

# Stittsville Minor Softball Association- By-Law No.1

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WHEREAS the Corporation was incorporated by Letter Patent issued by the Lieutenant Governor of Ontario on the 1st day of April, 1997 for the following objects:

The establishment and operation of a softball club for the purposes of:

- a) promoting interest in the sport of softball;
- b) encouraging sportsmanship and fair play among its members;
- c) arranging matches and competitions and establishing and granting prizes, awards and distinctions;
- d) exercising a general supervision and direction over its players, team and game officials with emphasis on the enhancement of healthy recreation, good sportsmanship and citizenship; and
- e) providing equal opportunity for all eligible players within the prescribed Association boundaries to participate in the sport.

BE IT ENACTED as a by-law of the **STITTSTVILLE MINOR SOFTBALL ASSOCIATION** (the "Corporation") as follows:

## **1.0 INTERPRETATION**

1.01 In this By-law and all other by-laws and resolutions of the Corporation unless context otherwise requires:

- .01 the singular includes the plural;
- .02 the masculine genders includes the feminine;
- .03 "Board" means the board of directors of the Corporation;
- .04 "Association" means the Corporation;
- .05 "Corporations Act" means the Corporations Act, RSO 1980, Chapter 89, and any statute amending or enacted in substitution therefor, from time to time;
- .06 "electronic documents" means all paper writings
- .07 "Executive Officers" means persons who hold offices enumerated in section 5.01;
- .08 "Past President" means the person whose term of office as President has most recently expired and who is willing to serve as such.

1.02 All terms defined in the Corporations Act have the same meanings in this by-law and all other by-laws and resolutions of the Corporation.

## **2.0 HEAD OFFICE**

The head office of the Association shall be in the Village of Stittsville in the Province of Ontario, and at such place therein as the Board may from time to time determine.

## **3.0 SEAL**

The seal which is impressed hereon shall be the corporate seal of the Association.

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## 4.0 BOARD

### 4.01 Board

The affairs of the Association shall be managed by a Board composed of a minimum of three (3) elected directors. (

### 4.02 Elected Directors

Elected directors, subject to the provisions of section 4.04, shall be elected in the manner set out in Article 6.00, each of whom, subject to the provisions of the Letters Patent and the Supplementary Letters Patent, shall hold office until the first annual meeting after election to office and until his successor has been elected and qualified.

### 4.03 Qualifications

Each director shall

.01 be at the date of, or become within ten (10) days after, his election, and thereafter remain throughout his term, a member of the Association who is qualified by the terms of section 7.07 to hold office;

.02 be at least eighteen (18) years of age; and

.03 not be an undischarged bankrupt nor a mentally incompetent person.

If a person ceases to be a member of the Association who is qualified by the terms of section 7.07 to hold office, or becomes bankrupt or a mentally incompetent person, he thereupon ceases to be a director, and the vacancy so created may be filled in the manner prescribed by section 4.04.

### 4.04 Vacancies

So long as a quorum of the directors remains in office, a vacancy on the Board may be filled by the Directors from among the qualified members of the Association. If no quorum of Directors exist, the remaining directors shall forthwith call a general meeting of members to fill the vacancies on the Board.

### 4.05 Removal of Directors

The members entitled to vote may, by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of which notice specifying the intention to pass the resolution has been given, remove any director before the expiration of his term of office, and may, by a majority of the votes cast at that meeting, elect any person in his stead for the remainder of his term.

### 4.06 Quorum

A quorum for the transaction of business at meetings of the Board shall be the smallest whole number that is not less than one-half (1/2) of the number of members of the Board.

### 4.07 Meetings

Meetings of the Board may be held at any place within Stittsville, as designated in the notice calling the meeting. Meetings of the Board may be called by the President, Vice President, or the Secretary-Treasurer or any two (2) directors.

### 4.08 Notice

Subject to the provisions of section 4.09, notice of Board meetings shall be delivered, emailed, mailed or telephoned to each director not less than two (2) days before the meeting is to take place. The statutory declaration of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of a meeting is necessary if all the directors are present or if those absent have signified their consent to the meeting being held without notice and in their absence.

