

WILMOT SOFTBALL ASSOCIATION

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ARTICLE 1 - NAME AND PURPOSE

Section 1 - Name:

The name of the organization shall be Wilmot Softball Association Inc. It shall be a nonprofit organization incorporated under the laws of the Province of Ontario.

Section 2 - Purpose:

Wilmot Softball Association is organized exclusively for non-profit recreational purposes.

The purpose of this organization is to:

- promote organized athletics sports, games and recreation, and in particular, softball within the Wilmot Community
- encourage healthy active lifestyles
- arranging games, matches and competitions, and establishing and granting prizes, awards and distinctions
- fostering goodwill and sportsmanship and such other complementary purposes not inconsistent with these objects.

ARTICLE 2 - MEMBERSHIP

Section 1 - Eligibility for Membership:

Individual Membership in Wilmot Softball Association is available to the following:

- a) Anyone appointed or elected to the Board of Directors shall be a member of the Association
- b) Chairs and Vice Chairs shall be members of the Association
- c) All affiliated players, coaches, managers and Booster Club volunteers shall be members of the Association

Section 2(a)- House league Membership Dues:

The amount required to register as a player shall be as follows:

Blastball - \$70
T-Ball - \$85
U7 - \$115
U9 - \$209
U11 - \$230
U13 - \$250
U15 - \$290
U17 - \$290
U19 - \$290

Section 2(b)- Boys Rep Membership Dues:

U9 - \$300
U11 - \$320
U13 - \$330

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U15 - \$380

U17 - \$380

U20 - \$380

Section 2(c)- Girls Rep Membership Dues:

U9 - \$300

U11 - \$320

U13 - \$330

U15 - \$380

U17 - \$380

U20 - \$380

Section 2(d)- Changing of Registration Fees

Registration fees will be determined on an annual basis and proposed for approval at the AGM.

Section 2(e)- Late Fees:

Late fees will be charged at a rate of 20% of registration fee for those registering after the deadline, each year, unless changed by a majority vote by the members at an annual meeting.

Section 2(f)- Cancellation Schedule:

Cancellation prior to Second Friday in April – Coach pitch and up – Full refund

Cancellation prior to Second Friday in May – T-ball – Full refund

Cancellation between Second Friday in April and May 31st, Coach Pitch and up – 50% refund

Cancellation between Second Friday in May and May 31st, T-Ball – 50% refund

Cancellation after May 31st, All teams – no refund

Section 3 - Duration of Membership:

Membership will commence on the day of acceptance by the Association Registrar and will cease on the membership renewal date of the year following acceptance.

Directors and Officers will be Members for the duration of their term in office, while Past Presidents and Life Members will be Members in perpetuity. House League Player/Coach membership applications will be accepted during the period of January 1 until the third Saturday in March of the current year. Rep Player/Coach membership will be accepted on or about August 1 until all positions are filled. The interest of a Member in the Association is nontransferable.

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Section 4- Rights of Members:

Each member shall be eligible to appoint one voting representative to cast the member's vote in Association elections.

Section 5- Good Standing:

A member will be deemed to be in good standing provided that:

- a) The Member owes no outstanding membership dues, fees or other debts to the Association
- b) The Member has not been suspended or expelled from Membership
- c) The Member is not subject to a disciplinary action or investigation of the Association, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Association

Section 6- Not in Good Standing:

A Member who ceases to be in good standing will not be entitled to the benefits and privileges of membership, including the right to a vote at a meeting of Members.

Any Member may be restored to good standing upon meeting the definition of good standing set out in Article 2.5 to the satisfaction of the directors.

Section 7- Resignation & Termination:

A Member may resign from the Association by giving written notice to the Administration Clerk. A Member may not resign when subject to a disciplinary investigation or action of the Association. Notwithstanding resignation from membership, a former Member remains liable for any membership dues or other debts owing prior to the resignation.

The Board may terminate the membership of any Member upon the vote of twothirds (2/3) of the Directors at a meeting called for that purpose, but only after giving the Member reasonable notice and affording the Member an opportunity to respond to the motion of Termination.

ARTICLE 3 - GOVERNANCE

Section 1 - Board of Directors:

Except as otherwise provided in this By-Law; the Board has the powers of the Association and may delegate any of its powers, duties and functions. Without limiting the generality of the foregoing, the Board may make policies, procedures and regulations for managing the affairs of the Association in accordance with this By-law; and may employ or engage under contract such persons as it deems necessary to carry out the work of the Association.

The board shall have up to 30 members, but not fewer than 7 members in total. The board receives no compensation other than reasonable expenses.

Section 2 - Eligibility to Serve on the Board:

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Any individual who is a Member of the Association, who is 18 years of age or older, who has the power under law to contract, who is not an employee or paid contractor of the Association, who supports the aims and objectives of the Association, and who agrees to abide by the By-Laws of the Association, may be elected or appointed as an Executive Member or Director.

