribed by these Bylaws or the Board.

4.2 Composition - The Executive shall consist of the following positions:

(a) The President;
(b) Vice-President;
(c) Secretary;
(d) Treasurer
(e) Executive Director (non-voting member)

4.3 Officer Election - Each of the President, Vice President, Secretary, and Treasurer shall be elected by the Members at the Annual General Meeting held at the expiration of such officer's term and shall take office immediately following that Annual General Meeting.

4.4 Non-Elected Positions – The Executive Director, if and when appointed by the Board, will attend all meetings of the Executive and may participate in such meetings to the extent permitted by the Executive but will not be entitled to vote.

4.5 Term – Once elected:

(a) the President, and Secretary shall serve a term of two (2) years beginning immediately after the Annual General Meeting in which they were elected and ending immediately after the second Annual General Meeting following the election in which they were voted in. Election for President, and Secretary shall take place in years ending in even numbers.

(b) the Vice-President and Treasurer shall serve terms of two (2) years beginning immediately after the Annual General Meeting in which they were elected and ending immediately after the second Annual General Meeting following the election in which they were voted in. Election for Vice-President and Treasurer shall take place in years ending in odd numbers.

4.6 The Board shall have the authority, by ordinary resolution, to suspend the playing and/or the membership privileges of any player, coach, manager, umpire or official for conduct deemed detrimental to amateur baseball or the objects and goals of BNS. Any such suspended player, coach, manager, umpire or official may appeal such suspension to the Members of BNS at the Annual General Meeting or other special meeting of the Members.

ARTICLE 5 - Board Of Directors

5.1 Role - The Board shall set, implement and oversee policies in furtherance of the objects of BNS and conduct the affairs of BNS between Annual General Meetings.

5.2 Composition – The Board of Directors shall consist of;

(a) no more than nine (9) Directors, which shall be composed of the Officers and five (5) Directors.

(b) No more than 66% of the Board shall be composed of the same gender at any one time (excluding ratio imbalances caused by vacant positions)

5.3 Directors – There shall be five (5) Directors elected for their relevant and diverse skills, experiences, and competencies, while respecting inclusion and diversity.

5.4 Election of Directors - Each Director shall be elected at the Annual General Meeting. Directors shall take office for a one (1) year term beginning immediately following their election and ending at the next Annual General Meeting.

5.5 Incumbents- Individuals currently holding a position on the Board and wishing to be re-elected after the expiration of his or her term are eligible for re-election to the position such incumbent currently holds or to any other position on the Board.

5.6 Nomination - Members in Good Standing, who are at least eighteen (18) years of age may nominate themselves for election to the Board or may be nominated by any other Member in Good Standing and who is entitled to vote at meeting of Members. All nominations for election to the Board, must be delivered to the Nominating Committee Chair not less than twenty (20) days before the Annual General Meeting. Notwithstanding the foregoing, nominations for position on the Board may be accepted at any time prior to the election of the Board at the Annual General Meeting as the case may be, in the sole discretion of the President.

5.7 Nomination Committee

5.7.1 The Board shall appoint a Nomination Committee at least 3 months prior to the Annual General Meeting to conduct the nomination process and provide a slate of nominated candidates for election to the Board at Annual and Special meeting where elections take place.

5.7.2 Unless determined otherwise by the Board, the Nomination Committee shall be bound the Nomination Committee's terms of reference as set forth by the Board and the Baseball Nova Scotia Policy and Procedure Manual. The Nomination Committee shall consist of three (3) persons. No person intending to run for the Board in the next election, eligible to serve on the Nomination Committee.

5.7.3 The Nomination Committee shall accept nominations from applicants responding to calls for candidates and from Members;

5.7.4 The Nomination Committee shall choose a slate of candidates to be submitted to the Membership from the applicants.

5.7.5 All nominations must be submitted to the Nomination Committee at least twenty (20) days prior to elections at the Annual General Meeting,

5.7.6 The names submitted to the members from the Nomination Committee will be presented at the Annual General Meeting for the purpose of selecting Board members,

5.7.7 The Nomination Committee will develop a process for selection of a slate of candidates in compliance with Article 5 of these By Laws.

