###### THE PROVINCIAL WOMEN’S SOFTBALL ASSOCIATION OF ONTARIO

#### BY-LAWS

**AIMS AND OBJECTIVES**

The Provincial Women’s Softball Association (1976), formerly the Provincial Women’s Softball Union of Ontario (1931-1975), has the following aims and objectives:

* To improve and promote the game of softball for women in Ontario;
* To provide opportunities for athletes to develop their potential;
* To offer programs that will enhance and develop playing/coaching skills;
* To encourage athletes to strive to excel in softball;
* To ensure that all participants are treated equally and given the opportunity to achieve their full potential;
* To annually declare Ontario Champions in each classification as outlined in the Provincial Women’s Softball Association’s Operating rules.

## ARTICLE 1 GENERAL

* 1. Purpose - This By-Law relates to the general conduct of the affairs of the Provincial Women’s Softball Association, an Ontario Corporation, hereafter referred to as the Association.
	2. Head Office - The Head Office of the Association will be located in the Province of Ontario, at such place therein as the Directors may determine.
	3. Seal - The corporate seal of the Association shall be in the form impressed in the margin hereon. The seal shall remain in the custody of the **Treasurer** of the Association.
	4. Definitions - The following terms have these meanings in this By-Law:
1. *Act* – the Ontario Corporations Act.
2. As*sociation Registrar* – the Officer having responsibility to maintain the Register of Members, and to receive the names of voting delegates and proxies at meetings of members.
3. *Auditor* – an auditing firm appointed by the Members at the Annual General Meeting to audit the books, accounts and records of the Association for a report to the Members at the next Annual General Meeting.
4. *Days* – will mean total days, irrespective of weekends and holidays.
5. *Director* – an individual elected to serve on the Board of the Association pursuant to this By-Law.
6. *Executive* – The Executive Committee composed of the Officers of the Association.
7. *Officer* – a Director selected by the Board of Directors to serve as an Officer of the Association pursuant to this By-Law.
8. *Ordinary Resolution* – a resolution passed by the majority of votes cast in a meeting of Members for which proper notice has been given.
9. *Softball Canada* – the National Governing body for the sport of amateur softball in Canada.
10. *Softball Ontario* – the Provincial Council comprised of incorporated organizations providing programs in amateur softball in Ontario, of which the Association is one such incorporated organization. The Provincial Women’s Softball Association will be accountable to Softball Ontario and ultimately to the Ontario Ministry of Tourism, Culture and Sport (as amended) (the Ministry) in regards to Ministry programming.
11. *Special Resolution* – a resolution passed by not less than two-thirds of the votes cast at a meeting of Members for which proper notice has been given.

ARTICLE 2 MEMBERSHIP

2.1 Categories - the Association has the following categories of members:

1. *Team Membership* - All PWSA affiliated Women’s softball teams, who agree to abide by the By-Laws of the Association, as enacted and amended from time to time, will be Team Members.
2. *Association/League Membership* – all PWSA affiliated organizations comprising of more than one Team Member who agree to abide by the By-Laws of the Association, as enacted and amended from time to time, will be Association/League Members.
3. *Individual Membership* - All players, coaches and managers affiliated with Team Members in good standing, all current Directors and Officers, and all Past Presidents and Life Members who agree to abide by the By-Laws of the Association, as enacted and amended from time to time, will be Individual Members.
4. *Associate Membership* - All teams registering with the Association for Insurance purposes only will be Associate Members.
	1. Member Dues - Membership dues will be as determined annually by the Board of Directors.
	2. Duration of Membership - Team Membership and Association/League Membership will commence on the day of acceptance by the Association Registrar, and will cease on the renewal date of the year following acceptance. Players, coaches and managers affiliated with a Team Member will be Individual Members for the duration of the Team’s Membership. Directors and Officers will be Individual Members for the duration of their term in office, while Past Presidents and Life Members will be Individual Members in perpetuity. Membership applications will be accepted during the period of **October 1st until May 12th** of the current year. The interest of a Member in the Association is not transferable.

2.4 Voting Rights of Members -

1. *Right to Vote* - At any meeting of Members, each Team Member is entitled to one vote. The vote is to be cast by a Manager or Coach of each Team Member unless a proxy is filed with the Association Registrar except that, in all cases of dispute, the Manager shall take precedence over a Coach or a proxy. Each Association/League affiliated with the Association will be entitled to one vote, to be exercised by a voting delegate. Each Director will be entitled to one vote. Life Members will be entitled to one vote collectively as determined between them by a majority vote of those Life Members present. Past Presidents will be entitled to one vote collectively as determined between them by a majority vote of those Past Presidents present. Associate Members do not have the right to vote.
2. *Registration of Delegates* - To be eligible to vote at any meeting of the Association, eligible voters must register with the Association Registrar at least fifteen (15) minutes prior to the start of voting.
3. *Proxies* - At any meeting of the Association, a proxy appointed by an eligible voting Member may exercise, subject to any restrictions expressed in writing in the instrument appointing the proxy, the same voting rights that the Member appointing the proxy-holder would be entitled to exercise if present at the meeting. A proxy-holder must be a Member in good standing, but may not be another person entitled to vote. A proxy issued by a Team Member must be signed by the Coach or Manager of the Team, and a proxy issued by an Association/League Member must be signed by an Officer of the PWSA affiliated Association/League. All proxies must be in writing and must be deposited with the Association Registrar at least fifteen (15) minutes prior to the start of voting. Proxies are not transferable by the proxy-holder.

