

**SLO-PITCH ONTARIO ASSOCIATION
BY-LAWS**

ARTICLE I GENERAL

1.1 Purpose – These By-laws relate to the general conduct of the affairs of the Slo-Pitch Ontario Association.

1.2 Definitions – The following terms have these meanings in these By-laws:

- a) *Act* – the *Ontario Not-for-Profit Corporations Act, 2010*, and any act that may be substituted therefore, from time to time amended.
- b) *Articles* – the instrument that incorporates the Corporation or modifies its incorporating instrument, including articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters patent, supplementary letters patent or a special act.
- c) *Auditor* – an individual, partnership, or corporation appointed by the Members at the Annual Meeting to review the books, accounts, and records of the Corporation for a report to the Members at the next Annual Meeting in accordance with the Act.
- d) *Board* – the Board of Directors of the Corporation.
- e) *Corporation* – Slo-Pitch Ontario Association, which may also do business as Slo-Pitch Ontario, SPOA, or SPO.
- f) *Days* – days including weekends and holidays.
- g) *Director* – an individual elected or appointed to serve on the Board pursuant to these By-laws.
- h) *Extraordinary Resolution* – a resolution passed by not less than eighty (80) percent of the votes cast on that resolution.
- i) *Officer* – an individual elected or appointed to serve as an Officer of the Corporation pursuant to these By-laws.
- j) *Ordinary Resolution* – a resolution that is (i) submitted to a meeting of the Board or Members of the Corporation and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or (ii) consented to by each Member of the Corporation entitled to vote at a meeting of the Members of the Corporation or by the Member's attorney.
- k) *Special Resolution* – a resolution that is (i) submitted to a special meeting of the Members of the Corporation duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast, or (ii) consented to by each Member of the Corporation entitled to vote at a meeting of the Members of the Corporation or by the member's attorney.

1.3 Registered Office – The registered office of the Corporation will be located within the Province of Ontario and the Municipality of St. Catharines.

1.4 No Gain for Members – The Corporation will be carried on without the purpose of gain for its Members and any profits or other accretions to the Corporation will be used in promoting its objects.

1.5 Ruling on By-laws – Except as provided in the Act, the Board will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Corporation.

1.6 Conduct of Meetings – Unless otherwise specified in these By-laws, meetings of the Members and meetings of the Board will be conducted according to Robert’s Rules of Order (current edition).

1.7 Interpretation – Words importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate. Words importing an organization name, title, or program will include any successor organizational name, title, or program.

1.8 Affiliations – The Corporation will be accountable to the Softball Ontario Member Association Council and, ultimately, the Ontario Ministry of Tourism, Culture and Sport (as may be amended) (the “Ministry”) in regard to base and Ministry funding programs

1.9 Appointees to Softball Ontario – Pursuant to Softball Ontario’s By-laws, the Corporation makes the following appointments:

- a) The President (or elected designate) of the Corporation is ex-officio (by virtue of their position) a Vice President of Softball Ontario; and
- b) At each Annual Meeting, the Members of the Corporation will elect one (1) individual to be an ex-officio Director-at-Large of Softball Ontario for a one-year term. If this Director-at-Large resigns, is removed from, or is terminated from the position by Softball Ontario’s Members, the Members of the Corporation will elect a replacement to fill the position for the remainder of the vacant term.

ARTICLE II MEMBERSHIP AND AFFILIATES

2.1 Categories – The Corporation has the following categories of Member:

- a) League Member – Any league that affiliates all Team Members within that organization registered as a member of the Corporation and has agreed to abide by the Corporation’s By-laws, policies, procedures, rules and regulations.
- b) Executive Member - Any individual who is registered with the Corporation, who has agreed to abide by the Corporation’s By-laws, policies, procedures, rules and regulations, and who meets one or more of the following criteria:
 - i. An individual who is elected or appointed to the Board
 - ii. An individual who is appointed by the Board to serve as a Zone Director
 - iii. An individual who is appointed by the Board to serve as a Tournament Director
 - iv. An individual who is the immediate Past President of the Corporation

2.2 Affiliates – The Corporation has the following categories of Affiliates:

- a) Teams – Any team that competes and plays slo-pitch softball that is registered as an affiliate of the Corporation and has agreed to abide by the Corporation’s By-laws, policies, procedures, rules and regulations.
- b) Associates – Agencies, groups, or individuals interested in the advancement of the sport of slo-pitch softball that is registered as an affiliate the Corporation and has agreed to abide by the Corporation’s By-laws, policies, procedures, rules and regulations.
- c) Individual – Any individual, who is an employee of the Corporation, or who is an affiliated participant, coach, or manager, who is registered with the Corporation, and who has agreed to abide by the Corporation’s By-laws, policies, procedures, rules and regulations.