5.7.8 The Chair of the Nomination Committee will be selected by the President and ratified by the Board. Members of the Nomination Committee will be selected by the Chair of the Nominating Committee and ratified by the Board.

5.8 Removal- Any member of the Board may be removed from office by a Special Resolution of the Members present at any annual General Meeting or special meeting of the Members, provided the Board is given not less than twenty (20) days written notice of such meeting and the motion to be put forward and the member of the Board to be removed is given the opportunity to be present and speak at such meeting. Any member of the Board may also be removed by resolution of the Board, where the Board has just cause for such removal.

5.9 Resignation- A member of the Board may resign his or her position with BNS at any time by presenting his or her notice of resignation to the Secretary (or the President in the case of resignation by the Secretary). The resignation will take effect as of the resignation date set out in such resignation notice (immediately if no date is specified) or at such earlier date as the Executive may determine. A member of the Board shall be deemed to have resigned immediately if such individual:

(a) is found by a court to be incompetent;

(b) becomes bankrupt;

(c) is unable to perform the duties of his or her office for a period of thirty (30) days or more by reason of absence, illness or otherwise;

(d) dies; or

(e) is found guilty of a criminal offence involving fraud, violence, use of a weapon or a sexual nature or relating to or involving minors for which a pardon has not been granted.

5.10 Vacancy- If a position on the Board becomes vacant, for whatever reason, and there is still a quorum of Board members, the Board may appoint an individual to fill the vacancy for the remainder of the vacant position's term of office or may elect to carry on the business of the Board or the Executive as the case may be without filling the vacant office with the other members of the Board assuming the duties of the vacant office provided such vacancy shall be filled at the next Annual General Meeting.

5.11 Multiple Offices – No person may hold more than one position on the Board at any given time.

5.12 Remuneration – All members of the Board and the Executive will serve their terms in office without remuneration except for the reimbursement of reasonable expenses incurred in carrying out the duties of their office as are approved in writing by the Board.

5.13 Powers – Except as otherwise provided in the Act or these Bylaws, the Board is vested with the management of operation of BNS and shall conduct the business and affairs of BNS between Annual General Meetings. Without limiting the generality of the foregoing, the Board shall have the power and authority to:

(a) Create and implement policies, procedures, standards, qualifications and rules:

(i) for the management of the affairs of BNS;

(ii) for the registration of Members and authority to register Members accordingly;

(iii) for the discipline of Members and shall have the authority to discipline Members accordingly;

(iv) for the control and management of the funds of BNS and to deal with all matters relating to the banking needs of BNS from time to time;

(v) for the management and resolution of disputes within BNS and all disputes shall be dealt with in accordance with such policies and procedures determined by the Board from time to time;

(vi) relating to all matters of on field play and tournament regulations for all games and tournaments sanctioned by BNS, including but without limitation to coaching, officiating, safety, health and equipment;

(b) establish committees, appoint Members to committees and delegate powers and functions to committees;

(c) hire, manage, discipline and terminate employees and agents, as required from time to time to carry out the goals and objective of BNS, including the Executive Director and Technical Director;

(d) determine the host sites of all Nova Scotia Baseball Championships and all Atlantic and National Baseball championships played within the Province, subject to final approval by the President; and

(e) negotiate, fix the form of and enter into contracts, agreements or other documents necessary for the operation of BNS, whether under seal or otherwise, providing any such contract, agreement or document shall, unless otherwise determined by resolution of the Board, require the signature of any two Officers or any Officer together with the Executive Director.

5.14 Each Board member shall be subject to a consecutive term limit of 8 years (comprised of multiple 2 year terms for Officers, and multiple 1 year terms for Directors).
*Any period of time spent on the Board prior to 2027 will not apply to term limits.

ARTICLE 6 - Meetings of the Board and Executive

6.1 Meetings- Meetings of the Board and the Executive shall be held as often as the business of BNS may require and shall be called by the President or any three members of the Executive or the Board, as the case may be.

6.2 Location and Time – The time and place of Board and Executive meetings shall be determined by the President or a majority of the Board or Executive, as the case may be, and in any event shall be held within the Province.

