

Constitution of the Chatham Girls Minor Softball Association

(as of January 2, 2016)

Article 1: NAME

The name of this organization shall be 'The Chatham Girls Minor Softball Association' hereinafter called 'The Association'.

Article 2: PROVINCIAL WOMEN'S SOFTBALL ASSOCIATION OF ONTARIO

- a. The Association shall be a member of the Provincial Women's Softball Association of Ontario (PWSA).
- b. The Association shall pay such fees and other charges as shall be required by the PWSA.

Article 3: OBJECTIVES

The objectives of The Association shall be:

- a. To provide girls, four (4) years of age and over, with the opportunity to participate in a team sport;
- b. To encourage the development of sportsmanship, team spirit and friendship;
- c. To improve and foster the playing of girl's amateur softball in the Municipality of Chatham-Kent;
- d. To be managed and operated by amateurs who are duly registered as voting members;
- e. To protect the amateur status of its' members, The Association shall not take or commit any action that would knowingly jeopardize the amateur status of its' members;
- f. To operate, rent or maintain facilities for the purpose of promoting and playing girl's softball.

Article 4: BOARD OF DIRECTORS

- a. Number and Qualification:

The affairs and business of The Association shall be under the management and control of the Board. The Board shall consist of not more than twenty (20) Directors who shall be voting members of The Association and who may exercise all powers of The Association except as required by Statute or by the By-Laws of The Association to be exercised by a general meeting of the members. Up to nineteen (19) members shall be elected each year, the Past President being the twentieth member of the Board. No persons shall be qualified as a Board member unless he/she is eighteen (18) or more years of age. No person shall be elected an Officer unless he/she has served at least one year on the Board of Directors.

The executive positions of the association shall be for a 3 year term and will be voted on at the association's annual meeting. If a vote for any position is required, a vote by ballot will be conducted. Two individuals will be appointed to collect and count the votes. Once the vote has been completed the ballots will be destroyed. There will be no limited to the number of years any individual can hold any executive positions within the association

b. Powers:

- i. The Directors of The Association shall constitute 'The Committee of Management' of The Association.
- ii. The Directors may, from time to time, make By-Laws or Regulations not contrary to Law or any provision of The Letters Patent, Supplementary Letters Patent, if any, of The Companies Act, and, from time to time, amend, vary or repeal the same, respecting:

c. Structure and Replacement:

i. At each annual meeting, the voting membership will elect up to nineteen (19) Directors. These Directors shall have a term of one (1) year and will, from their members, elect the following four (4) Executive:

- President
- Vice-President
- Treasurer
- Secretary
- The Past President shall automatically become a Director and the fifth (5th) member of the Executive.

The Directors at the first meeting shall elect the Executive after the annual election of the Board of Directors. The Executive from the past year shall remain in office whether re-elected to the new Board or not, until the first Board meeting after the annual election. Nominations for the Board of Directors and the Executive shall be received from the floor.

ii. Committees – The Board of Directors shall be delegated to chair various Association committees.

iii. Quorum – A simple majority of Directors shall constitute a quorum, but, if upon calling of any meeting, a quorum shall not attend; such meeting may be adjourned from time to time until a quorum shall be present.

- iv. Voting - All questions arising at any meeting of the Board shall be determined by majority vote and in case of an equality of votes, the Chair shall have a casting vote in addition to his/her original vote
- v. Removal of Directors – The Board, by written notice, may terminate any membership including any Director by a majority vote of the annual meeting, if such member has been found guilty of:
 - a. Having failed to abide by the rules and regulations of The Association;
 - b. Conduct injurious to The Association or the sport of softball;
 - c. Becoming an undesirable member.
- vi. Vacancies – The office of Director shall ipso facto be vacated if:
 - a. He/she ceases to be a member of The Association;
 - b. By written notice to The Association he/she resigned their office.

Any vacancy on the Board, for any reason, may be filled by the Board of Directors from the voting members and the person selected to fill such vacancy shall hold office for the balance of the term of office of the vacating Director, provided however, that nothing herein contained shall prevent the members of The Association from filling any such vacancy at any annual or special meeting of members.

- vii. Meetings – The Board of Directors may hold its meetings at such place and time as the Directors may determine.

A meeting may be called at any time by the President and shall be called by the Secretary at any time upon the requisition of four or more Directors.

- viii. Notice – the Secretary shall give Notice of the time and place of each meeting of the Board to each Director personally, by email or by mail addressed to such Director at his/her place of notification to him/her personally at least two days before such meeting.
- ix. Remuneration of Directors – The Directors shall receive no remuneration for acting as such.
- x. Security Checks – All volunteers of the CGMSA shall submit to the Executive a current Police Criminal Records check from the Chatham Kent Police Service. The cost of this search to be reimbursed by the CGMSA. These Records check must be completed every 3 years, with the current record held by the CGMSA.