Admission and Renewal of Members and Affiliates

2.3 Admission of Members – Any candidate will be admitted as a Member or Affiliate or renewed as a Member of Affiliate if the candidate:

- a) Makes an application in a manner prescribed by the Corporation;
- b) Was at any time previously a Member or Affiliate, the candidate was in good standing at the time of ceasing to be a Member or Affiliate;
- c) Completes the application form, confidentiality agreement and waiver;
- d) As applicable, is an Ontario resident as of May 1st;
- e) Has paid dues as prescribed by the Board;
- f) Agrees to uphold and comply with the Corporation’s governing documents;
- g) Meets any other condition as determined by the Board;
- h) Has met the applicable definition listed in Section 2.1 or Section 2.2, as applicable; and
- i) Has been approved by Ordinary Resolution by the Board or by any committee or individual delegated this authority by the Board.

Membership Dues and Duration

2.4 Year – Unless otherwise determined by the Board, the membership and affiliate year of the Corporation will be May 1st to April 30th January 1st to December 31st.

2.5 Dues – Membership and Affiliate dues will be determined annually by the Board.

2.6 Duration – Membership and Affiliate duration is accorded on an annual basis and Members and Affiliates will re-apply annually.

2.7 Deadline – Members and Affiliates will be notified in writing of the dues at any time payable, and if the dues are not paid within thirty (30) days of the renewal date or notice of default, the Member or Affiliate in default will automatically cease to be a Member or Affiliate of the Corporation.

Transfer, Suspension, and Termination of Membership

2.8 Transfer – Membership and Affiliate status in the Corporation is non-transferable.

2.9 Suspension – A Member or Affiliate may be suspended, pending the outcome of a discipline hearing in accordance with the Corporation’s policies related to discipline, or by Special Resolution of the Board at a meeting of the Board provided the Member or Affiliate has been given notice of and the opportunity to be heard at such meeting.

2.10 Litigation Suspension – The Board of Directors of the Corporation may suspend any Affiliate or Member if the affiliate or member brings legal proceedings against the Corporation and the affiliate or members continued participation may impact the outcome of the legal proceedings.

2.11 Termination – Membership and Affiliate status in the Corporation will terminate immediately upon:

- a) The expiration of the Member’s annual membership or Affiliates registration, unless renewed in accordance with these By-laws;
- b) The Member or Affiliate fails to maintain any of the qualifications or conditions described in Section 2.1 or 2.2 of these By-laws;
- c) Resignation by giving written notice to the Corporation;
- d) Dissolution of the Corporation;
- e) A decision made by a panel in accordance with the Corporation’s applicable discipline policies;

- f) The Member's or Affiliates death if any individual; or
- g) By Ordinary Resolution of the Board, a committee of Directors or of the Members at a duly called meeting, upon fifteen (15) days' written notice to a Member. The notice shall set out the reasons for the termination of membership. The Member receiving the notice shall be entitled to give a written submission opposing the termination not less than five (5) days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding the termination of membership.

2.12 May Not Resign – A Member or Affiliate may not resign from the Corporation when the Member or Affiliate is subject to disciplinary investigation or action by the Corporation.

2.13 Arrears – A Member or Affiliate will be expelled from the Corporation for failing to pay dues or monies owed to the Corporation by the deadline dates prescribed by the Board. Any dues, subscriptions, or other monies owed to the Corporation by suspended or expelled Members or Affiliates will remain due.

2.14 Discipline – A Member or Affiliate may be disciplined in accordance with the Corporation's policies and procedures relating to discipline.

2.15 Dues Payable – Any dues, subscriptions, or other monies owed to the Corporation by suspended or expelled Members or Affiliates will remain due.

Good Standing

2.16 Definition – A Member or Affiliate will be in good standing provided that the Member:

- a) Has not ceased to be a Member or Affiliate;
- b) Has not been suspended or expelled, or had other restrictions or sanctions imposed;
- c) Has completed and remitted all documents as required by the Corporation;
- d) Has complied with the By-laws, policies, and rules of the Corporation;
- e) Is not subject to a disciplinary investigation or action by the Corporation, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
- f) Has paid all required dues.