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## 4.09 Regular Meetings

The Board may appoint one or more days in each year for regular meetings of the Board at a place and time named; no further notice of the regular meetings need be given. The Board shall hold a meeting within thirty (30) days following the annual meeting of the Association for the purpose of organization and the transaction of any other business.

## 4.10 Voting

Questions arising at any meeting of the Board shall be decided by a majority vote. In the case of an equality of votes, the Chairman, in addition to his original vote, has a second or casting vote. At all meetings of the Board, every question shall be decided by a show of hands unless a poll on the question is required by the Chairman or requested by any director. A declaration by the Chairman that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the fact without further proof of the number or proportion of votes recorded in favour of or against the resolution.

## 4.11 Remuneration of Directors

The directors of the Association shall serve without remuneration.

## 4.12 Indemnities to Directors

Every director of the Association and his heirs, executors and 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 Association, from and against,

- .01 all costs, charges and expenses whatsoever which the director sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office; and
- .02 all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except the costs, charges or expenses occasioned by his own willful neglect or default.

## 4.13 Protection of Directors

No directors of the Association shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by the Association or for or on or belonging to the Association shall be placed out or invested or for any loss or damage arising from moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his own wrongful and willful act or through his own wrongful and willful neglect or default.

## 4.14 Responsibility for Acts

The directors for the time being of the Association shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Association, except such as shall have been submitted to and authorized or approved by the Board.

## 4.15 Ex-Officio Directors

The Past President shall be ex-officio a director of the Association.

## 4.16 Others Present

Such others as the Board may from time to time by resolution determine, shall be entitled, in the same manner and to the same extent as a director, to notice of, and personally or by his delegate to attend and to speak at, meetings of the Board, but shall not be entitled to vote thereof.

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## 5.00 DUTIES OF THE DIRECTORS

### 5.01 President

The President shall, when present, be the Chairman of all meetings of the Board and members. The President shall be the Chief Operating Officer of the Association responsible for all operations of the Association, sign all documents requiring his signature and have the other powers and duties from time to time prescribed by the Board or incident to his office.

### 5.02 Vice President

During the President's absence or inability to act, his duties and powers may be exercised by the Vice President. If the Vice President exercises any of those duties or powers, the President's absence or inability to act shall be presumed with respect thereto. The Vice President shall also perform the other duties from time to time prescribed by the Board or incident to his office.

### 5.03 Secretary

The Secretary shall be ex-officio clerk of the Board and shall attend all meetings of the Board to record all facts and minutes of those proceedings in the books kept for that purpose. He shall give notices required to be given to members and to directors. He shall be the custodian of the corporate seal of the Association and of all books, papers, records, correspondence and documents belonging to the Association. He may perform the other duties from time to time prescribed by the Board or incident to his office

### 5.04 Treasurer

He shall keep full and accurate accounts of all receipts and disbursements of the Association in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Association in the bank or banks from time to time designated by the Board. He shall disburse the funds of the Association under direction of the Board, taking proper vouchers therefor and shall render to the Board, whenever required of him, an account of all his transactions as Secretary-Treasurer of the financial position of the Association. He shall co-operate with the auditors of the Association during any audit of the accounts of the Association and perform the other duties from time to time prescribed by the Board or incident to his office

### 5.05 Registrar

The Registrar shall collect all registration fees, keep up-to-date lists of all registrants and perform the other duties from time to time prescribed by the Board or incident to his office.

### 5.06 House League Director

The House League Director shall be responsible for the administration of the Association's House League Program and perform the other duties from time to time prescribed by the Board or incident to his office.

### 5.07 Fun League Director

The Fun League Director shall be responsible for the administration of the Association's Fun League Program and perform the other duties from time to time prescribed by the Board or incident to his office.

### 5.08 Competitive Director

The Competitive Director shall, be responsible for the administration of the Association's Competitive League Program. He may represent the Association at meetings related to competitive associations like Ontario Selects Softball Tournament Association (OSSTA) organize and administer all competitive tournaments and perform the other duties from time to time prescribed by the Board or incident to his office.

