



## STATEMENT OF PRINCIPLES

The Waterloo Minor Girls' Softball Association is based on the following objectives:

1. to provide an equal opportunity for every eligible girl in the City of Waterloo to play softball at a level appropriate to her skills;
2. to promote and improve minor girls' softball in the City of Waterloo;
3. to organize, develop, and promote minor girls' softball in the City of Waterloo with emphasis on fun, fitness, fundamentals, and fair play;
4. to promote the Waterloo area as a "Centre of Excellence" for softball;
5. to develop and encourage community spirit in the City of Waterloo;
6. to aid in the development of character by providing reasonable role models and leadership for members.

## CONSTITUTION

### 1. NAME, COLOURS AND HEAD OFFICE

#### A. NAME AND COLOURS

The name of the organization shall be the Waterloo Minor Girls Softball Association (WMGSA, hereinafter referred to as the "Association".) The WMGSA has been incorporated, #1026963.

The official colours of the Association shall be black and gold. All other colours are subject to approval by the Board of Directors. In addition, the Logo of the Association shall be as shown below:



#### B. HEAD OFFICE

The head office of the Association shall be in the Regional Municipality of Waterloo, in the province of Ontario, and at such place as the Directors may from time to time determine.

### 2. AFFILIATION

The Association shall be affiliated with Softball Canada through the provincial association (PWSA) and shall be subjected to such fees and regulations that are determined by these governing bodies.

### **3. BOARD OF DIRECTORS**

The affairs of the Association shall be managed by a Board of Directors composed of the following: President; Past President; Vice President, Houseleague; Vice President, Representative; Secretary/Treasurer; Director of Fundraising/Sponsorship; Director of Marketing/Public Relations; Director of Coach and Player Development; Director, Equipment; Umpire-in-Chief and Executive Director (non-voting).

The Directors' term of office shall be from the date of one annual meeting until the date of the second subsequent annual meeting (two-year term), at which time an election is to take place, or until their successors are elected or appointed. Directors' terms shall be staggered. The election of the Board may be by a show of hands at the annual general meeting of the Association unless a ballot is demanded by any member. The members of the Association may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such a resolution has been given, remove any Director before the expiration of his/her term of office and may, by a majority of the votes cast at that meeting, elect any person in his/her stead for the remainder of the term.

Vacancies on the Board of Directors, however caused, may, so long as a quorum of directors remain in office, be filled by the directors from among the qualified voting members of the Corporation, if they shall see fit to do so and the member sees fit to stand, otherwise such vacancy shall be filled at the next general meeting of the members at which the directors for the ensuing year are elected. But, if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy.

The Board of Directors shall have the power to dismiss or suspend any Association coaching staff, member, or volunteer, subject to proper disciplinary procedures being followed. In such matters, any suspended or dismissed person shall have the right to a fair hearing and appeal process.

### **4. REMUNERATION**

The Directors of the Board shall serve without remuneration and no Director shall directly or indirectly receive any profit from his/her position as such, provided that a Director may be paid or reimbursed for reasonable expenses incurred by him/her in the performance of his/her duties, with the exception of the Executive Director who is a non-voting member of the Board and shall be paid for the time he/she is at Board meetings and the time he/she is carrying out his/her Board-related duties.

### **5. QUORUM**

A quorum of 50% + 1 of the elected officers on the Board of Directors shall be required at any Executive meeting. The "quorum" described is necessary to complete business – i.e. to conduct votes.

### **6. PROTECTION OF DIRECTORS**

Every Director of the Association or person who has undertaken or is about to undertake any liability on behalf of the Association shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the Association, or as otherwise provided by the City of Waterloo, save and except for such costs, charges, or expenses as are occasioned by his/her own willful neglect or default. The Association will carry adequate D & O Liability Insurance.

### **7. AMENDMENT OF BY-LAWS**

In order for amendments to By-Laws of the Association to be enacted, notice of proposed changes must be filed with the Secretary at least two weeks in advance of the annual meeting. Following this, notice to the general membership must be given and the amendment must be ratified by an affirmative vote of at least two thirds of the voting members present at the AGM or at a general meeting of members duly called for the above purpose.

## **8. REGULATIONS**

The Board of Directors may prescribe such policies and procedures not inconsistent with the By-Laws relating to the management and operation of the Association as they deem expedient, providing that such policies and procedures shall have force and effect only until the next annual meeting of the members of the Association when they shall be confirmed. In default of confirmation at such annual meeting of members, said policies and procedures shall, from that time, cease to have force and effect.

## **9. WEB SITE**

The current constitution and by-laws will be available for our membership via the WMGSA web site.