6.3 Quorum – At any meeting of the Board or Executive, quorum shall consist of a majority of members of the Board or Executive, as the case may be, entitled to vote at such meeting.

6.4 Chair – The President shall be the chair of all meetings of the Board and Executive and in the absence of the President such meeting shall be chaired by the Vice-President. In the event neither the President nor the Vice-President be in attendance at a meeting, such meeting shall be chaired by the member of the Board or Executive, as the case may be, as determined by the members of the Board or Executive, as the case may be, present and entitled to vote at that meeting.

6.5 Notice – Notice of any meeting of the Board or Executive shall be delivered at least five (5) days prior to the meeting by electronic mail to the electronic mailing address provided by each member of the Board or the Executive, as the case may be, to the Secretary. Each meeting notice shall specify the time of the meeting, the location of the meeting and the general business to be transacted. If a member of the Board or the Executive provides

notice in writing to the Secretary that he or she cannot accept notice by electronic mail then notice for such member shall be sent by postage pre-paid mail to the most recent civic address provided by that member to the Secretary.

6.6 Voting – Each member of the Board and each Officer on the Executive is entitled to one vote. Voting will be by show of hands, orally and/or by electronic means unless a majority of members of the Board or Executive, as the case may be, present at the meeting request a secret ballot. Resolutions will be passed if a majority of votes are in favor of the resolution and in the event of a tie the President shall have a casting vote.

6.7 Electronic Meetings- Any meeting of the Board or the Executive may be held, in whole or in part, by way of teleconference, video conference or other means of electronic communication, provided all participants are able to communicate with each other in real time. Any member of the Board or Executive who is not able to attend a meeting in person may attend by electronic means, and any member participating by electronic means shall be considered to be present and have attended such meeting. In the event a secret ballot is required at a meeting any member attending electronically shall either (i) submit their vote using features of the electronic platform they are using to attend the meeting, or (ii) if no such ability exists, submit his or her vote by email to the Secretary who shall count such vote but shall not disclose the vote to anyone whether at the meeting or otherwise. Once the resolution has been passed and entered into the minutes the Secretary shall destroy or delete all email votes.

6.8 Electronic Polling – Notwithstanding anything contained in these Bylaws, between meetings of the Board or Executive, if the President determines it is necessary or expedient, the President may poll the members of the Board or the Executive, as the case may be, by electronic mail or other electronic means and take a vote on a particular question or questions without calling a formal meeting, (i) a response to the poll question is received from at least a majority of the members of the Board or Executive, as the case may be, entitled to vote if a formal meeting were held, and (ii) the Secretary records the results of the vote in the minutes of BNS including, without limitation, copies of the votes received, and distributes the results of the vote to the members of the Board or the Executive, as the case maybe within five (5) days of the vote closing. Resolutions passed by the Board or the Executive in the manner prescribed in this Section 6.8 shall be as valid as if it had passed at a formal of the Board or the Executive, as the case may be, duly called, constitute and held for that purposes, notwithstanding all members of the Board or the Executive, as the case may be, did not submit a vote.

6.9 Written Resolutions – Notwithstanding anything contained in these Bylaws a resolution in writing, signed by all members of the Board or the Executive, as the case may be, shall be as valid as if it had passed at a meeting of the Board of the Executive, as the case may be, duly called, constituted and held for that purpose.

6.10 Proxies – Members of the Board or the Executive may not vote via proxy at any meeting of the Board or the Executive.

6.11 Closed Meetings – Meetings of the Board and the Executive shall be closed to Members and the public except by invitation of the Board or the Executive, as the case may be. All discussion, e-mails and correspondences of the members of the Board and the Executive related to the business of BNS are considered confidential within the board unless otherwise determined by the President or a court of competent jurisdiction.

ARTICLE 7 – Officers

7.1 President - The President shall:

(a) Keep the Board focused on advancing the vision, mission, and strategic plan of BNS.

(b) Ensures the Board develops strategies, plans, and policies to guide BNS.

(c) Ensures that the Board attends to its internal governance functions, including those relating to the orientation of new Board members and to the Board's evaluation of its own performance, including accountability for completing their tasks according to policies and bylaws.

(d) Provides direction and support to the Directors, including committees, and remains positive, constructive, and professional at all times.