2.17 Cease to be in Good Standing – Members or Affiliates that cease to be in good standing, as determined by the Board or a Disciplinary Panel, will not be entitled to vote at meetings of the Members or be entitled to the benefits and privileges of membership or affiliation until such time as the Board is satisfied that the Member or Affiliate has met the definition of good standing.

Duties of Appointed Members

2.18 Zone Directors - Appointed by the Board for the purpose of coordinating leagues and teams in a designated geographic area. The Board will provide guidelines and responsibilities for Zone Directors.

2.19 Tournament Directors - Appointed by the Board for the purpose of hosting a sanctioned tournament. The Board will provide guidelines and responsibilities for Tournament Directors.

ARTICLE III MEETINGS OF MEMBERS

3.1 Annual Meeting – The Corporation will hold meetings of Members at such date, time and place as determined by the Board within the Province of Ontario. The Annual Meeting will be held within fifteen (15) months of the last Annual Meeting and within six (6) months of the Corporation's fiscal year end. Any

Member, upon request, will be provided, not less than twenty-one (21) days before the annual meeting, with a copy of the approved financial statements, auditor's report (if any) or review engagement report (if any).

3.2 Special Meeting – A Special Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of ten percent (10%) or more of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.

3.3 Participation/Holding by Electronic Means – Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting if the Corporation makes such means available. A person so participating in a meeting is deemed to be present at the meeting. The Directors or Members may determine that the meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.

3.4 Notice – Written or electronic notice of the date of the Annual Meeting of the Members will be given to all Members in good standing, Directors, and the Auditor (if appointed) at least ten (10) days and not more than fifty (50) days prior to the date of the meeting. Notice will contain a reminder of the right to vote by proxy or by absentee ballot, a proposed agenda, reasonable information to permit Members to make informed decisions, nominations of Directors, and the text of any resolutions or amendments to be decided.

3.5 Waiver of Notice – Any person who is entitled to notice of a meeting of the Members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called in accordance with these By-laws.

3.6 Error or Omission in Giving Notice – No error or omission in giving notice of any meeting of the Members shall invalidate the meeting or make void any proceedings taken at the meeting.

3.7 New Business – No other item of business will be included in the notice of the meeting of the Members unless notice in writing of such other item of business, or a Member's proposal, has been submitted to the Board sixty (60) days prior to the meeting of the Members in accordance with procedures as approved by the Board. Copies of all such proposals together with copies of any amendments thereto then proposed by the Board and copies of all resolutions put forward by the Board shall be sent to all Members with the agenda and the notice calling an Annual Meeting.

3.8 Quorum – Ten (10) voting Members present or by proxy will constitute a quorum. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

3.9 Closed Meetings – Meetings of Members will be closed to the public except by invitation of the Board.

3.10 Agenda – The agenda for the Annual Meeting may include:
a) Call to order

- b) Establishment of quorum
- c) Appointment of scrutineers
- d) Approval of the agenda
- e) Approval of minutes of the previous Annual Meeting
- f) Presentation and approval of reports
- g) Report of Auditors (if any)
- h) Appointment of Auditors (if any)
- i) Presentation of Budget
- j) Approval of membership dues and related fees
- k) Business as specified in the meeting notice
- l) Election of new Directors
- m) Adjournment

3.11 Scrutineers – At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.

3.12 Adjournments – With the majority consent of the Members present and after quorum is ascertained, the Members may adjourn a meeting of Members and no notice is required for continuation of the meeting if the meeting is held within thirty (30) days. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

3.13 Attendance – The only persons entitled to attend a meeting of the Members are the Members, the Directors, the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any), individuals possessing a proxy on behalf of a Member, and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person may be admitted only if invited by the Chair or with the majority consent of the Members present.

Voting at Meetings of Members

3.14 Member Voting Rights – Members have the following voting rights at all meetings of the Members:

- a) League Members have one vote each.
- b) Executive Members have one vote each.

3.15 Affiliate Voting Rights – Affiliates are not permitted to vote at meetings of the Members.

3.16 Eligibility of Votes – The Board may set a date as the record date for the purpose of determining Members entitled to vote at any meeting of Members. The record date must not precede the date on which the meeting is to be held by more than ten (10) days. If no record date is set, the record date is 5:00pm on the day immediately preceding the first date on which the notice is sent or, if no notice is sent, the beginning of the meeting.

