

THE INTER COUNTY
BASEBALL ASSOCIATION INC.

- CONSTITUTION AND BY-LAWS -



Revised: November 9, 2011

INTER COUNTY BASEBALL ASSOCIATION INC.

CONSTITUTION

November 1982
BY-LAW #1

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INTER COUNTY BASEBALL ASSOCIATION INC.

CONSTITUTION AND

BY-LAW NUMBER ONE

By-Law Number One: A by-law relating generally to the transaction of the affairs of the Inter County Baseball Association Inc.

1. THE HEAD OFFICE

The head office shall be in the province of Ontario, and at such place therein as the Directors from time to time determine.

2. SEAL

The Seal, an impression of which is stamped in the margin hereof, shall be the Corporate Seal of the Corporation.

3. PURPOSE

The purpose of the Inter County Baseball Association Inc. shall be to improve, foster and perpetuate the game of baseball. It shall also endeavor to promote and maintain a kindly feeling among members of the baseball teams within the district.

4. MEMBERSHIP

- a) Membership in the Corporation shall consist of; (1) such baseball organizations as shall agree to abide by and comply with the rules and by-laws of the Association, (2) The Past Presidents of the Inter County Baseball Association, (3) Any other individual (including corporations, partnerships and other legal entities as are from time to time admitted by the Board of Directors.), and (4) The Board of Directors of the Association.
- b) Membership granted to the Past Presidents or individuals by the Board of Directors is permanent and is not transferable.
- c) The membership of each member of the Board of Directors shall automatically terminate at the end of the Annual Meeting of the Association unless the same is renewed at that time.
- d) Membership of the Organization shall be renewed annually at a date specified by the Board of Directors of the Association.
- e) Any new Baseball Organization must apply for membership to the Board of Directors. Approval may be provided by a two-thirds majority vote of Directors.

5. TEAM MEMBERSHIP

- a) The membership of any team may be forfeited by; (1) voluntary withdrawal, (2) by disbandment, (3) by offering, agreeing, conspiring or attempting to lose any game of ball, (4) by failing to immediately suspend any player who shall have been proven guilty of offering, agreeing, conspiring or attempting to lose any game of ball, or being interested in any pool or wager against his/her own team, (5) by refusing to play or continue a game, (6) by inability to compete in playing strength with other clubs in the Association in the opinion of the Board of Directors(hereafter referred and called the Board), (7) refusing to comply with any written instructions directed by the Board through the Association Secretary.
- b) Each member in good standing shall be entitled to one vote, or one vote per team sponsored in this Association on each question arising at any special or general meeting of the membership of the Corporation.
- c) Any member may vote through authorized proxy.

6. BOARD OF DIRECTORS

- a) The affairs of the Corporation shall be managed by a Board of no more than twenty (20) Directors, each of whom at the time of election or appointment shall be a member of the Corporation. Each member of the Board of Directors shall hold office until the first Annual meeting after election or appointment.
- b) The whole Board shall be retired at each Annual Meeting but shall be eligible for re-election or re-appointment if qualified.
- c) Any member of the Inter County Board of Directors may be removed from office for conduct detrimental to the Inter County at a meeting of the ICBA Board of Directors upon a resolution by 2/3rd votes cast in respect of such a resolution. Notice must be given to all members of the Inter County Board of Directors at least 7 calendar days prior to a meeting being held to bring such a resolution before the board. The procedure for removal of Directors and Board Members is outlined in the "ICBA BOARD OF DIRECTORS & MEMBERS CONDUCT POLICY" Appendix "C"
- d) If during the term of the Board, a vacancy should occur for reasons other than removal, the elected members of the Board may elect by a majority of votes, a member to fill a vacancy for the remainder of the term.

7. DIRECTORS

- a) The Directors of the Corporation shall include
 - i) The immediate Past President of the Association,
 - ii) Three (3) Directors specifically elected at the Annual Meeting to fill the role of President, First Vice-president and Second Vice-president. The role of president may be filled only by an individual that has previously served two (2) years on the Inter County board.
 - iii) Three (3) Directors–At-Large, elected annually at the Annual Meeting.
 - iv) One (1) Director elected by each member association (up to eight (8) in total).
 - v) These fifteen (15) directors shall appoint a Secretary and Treasurer, and such other positions as are appropriate up to a total of twenty (20).
- b) No Director, elected or appointed, shall hold any position with any Baseball Organization or Baseball Team that is not affiliated with the Ontario Baseball Association, not to preclude SOBA, unless that team is organized on behalf of a religious or educational institution. If the team or league in question has applied to be sanctioned by the OBA, then there is no immediate conflict pending the outcome of the OBA decision regarding sanctioning.

8. MEETINGS OF THE BOARD OF DIRECTORS

- a) A minimum of five (5) directors present for any board meeting shall form a quorum for the transaction of business. Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine.
- b) Meetings shall be called by the President, or by the Secretary, upon the request of two Directors in writing. Notice of such meetings shall be delivered, telephoned or otherwise communicated to each Director so as to arrive no less than two days before the meeting is to take place. A statutory declaration of the Secretary or President that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of giving such notice.
- c) A Director's meeting may also be called without notice, immediately following the Annual Meeting of the members of the Corporation.
- d) The Directors may consider or transact any business, at any meeting of the Board.

9. VOTING - BOARD OF DIRECTORS

- a) Questions arising at any meeting of the Directors shall be decided by a majority of votes. In case of ties, the Chairman shall cast the deciding vote. A declaration by the Chairman that a resolution has been carried and an entry to that effect in the minutes shall be admissible evidence as prima face proof of the fact, without proof of the number or proportion of the votes recorded in favour or against a resolution.
- b) That the Executive Board and/or Board of Directors of Inter County B.A., cannot hold a vote on a motion that directly effects local Associations of Inter-County in regards to its players, formation of teams that effects said players of each Association, the direction of Inter-County that is deemed to effect a local Inter-County Association, or put a local Association in jeopardy of losing teams as a result of a said motion, without 30 days notice given to each Local Association in writing, so that the Local Association has the time to meet with their respective Board of Directors and discuss the motion put forth. The Local Associations can then instruct their Inter-County rep and /or President on the position of their local board, and have him or her vote, or amend the motion accordingly at the next meeting called after the 30 days notice.

10. POWER AND DUTIES - BOARD OF DIRECTORS

- a) The Directors of the Corporation shall administer the affairs of the corporation in all things and make cause to be made for the Corporation, in name, any kind of contract which the Corporation may lawfully enter into and, save as herein after provided, generally may exercise all such other powers and do all such other acts and things as the Corporation is, by its charter or otherwise, to exercise and do.
- b) Without in anyway derogating from the foregoing, the Directors are specifically empowered, from time to time, to purchase, lease or otherwise acquire, alienate real or personal for such consideration and upon such terms and conditions, as they deem advisable. The Directors may from time to time: (1) borrow money on the credit of the Corporation, or (2) change mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debt, rights, power, franchises and other such taking to secure any securities or any such money borrowed, or other debt, or any other obligation or liability of the Corporation. The Directors may from time to time authorize any person to make arrangements with regard to the monies borrowed or to be borrowed as a foresaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due the Corporation as the Directors may authorize and generally to manage, transact and settle the borrowing of money by the Corporation.
- c) At the first Board meeting following the Annual Meeting, the Board shall appoint the Treasurer whose duty it will be to sign all cheques, bills of exchange, or other orders of payment of monies, etc. He/she shall maintain the financial records of the Corporation.
- d) The Board of Directors shall appoint an Auditor to examine the financial records of the Corporation; the appointment shall be done before the Annual meeting of the Association so that the Auditors report can be presented at that time.
- e) The Auditor or individual conducting the review and engagement may not be associated with, or be a member of the Board of Directors of the Corporation.
- f) The financial year of the Corporation shall end on October 1st, to September 30th.
- g) At the first Board Meeting following the Annual Meeting, the Board shall appoint a person to act as the Association Secretary. They may also appoint a person to act as Supervisor of Minor Umpires. In addition, the Board may confirm the Supervisor of Umpires and the Assignor of umpires who shall fulfill these roles for the Major and Junior Series.

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- h) The Major Series, before the Annual meeting of the Association, shall propose a person to act as the Major Commissioner, these names shall be forwarded to the Board. At the first meeting of the Board following the Annual Meeting, the members of the Board shall consider the names of the Commissioners as proposed by their respective series. The Board shall either confirm or reject the person (s) recommended. The Board shall so advise the respective series as to their decision.
- i) The Directors shall annually determine any honorariums for the Secretary, Treasurer, Major Commissioners, Minor Convenors, Supervisor of Minor Umpires, Supervisor of Umpires, and the Assignor of Umpires. The Board shall also determine annually, what 'out of pocket' expenses incurred by any Board member, or persons acting on its behalf, shall be reimbursed by the Corporation.

11. OFFICERS AND DUTIES

- a) The president shall preside at all meetings of the Association and of the Board of Directors. He/she may, by giving forty-eight hours notice, call a special or general meeting of the Association, Board of Directors or Board of Directors and representatives of any one group or series, but shall be obliged to call such meeting on the written request of two or more members of the Association within twenty-four hours of receipt of such request. The President shall have the power to enforce the rules and by-laws of the Association and penalize any member, team or player or game official for any infraction of same.
- b) Minor Series Convenors shall be assigned on a rotating basis, selected from each local Association, and appointed each year by the President of the Board, who will grant by his/her authority, any powers as he/she deems fit. Each ICBA local association becomes responsible for the completion of all aspects of the convenor's duties.

The Convenor will:

- i) The convenor, or the Series Commissioner, or the Chair of the Discipline and Protest Committee will have the ability to suspend any individual for up to a maximum of 2 games. A suspension of more than 2 games may only be issued after a full hearing conducted by the Discipline and Protest Committee. If circumstances warrant, the Chair of the Discipline and Protest Committee may indefinitely suspend an individual pending a full disciplinary hearing. Such a hearing must be held with 7 calendar days from the date of the suspension. No Player or Coach under suspension may attend or participate in any team functions until the hearing has been held.
- ii) Any suspensions in excess of 2 games is subject to an appeal process.
- iii) A \$50.00 fine may be imposed on the Local Association if the properly completed game report by the home team is not post marked within 48 hours of the end of the game. Three violations may result in the suspension from further Inter County play, subject to appeal to the Board of Directors.
- iv) The home team will be given 5 days for re-scheduling a regularly scheduled game that has been cancelled. During the last two weeks of the schedule, the date MUST be set within 48 hours of the date. If the two teams do not agree on a date, the home team will provide two dates to play and the convenor will pick a date. (This date will be picked by the convenor after consideration of the playing schedule of both teams.)
- v) The convenor will ensure that all teams in his/her division have the proper playing schedule before the start of the season.

- c) An All-Star Team(s) Co-ordinator shall be appointed each year by the President from among the Directors of the Board, and grant of his/her authority any powers as he/she deems fit.