Section 3 - Election of Directors:

- a) Election and Term - the Elected Directors will be elected at each Annual General Meeting of members to hold office until the completion of their term in office. (Ref Section 4 terms) The election shall be by ballot.
- b) Nominations - Each member may propose nominees for election to the Board of Directors.
- c) Interim Directors may be nominated and elected by the Board of Directors throughout the season to fill positions left void by persons resigning from their positions mid-season or left void at the AGM. These positions will be held until the next AGM.

Section 4 - Term:

The President will serve a term of 3 years. All other Directors will serve terms of two years and will hold office until their successors have been duly elected, unless they resign, are removed from or vacate their office. The Past President will serve a term of 1-3 years. There is no limit on the number of consecutive terms that may be served by a Director. A Term will commence within 1 month of being elected at the AGM.

Section 5 - Resignation:

A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board. This resignation will become effective the date on which the request is approved by the Board.

Section 6 - Vacate Office:

The office of any Director will be vacated automatically:

- a) If the Director ceases to be a Member in good standing of the Association
- b) If the Director is found by a court to be of unsound mind
- c) If the Director fails to carry out the responsibilities of his or her office
- d) If the Director, without reasonable excuse, fails to attend four of the minimum six meetings of the Board required annually.

Section 7 - Removal:

A Director may be removed by two-thirds (2/3)vote of the Directors at a meeting called for such purpose, but only after giving the Director reasonable notice and affording the Director an opportunity to respond to the motion of removal.

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Section 8 - Vacancy:

Where the position of a Director becomes vacant for whatever reason, the remaining Directors may appoint another qualified individual to fill the vacancy for the remainder of the Director's term.

Section 9 - Number of Meetings:

The Directors will meet a minimum of six (6) times per year in person.

Section 10 - Call of Meeting:

Meetings of the Directors will be at the call of the President, or at the call of the Secretary if a majority of the Directors requests a meeting.

Section 11 - Notice:

Written notice of Directors meetings will be provided to all Directors at least ten (10) days before the date of the meeting.

Section 12 - Meetings without Notice:

Meetings of the Directors may be held at any time without notice if all Directors are present and waive notice, or if those Directors who are absent signify their consent to the meeting being held in their absence.

Section 13 - Quorum:

Quorum for any meeting of the Board will be 51% of Directors then in office.

Section 14 - President:

If the President is absent from the meeting, one of the Vice-Presidents will preside over the meeting, as determined by the majority of Directors present. If the President and all Vice-Presidents are absent, the Past President will preside over the meeting. If Past President is absent as well, the meeting must be rescheduled.

Section 15 - Voting:

Unless specified otherwise, questions will be decided by majority vote, where the Chairperson carries a vote and where a tie vote will fail. Voting will normally be by a show of hands unless the majority of Directors approves a secret ballot. Voting may also be conducted by email, provided that all Directors are given notice of the motion, a reasonable time to respond, and all responses are circulated to the Board. The results of email votes shall be recorded in the minutes of the next meeting.

Section 16 - Closed Meetings:

Meetings of Directors may be private, attended only by Directors and staff, as required. Others may participate in the meeting if invited by the President.

Section 17 - Telephone Meetings:

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A Meeting of Directors may be held by telephone conference provided that either the majority of Directors consents to such a meeting, or the holding of meetings by telephone conference has been approved by a resolution by the Directors.

Section 18 - Officers:

The Officers of the Association are the Past President, President, Vice-Presidents (up to three 3), Treasurer, and the Chair of Registration. All Officers are elected by the membership from among their number at the Annual General Meeting. To be elected as an Officer, it is preferable that an individual has served as a Director for at least two (2) years. To be elected as President, an individual must have served as a Director in an active role for at least two (2) of the preceding years. If no eligible candidate is willing to stand for the position, the role may be filled by any member in good standing. Refer to Section 4 entitled Terms for further information.

Section 19 - Duties of Officers:

The duties of the Officers are as follows:

The President will be responsible for the general supervision of the affairs and operations of the Association, will chair the Meetings of Members of the

Association, will chair the meetings of the Directors and will perform such other duties as may from time to time be established by the Board

The Vice-President will perform the duties and exercise the powers of the President in the absence of the President and will perform such other duties as may from time to time be established by the Board.

The Communications Director will keep an accurate record of the proceedings of the meetings of Members and of the Board; will be the custodian of all official records of the Association that are required by this by-law; will receive communications and issue correspondence at the direction of the Board, and will perform such other duties as may from time to time be established by the Board.

The Treasurer will keep an accurate record of all monies received and dispensed through a Chartered Bank/Trust Company, will report annually to the

Association's Annual General Meeting; will be responsible for the preparation and submission of all grant applications having a financial aspect; will prepare and submit a budget to the Board annually, and will perform such other duties as may from time to time be established by the Board.

The Chair of Registration will keep a complete record of all names and addresses of all Members, will keep a record of all suspended players, coaches, managers, and umpires and will communicate this information as required to proper authorities, will receive notification of voting delegates and proxies in advance of

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voting at meetings of Members, and will perform such other duties as many from time to time be established by the Board

From time to time the Board of Directors may vary, add to or limit the powers and duties of any officer.

