



## Club Members Conduct Policy

This policy is intended to document the organization's expectations and practice concerning the activities of the Sarnia Braves Minor Baseball Association's Club Members. Club Members are defined to be the Executive Directors, Appointed Directors and Appointed Officers (coaches).

### **1. Club Members Duties:**

Club Members must act honestly and in good faith with the best interests of Sarnia Braves Minor Baseball Association (SBMBA) in mind when discharging duties. Club Members must avoid conflicts of interest. Club Members must comply with the *Corporations Act*, the letters patent, and the Constitution and By-laws of the Sarnia Braves Baseball Association (Bylaw #1).

Club Members need to attend and be prepared for meetings. Materials circulated in advance of a meeting need to be read. The duty of diligence involves participating in decision making. Club Members should ask questions and be certain in their own minds that a proper decision is being made in the circumstances. Club Members should ask for clarification where they find a matter confusing or unclear.

The Sarnia Braves Minor Baseball Association Constitution and By-Laws spell out that management of SBMBA shall be handled by the Board of Directors ("BOD").

There is no clear legal articulation of what is meant by the *Corporations Act's* statement that Club Members are "to manage the affairs of the corporation." The "affairs"-differ depending upon the issue and the circumstances. Certain decisions are so fundamental to the future of SBMBA that all Club Members should make the decision (ie Budget approval). In other situations, only oversight is required, as in the day-to-day decisions which can be made by the Board of Directors.

### **2. Standard of Care:**

Club Members are expected to exercise a standard of care that "may reasonably be expected from a person of his/her knowledge and experience. Each Club Member is supposed to exercise diligence and good judgment in accordance with their own expertise and experience.

### **3. Conflict of Interest:**

Where a Club Member is an employee or owner of a business with which SBMBA is doing or is contemplating doing business, the Club Member should declare a conflict of interest and abstain from all discussions and decisions relating to such matters. Compliance will be made with all applicable provisions of the *Corporations Act*.



## **4. Confidentiality:**

Club Members owe SBMBA a duty of confidentiality. Sensitive and confidential information should not be discussed outside of board meetings unless specifically authorized by the board.

## **5. Respect:**

Club Members should treat each other with courtesy and respect at all times. Abusive language will not be tolerated. Meetings should be occasions for Club Members to speak their minds and ask their questions without fear of reprisal.

While meetings are frequently conducted informally to facilitate discussion and achieve consensus, members should maintain appropriate decorum. Only one person should speak at a time and others should listen to what is being said. Club Members 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, Club 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. Robert's Rules of Order shall apply (Reference: [Microsoft Word - Roberts Rules of Order - Simplified.docx \(cornell.edu\)](#)).

## **6. Conflict:**

From time to time, discussions may get heated as Club Members disagree passionately about a subject. Club Members have a responsibility for ensuring that proceedings do not get out of hand. One Club Member must never point a finger or physically threaten, touch or attempt to intimidate another Club Member in any manner.

If Club Members have a strong disagreement and tempers flare, those Club Members should not meet alone with each other in an attempt to resolve the matter. A minimum of three other, neutral persons must be in the room at all times with them, should a meeting be desired to resolve the issue.



### **7. Removal of an Executive Director:**

The following steps should be taken in connection with this procedure. First, before proposing to bring motion for removal of an Executive, the person who is alleging that an Executive Director has been conducting himself/herself in a manner detrimental to the SBMBA should notify the President (or where the President is the person accused of detrimental conduct, the 1<sup>st</sup> Vice President).

The President (or 1<sup>st</sup> Vice President) should convene a panel of three members of the BOD, which may include the President (or 1<sup>st</sup> 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 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 a motion to remove Executive Director. The notice should specify:

1. the name of the Executive Director who is alleged to have conducted themselves in a manner detrimental to SBMBA;
2. a brief summary of the alleged activities which could be considered as being detrimental to SBMBA; and
3. details as to the place and time of the Special Meeting at which the matter will be considered by the Club Membership.

A person alleged to have conducted themselves in a manner detrimental to SBMBA shall have the right to attend the Special Meeting at which the matter is to be considered and may be represented thereat by legal counsel.

The portion of the Special 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) which the person believes is relevant for the Club Membership's consideration. The Club Membership shall determine what information is admissible and shall not be bound by the rules of evidence.
2. The person accused of detrimental conduct or his/her legal representative may ask questions of the person(s) presenting information to the Special Meeting.
3. Club Members may ask questions of the person(s) presenting information at the Special 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) which the person believes is relevant for the Club Membership's consideration. The Club Membership 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 at the Special Meeting.



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6. Club Members may ask questions of the person(s) presenting information to the BOD.
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 Club Membership. The person alleging detrimental conduct may make a closing address to the Club Membership.
8. Following the closing addresses, if any, the Club Membership will vote by ballot as to whether or not the person should be removed from office. If at least  $\frac{3}{4}$  of the ballots cast are in favour of removal, then the person shall be removed from office. Spoiled ballots shall count as ballots cast.

Detrimental conduct is more than just taking a position on an issue concerning which another person disagrees. While no attempt will be made in this Position Statement to define it, a breach of the duties of Club Members outlined in this Position Statement may warrant such a determination.

### **8. Removal of an Appointed Director or an Appointed Officer:**

The Appointed Directors and Appointed Officers are granted their positions in the organization by the Executive Directors. The Executive Directors may rescind their appointment of an individual at any time for cause such as contravention of this Code of Conduct Policy, failure to adequately perform the assigned duties, failure to attend meetings or any other reasons as may be deemed appropriate by the Executive Directors.

The Executive Directors will schedule a meeting with the appointed individual to present evidence of the infraction, and provide an opportunity for the appointed individual to present a defence against the allegation(s). The appointed individual may be represented by Legal Counsel if they so choose.

A simple majority of the votes cast by the Executive Directors will determine the result of the hearing, and determine the applicable penalty.

The Executive Directors will communicate their decision to the appointed individual prior to communicating their decision to the Club Membership.

### **9. Document History:**

Revision Date	Updated by	Board Approval Date	Revision History
12-Feb-21	Allan Ebert		Initial creation – adaptation of the Baseball Ontario Policy
23-Mar-21	Allan Ebert		Updates requested by the Executive Directors.



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### **10. Acknowledgement and Confirmation:**

The undersigned hereby acknowledges receiving the attached policy statement regarding Club Member Conduct and understands that the Sarnia Braves Minor Baseball Association will expect the undersigned to conduct themselves in accordance with the policy.

Dated the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_

\_\_\_\_\_  
Print Name:

\_\_\_\_\_  
Sign Name: