

CALGARY WOMEN'S FASTPITCH ASSOCIATION

BYLAWS

Interpretations

- a) The singular shall include the plural, the plural shall include the singular, the feminine shall include the masculine, and the masculine shall include the feminine. Reference to persons shall include firms, corporations, associations and softball teams.
- b) The "executive" means the elected officers of the association.

General Membership

- a) Upon approval by the executive, application, and payment of dues, teams shall be entitled to be members of the CWFA.
- b) All past presidents who fulfilled their term of office in the CWFA shall be honorary members as long as the CWFA is operational.
- c) Responsibilities and privileges:
It is the responsibility of members:
 - To familiarize themselves with the application agreement, bylaws and rules and regulations of the CWFA.
 - To consider the business of the CWFA as presented and to vote thereon.
 - To propose extraordinary resolutions as provided herein and to vote thereon.
 - To elect officers for upcoming year.
 - To honor all financial obligations to the CWFA.
 - To have at least one representative attend CWFA meetings.

Disciplinary Rights

The CWFA executive shall have the right to discipline any member for violation of the bylaws and/or rules and regulations, or for any act that is deemed to be detrimental to the game of fastpitch. Any member has the right to appeal a complaint and/or disciplinary action.

Membership Application And Fees

- a) There shall be no dues or fees payable by members except from time to time as fixed by the executive and approved by members at a general meeting. Members shall be notified of any dues or fees payable. If not paid within thirty (30) days of the date of such notice, the members in default shall automatically cease to be members of the CWFA. Members may, on payment of all unpaid dues or fees, be reinstated by unanimous vote of the executive.
- b) Members must sign an application agreement to abide by the bylaws, rules and regulations of the CWFA.

Termination Of Membership

- a) Any member withdrawing from the CWFA must notify the executive in writing. Notification shall not be necessary in the event that the member or team disbands or fails to remit the requisite fee by the designated deadline of the CWFA.
- b) Any member who resigns, withdraws or is expelled from the CWFA shall forfeit all rights, claims and interest arising from or associated with membership in the CWFA.

Governing Bodies Of The CWFA

The governing bodies of CWFA shall be the executive officers and the general membership.

Executive Officers

- a) The executive shall consist of a President, Vice President, two (2) Directors, Treasurer and Secretary.
- b) The executive officers shall be elected at the Annual General Meeting of the CWFA. The term of office for each officer shall be two (2) years. The President, a Director, and the Treasurer shall be elected in even years. The Vice President, a Director, and the Secretary shall be elected in odd years.
- c) Where a vacancy occurs on the executive, the executive shall have the power to appoint an interim officer until the next Annual General Meeting. At that time an election shall be held to fill the position for the remainder of the term or for a full term if the position is due for election.
- d) The executive officers shall, subject to the bylaws or directions given them by majority vote at any meeting properly called and constituted, have full control and management of the business and affairs of the CWFA.
- e) If any of the executive, without reasonable cause, abstain from three (3) or more executive meetings, their position held, will be declared vacated.
- f) In the absence of the President, her duties may be performed by the Vice President or a Director as may from time to time be appointed for the purpose.
- g) A majority vote is required to pass any resolution. The President will only vote in the case of a tie. All voting shall be by a show of hands. A declaration by the President that a resolution has been carried will be recorded in the minutes.
- h) No executive officer shall receive any remuneration for services rendered unless otherwise authorized by special resolution. Every executive officer in exercising powers and discharging duties shall act honestly and in good faith with the best interest of the CWFA in mind. An executive officer who has a conflict of interest regarding any proposed resolution shall not vote on the resolution.

Removal Of Executive Officers

The board may, by a two-thirds (2/3) vote, remove an executive officer who, in the opinion of the board, has been or is being remiss or neglectful of duty or by conduct impairing her usefulness and/or discretion as an executive officer.

Responsibilities

President

The President shall be ex-officio and member of all committees and preside at all meetings of the CWFA and the executive. She shall call and chair all meetings and ensure the execution of orders, motions, resolutions and objects of the CWFA. She shall ensure that the duties of the executive officers and committees are carried out and that the files, records and general administrative business of the CWFA are current and correctly maintained. The President will sign all correspondence prior to distribution.

Vice President and Directors

The Vice President shall assume the responsibilities of the President in case of absence, resignation or disqualification. In the absence of the President and Vice President, a Director shall assume the responsibilities of the President. They shall also perform other such duties as may be delegated or assigned by the President.

Secretary

The Secretary shall attend all meetings of the CWFA, record accurate minutes and distribute minutes once approved. She shall ensure that notices are sent out for all meetings, maintain a current listing of all members in good standing of the CWFA. She shall also perform other such duties as may be delegated or assigned by the President.

Treasurer

The Treasurer shall be accountable for the funds and securities of the CWFA and shall be responsible for establishing and maintaining the bank account(s) and banking procedures of the CWFA. She shall present a complete and detailed account of receipts and disbursements to the executive whenever requested by the President. A statement of the financial position of the CWFA at the end of the fiscal year shall be prepared for presentation to the members present at the annual general meeting. Such financial statement shall be unaudited unless an audit is recommended by the President. The Treasurer shall assist the President in sound and responsible financial planning and shall perform other such duties as may be delegated or assigned by the President.