The All-Star Co-ordinator shall be responsible for the management of activities related to the Midget, Bantam, Pee Wee All Star teams, and Ontario Summer Games teams, including, but not limited to; making a call for and selecting coaches for these teams, co-ordinating open tryouts, notifying local associations of try-out times, coaches, tournament dates, etc.

- d) The Board shall have the power to extend, shorten or cancel any suspensions. The Chair of the Discipline and Protest Committee can, if warranted, rescind an automatic 1 game suspension for an ejection. Any team, manager or player, coach or team official who has been suspended for more than two (2) games, shall have the right to appeal to the Board. The Chair of the Discipline and Protest Committee upon request to appeal a suspension of more than two (2) games, shall appoint a special hearing board of three (3) members of the Board. The Committee Chair shall give the offending team or official twenty-four hours notice of the time and place of the hearing. The Committee Chair shall set the time and place of the hearing, that will occur within seventy-two hours of receipt of the appeal.

A *suspended* individual may appeal a decision of the Discipline and Protest Committee. The President shall appoint a special hearing board of three (3) members who were not involved in the original hearing. The decision of this hearing board is final.

- e) The Vice-Presidents shall perform such duties as may be delegated to them by the President and shall in the order of rank perform the duties of the President in his/her absence.
- f) The President shall assign the Directors-At-Large to chair the standing committees of the association.
- g) The Secretary shall keep an accurate record of the proceedings of the Corporation and the Board, and shall notify each member, team or other required persons of any meetings, issue, and keep records of all players' certificates and a list of the eligible players (which is to be supplied to any member team or Convenor or Commissioner upon request). The Secretary shall conduct the correspondence of and shall maintain the archives of the Corporation in accordance with the by-laws and rules of the Corporation and the expressed policy of the Board of Directors.
- h) The Supervisor of Minor Umpires shall be responsible for the organizing and directing of programs for instruction, and he/she is responsible for setting the standards under which a person can qualify to apply for an umpire's card and may issue a card to those who have, in his/her opinion, met the qualifications and paid the Registration fees for that year. He shall also actively supervise the conduct and performance of umpires officiating in all minor series games. He/she shall be responsible to the President of the Association.
- i) The Supervisor of Umpires shall co-ordinate the instruction program for Umpires officiating the Major Series. He/she shall be responsible to the Major Commissioner, as the case may be. He/she shall also actively supervise the conduct of the Umpires officiating in the Major Series.
- j) The Assignor of Umpires shall be responsible for the assignments of Umpires to officiate in games within the Major Series. He/she shall report to the Major Commissioner, as the case may be.
- k) The Major Commissioner, Minor Convenors, Supervisor of Minor Umpires, Supervisor and Assignor of Umpires, shall generally superintend the affairs of the respective series in accordance with the by-laws, and rules of the Association and the rules of baseball. They shall have the power to fine or suspend players, team officials, or teams for infractions of same. They are to report their actions to the Board.
- l) The Major Commissioner, and the President or his/her appointee, shall be responsible to recruit the Supervisor of Umpires and the Assignor of Umpires.

12. GENERAL AND ANNUAL MEETINGS

- a) At all General or Annual meetings each team shall be allowed two (2) representatives. Only the one appointed by his respective team shall have voting power.
- b) A quorum shall consist of one third of the Board of Directors and club representatives entitled to attend any General or Annual meeting of the entire Association.
- c) The Annual meeting shall be held no later than the first Wednesday in December and the members shall be notified of the time and place of the meeting at least three weeks in advance of the date set for this meeting.
- d) Any member in arrears in any form shall not be entitled to vote.
- e) Delegates may vote for one, two, or three candidates when voting for the members of the Board.
- f) At the Annual Meeting the order of business shall be:
 - 1. President's remarks.
 - 2. Presentation of season awards/Good and Welfare
 - 3. Presentation of the minutes of the last Annual Meeting.
 - 4. Consideration of communications and or notices.
 - 5. Report of the Secretary/Registrar.
 - 6. Report of the Treasurer.
 - 7. Report of the Auditors.
 - 8. Report of any special or standing committees.
 - 9. Consideration of proposals for amending the by-laws and constitution of the Corporation.
 - 10. Consideration of proposals for amending the by-laws and constitution of the OBA.
 - 11. General business.
 - 12. Election of officers and Directors of the Corporation..
 - 13. Consideration of nominations to the office and Directors of the Ontario Baseball Association.
- g) At a general or special meeting of members the order of business shall be:
 - 1. Reading of minutes (if applicable).
 - 2. Reading and consideration of communications and notices.
 - 3. Report of special or standing committees.
 - 4. Reception of any application for admission.
 - 5. Consideration of deferred business.
 - 6. Consideration of any proposals to be made to the Ontario Baseball Association.
 - 7. Consideration of current business.
 - 8. Good and Welfare.

13. AMENDMENTS TO THE BY-LAWS AND RULES OF THE CORPORATION

- a) Any changes to the rules of the Corporation or election to specific offices of the Corporation can be made only at the Annual Meeting or meeting specially called for that purpose of the Corporation. Such changes or election are to be made by a majority of the votes cast. Such changes or nominations can be proposed only by members in good standing.
- b) Any amendments to the By-Laws of the Corporation can be made only at the Annual Meeting and must have a two-thirds majority of the votes cast in order to carry. Amendments can be proposed only by members in good standing.
- c) Notice of any proposed alterations and a copy of same must be filed with the Secretary at least two weeks prior to the meeting. The Secretary shall then forward to each local association president or specific member teams, by mail, a copy of same at least one week in advance of the meeting.