### 5.09 Equipment Director

The Equipment Director shall be responsible for all equipment owned by the Association. Duties shall include purchasing and repairing equipment, arranging storage of equipment, recommending an equipment budget for approval by the Board, arranging for the distribution and return of all equipment and any other duties from time to time prescribed by the Board or incident to his office.

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## 5.10 Umpire Director

The Umpire Director shall be responsible for the administration, operation and scheduling of the Association's umpires. Duties shall include recommending a fee schedule and budget for approval by the Board, scheduling qualified umpires for all Association games, arrange Umpire Clinics as required and any other duties from time to time prescribed by the Board or incident to his office.

## 5.11 Tournament Director

The Tournament Director shall be responsible for the organization of all House League and Fun League tournaments. He shall meet with representatives of neighboring associations that participate within our association to determine the location of each House League tournament. He shall also be responsible for scheduling all Stittsville tournaments, and performing the other duties from time to time prescribed by the Board or incident to his office.

## 5.12 Past President

The Past President shall perform from time to time the duties prescribed by the Board, and may perform such additional duties as may be requested of him by the President.

## 5.13 Other Officers

The Board may appoint other officers, including without limitation, Honorary Officers, and agents (and with such titles as the Board may prescribe from time to time) as it considers necessary and all officers shall have the authority and perform the duties from time to time prescribed by the Board. The Board may also remove at its pleasure any such officer or agent of the Association. The duties of all other officers of the Association appointed by the Board shall be such as the terms of their engagement call for.

## 6.00 **ELECTION OF BOARD**

### 6.01 Re-election

A director, if otherwise qualified, is eligible for election for three (3) consecutive full one (1) year terms in that office, and thereafter is not eligible for re-election to that office until a period of eleven (11) months has elapsed from the date of his retirement. A director may remain in office beyond three years, subject to the approval of the majority of the Board and of the membership present at the Annual General Meeting.

Provided however that this section 6.01 shall not apply to any person who is an Executive Officer on the date that this By-law Number 1 comes into force.

### 6.02 Elections

At each annual meeting directors shall be elected for a term of one (1) year by and from among the members eligible to vote and to hold office.

### 6.03 Nominations

Candidates for the office of director shall include:

- .01 the slate of candidates for office proposed by the Nominating Committee, or if there is no Nominating Committee, by the Board of Directors.
- .02 the persons whose names are put in nomination by any member entitled to vote at any time before nominations are closed at the meeting of members at which the election of directors is held.

### 6.04 Election Method Where:

- .01 there is only one candidate nominated for an office, the Secretary of the meeting shall cast a single ballot electing that candidate for the office; and
- .02 there is more than one candidate nominated for an office, the election shall be by ballot.

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6.05 Forms

The Board may vote on matters by a show of hands.

**7.00 MEMBERSHIP**

7.01 Membership in the Association shall consist of such persons as are admitted as members by the Board.

7.02 Classes. There shall be three classes of membership in the Association:

.01 Ordinary Members;

.02 Honorary Members;

.03 Auxiliary Members.

7.03 Ordinary Members

Parents or guardians of Auxiliary Members, incumbent adult volunteers and members of the Board shall be admitted as Ordinary Members.

7.04 Honorary Members

From time to time, the Board may admit for life as an Honorary Member a person who, in the opinion of the Board has made an outstanding contribution to the development of the Association.

7.05 Auxiliary Members

Children registered with the Association during the current year shall be admitted as Auxiliary Members upon payment of the prescribed registration fee.

7.06 Voting Classes

No person who is not an Ordinary or Honorary Member shall be entitled to vote in any proceedings of the Association.

7.07 Holding Office

No person who is not an Ordinary or Honorary Member shall be qualified to hold office in the Association as a director.

7.08 Revocation of Membership

Any member may be expelled from the Association for cause by a two-thirds (2/3) vote taken by ballot of the members present and eligible to vote at an annual or other general meeting of members.

7.09 Termination of Membership

A membership in the Association automatically terminates upon the happening of any of the following events:

.01 if the person, in writing, resigns as a member of the Association;

.02 if a person is expelled from the Association pursuant to section 7.08; or

.03 if the prescribed registration fee remains unpaid for more than 30 days from the date of registration.