3.17 Delegates – League Members will appoint in writing (inclusive of electronic notice) to the Corporation, prior to the meeting of Members, the name of the at least two (2) Delegate(s) to represent the Member, one of which will be a voting member if representing a Regular Member. Delegates must be at least eighteen years of age, of sound mind, and be acting as the Member’s representative.

3.18 Proxy Voting – Proxy voting is not permitted.

3.19 Determination of Votes – Votes will be determined by a show of hands, orally, or electronic ballot, except in the case of elections which require a secret ballot, unless a secret or recorded ballot is requested by a Member.

3.20 Majority of Votes – Except as otherwise provided in these By-laws, an Ordinary Resolution will decide each issue. In the case of a tie, the issue is defeated.

3.21 Written Resolution – A resolution signed by all the Members entitled to vote on that resolution at a meeting of the Members is as valid as if it had been passed at a meeting of the Members.

ARTICLE IV GOVERNANCE

Composition of the Board

4.1 Directors – The Board will consist of between three (3) and seven (7) Directors.

4.2 Composition of the Board – The Board will consist of the following:

- a) President
- b) Secretary/Treasurer
- c) Between one (1) and four (4) Directors-at-Large

4.3 Number of Directors – Prior to a meeting of the Members at which Directors will be elected, the Board will determine the number of Director-at-Large positions by Ordinary Resolution (this power to the Board is provided by Special Resolution of the voting Members) provided that:

- a) The number of Director-at-Large positions is at least one (1) and no more than four (4); and
- b) The determination of the number of Director-at-Large positions on the Board does not have the effect of shortening the term of a sitting Director

4.4 Directors-at-Large – Directors-at-Large may be appointed, by the Board, to serve in Officer positions (see: **Article V**) and/or as Directors of various portfolios related to the operations of the Corporation (e.g., Competition Director, Communications Director, Sponsorship Director, etc.). Directors-at-Large may have more than one portfolio and may be assigned and removed duties by Ordinary Resolution of the Board.

4.5 Past President – The immediate Past President of the Corporation (or another Past President, at the Board's discretion) may be appointed into the position of Past President provided that this individual is interested in serving in the position and has been approved by Ordinary Resolution of the Board. The Past President is a Board Observer and not a Director.

Eligibility of Directors

4.6 Eligibility – To be eligible for election as a Director, an individual must:

- a) Have completed at least two years as a Zone Director;
- b) Be eighteen (18) years of age or older;
- c) Not have been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
- d) Have the power under law to contract;
- e) Have not been declared incapable by a court in Canada or in another country; and
- f) Not have the status of bankrupt.

Election of Directors

4.7 Nominations Committee – The Board will appoint a Nominations Committee. The Nominations Committee will be responsible to solicit and receive nominations for the election of the Directors.

4.8 Nomination – Any nomination of an individual for election as a Director will:

- a) Include the written consent of the nominee by signed or electronic signature;
- b) Comply with the procedures established by the Nominations Committee; and
- c) Be submitted to the Registered Office of the Corporation fourteen (14) days prior to the Annual Meeting. This timeline may be extended by Ordinary Resolution of the Board.

4.9 Nominations from the Floor – An individual may be nominated from the floor of the meeting of the Members in accordance with the Act.

4.10 Circulation of Nominations – Valid nominations will be circulated to Members at the Annual Meeting prior to the elections.

4.11 Election – Directors will be elected at each Annual Meeting as follows:

- a) The President and between one (1) and two (2) Directors-at-Large will be elected at alternate Annual Meetings to those listed in sub-section b.
- b) The Secretary/Treasurer and up to two (2) Directors-at-Large will be elected at alternate Annual Meetings to those listed in sub-section a.

4.12 Elections – Elections for each non-Director-at-Large position will be decided by Ordinary Resolution of the Members in accordance with the following:

- a) One Valid Nomination – Winner declared by acclamation.
- b) Two or More Valid Nominations – The nominee(s) receiving the greatest number of votes will be elected. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more nominees than positions, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains the appropriate number of nominees for the position(s) or until a winner is declared.

4.13 Director-at-Large Elections – Elections for Director-at-Large positions will be decided by Ordinary Resolution of the Members in accordance with the following:

- a) Equal number of Nominations and Available Positions – Winners declared by Ordinary Resolution.
- b) More Nominations than Available Positions – The nominee(s) with the highest number of votes will fill the available positions until the all the available positions have been filled. In the case of a tie for the final available position, a second vote will be conducted between the tied nominees. If there continues to be a tie and more nominees than positions, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains the appropriate number of nominees for the position(s) or until a winner is declared.