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- d) During the month of August the President shall name a Nominating Committee comprised of 3 persons, one of whom shall be the Immediate Past President. The Committee shall present its report to the Secretary at least 5 weeks prior to the Annual meeting and the Secretary in turn shall mail a copy of the report to each member at least 3 weeks prior the Annual Meeting. Additional nominations may be made at the Annual Meeting. For a name to remain on the Ballot, a nominee must so request at the meeting, in person, or in writing to the Secretary prior to the Meeting.

14. GENERAL

- a) The by-laws and rules of the Corporation are intended to be general guidelines and cannot specifically cover each situation that may arise. Therefore, the President, in regular or special session with the Board of Directors, will have the authority through majority vote to interpret and decide to the best of their judgment with regards to any specific case, any matters pertaining to any and all clauses contained herein and their decision shall be final.

GENERAL RULES AND POLICIES

INTER COUNTY BASEBALL ASSOCIATION INC.

1. FEES

a)

i) The annual ICBA affiliation fee for each club below Junior shall be \$165 per team and is payable at the annual spring coaches meeting. In addition to the ICBA affiliation team fee, any OBA certificate tax and/or OBA partner's fees are to be added in addition to the ICBA fee. A further \$20 trust fee shall be collected from each registered team and transferred to the Special Trust Account, with funds to be used at the discretion of the Board of Directors, to promote baseball in the area below the Major level. The Board of Directors may, without prior approval of the members, change the above fee structure to compensate for any changes in the OBA fees only.

ii) The annual ICBA affiliation fee for the Junior division shall be \$165.00 per team and payable at the Junior Annual Meeting where application for membership forms are required. In addition to the ICBA Affiliation team fee, any OBA certificate tax and/or OBA Partner fee are to be added in addition to the ICBA fee. A further \$20 trust fee shall be collected from each registered team and transferred to the Special Trust Account, with the funds to be used at the discretion of the Board of Directors, to promote baseball in the area below the Major Level. The Junior division shall be responsible for all expenses incurred to run their program including the commissioner's honorarium.

iii) The annual ICBA affiliation fee for each Major Team shall be \$195.00 per team and payable at the Major Annual Meeting where application for membership forms are required. In addition to the ICBA affiliation fee, a \$50.00 fee is to be paid from each team in the quarter-final round, \$100.00 from each team in the semi-final round, and, \$200.00 from each team in the final playoff round.

b) Any team, which is financially in arrears, in whole or in part, shall not be entitled to vote upon any question at any Association or series meeting. Any team so in arrears shall forfeit all rights and privileges of protesting any game played while so in arrears, or of requesting a special meeting of the Association, or series.

c) In arrears is defined as:

- i) Fines levied by a convenor, commissioner, or affiliation that are more than 30 days overdue.
- ii) Fees paid on behalf of an Association's teams.
- iii) Fines not paid in the current fiscal year (by September 30).

d) All teams must have an approved roster by the ICBA Registrar by May 15th of the current season. Teams will be subjected to a \$25.00 fine for each game played after this date without an approved roster.

e) Each series, inclusive of Junior and below, will set the amount of good faith bond which might be required, and will determine the dates on which payment must be made to the Secretary. Should any cheque in payment of any amount due the Association for membership fees or any other levy not been honored when first presented to the bank for payment, the team will be suspended for the balance of the season.

f) Any team which affiliates with the Inter County Baseball Association Inc. for the convenience of being considered as an approved OBA team, in other words, not playing in any of our Leagues, shall be considered an ASSOCIATED MEMBER and shall pay one half of the annual affiliation fee as set down in part a) i, a) ii, or a) iii. The Associated member is also responsible for paying any certificate tax and OBA partner's fees as declared by the OBA. Associate members will not have a vote at the Annual or any Special meeting of the Corporation.

2. SERIES RULES

- a) Each series, Major and Minor, and all series below Junior may adopt rules of operation, which must be presented to the Board following adoption by the respective series. However, these rules may not infringe on the jurisdiction of the Board of Directors of the Corporation. These rules will become legal only when the Board of Directors has approved them for the respective series.
- b) In all series, teams engaged in Inter County schedule or playoff games must use Inter County Batting order cards. Only players eligible to participate in the game shall be listed on the batting order cards, and only players listed on the official batting order cards may participate in the games. Players' last name and number is to be listed on the batting order cards.
- c) Any team in the Inter County Baseball Association wishing to take part in other than Association games (**i.e. out of province or playing non-OBA teams**) must secure permission from the Secretary/Registrar of the ICBA and OBA before doing so. All ICBA teams must participate in their appropriate ICBA playoffs unless attending a National Championship or the team has received expressed written permission from the ICBA Board to be excused. Suspensions and/or fines up to \$500.00 may be levied by the board.
- d) Athletes classified as professionals in other branches of sports may compete with Inter County teams.
- e) Teams wishing to transfer any of their scheduled home games to parks other than their own, must secure written consent of the President or his/her nominee of the Association and in cases where the game has any bearing on the standing of any team, he/she shall secure the consent of all teams affected in the group before granting such request.
- f) All claims against other member teams in said series must be in the hands of the Secretary within seven days of the completion of the regular season. All claims against other member teams in said series must also be in the hands of the Secretary within seven days of completion of the playoffs.

3. GAMES

- a) All games shall start sharply on the official starting time as laid down by the schedule. However, the starting time for any game may be changed by mutual consent of the two teams, or failing agreement, by order of the President or his nominee. In any event, the President or his/her nominee must be notified if both teams agree to change the starting time.
- b) The Board may apply a fine of up to \$100.00 dollars against any team failing to appear for a game and in addition, home team expenses will also be levied against the offending team. (Any series may adopt higher penalties than stated in the foregoing clause.)
- c) If a Commissioner or convenor has given his/her approval dealing with a scheduled date change, it will be the responsibility of the team wishing the change to notify all teams involved.
- d) A fine of \$50.00 dollars shall be imposed on any team which does not have nine properly signed and registered players on the field and prepared to play at the advertised hour, unless due to some unavoidable delay. The fine shall be imposed and collected by the Secretary, on or before the date of the offending team's next game. The offending team shall have the right of appeal to the Board.

4. TIES AND POSTPONED GAMES

- a) In the event of a tie or postponed game, which affects the standing of any series, the President or his/her nominee shall notify the competing club. The said teams shall immediately arrange to replay such games within the time specified from date of notice. If the teams fail to make arrangements, the President or his/her nominee shall have the power to set the date for replay. In the event of a replayed tie game or protested game which is ordered replayed in whole or in part as a separate and distinct game from any other scheduled game, not forming part of a double header, the competing team's shall equally divide the net proceeds after the deduction of; (1) legitimate expenses and, (2) mileage allowance of the traveling team. Conversely, they shall equally share the net deficit after legitimate expenses, including mileage allowance of the traveling team, have been computed.
- b) In the event of a postponed game, the home team shall notify the President or his/her nominee, within twelve hours of the decision to postpone and the President or his/her nominee shall have the power to order the game. In the case of postponed games the home team shall be required to pay the visiting team at the rate of one dollar per mile one way or such lesser or greater rates as may be set by the various series or groups, providing the visiting team has made the trip to the city or town of the team on the day of the game as scheduled.
- c) In the event of un-played posted games, which do not affect the standing in any series at the end of the schedule, where teams concerned agree to waive games and expenses, the President or his/her nominee can give consent for these games to be canceled. Should a team object to a game being waived, the President or his/her nominee shall order the game played on a date he will name.

5. OBA CLASSIFICATION, PLAYOFF GAMES and FINAL STANDINGS

- a) Final standings will be determined, by total points accumulated by the date specified by the board for the current playing season. Teams that are tied will have the tie broken by the following: i) head to head (two teams only), ii) most wins, iii) fewest average runs allowed in all games played by teams tied, iv) sudden death games between teams that are tied. **These final standings will be used to determine play-off seeding, no matter whether the play-offs are a tournament format or series format. Total points will also determine seedings for any OBA classifications or playdowns.**
- b) In playoff series of final games, where it is necessary for the deciding game to be played on neutral diamonds the umpire fees shall be shared by the two teams involved.
- c) Play-offs in the minor series - playoffs will be permitted. The Board will determine annually the formula to classify teams for OBA play. Should ICBA play-offs conflict with OBA play, OBA play will receive preference. The third weekend in August will be the OBA classification weekend with the following weekend as the rain date. ICBA play-offs must be completed prior to the Labour Day weekend.

6. PROTESTS

- a) These rules should be read with the proviso that the Minor teams – ie. all series below Junior - shall not be required to file an affidavit or make a deposit by certified cheque, in the case of these classifications an ordinary letter outlining the protest and the cheque must be drawn on the applicable Minor Association's account. Failing to do so will automatically cause the protest to be denied.. All protests in the Minor Series will be heard by the Discipline and Protest Committee.
- b) All protests, excepting those dealing with the eligibility of players, must be filed in accordance with the following regulations: (1) NO PROTEST based on an umpires ruling shall be considered unless registered with the Umpire-in Chief of the game, at the time of occurrence, or before play is allowed to continue. (2) An official protest must then be lodged with Secretary, or in his/her absence, the president, according to the following: It must be placed in their hands within 72 hours, including Sundays and holidays in the regular season games and within 48 hours in playoff games of the advertised starting time of the game protested, in the form of a declaration, in duplicate, and sworn to before a Notary Public, Justice of the Peace or a Commissioner for the taking of an Affidavit. The protest must be accompanied by a deposit of \$100.00 cheque drawn on the applicable Minor Association account.

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- c) The team protested shall be immediately advised by the Secretary or the President in his/her absence. This may be done by telephone or communication. A copy of the protest is to be mailed to the team protested. That team will have 48 hours from the time it is advised by telephone to file a defense, in precisely the same form and with the same cash deposit is required for the original protest. Where it is obvious the protested team has no reason to submit a defense, they may be released from this obligation by the Secretary, or in his/her absence, the President. The Secretary will advise the President that a game has been protested, and the President shall rule whether or not to form a protest committee. He/she may rule that the protest is not properly filed, or in some other way had no bearing on the out come of the game being protested.
- d) The protest board shall be the President and two other members of the Board of Directors and / or Past-Presidents. The President shall have the right to appoint a third member in his place.
- e) The cheque shall be surrendered where the President or the protest board denies the protest. No appeal may be made where the president has formed a protest board; their decision shall be final.
- f) Any team wishing to protest the eligibility of any player must do so in writing to the Secretary or the President in his/her absence and state the grounds for the protest. The President shall investigate the player's eligibility; he/she may, if he/she deems fit, appoint a committee to investigate the matter. The President or the committee must rule on the matter within seven days of the protest being received. If the protest is upheld, which must include evidence of said player's ineligibility; it shall prescribe all conditions governing the final disposition of the games that said player has participated in.
- g) If a committee is formed to hear the protest, it shall levy the cost of the hearing, not to exceed \$100.00. No appeal may be made where the President has a formed protest committee; their decision shall be final.