2.5 Good Standing - A Member will be deemed to be in good standing provided that:

1. The Member owes no outstanding membership dues, fees or other debts to the Association;
2. The Member has not been suspended or expelled from membership; and
3. The Member is not subject to a disciplinary action or investigation by 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.

2.6 Not in Good Standing - An individual 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. Where a Team Member ceases to be in good standing, the players, coaches and managers affiliated with the Team Member will also cease to be in good standing. If a team competing in the U10 Girls (Mite), U12 Girls (Squirt), U14 Girls (Novice) or U16 Girls (Bantam) Division is suspended, such suspensions shall be served by the coaches and manager of such team and not the team players.

2.7 Suspension or Expulsion - In addition to suspension or expulsion for failure to pay membership fees or any outstanding invoice amounts (which include the receipts of NSF cheques), a Member may be suspended, expelled or otherwise disciplined, in accordance with the Organization’s policies and procedures relating to Members.

2.8 Resignation - A Member may resign from the Association by giving written notice to the Secretary. 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.

2.9 Termination - The Board may terminate the membership of any Member upon the vote of two-thirds (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

3.1 Board of Directors - The affairs of the Association will be managed by a Board of up to eleven (11) elected Directors, and one (1) Immediate Past President.

3.2 Powers of the Board - Except as otherwise provided in the Act or 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 the Act and this By-Law.
\* The Board may employ or engage under contract, such persons as it deems necessary to carry out the work of the Association.
\* The Board may make policies, procedures and rules relating to the discipline of Members, and shall have the authority to discipline Members accordingly.
\* The Board may make policies, procedures and rules relating to the management of disputes within the Organization and shall have the authority to deal with all disputes accordingly.
\* Except as provided in the By-Laws, the Board shall have the authority to interpret any word, term or phrase in this By-Law, which is ambiguous, contradictory or unclear.
\* The Board shall have authority to annually update (make all housekeeping adjustments or corrections) to the rule book. Housekeeping defined as updates that do not change the intent of the rule.

3.3 Eligibility to Serve on the Board - Any individual who is an Individual 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 as a Director.

* 1. Election of Directors -
1. Election and Term - The eleven (11) Elected Directors will be elected at each Annual General Meeting of Members to hold office until the close of the next Annual General Meeting. The election shall be by ballot.
2. Nominations - Each Team Member, Association/League Member, or Director may propose nominees for election to the Board of Directors. Such nominees must be submitted to the PWSA Nominating Chairman no later than 30 days in advance of the Annual General Meeting.

3.5 Term - All Directors will serve terms of one (1) year, and will hold office until their successors have been duly elected in accordance with this By-Law, unless they resign, are removed from or vacate their office. There is no limit on the number of consecutive terms that may be served by a Director.

3.6 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.

3.7 Vacate Office - The office of any Director will be vacated automatically:

1. If the Director ceases to be an Individual Member in good standing of the Association;
2. If the Director is found by a court to be of unsound mind;
3. If the Director fails to carry out the responsibilities of his/her office;
4. If the Director, without reasonable excuse, fails to attend two (2) consecutive meetings of the Board.
	1. 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.

* 1. 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.

* 1. Number of Meetings - The Directors will meet a minimum of four (4) times per year in person, and

will meet additionally by telephone conference call as required.

* 1. 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.

* 1. Notice - Written notice of Directors’ meetings will be provided to all Directors at least ten (10) days before the date of the meeting.
	2. 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 in writing to the meeting being held in their absence.
	3. Quorum - Quorum for any meeting of the Board will be the majority of Directors then in office.
	4. Chairperson - If the President is absent from the meeting, the Vice-President will preside over the meeting. If the President and the Vice-President are absent, the Past President will preside over the meeting.
	5. 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 be by a show of hands unless the majority of Directors approves a secret ballot.
	6. Closed Meetings - Meetings of Directors will be private, attended only by Directors and staff, as required. Others may participate in the meeting if invited by the President.
	7. Telephone Meetings - 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.
	8. Officers - The Officers of the Association are the President, Vice-President, Secretary, Treasurer and the Association Registrar. All Officers are elected by the Directors from among their number at the first meeting of Directors after the Annual General Meeting, and Officers will serve terms of one (1) year. To be eligible to be elected as an Officer, an individual must have served as a Director for at least one (1) year. The Immediate Past President will be considered as an Officer of the Association.