7.10 Membership Dues

Membership dues, assessments and similar obligations ("assessments") may only be levied if authorized by two-thirds (2/3) of the members of the Board.

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## 7.11 Liability of Members

Members shall not, as such, be held answerable or responsible for any act, default, obligation or liability of the Association or for any engagement, claim, payment, loss, injury, transaction, matter or thing relating to or connected with the Association.

## 7.12 Annual Meeting

The annual meeting of the members shall be held each year within Stittsville, at a time, place and date determined by the Board, for the purpose of:

- .01 hearing and receiving the reports and statements required by the Corporations Act to be read at and laid before the Association at an annual meeting;
- .02 electing such directors as are to be elected at such annual meeting;
- .03 appointing the auditor and fixing or authorizing the Board to fix his remuneration; and
- .04 the transaction of any other business properly brought before the meeting.

## 7.13 General Meeting

The Board may at any time call a general meeting of members for the transaction of any business, the general nature of which is to be specified in the notice calling the meeting. A general meeting of members may also be called by the members as provided in the Corporations Act.

## 7.14 Notice of Meetings

Notice of the time, place and date of meetings of members and the general nature of the business to be transacted shall be given at least ten (10) days before the date of the meeting to each member (and in the case of an annual meeting to the auditor of the Association) by posting on the association's website and by sending out an email to members.

## 7.15 Quorum

Three (3) members present in person constitute a quorum at a meeting of members, and no business shall be transacted at any meeting unless the requisite quorum is present at the commencement of such business.

PROVIDED HOWEVER that where:

- .01 less than eight (8), but more than two (2) or more, persons are present in person after one-half hour after the commencement time specified in the notice calling the meeting of members; and
- .02 the business transacted is limited to the selection of a Chairman and a Secretary for the meeting, the recording of the names of those present, and the passing of a motion to adjourn the meeting with or without specifying a date, time and place for the resumption of the meeting,

then two (2) persons present in person constitute a quorum.

PROVIDED FURTHER that at the meeting at the date, time and place specified in the motion to adjourn referred to in subsection 7.15.02, numbers of persons present required for a quorum shall be divided by two.

## 7.16 Voting by Members

Unless otherwise required by the provisions of the Corporations Act or by the by-laws of the Association, all questions proposed for consideration at a meeting of the members shall be determined by a majority of the votes cast by members entitled to vote. In the case of an equality of votes, the Chairman presiding at the meeting has a second or casting vote. Members must be present, in person, in order to vote.

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## 7.17 Show of Hands

At all meetings of members every question shall be decided by a show of hands unless otherwise required by a by-law of the Association or unless a poll is required by the Chairman or requested by any member entitled to vote. Upon a show of hands, every member entitled to vote, present, in person shall have one vote. Whenever a vote by show of hands has been taken upon a question, unless a poll is requested, a declaration by the Chairman that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Association is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

## 7.18 Chairman

In the absence of the President or the Vice President, the members entitled to vote present at any meeting of members shall choose another director as Chairman and if no director is present or if all the directors present decline to act as Chairman, the members present shall choose one of their number to be Chairman.

## 7.19 Polls

If at any meeting a poll is requested on the election of a Chairman or on the question of the adjournment, it must be taken forthwith without adjournment. If a poll is requested on any other question, it shall be taken in the manner and either at once or later at the meeting or after adjournment as the Chairman directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was requested. A request for a poll may be withdrawn at any time prior to the taking of the poll.

## 7.20 Adjournments

Any meeting of members may be adjourned to any time and from time to time, and any business may be transacted at any adjourned meeting that might have been transacted at the original meeting from which the adjournment took place. No notice is required of any adjourned meeting.

## 8.00 COMMITTEES

### 8.01 Nominating Committee

The nominating Committee (when one exists) shall:

- .01 prepare a slate of one or more candidates for each office which will be vacant and for which an election is to be held at or after the annual meeting;
- .02 accept any additional written nominations for elected office any time prior to the holding of annual elections, but this does not preclude the Chairman of the annual meeting from accepting further nominations from the floor at the time of the election;
- .03 make recommendations to the Board names of persons to fill vacancies in office or on the Board or on committees that occur throughout the year.