4.14 Post-Election Eligibility – An elected Director who does not meet the eligibility requirements for election as Director will have fourteen (14) days to become eligible for the position or will be removed as a Director of the Corporation.

4.15 Terms – Directors will serve terms of two (2) years, and will hold office until they or their successors have been duly elected in accordance with these By-laws, unless they resign, or are removed from or vacate their office.

4.16 Director Consent and Registration – An individual who is elected or appointed to be a Director must register with the Corporation as a Director, must sign all required documents presented by the Corporation, and must consent in writing to hold office as a Director before or within ten (10) days of their election or appointment. Any individual who does not provide consent within the time limit is not a Director and is deemed not to have been elected or appointed to hold office as a Director. The requirement to consent does not apply to a Director who is re-elected or reappointed when there has been no break in their term of office.

Resignation and Removal of Directors

4.17 Resignation – A Director may resign from the Board at any time by presenting their notice of resignation to the Board. This resignation will become effective the date on which the notice is received by the Secretary or at the time specified in the notice, whichever is later. When a Director who is subject to a disciplinary investigation or action of the Corporation resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

4.18 Vacate Office – The office of any Director will be vacated automatically if:

- a) The Director resigns;
- b) The Director does not meet the eligibility requirements for election as a Director within fourteen (14) days of being elected;
- c) The Director fails to consent in writing to hold office as a Director within ten (10) days of their initial election or appointment;
- d) The Director is found to be incapable of managing property by a court or under Ontario law;
- e) The Director is found by a court to be of unsound mind;
- f) The Director becomes bankrupt or suspends payment of debts or compounds with creditors or makes an authorized assignment in bankruptcy or is declared insolvent; or
- g) The Director dies.

4.19 Removal – An elected Director may be removed by Ordinary Resolution of the Members at a Special Meeting provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting.

Filling a Vacancy on the Board

4.20 Vacancy – When the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the position for the remainder of the term. Alternatively, the Board may decide, by Ordinary Resolution, that one or more Directors will execute the duties of the vacant Director position for the remainder of the unexpired term. If a Director is removed by the Members at a meeting of the Members, the Members may elect a Director to fill the unexpired term at the same meeting. If, as a result of any vacancy or vacancies on the Board, there is not a quorum of Directors, the remaining Directors will forthwith call a meeting of the Members to fill the vacancies.

Meetings of the Board

4.21 Call of Meeting – A meeting of the Board will be held at any time and place as determined by the President, or by written requisition of at least two (2) Directors.

4.22 Chair – The President will be the Chair of all meetings of the Board unless designated by the President. In the absence of the President, or if the meeting of the Board was not called by the President, the Vice-President (or designate) will be the Chair of the meeting.

4.23 Notice – Written notice, served other than by mail, of meetings of the Board will be given to all Directors at least seven (7) days prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the Annual Meeting of the Corporation.

4.24 Board Meeting With New Directors – For a first meeting of the Board held immediately following the election of Directors at a meeting of the Members, or for a meeting of the Board at which a Director is appointed to fill a vacancy on the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director(s).

4.25 Number of Meetings – The Board will hold at least three (3) meetings per year.

4.26 Quorum – At any meeting of the Board, quorum will be a majority of Directors holding office.

4.27 Voting – Each Director is entitled to one vote. Voting will be by a show of hands, written, or orally unless a majority of Directors present request a secret ballot. Resolutions will be passed by Ordinary Resolution.

4.28 No Alternate Directors – No person shall act for an absent Director at a meeting of the Board.

4.29 Written Resolutions – A resolution in writing signed by all the Directors is as valid as if it had been passed at a meeting of the Board.

4.30 Closed Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board.

4.31 Meetings by Telecommunications – A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting. Additionally, for an in-person meeting of the Board, a Director may, if all the Directors of the Corporation consent, participate by telephonic or electronic means provided that all participants are able to adequately communicate with each other simultaneously during the meeting.

Duties of Directors

4.32 Standard of Care – Every Director will:

- a) Act honestly and in good faith with a view to the best interests of the Corporation; and
- b) Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Powers of the Board

4.33 Powers of the Corporation – Except as otherwise provided in the Act or these By-laws, the Board has the powers of the Corporation and may delegate any of its powers, duties, and functions.