Section 20 - Committees:

The Officers will comprise the Executive committee. The Board may appoint such other committees, as it deems necessary for assisting the Board in carrying out its activities. Committees will operate pursuant to Terms of Reference established by the Directors.

Section 21 – No Remuneration:

An Officer, Director or member of a committee will serve their term of office without remuneration except for reimbursement of expenses in accordance with policies approved by the Board.

Certain Executive positions may receive a nominal honorarium upon successful completion of their elected term, subject to available budget and a performance review by the Executive Committee. Honorariums may only be awarded if the Executive Committee determines the individual met predetermined performance metrics for the full term.

Positions eligible for consideration include, but are not limited to: Chair of Scheduling, Chair of Registration. The Board may add or remove eligible positions by resolution.

Section 22 - Conflict of Interest:

An Officer, Director or member of a committee who has an interest in, or who may be perceived as having an interest in, a proposed contract or transaction with the Association will disclose fully and promptly the nature and extent of such interest to the Board or committee, as the case may be; will refrain from voting or speaking in debate on such contract or transaction; will refrain from influencing the decision on such contract or transaction; and will otherwise comply with the requirements of the Ontario Corporations Act regarding conflict of interest.

Section 23 - Operating Rules:

Rules governing the operations of the Association may be passed and carried out by the Board of Directors as long as they are not contrary to the Ontario Corporations Act or the By-Laws, which will only be in effect until the next Annual General Meeting of Members. The Members may confirm, reject or amend Operating Rules passed by the Board of Directors at the Annual General Meeting. Proposed amendments to the Operating Rules may only be submitted by Members, and must be submitted to the Secretary at least 60 days before the Annual General Meeting.

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ARTICLE 4 - MEETINGS OF MEMBERS

Section 1 - Types of Meetings:

General Meetings of Members will include Annual General Meetings and Special General Meetings.

Section 2 - Notice:

Written notice of General Meetings will be given to all voting Members at least fourteen (14) days prior to the date of the meeting.

Section 3 - Annual General Meeting:

The Association will hold an Annual General Meeting at such date, time and place as may be determined by the Board, at least once every calendar year and not more than fifteen (15) months after the adjournment of the previous Annual General Meeting.

Section 4 - Special General Meeting:

A Special General Meeting of Members may be called at any time at the discretion of the Board and will be called within thirty (30) days of receiving a written request for a Special Meeting from a majority of voting Members. If requested by voting Members, the request must state the reason for the meeting and the items to be determined at the meeting.

Section 5 - Business at Meetings:

The report of the Treasurer, presentation and approval of financial statements, appointments of the Treasurer and report of the Officers and Directors to the Members will be conducted at the Annual General Meeting. Any other business, including Special Resolutions, may be conducted at the Annual General Meeting or at Special General Meetings.

Section 6 - Quorum:

Quorum at a General Meeting will meet the Executive and officers 51% or more.

Section 7 - Voting:

At any meeting of the Association every question, unless otherwise required by the by-laws of the Association, will be determined by the majority of votes cast on the question.

ARTICLE 5 - FINANCE AND MANAGEMENT

Section 1 - Financial Year:

Until otherwise ordered by the Directors, the financial year of the Association shall end on the last day of August in each year.

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Section 2 - Bank:

The banking business of the Association will be conducted at such Chartered Bank/Trust Company as the Directors may designate.

Section 3 - Signing Authority:

The Treasurer, Past President, President and Vice President(s) of the Association, or other members as approved by the President, with the endorsement of the Board of Directors, will have signing authority (two signatures needed) for all financial transactions conducted in the name of the Association. Legal agreements and contracts entered into by the Association will be executed by the President, or by the Past President, Vice President(s) or Treasurer in the absence of the President.

Section 4 - Property:

The Association 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 Directors may determine. If the Association is dissolved, any assets and property held or acquired from the proceeds of licensed lottery events (including lottery trust accounts or property purchased with lottery proceeds) must be distributed to charitable organizations in Ontario that are eligible to receive lottery proceeds.

Section 5 - Borrowing:

The Association may borrow funds upon such terms and conditions as the Directors may determine. The Association shall not borrow money from any person, nor shall it be indebted to any person at any time

Section 6 - Books and Records:

The Directors will ensure that all financial books of the Association required to be kept by the Ontario Corporations Act, this By-Law or any other statute or law are regularly and properly kept. The Directors may from time to time specify a time and place at which Members may view the financial records of the Association.

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References:

Provincial Women's Softball Association. By-Laws & Operating Rules 2010. Toronto: PWSA, 2010.

Ontario Amateur Softball Association. 2010 Softball Official Constitution and By-Laws 87th Edition. Toronto: OASA, 2010.

Revisions:

Updates from the AGM October 2nd ,2019

Article 2 – Membership – updated to reflect changes to the registration Fees.

Article 3 Section 3 (c) added to reflect election of interim officers.

Article 3 Section 18 – Administration Clerk change to Communications Director