Indemnity Of Executive Officers

Every executive officer of the CWFA shall be deemed to have assumed office on the express understanding, agreement and condition that they, their heirs, executors, administrators, and estate and effects respectively shall from time to time and at all times be indemnified and saved harmless out of the funds of the CWFA from and against all costs, charges and expenses whatsoever which such executive sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by her or any other executive officer or officers in or about the execution of the duties of her or their office, and also from and against all other costs, charges and expenses which she sustains or incurs in or about or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by her own willful neglect or default.

Meetings

General Meetings

General Meetings of the CWFA shall be held as often as required and at least every four months. General Meetings will be called by the executive with at least 10 days written notice given to each member. The quorum required to hold a General Meeting shall not be less than fifty-one (51) percent of the members in good standing and no less than fifty-one (51) percent of the executive.

Special Meetings

The President may call a Special Meeting of the CWFA upon receipt of a written request, stating the business or subject to be dealt with, signed by fifteen (15) percent of the members in good standing. If the business or subject stated in such written request is deemed by the President to be an emergency, the President may call a Special Meeting of the CWFA, with three days telephone notice to the executive. Otherwise, ten days written notice must be given, and the reason for the meeting must be stated in the notice. A Special Meeting requires a quorum of not less than fifty-one (51) percent of the members in good standing and not less than fifty-one (51) percent of the executive.

Annual General Meetings

The CWFA shall hold an Annual General Meeting within two months of the CWFA year-end. The purpose of the meeting will be to:

- a) Elect the executive officers
- b) Receive and review the financial statement.
- c) Receive and review the written reports of the executive

Thirty (30) days written notice of the Annual General Meeting shall be given to the members in good standing and the executive. The quorum required for the Annual General Meeting is the same as that required for a General Meeting.

Executive Meetings

The President at any time may call Executive Meetings. Three (3) days notice by telephone is the minimum notice required. A majority of the executive must be in attendance to constitute a quorum.

Voting

- a) Each member (team) of the CWFA in good standing and each executive officer of the CWFA, except the President, shall be entitled to one vote. The President shall only vote to break a tie. Executive officers shall not vote on behalf of their respective member (team) at meetings of the CWFA.
- b) Where minor teams playing in the CWFA are also part of a minor association, that minor association shall be entitled to a total of one vote on behalf of all such minor teams combined.
- c) No proxy votes shall be allowed at meetings of the CWFA.
- d) Every member in good standing and every executive officer except the President is required to vote on every motion. A member will request permission of the President to abstain from voting for reasons of conflict of interest. The President will make an immediate decision to allow or disallow the request for abstention.

Auditing

The books, records and accounts of the CWFA may be audited yearly by a qualified accountant or by two members of the CWFA. The books and records of the CWFA may be inspected by any member of the CWFA at the Annual General Meeting provided for herein or at anytime upon giving two weeks notice in writing and arranging a time satisfactory to the officer in charge of same. Each member of the executive shall, at all reasonable times, have access to such books and records.

Banking Authority

The President, Treasurer, Vice President and one Director shall have signing authority on behalf of the CWFA. Two (2) signatures are required for all banking transactions. One of the signatures must be that of either the President or the Treasurer.

Acquisition of funds

For the purpose of carrying out its objectives, the CWFA may raise or secure funds, goods or services in such manner as it deems appropriate. This power shall be exercised only under the authority of the executive. In no case shall any money be borrowed or debt contracted in the name of the CWFA without the sanction of a three-fourths majority of the members present at an annual general, or special meeting of the membership called under the provision of these bylaws. No member shall solicit any individual or organization, on behalf of the CWFA, for any donation in the form of money, goods or services, unless first granted permission by the executive.

Rules And Regulations

The executive shall have the power to draft and enforce rules and regulations of the CWFA. Proposed new or revised rules and regulations must be approved by a majority of the general membership in attendance at general or special meetings at which such new or revised rules or regulations are proposed.

Bylaws

The bylaws may be rescinded, altered or added to by a "special resolution" submitted to the executive forty-five (45) days prior to the Annual General Meeting. Such resolution must be passed by a majority of not less than three-fourths of members in attendance and entitled to vote. One month written notice specifying the intention to present the proposed changes as a special resolution must be given to the membership.

Dissolution

Public notice must be given of the intent to dissolve the CWFA. In the event of such dissolution, liquidation or winding-up of the CWFA, its net assets shall be distributed as per agreement of the majority of the members in good standing of the CWFA in attendance at the final meeting.

Seal

The Secretary will keep the society seal. Only the President and Secretary may be permitted to use the seal and only in the presence of each other.

Business Procedures

All General or Special meetings of the CWFA shall be conducted according to the rules of procedure contained in the current edition of Robert's Rules Of Order, where they are not inconsistent with these bylaws, the rules and regulations of the CWFA, or with the provisions of the Societies Act.

REVISED FEBRUARY 2004