- 4.34 Empowered – The Board is empowered, including but not limited to:
- a) Make policies and procedures or manage the affairs of the Corporation in accordance with the Act and these By-laws;
 - b) Make policies and procedures relating to the discipline of Members, and have the authority to discipline Members in accordance with such policies and procedures;
 - c) Make policies and procedures relating to the management of disputes within the Corporation and deal with disputes in accordance with such policies and procedures;
 - d) Employ or engage under contract such persons as it deems necessary to carry out the work of the Corporation;
 - e) Determine registration procedures, determine membership dues, and determine other registration requirements;
 - f) Enable the Corporation to receive donations and benefits for the purpose of furthering the objects and purposes of the Corporation;
 - g) Make expenditures for the purpose of furthering the objects and purposes of the Corporation;
 - h) Borrow money upon the credit of the Corporation as it deems necessary in accordance with these By-laws; and
 - i) Perform any other duties from time to time as may be in the best interests of the Corporation.

ARTICLE V OFFICERS

5.1 Composition – The Officers will be comprised of the President, Secretary/ Treasurer, Chief Executive Officer, and Past President.

5.2 Term – The term of the elected Officers will be two (2) years or until they or their successors are elected or appointed.

5.3 Duties – The duties of Officers are as follows:

- a) The President will be the chair of the Board, will preside at the Annual and Special Meetings of the Corporation and at meetings of the Board unless otherwise designated, will be the official spokesperson of the Corporation, will be a member of the Board of Directors of Softball Ontario, and will perform such other duties as may from time to time be established by the Board.
- b) The Secretary/ Treasurer will be responsible for the documentation of all amendments to the Corporation's By-laws, will ensure that all official documents and records of the Corporation are properly kept, cause to be recorded the minutes of all meetings, will prepare and submit to each meeting of the Members and other meetings a report of all activities since the previous meeting of the Members or other meetings, will give due notice to all Members of the meeting of the Members of the Corporation, will keep proper accounting records as required by the Act, will cause to be deposited all monies received by the Corporation in the Corporation's bank account, will supervise the management and the disbursement of funds of the Corporation, when required will provide the Board with an account of financial transactions and the financial position of the Corporation, will prepare annual budgets, and will perform such other duties as may from time to time be established by the Board.

- c) The Chief Executive Officer, who is not a Director, will devote full or part time work as the administrative officer and general manager of the Corporation. The Chief Executive Officer will:
- i. Be in charge of the headquarters of the Corporation
 - ii. Act under the immediate direction of the Board
 - iii. Recommend plans of action and conduct day-to-day business including financial responsibility of the Corporation
 - iv. Hire, and determine the salaries of, other staff members, with the approval of the Board.
 - v. Present a yearly budget and business reports to the Board for approval
 - vi. Be spokesperson for the Corporation at all public gatherings or designate an alternate in his/her or the President's absence
 - vii. Have authority to call a meeting of the Board at any time provided each Director is given adequate notice of such meeting
 - viii. Be appointed or hired by Board, and may be dismissed at the discretion of the Board should just cause for dismissal be shown. If the Chief Executive Officer is appointed, a term of office will be at the discretion of the Board
- d) The Past President will be the Chair of the Nominations Committee and perform such duties as may from time to time be established by the Board.

5.4 Delegation of Duties – At the discretion of the Officer and with approval by Ordinary Resolution of the Board, any Officer may delegate any duties of that office to appropriate staff or committee of the Corporation, or to another Director.

5.5 Removal – An Officer may be removed by Ordinary Resolution at a meeting of the Board or of the Members, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such Ordinary Resolution is put to a vote. If the Officer is removed by the Members, their position as a Director (if applicable) will automatically and simultaneously be terminated.

5.6 Vacancy – Where the position of an Officer, excluding the President, becomes vacant for whatever reason and there is still a quorum of Directors, the Board may, by Ordinary Resolution, appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office.

5.7 Other Officers – The Board may determine other Officer positions and appoint individuals to fill those positions. Other Officers need not be Directors.

ARTICLE VI COMMITTEES

Committees

6.1 Appointment of Committees – The Board may appoint such committees as it deems necessary for managing the affairs of the Corporation and may appoint members of committees or provide for the election of members of committees, may prescribe the duties and terms of reference of committees, and may delegate to any Committee any of its powers, duties, and functions.

6.2 Standing Committees – The Board will have the following standing committees composed of Directors as follows:

- a) Super Series
- b) Masters
- c) Softball Ontario

6.3 Vacancy – When a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee’s term.

6.4 President Ex-officio – The President will be an ex-officio and non-voting member of all Committees of the Corporation.