7. PLAYING RULES

- a) See separate, currently approved version of the document entitled, ***'ICBA Playing Rules and Policies (Including Interlock Series)'***

8. SIGNING RULES & OTHER MATTERS PERTAINING TO PLAYERS

- a) A player must play for the Local Association that holds their playing rights in the municipality in which he/she resides as of May 1st of the baseball season unless they are given an official release in writing allowing the player to play for another local association. In cases of dispute with regard to residence, then the location address of the school the player attended in September prior to the current playing season shall determine the player's residency. In case of dispute the ICBA board's decision would be final.
- b) Players are not eligible to sign with any local club within the ICBA if they are signed or currently playing with any other team operating in Ontario, or anywhere outside of the province of Ontario. Players are able to continue to play with their local High School team and sign with a local ICBA club under this rule. Players may ask for an ***exemption*** to participate in '***Baseball Camps***' that are run during the playing season, as long as the camp is not part of an organized playing loop with a predetermined schedule. Player exemptions would be determined by the player's local association and the ICBA board. Players who sign and play for other clubs while signed with a local association will be subject to immediate suspension from the ICBA and all games the player participated in during this time will be considered a forfeit to the opposing team.

Explanation and Interpretation:

The purpose and intent of this new constitutional rule is to prevent players rostered in the ICBA from participating in games for other "alternative" baseball teams during the ICBA playing season, subject to

the exceptions of playing High School baseball, and/or attending ICBA approved Baseball Camps. This constitutional rule requires some guidance on the following matters:

1. How to request an exemption, and the expected turnaround time for this.
2. Working definition of a, 'Baseball Camp'.
3. Defining the playing season during which this provision applies.

Guiding Principles

1. For purposes of allowing adequate time for review and approval, ICBA will require that a written request (via email, fax or mailed letter) be submitted a minimum of 2 weeks prior to the event/camp/circumstance for which an exemption to this rule is being requested. The request must also be forwarded to the player's coach, as well as to the Local Association, at the same time it is submitted to ICBA. ICBA will provide an email response with a final decision on the request.
2. A Baseball Camp, or training program, is defined to be any program having a length of 2 weeks or less, and for which the primary purpose is skill development, physical, mental and/or nutritional training and development, and does not typically involve the playing of organized baseball games against other teams. The Baseball Camps listed below are well known to the ICBA and are considered to be legitimate skills development programs, and consequently players do not require an exemption to this rule to attend these Baseball Camps during the playing season. These include:
 - Programs run by 'Local' associations
 - Pro Teach
 - Frozen Ropes
 - Don Martin's Baseball School
 - The Zone
 - Blue Jay's clinics
 - IBL clinics
 - JICBA clinics
 - Peak Performance
3. For purposes of this rule, the playing season shall be defined as starting on May 15 of the current year, and continuing up to and including the final dates to complete the OBA Provincial Championship for the respective division of the player in question.
4. There may be situations where the playing season extends beyond the normally expected dates (e.g. weekends of rainout around OBA and ICBA championships), thus overlapping with the fall schedules of some of the 'Alternative' baseball teams which begin in early September. In these situations, provisions will be made to allow exemptions to this rule as appropriate, and on a case by case basis.

c) **Definitions of the releases**

i) **Local Affiliate Releases** –

This release is granted to a player by his/her Local Association in which the player resides. The city boundary lines of the player's residence will determine their home association within the Inter County. Players that wish to play for another local within the Inter County must obtain releases from each closer centre they must pass through in order to play for the local of their choosing. These distances are found in "Appendix B" of the Inter County constitution. These written releases are to be filed with the registrar/secretary of the ICBA.

ii) **Out of Affiliate Releases** –

Players that wish to play for a team outside of the jurisdictional boundary of the ICBA as per the OBA Constitution must obtain a written release from **both** the Local Association in which he/she resides and from the registrar/secretary of the Inter County affiliate before becoming eligible to sign with a new team.

iii) **Player Releases from Outside Inter County** –


For all players that currently have been released from an outside affiliate and are playing with an existing Inter County club, and wish to change teams within the Inter County are required to follow the following rules for releases. The player must first receive a release from their home club where they reside. Secondly they must receive an affiliate release to leave their home affiliation. Lastly they must receive a release from the last Inter County team they played for prior to asking for a release. Upon receiving the release from that Inter County centre they must follow the rules of release that all Inter County players must abide by to sign with another Inter County team.

- d) No manager or coach may approach any other player for whom their team does not hold the playing rights, with the intent of securing the player for their own team. Managers and coaches shall ensure that all players attending conditioning programs, tryouts, practices, or exhibition games has the proper written releases in hand *before* taking the field.
- e) For any player release, the request must be made through the Inter County Registrar and the player's current local association. When a written request is received, the Inter County Registrar will determine whose consent is required to make the release valid. The Inter County Registrar will then notify, by email, each local association whose consent is required. If a local association wishes to deny a release, they must notify the Inter County registrar by email of their decision within five (5) working days of receiving notification, that they are opposed to the release. If no objections are raised by any of the local associations within the five (5) day time period, the Registrar will provide notification by email to all parties that the release has been granted. No release will be considered valid unless authenticated by the Inter County Registrar
- f) Players residing in an affiliate outside of the Inter County, that wish to play within the Inter County must enter the Inter County via the closest Inter County centre from their current home residence. The closest centre will be determined by using the Inter County Constitution "Appendix B" The player must then follow the release rules that all Inter County players must abide by to sign with another Inter County team.
- g) Failure to abide by the residency and release procedures may result in a disciplinary hearing and a suspension of the player and a manager or coach for a period of one year.
- h) The ICBA Registrar must approve all players before participating in any ICBA league play.
- i) If a player is reported as falsifying residency information, a registrar's committee will be convened to investigate.
- j) If residency information is falsified on a player certificate, said player may be suspended for the remainder of the year, plus the following year. The manager and or coach may be suspended for the remainder of the year, plus the following three years. Any person acting on behalf of an Association may also be fined and/or suspended at the discretion of the ICBA Board.
- k) The Registrar's committee will consist of the Registrar, President and the Constitution and Rules Committee.