## 9.00 EXECUTION OF DOCUMENTS

### 9.01 Cheques, Drafts, Notes, Etc

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by the officer or officers or person or persons and in the manner from time to time prescribed by the Board.

### 9.02 Execution of Documents

Documents requiring execution by the Association may be signed by the President or any two (2) directors, and all documents so signed are binding upon the Association without any further authorization or formality. The Board may from time to time appoint any officer or officers or any person or persons on behalf of the Association, either to sign documents generally or to sign specific documents. The Corporate seal of the Association shall, when required, be affixed to documents executed in accordance with the foregoing.

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## 9.03 Books and Records

The Board shall see that all necessary books and records of the Association required by the by-laws of the Association or by any applicable statute are regularly and properly kept.

## 10.00 **BANKING ARRANGEMENTS**

10.01 The Board shall designate, by resolution, the officers and other persons authorized to transact the banking business of the Association, or any part thereof, with the bank, trust company, or other Association carrying on banking business that the Board has designated as the Association's banker, to have the authority set out in the resolution, including, unless otherwise restricted, the power to,

- .01 operate the Association's accounts with the banker;
- .02 make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;
- .03 issue receipts for and orders relating to any property of the Association,
- .04 execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and
- .05 authorize any officer of the banker to do any act or thing on the Association's behalf to facilitate the banking business.

## 10.02 Deposit of Securities

The securities of the Association shall be deposited for safe keeping with one or more bankers, trust companies or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Association signed by such officer or officers, agent or agents of the Association, and in such manner, as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

## 11.00 **FINANCIAL YEAR**

11.01 The financial year of the Association shall terminate on the 31<sup>st</sup> day of December in each year or on such other date as the Board may from time to time by resolution determine.

## 12.00 **NOTICE**

### 12.01 Computation of Time

In computing the date when notice must be given under any provision of the by-laws requiring a specified number of days' notice of any meeting or other event, the date of giving the notice is, unless otherwise provided, included.

### 12.02 Omissions and Errors

The accidental omission to give notice of any meeting of the Board or members or the non-receipt of any notice by any director or member or by the auditor of the Association or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the meeting. Any director, member or the auditor of the Association may at any time waive notice of any meeting and may ratify and approve any or all proceedings taken thereat.

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## 13.00 BY-LAWS AND AMENDMENTS, ETC.

### 13.01 Enactment

By-laws of the Association may be enacted, repealed, amended, altered, added to or re-enacted in the manner contemplated in, and subject to the provisions of, the Corporations Act.

## 14.00 REPEAL OF PRIOR BY-LAWS

### 14.01 Repeal

Subject to the provisions of sections 14.02 and 14.03 hereof, all prior by-laws, resolutions and other enactments of the Association heretofore enacted or made are repealed.

### 14.02 Exception

The provisions of section 14.01 shall not extend to any by-law or resolution heretofore enacted for the purpose of providing to the Board the power or authority to borrow.

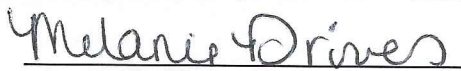
### 14.03 Proviso

Provided however that the repeal of prior by-laws, resolutions and other enactments shall not impair in any way the validity of any act or thing done pursuant to any such repealed by-law, resolution or other enactment.

## 15.00 EFFECTIVE DATE

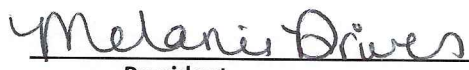
15.01 This by-law shall come into force without further formality upon its enactment.

Enacted as By-law Number 1 by the directors of the Association at a meeting duly called and regularly held and at which a quorum was present on the 25 day of October, 2017.

  
President  
MELANIE DRIVER

  
Secretary  
JULIE de la DURANTAYE

The foregoing By-law Number 1 as enacted by the directors of the Association is hereby ratified, sanctioned, confirmed and approved without variation by the unanimous affirmative vote of all members entitled to vote at a meeting of members duly called and regularly held in Stittsville and at which a quorum was present on the 25 day of October, 2017.

  
President  
MELANIE DRIVER

  
Secretary  
JULIE de la DURANTAYE