(e) Plays a leading role in communicating externally the vision, mission, and values of BNS and providing information about BNS activities that is consistent with the views of the Board of Directors.

(f) Represents BNS at meetings and events of Baseball Canada.

(g) Serves as ex-officio member of all BNS committees.

(h) Chairs meetings of the Board, Executive, and the members.

(i) Monitors financial planning and reports with the Treasurer and is one of the financial signings authorities for the Association.

7.2 Vice-President – The Vice-President shall:

(a) In the President's absence, presides at meetings.

(b) Reports to and closely works with the President to assist in the President's duties.

(c) Works with the President to assist in developing the agendas for meetings.

(d) Advises the President and the Directors on selecting volunteers for committees.

(e) Assists the President by taking on responsibility as necessary for communication with Directors and Committee Chairs.

(f) Performs other duties as assigned by the President.

(g) Serves as an officer of the Association; and

(h) Acts as one of the financial signing authorities.

7.3 Treasurer- The Treasurer shall:

(a) Presents financial reports at each Board meeting and as requested by the President or Vice President. This can be comprised of cash position on date of meeting, cash roll forward, and an analysis of future financial commitments.

(b) Provides a general analysis of the Association's financial standing upon request.

(c) Advises the Board on the feasibility of future financial commitments.

(d) Ensures an accurate record of all monies received and disbursed is kept in a timely manner.

(e) Authorized to sign the Association's cheques.

(f) Organizes authorization of new signing authorities on the Association's bank account.

(g) Presents a financial report at the Annual General Meeting.

(h) Presents a proposed operating budget at the March Board of Directors meeting.

(i) Ensures that all statutory reporting and requests for financial information are conducted in a timely fashion in accordance with the bylaws/Board policies.

(j) Serves as a member of the Board of Directors and attends all meetings as such.

(k) Assists the President in the performance of their duties, whenever requested to do so.

(l) Represents the Association before other Associations or Organizations as requested by the President

7.4 Secretary - The Secretary shall:

(a) Ensures that accurate minutes of Executive meetings, Special meetings, and the AGM are taken and approved, including:
- Date, time, location of meeting.
- Those present and absent.
- Items discussed.
- Attached copies of reports; and
- Motions presented and disposition of such motions.

(b) Ensures the final copy of the minutes is distributed to all parties entitled to attend the meeting.

(c) Serves as custodian of records by ensuring the records of the Association are maintained as required by law and made available when required by authorized persons.

(d) Works with the Treasurer to ensure the relevant membership fees are paid; and

(e) Together with the Executive Director, is responsible for the nomination process for the election of Directors and Executive Committee members.

7.5 Directors – Each Director shall:

(a) Attend all meetings of the Board, as required.

(b) Provide diverse insight and guidance during discussions and communications amongst the Board.

(c) Actively participate in the strategic planning process of BNS, including annual development of outcomes

(d) Participate in ad-hoc and/or standing committees as needed or required per BNS Policy and Procedures.

(e) Works with Officers in carrying out the required duties of the Board.

(f) Carry out other duties as directed by the President.

ARTICLE 8 – Conflict of Interest

8.1 Conflicts- Any employee, Officer or member of the Board who has a conflict of interest, potential conflict of interest, or who may reasonably be perceived as having a conflict of interest in any matter, contract, agreement, transaction or decision with or of BNS, shall:

(a) promptly and fully disclose all relevant information concerning the nature and extent of the conflict, potential conflict or perceived conflict;

(b) abstain from voting or speaking in debate on any matter relating to the conflict, potential conflict or perceived conflict;

(c) abstain from influencing or attempting to influence debate on any such conflict, potential conflict or perceived conflict and where possible remove themselves from any meeting where matters relating to such conflict, potential conflict or perceived conflict are being discussed or decided; and

(d) otherwise comply with all requirements relating to conflicts of interest in these Bylaws, the Act or any policy of the Board or Executive.