9. GENERAL

- a) The Inter County Baseball Association Inc. shall affiliate with the Ontario Baseball Association.
- b) The Association series schedules must be drawn up so that winners will be declared in time to compete in the Ontario Baseball Association playoffs.
- c) The Board may expend such portions of its receipts as may be deemed advisable in purchasing medals or crests for the individual players of the various teams, but it shall not be incumbent upon the Board to do so.
- d) The Board shall have the power to enact regulations governing the importation of players.
- e) In the event that a team forfeits membership in the Association before completion of the regular schedule, all games played by that team shall not count in computing the standings.
- f) Any player who has been punished by another league for foul or reprehensible conduct shall not be permitted to be a member of any team unless permission of the Board has been obtained.

Appendix "A"
Travel Chart for Mileage purposes

	Brantford	Cambridge	Guelph	Kitchener	Stratford	Waterloo	Woodstock	Toronto	London	Paris	Hamilton
Brantford	X	26	50	48	86	51	45	105	96	13	39
Cambridge	26	X	24	22	64	25	47	102	101	27	44
Guelph	50	24	X	25	71	28	68	99	122	51	47
Kitchener	48	22	25	X	47	3	56	111	109	48	64
Stratford	86	64	71	47	X	48	41	152	63	73	106
Waterloo	51	25	28	3	48	X	62	116	115	53	69
Woodstock	45	47	68	56	41	62	X	145	44	33	79
Toronto	105	102	99	111	152	116	145	X	196	116	70
London	96	101	122	110	63	115	44	196	X	87	130
Paris	13	27	51	48	73	53	33	116	88	X	50
Hamilton	39	44	47	64	106	69	79	70	130	50	x


Distances are in kilometres and are one way.

For release purposes only the local associations within the ICBA affiliate are used.

Shaded centres are not part of ICBA capture area.

For centres not listed please contact the ICBA registrar.

Appendix "B"

	Brantford	Cambridge	Guelph	Kitchener	Stratford	Waterloo	Woodstock	AYR	New Hamburg	Paris	St. George
Brantford	X	24.58	44.84	38.92	63.77	41.73	39.86	22.02	45.05	11.55	11.68
Cambridge	24.58	X	21.34	17.65	54.00	20.48	43.73	13.37	32.27	19.17	13.73
Guelph	44.84	21.34	X	22.12	62.38	23.83	61.64	32.93	41.92	40.5	33.40
Kitchener	38.92	17.65	22.12	X	40.85	3.18	41.51	18.54	19.83	29.66	29.80
Stratford	63.77	54.00	62.38	40.85	X	38.65	32.56	44.43	21.79	52.31	60.76
Waterloo	41.73	20.48	23.83	3.18	38.65	X	41.70	20.86	18.26	32.14	32.85
Woodstock	39.86	43.73	61.64	41.51	32.56	41.70	X	30.38	27.69	30.85	42.61
Ayr	22.02	13.37	32.93	18.54	44.43	20.86	30.38	X	23.89	11.38	16.36
New Hamburg	45.05	32.27	41.92	19.83	21.79	18.26	27.69	23.89	X	33.56	40.13
Paris	11.55	19.17	40.50	29.66	52.31	32.14	30.85	11.38	33.56	X	12.03
St. George	11.68	13.73	33.40	29.80	60.76	32.85	42.61	16.36	40.13	12.03	X

<http://www.freemaptools.com/how-far-is-it-between.htm> used to calculate distances between centres!

ICBA BOARD OF DIRECTORS & MEMBERS CONDUCT POLICY

Director's Duties

The duty of a Director, whether elected or an appointed member, is solely to the Inter County Board and all of its Local Associations. As such, Directors must act honestly and in good faith, with the best interests of ICBA and its Locals in mind when exercising powers and discharging duties. Directors must avoid conflicts of interest, and must comply with the Constitution and By-laws of ICBA.

Directors must perform a duty of diligence for InterCounty Baseball. They need to attend and be prepared for all meetings. Materials circulated in advance of a meeting need to be reviewed. The duty of diligence involves participating in all decision making. Directors should not merely rely on the opinions of others, but should ask their own questions and be certain in their own minds, and on reasonable grounds, that a proper decision is being made under the circumstances. Directors and Appointed Members should ask for clarification when they find a matter confusing or unclear.

Standard of Care

"Standard of Care" refers to that level of prudent behavior that a Director will be held to with respect to decisions made, or actions taken as a Director. Directors are expected to exercise a standard of care that "may reasonably be expected from a person of his/her knowledge and experience." As such, someone with a background in a particular area may be held to a higher standard regarding decisions relating to that area than other Directors. Nevertheless, each Director is expected to exercise due diligence and prudence in accordance with their own expertise and experience. As a Board, all final decisions will be voted on by all Directors and Appointed Members (except those decisions that need to be decided on by the Board of Directors) only before being passed.

Conflicts of Interest

Where a Director is an employee or owner of a business with which ICBA is doing business, or is contemplating doing business, the Director should declare a conflict of interest and abstain from all discussions and decisions relating to such matters.

Legal Liabilities of Directors

The Directors of ICBA or the Board Members shall ensure that all of its invoicing and payables are current to date. As such, they should also ensure that ICBA remains current in its payment of wages to all its employees.