6.5 Removal – The Board may remove any member of any Committee.

6.6 Debts – No Committee will have the authority to incur debts in the name of the Corporation.

ARTICLE VII FINANCE AND MANAGEMENT

7.1 Fiscal Year – Unless otherwise determined by the Board, the fiscal year of the Corporation will be January 1st to December 31st.

7.2 Bank – The banking business of the Corporation will be conducted at such financial institution as the Board may determine.

7.3 Auditors – At each Annual Meeting the Members may appoint an auditor to audit or conduct a review engagement of the books, accounts and records of the Corporation in accordance with the Act. The auditor will hold office until the next Annual Meeting. The auditor will not be an employee, Officer, or Director of the Corporation and must be permitted to conduct an audit or review engagement of the Corporation under the *Public Accounting Act, 2004*, as amended. When the Corporation’s revenue for the previous fiscal year was less than the amount prescribed in the Act, the Members may decline, by Extraordinary Resolution, to appoint an auditor. Alternatively, when the Corporation’s revenue for the previous fiscal year was less than the amount prescribed in the Act, the Members may, by Extraordinary Resolution, chose to conduct a review engagement or notice to reader in lieu of an audit.

7.4 Removal – The Members may, by Ordinary Resolution at a special meeting of the Members duly called for that purpose, remove any Auditor of the Corporation before the expiration of its term of office and shall, by Ordinary Resolution at that meeting, appoint another Auditor in its stead for the remainder of its term.

7.5 Remuneration – The Members shall fix the remuneration of the Auditor or authorize the Board to fix such remuneration. The remuneration of an Auditor appointed by the Board shall be fixed by the Board.

7.6 Annual Financial Statements – The Directors will approve financial statements (evidenced by signature of one or more Directors) of the Corporation of the last fiscal year of the Corporation but not more than six (6) months before the Annual Meeting and present the approved financial statements before the Members at every Annual Meeting. A copy of the Annual Financial Statements will be provided to any Member requesting a copy of the Financial Statements not less than ten (10) days before the Annual Meeting. The Financial Statements will include:

- a) The financial statements;
- b) The auditor’s report or review engagement (if any); and
- c) Any further information respecting the financial position of the Corporation.

7.7 Books and Records – The necessary books and records of the Corporation required by these By-laws or by applicable law will be necessarily and properly kept. The books and records include, but are not limited to:

- a) The Corporation’s articles and By-laws;
- b) The minutes of meetings of the Members and of any committee of Members;
- c) The resolutions of the Members and of any committee of Members;
- d) The minutes of meetings of the Directors or any committee of Directors;
- e) The resolutions of the Directors and of any committee of Directors;
- f) A register of Directors;
- g) A register of Officers;
- h) A register of Members; and
- i) Account records adequate to enable the Directors to ascertain the financial position of the Corporation on a quarterly basis.

7.8 Signing Authority – Contracts, agreements, deeds, leases, mortgages, charges, conveyances, transfers and assignments of property, leases and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures, or other securities, agencies, powers of attorney, instruments of proxy, voting certificates, returns, documents, reports, or any other instruments in writing to be executed by the Corporation will be executed by at least one (1) of the Officers or other individuals, as designated by the Board. In addition, the Board may direct a manner in which the person or persons by whom any particular instrument or class of instruments may or will be signed.

7.9 High Value Contracts – All financial instruments and contracts with a value larger than \$10,000 must be signed by two (2) Officers or other individuals as designated by the Board that hold the signing authority of the Corporation.

7.10 Property – The Corporation 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 Board may determine.

7.11 Borrowing – The Corporation may borrow funds under such terms and conditions as the Board may determine, as permitted by the Act.

7.12 Borrowing Restriction – The Members may, by Special Resolution, restrict the borrowing powers of the Board but a restriction so imposed expires at the next Annual Meeting.

Remuneration

7.13 No Remuneration – All Directors, Officers and members of Committees will serve their term of office without remuneration (unless approved by at a meeting of Members) except for reimbursement of expenses as approved by the Board. This section does not preclude a Director or member of a Committee from providing goods or services to the Corporation under contract or for purchase. Any Director or member of a Committee will disclose the conflict/potential conflict in accordance with these By-laws.