8.2 Financial Dealings - Employees, members of the Board and the Executive, their immediate family members or companies related to them or immediate members of their family shall not have any financial dealing with BNS without the express consent of the Board after disclosure of any facts or information required pursuant to Section 8.1;

8.3 Employees – Employees shall not:

(a) accept any remuneration, other than their compensation from BNS, for conducting business on behalf of BNS, unless approved in writing by the Board;

(b) use proprietary or confidential information obtained in the course of their employment for personal benefit or any purposes other than to carry out the duties and responsibilities of their employment with BNS;

(c) use BNS facilities or equipment for personal benefit without the prior written consent of the Board;

(d) act in any public capacity on behalf of BNS or publish any work, paper, document, video or other information about BNS without the prior written consent of the Board.

ARTICLE 9 – Amendment of Bylaws

9.1 Amendment – These Bylaws may only be amended, revised, deleted, repealed or otherwise changed (collectively, "**Amendments**") with a Special Resolution of the Members present at a meeting duly called for the purpose of approving such Amendments.

9.2 Review of Proposed Changes – any proposed Amendments to these By-Laws must be reviewed by the Board Executive not less than ninety (90) days prior to the meeting called to approve such Amendments to ensure consistency with the remainder of these By-Laws and the Executive may make revisions to the language of the proposed Amendments to ensure consistency with the remainder of these Bylaws.

9.3 Delivery to Members- copies of the proposed Amendments together with any revisions made by the Executive shall be delivered to the Members at least thirty (30) days prior to the meeting called to approve such Amendments.

9.4 Effective Date – Amendments approved by the Members will be effective once they are filed with and approved by the Registrar. The Secretary shall file all Amendments within fourteen (14) days of such Amendments being approved by the Members in accordance with Section 9.1.

ARTICLE 10 – Disputes and Appeals

10.1 Any Member may request the resolution of a dispute or appeal a decision — excluding suspensions issued pursuant to the BNS Discipline Grid — in accordance with the Discipline and Complaints Policy and Appeals Policy, as outlined within the Safe Sport Policy suite. Appeals arising from discipline administered under the Discipline Grid shall be governed by the process set forth in the BNS Handbook.

ARTICLE 11 – Umpires Division

11.1 The Baseball Nova Scotia Umpires Division shall elect the Supervisor of Umpires to serve as BNSUD's official representative to Baseball Nova Scotia, Baseball Canada, or in any required meeting or committee.

ARTICLE 12 – General Financial and Managerial

12.1 Fiscal Year – The fiscal year of BNS will be April 1st to March 31st, or such other period as the Board may from time to time determine.

12.2 Bank - The banking business of BNS will be conducted at such Chartered Bank or other financial institution as the Board may designate from time to time.

12.3 Auditors - At each Annual General Meeting the Members will appoint an auditor or audit committee to audit the books, accounts and records of BNS. The auditor will hold office

until the next Annual Meeting unless removed by resolution of the Members. Neither the auditor nor any member of the audit committee will be an Employee or Officer of BNS.

12.4 Signing Authority – All written agreements and financial transactions entered into in the name of BNS will be signed by two Officers of BNS, or one Officer and the Executive Director, or as otherwise authorized by resolution of the Board.

12.5 Property - BNS may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

12.6 Records – The books and records of BNS may be inspected by any Member on reasonable notice at any reasonable time within two days of the annual general meeting or other meeting of the Members at the registered office of BNS.

12.7 Borrowing - BNS may only borrow funds and grant security over its property and assets with the sanction of a Special Resolution.

12.8 Intellectual Property – No person, entity or organization may use the name of any intellectual property of BNS without the prior written authorization of the Board of Directors.

12.9 Dissolution - Upon the dissolution of BNS, any funds or assets remaining after paying all debts will be distributed, in accordance with the Memorandum of BNS, to one or more organizations with similar objectives as BNS which organizations shall be selected by the Board.

12.10 Indemnification - BNS will indemnify and hold harmless out of the funds of BNS each Officer and member of the Board, their heirs, executors and administrators 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 or Officer. Provided that no indemnity shall be provided for any claim, demands, action or costs which arise as a result of acts of fraud, dishonestly, bad faith or gross negligence of any Officer or member of the Board.

12.11 Insurance - BNS will, at all times, maintain in force such directors and officers liability insurance as may be approved by the Board from time to time. The Board will provide each Officer and member of the Board with a certificate confirming such insurance on request from such person.