Confidentiality

Directors owe ICBA a duty of confidentiality. Sensitive and confidential information should not be discussed outside of Board meetings unless specifically authorized by the Board to bring it to the general membership.

Local Representatives

While Directors appointed by Local Associations owe the above duties and obligations to ICBA, they also have an obligation to represent and express the positions of the Local Association that they represent to the ICBA Board of Directors. They are spokespersons for communication between ICBA and the Local Associations that they represent. They must balance their duties of loyalty, confidentiality and honesty to the ICBA BOD on one hand, with this duty to represent the Local Association on the other hand.

Standard of Representation

When a board member, who is either elected or appointed, is out in public representing themselves as a member of the ICBA board, they will conduct themselves in the utmost respectful way. If for any reason, he or she is not behaving respectfully, there could be repercussions that will occur. For example, a formal or informal public apology may be asked of them, that could be followed by but not necessarily include, a suspension from the ICBA Board. In severe situations, that person could be asked to permanently leave their ICBA Board post. If they refuse to leave their post, then they could be removed officially from their post by the means of the removal of directors and board member clause out lined in this document.

Respect

Board members should treat each other with normally expected courtesy and respect. Board meetings should be occasions for members to speak their minds honestly, and ask questions without fear of reprisal. While meetings are frequently conducted in an informal manner to facilitate discussion and achieve consensus, Directors and members should maintain appropriate and professional decorum. Only one person should speak at a time. Others should listen to what is being said. Directors should avoid undue repetition of the same arguments. Ideally, a person should only speak once on a matter, although at the discretion of the Chair, a person may answer questions or speak a second time in rebuttal to arguments raised. Out of consideration to others, Directors and members should not speak longer than is necessary to make their point, although they should feel free to make a complete statement. Where informal discussion is being abused, any member has the right at any time to require the Chair to enforce the rules of order.

Conflict

From time to time, discussions may tend to get emotional when board members disagree passionately about a subject. All Directors have a responsibility for ensuring that proceedings do not get out of hand. In particular, the Chair needs to maintain meeting discipline and decorum, but all Directors should assist. Where two Directors or members have a strong disagreement on a matter and tempers flare, the two Directors will not meet alone with each other in an attempt to resolve the matter. A mediation board of 3, non-conflicted Directors or members will be appointed to review the matter. Ultimately, the outcome of the mediation will be final and is not subject to appeal. If a Mediation Board cannot achieve a resolution, then the matter will be decided upon by the Board of Directors. The Board of Directors decision will be final.

Removal of Directors and Board Members

Refer to Section 6 c. of the ICBA Constitution And By-Laws.

Conduct unbecoming of an ICBA Director is more than just taking a contrary position on an issue. While no attempt will be made in this Position Statement to define it, a breach of the duties of Directors outlined in this Position Statement may warrant such a determination.

Where a member of the BOD who is not a member of the BOD (i.e., a Director appointed by ICBA or a Local Association) conducts himself/herself in a manner detrimental to ICBA or Baseball Ontario, the relevant person or local organization will be contacted and requested to consider resignation, or replacing their Local Representative.

The following steps should be taken in connection with this procedure. Firstly, before proposing to bring such a resolution to a meeting, the person who is alleging that another member of the ICBA Board of Directors has been conducting himself/herself in a manner detrimental to the BOD should notify the President (or where the President is the person accused of detrimental conduct, the 1st Vice President). The President (or 1st Vice President should convene a panel of three BOD of the ICBA, which may include the President (or 1st Vice President) to meet with the affected parties either in person or by conference call to determine whether or not a resolution to the issues may be mediated. If a resolution cannot be agreed upon, or second, a resolution is agreed upon and is not implemented within 30 days, then the person alleging the detrimental conduct may give notice of intention to bring forward a resolution to remove the member of the Board. The notice should specify: (a) the name of the member of the BOD who is alleged to have conducted themselves in a manner detrimental to the ICBA board; (b) a brief summary of the alleged activities which could be considered as being detrimental to the ICBA Board; and (c) details as to the place and time of a Board meeting at which the matter will be considered. A person alleged to have conducted themselves in a manner detrimental to ICBA shall have the right to attend the said Board meeting at which this matter is to be considered and can be represented by legal counsel. The portion of the board meeting which considers the issue shall be conducted in the following manner.

1. The person alleging the detrimental conduct shall present whatever information (including information from other persons who may or may not be in attendance, but have an expressed written letter signed and sealed to present for the chair to read aloud) which alleging person believes is relevant for the Board of Directors consideration. The BOD shall determine what information is admissible and shall be bound by the rules of evidence.

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2. The person accused of detrimental conduct, or his/her legal representative, may ask questions of the person(s) presenting information to the BOD at this meeting.
3. Other members of the BOD may ask questions of the person(s) presenting information at the meeting.
4. The person accused of detrimental conduct, or his/her legal representative, may present whatever information (including information from other persons who may or may not be in attendance with a signed and sealed letter) which the accused person believes is relevant for the board's consideration. The BOD shall determine what information is admissible and shall not be bound by the rules of evidence.
5. The person alleging detrimental conduct may ask questions of the person(s) presenting information to the BOD at this meeting.
6. Other members of the BOD may ask questions of the person(s) presenting information to the meeting.
7. Once all information has been presented and all questions have been asked, the person accused of detrimental conduct and/or his/her legal representative may make a closing address to the BOD. The person alleging detrimental conduct may make a closing address to the BOD.
8. Following the closing addresses, if any the BOD will vote by ballot as to whether or not the person should be removed from office. If at least 66% of the ballots cast are in favour of removal, then the person shall be removed from office. Spoiled ballots shall count as ballots cast as an abstain vote.