* 1. Duties of Officers - The duties of Officers are as follows:
1. 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;
2. 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;
3. The Secretary will keep an accurate record of the proceedings of the meetings of Members and the Board; will be the custodian of **all other official records** of the Association that are required by the *Act* and 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;
4. 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 shall be the custodian of the Corporate Seal,** and will perform such other duties as may, from time to time, be established by the Board;
5. The Association Registrar 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 issue and report on all travel permits requested by the Members of the Association, will receive notification of voting delegates and proxies in advance of voting at meetings of Members, and will perform such other duties as may, from time to time, be established by the Board;
6. From time to time, the Board of Directors may vary, add to or limit the powers and duties of any Officer.
	1. 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.
	2. No Remuneration - All Officers, Directors and Members of Committees will serve their term of office without remuneration except for reimbursement of expenses in accordance with policies approved by the Board.
	3. 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 *Act* regarding conflict of interest.

3.24 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 *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 Team Members, Team Association/League Members, or Board Members, and must be submitted to the **Chairperson of the Rules and Constitution Committee** at least **thirty (30)** days before the Annual General Meeting.

**ARTICLE 4 MEETINGS OF MEMBERS**

4.1 Types of Meetings - General Meetings of Members will include Annual General Meetings and Special General Meetings.

4.2 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.

4.3 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.

4.4 Special General Meetings - 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.

4.5 Business at Meetings - The report of the Auditor, presentation and approval of financial statements, appointment of the Auditor 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.

* 1. Quorum - Quorum at a General Meeting will be twelve (12) members, of whom at least six (6) will be Team Members.
	2. 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

* 1. Financial Year - Until otherwise ordered by the Directors, the financial year of the Association shall end on the last day of September in each year.
	2. Bank - The banking business of the Association will be conducted at such Chartered Bank/Trust Company as the Directors may designate.
	3. Signing Authority - The Treasurer of the Association, with the endorsement of the Board of Directors, will have signing authority 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 such other Director as the Board may designate.
	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.
	5. Borrowing - The Association may borrow funds upon such terms and conditions as the Directors may determine.
	6. Books and Records - The Directors will ensure that all financial books of the Association required to be kept by the 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.
	7. Auditor - The Board of Directors will appoint an auditor to audit the accounts of the Association and to hold that position until the next Annual General Meeting of the Members, with the provision that the Board may fill any unexpected vacancy in the auditor. The Board will fix the remuneration for the auditor’s services annually.
	8. Non-Profit - The Association will be carried on without the purpose of gain for its Members and any profits or other accretions to the Association will be used in promoting its objectives.
	9. Dissolution - In the event of dissolution of the Association, all its remaining assets, after payment of liabilities, will be held “In Trust” by Softball Ontario for a period of ten (10) years. After that time period, should there be no revival of the Association, the funds will be placed in a fund, to be governed by Softball Ontario, to provide financial assistance for female athletes in the sport of softball wishing to further their education beyond secondary school.

# ARTICLE 6 INDEMNIFICATION

6.1 Will Indemnify - The Association will indemnify, and hold harmless out of the Association funds, each Officer and Director from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer.

6.2 Will Not Indemnify - The Association will not indemnify an Officer or Director or any other person for acts of fraud or dishonesty.

6.3 Insurance - The Association may purchase and maintain insurance for the benefit of its Officers and Directors, as the Directors may determine.

## ARTICLE 7 AMENDMENT OF BY-LAW

7.1 Special Resolution - This By-Law may only be amended, revised, repealed or added to by a Special Resolution of the Members.

7.2 Notice - The written notice of the Meeting of Members at which the Special Resolution will be proposed must include details of the proposed resolution to change this By-Law.

7.3 Proposed Amendments - Proposed amendments must be submitted to the **Rules and Constitution Chairperson** and must be received at least **thirty (30) days** before the Annual General Meeting.

 **ARTICLE 8 NOTICE**

8.1 Written Notice - In this By-Law, written notice will mean notice which is hand-delivered or provided by e-mail, facsimile, mail or courier of record of the Officer, Director or Member, as the case may be.

8.2 Date of Notice - Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is e-mailed or sent by facsimile, in writing where the notice is couriered, or in the case of notice which is provided by mail, five days after the date the mail is post-marked.

8.3 Error in Notice - The accidental omission to give notice of a Meeting of Directors or the Members, the failure of any Officer, Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting.

## ARTICLE 9 ADOPTION OF THIS BY-LAW

9.1 Adoption – This By-Law was presented by the Board of Directors to the voting Members of the Association, and was ratified at the Annual General Meeting duly called and held on November 18th, 2007.

9.2 Repeal of Prior By-Laws - In ratifying this By-Law, the voting Members of the Association repeal all prior By-Laws of the Association provided that such repeal does not impair the validity of any action done pursuant to the repealed By-Laws.

Enactment - This By-Law comes into force upon its ratification by the Members.