Conflict of Interest

7.14 Conflict of Interest – A Director, Officer or member of a committee who has an interest, who may be perceived as having an interest in, or is a party to, a proposed contract or transaction with the

Corporation, or has knowledge that their partner or relative has an interest, directly or indirectly, in any contract, transaction, proposed contract or transaction under consideration by the Corporation will:

- a) Declare the nature and extent of the interest as soon as possible and not later than the meeting at which the matter is first considered (or if such interest arose after the meeting at which the matter is first considered, not later than the first meeting after such interest arose);
- b) Refrain from taking part in any discussion or vote related to the matter; and
- c) Withdraw from any meeting at which the matter is being discussed, during the period of such discussion.

7.15 Failure to Declare – Where the Board is of the opinion that a conflict of interest exists that has not been declared, the Board may declare, by an Ordinary Resolution present at the meeting, that a conflict of interest exists and in each such case the provisions of subsections (b) and (c) of the above Section shall apply as if the individual had declared the interest.

7.16 Effect of Disclosure – A Director, Officer or member of a committee who has declared their interest in a contract or transaction or a proposed contract or transaction (or the Board has so declared pursuant to the above Section) and who has not voted in respect thereof shall not be accountable to the Corporation, or its creditors, for any profit realized from the contract and the contract is not voidable by reason only of such Director, Officer or member of a committee holding that office or of the fiduciary relationship established thereby.

ARTICLE VIII AMENDMENT OF BY-LAWS

8.1 Voting – These By-laws may only be amended, revised, repealed or added to by:

- a) Ordinary Resolution of the Board. The new, amended, or revised By-law is effective until the next meeting of the Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the By-laws by Ordinary Resolution. A new, amended, or revised By-law that is not ratified by the Members ceases to have effect and no new By-law of the same or like substance has any effect until ratified at a meeting of the Members; or
- b) A Member entitled to vote who may make a proposal to make, amend, or repeal a By-law in accordance with the Act which requires at least sixty (60) days' notice. The new, amended, or repealed By-law will be submitted to the Members at the next meeting of Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the By-laws by Ordinary Resolution

8.2 Fundamental Changes – A Special Resolution of all Members is required to make the following fundamental changes to the Articles of the Corporation. Fundamental Changes are defined as follows:

- a) Change the Corporation's name;
- b) Add, change or remove any restriction on the activities that the Corporation may carry on;
- c) Create a new category of Members;
- d) Change a condition required for being a Member;
- e) Change the designation of any category of Members or add, change or remove any rights and conditions of any such category;
- f) Divide any category of Members into two or more categories and fix the rights and conditions of each category;
- g) Add, change or remove a provision respecting the transfer of a membership;
- h) Increase or decrease the number of, or the minimum or maximum number of, Directors;
- i) Change the purposes of the Corporation;

- j) Change to whom the property remaining on liquidation after the discharge of any liabilities of the Corporation is to be distributed;
- k) Change the manner of giving notice to Members entitled to vote at a meeting of Members;
- l) Change the method of voting by Members not in attendance at a meeting of the Members;
or
- m) Add, change or remove any other provision that is permitted by the Act

ARTICLE IX NOTICE

9.1 Written Notice – In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the individual, Director, Officer, or Member, as applicable.

9.2 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 faxed or emailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is post-marked

9.3 Error in Notice – The accidental omission to give notice of a meeting of the Board or of the Members, the failure of any 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 X DISSOLUTION

10.1 Dissolution – The Corporation may be dissolved in accordance with the Act and its assets will be distributed to another not-for-profit corporation with similar objectives.

ARTICLE XI INDEMNIFICATION

11.1 Will Indemnify – The Corporation will indemnify and hold harmless out of the funds of the Corporation each Director and any individual who acts at the Corporation’s request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director or and any individual who acts at the Corporation’s request in a similar capacity.

11.2 Will Not Indemnify – The Corporation will not indemnify a Director or any individual who acts at the Corporation’s request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon them under the Act. For further clarity, the Corporation will not indemnify an individual unless:

- a) The individual acted honestly and in good faith with a view to the best interests of the Corporation; and
- b) If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

11.3 Insurance – The Corporation will, at all times, maintain in force such Directors and Officers liability insurance.

ARTICLE XII ADOPTION OF THESE BY-LAWS

12.1 Ratification – These By-laws were ratified by the Members of the Corporation at a meeting of Members duly called and held on November 18, 2026.

12.2 Repeal of Prior By-laws – In ratifying these By-laws, the Members of the Corporation repeal all prior By-laws of the Corporation provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.