Article 5: OFFICERS

The officers of The Association shall be President, Vice-President, Secretary and Treasurer and shall be elected by the Board of Directors.

All officers shall be voting members of The Association and shall be chosen annually.

The Board may appoint from time to time such other officers as it may deem advisable and such other officers and agents shall continue in office during such time as the Board may prescribe and shall do such acts and perform such duties as the Board shall delegate.

- a. Delegation of Duties – In the case of the absence or inability to act of any officer or agent of The Association appointed by the Board, the powers of such officer or agent may be delegated by the Board to any other qualified person for the time being.
- b. President – The President shall be the Chief Executive Officer of The Association and shall chair all meetings of the Board and of the members.
- c. Vice-President – The Vice-President shall, in the absence or inability or refusal to act of the President, have all powers and perform all the duties of the President.

He/she shall also have such powers and perform such duties as may from time to time be delegated to him/her by the Board.

- d. Secretary – The Secretary shall have the custody of the seal of The Association and of all books, records, and papers thereof, and shall keep same as required by the Board.

He/she shall also give requisite notice of meetings of Directors and of members when directed to do so and record the proceedings of all such meetings.

He/she shall also perform such duties as required by By-Laws or by Statutes or as may be delegated to him/her by the Board. The Secretary shall also respond to all correspondence as directed by the Board.

- e. Treasurer – The Treasurer shall have charge of the funds and securities of The Association and shall keep proper books of accounts of all receipts and disbursements and transactions of The Association and at reasonable times exhibit his/her books, records, and accounts to any Director on request.

He/she shall also render an account of all receipts, disbursements and transactions of The Association in his/her department at each annual meeting of members and more often if so directed by the Board.

He/she shall also perform such duties as may be required by By-Law or by Statutes or as may be delegated to him/her by the Board.

The Treasurer may delegate duties to such committees as approved by the Board.

Article 6: ANNUAL MEETING

- a. The annual meeting of members of The Association shall be held no later than the third Thursday of November in each year at such place and time as the Board may direct from time to time.
- b. Special Meetings – A special meeting of the members of The Association may be held at such place as the President and Secretary of The Association may designate in the notice of such meetings upon the call of the President or by order of the Board and it shall be the duty of the Secretary to call such meeting upon requisition made in writing and signed by at least ten (10) percent of the voting members of The Association.
- c. Voting Membership – each Association membership constitutes one (1) vote.

In the case of more than one child under the age of 18 years of age of the same family with an association membership, only one vote will be delegated to one (1) parent or guardian of said person(s) at the annual registration and kept in Association files.

In the event a player attains the age of 18 years during the softball season, that player would replace the parent or guardian stipulated at the annual registration. Proxy votes are not permitted.

- d. Quorum – At all meetings of the members of The Association, a quorum shall consist of a number equaling or exceeding a simple majority of the Directors of The Association in good standing appearing in person. No business shall be transacted at the meeting unless a quorum is present.
- e. Membership Classes – The classes of membership, eligibility and privileges shall be as follows:
 - i. **Individual** – Any person, if accepted by the Board of Directors. This classification pertains to Directors and CGMSA officials.
 - ii. **Active** – Includes all members having paid the annual registration fee.
 - iii. **Special** – Includes parents or guardians of players legally under the age and who are delegated at the annual registration as being the voting representative of such minor.

- iv. **Honorary** – Any members or former members selected by the Board who, through their past endeavors, deserve such recognition.
- v. **Affiliate Association** – All associations and their members that apply for permission to participate as members of the Association for the purposes of league play. Members of these associations may attend board meetings as “defacto” member. Affiliate members may participate as members of select or travel teams. All membership must be paid to the Association to qualify.

Article 7: BY-LAWS

The By-Laws appended to this constitution shall describe the organization and functions of The Association, and the means by which members of The Association may elect the Executive and control the property and activities of The Association.

The rules and regulations of the PWSA shall take precedence over any Association By-Laws.

Any By-Law contrary to the rules of the PWSA shall be deemed invalid.

All By-Laws may be amended at any regular scheduled meeting of the board and require majority approval by the members present.

Article 8: CONSTITUTIONAL AMENDMENTS

Any proposed changes to the association's constitution must be presented at the association's annual meeting. All amendments must be submitted in writing to the President or his designate 14 days before the annual meeting to be considered.

All proposed amendments must be tabled at the annual meeting for consideration.

A vote by show of hands will be taken, unless one member that is eligible to vote requests a vote by ballot. For any change to the constitution to be passed it must be approved by 2/3 of the eligible voters in attendance at the annual meeting. If a ballot vote is required the President and Secretary will collect and count the votes. Once the vote has been completed the ballots will be destroyed.