

STROUD MIXED SLO-PITCH LEAGUE BY-LAWS

ARTICLE I GENERAL

1.1 Purpose – These By-laws relate to the general conduct of the affairs of the Stroud Mixed Slo Pitch League

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

- a.) League – Referred to as Stroud Mixed Slo-Pitch League.
- b.) Executive – Governing body elected by members of the League in “good standing.”
- c.) Member – Rostered player in the League and has an SPO ranking of (D) or (E) or is grandfathered
- d.) SPO – Slo Pitch Ontario
- e.) NSA – National Slo Pitch Association
- f.) AGM – Annual General Meeting
- g.) President - an individual elected or appointed to serve on the Executive pursuant to these By-laws.
- h.) Good Standing – Team complies with all bylaws and has all dues current, not disqualified, and not suspended.

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

1.4 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.

1.5 Conduct of Meetings – Unless otherwise specified in these By-laws, meetings of the Members and meetings of the Board will be conducted according to the bylaws in this document relating to meetings

1.6 Special Resolution – a resolution passed by not less than two-thirds of the votes cast on that resolution or signed by all the voting Members entitled to vote on that resolution.

ARTICLE II MEMBERSHIP AND AFFILIATES

Member Types

2. Executive Member – Member or Team Representative that is nominated by league and voted into the position during a vote at the AGM. Executive Member must be a rostered player in the League with a registered active SPO Account and in “good standing.”

2.1 Team Representative – Member that represents his/her team during meetings held as well as responsible for his/her team’s operations. Team Representative must be a rostered player in “good standing” with the League and have a registered active account with SPO.

2.2 League Member – Member that is a rostered player with the League and has registered active SPO account.

Affiliations

2.3 SLO Pitch Ontario – Organization in which provides League Insurance, Governance and various functions for on field play

2.4 Town of Innisfil – Municipality in which facilities and diamonds are rented for operation.

2.5 Barrie Umpire Association – Organization which provides umpiring for regular season games and tournament play for the League

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Admission and Renewal of Members

2.6 Admission of Teams – A Team Representative can enter a team in the League under the following:

- a.) There is an opening in the league
- b.) A Team Representative is appointed to manage the team
- c.) Team is registered with SPO
- d.) Team is in Good Standing
- e.) Agrees to uphold and comply with the League's governing documents
- f.) Meets any other condition determined by the Executive
- g.) Has been approved by the Executive

2.7 Admission of Members – Any Member may join the league under the following conditions:

- a.) Listed on a roster in the League
- b.) Has a Registered Active SPO account
- c.) Has a ranking of either (D) or (E) unless protected under the "grandfather clause," which means the player has to have been a registered player in the Stroud League during the 2014 season and played at least 1 game.
- d.) Has membership dues paid up
- e.) Is not under suspension by SPO
- f.) Does not have a rank in NSA as (A), (B) or (C) and isn't covered by the "grandfather clause."
- g.) Agrees to uphold and comply with the League's governing documents

Membership Duration and Dues

2.8 League Fiscal Year – The League's Fiscal Year will be Jan 1st to Dec 31st calendar year.

2.9 League Season Operation – The League will start no earlier than May 1st and end no later than October 5th.

2.10 Banquet – Will be held once a year either the first or second week of November depending on facility availability.

2.11 AGM – Will be held no later than 3 weeks after the banquet depending on facility availability

2.12 Dues – Team fees are due no later than 30 days prior to the beginning of the season. Special consideration will be given to teams with Executive approval.

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Suspension, and Termination of Membership

- 2.13 Suspension** – A Member or Affiliate may be suspended, pending the outcome of a discipline hearing in accordance with the League's policies related to discipline, or by Special Resolution of the Executive at a meeting of the Executive provided the Member or Affiliate has been given notice of and the opportunity to be heard at such meeting.
- 2.14 Litigation Suspension** – The Executive of the League may suspend any Affiliate or Member if the affiliate or member brings legal proceedings against the League and the affiliate or members continued participation may impact the outcome of the legal proceedings.
- 2.15 Termination** – Membership and Affiliate status in the League 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.) A decision made by a panel in accordance with the League's applicable discipline policies.
 - c.) Players ranking falls outside of the guidelines set out under these bylaws
 - d.) Dissolution of the League.
 - e.) Resignation by giving written notice to the Executive.
- 2.16 Arrears** - A Member or Team will be expelled from the League for failing to pay dues or monies owed to the League by the deadline dates prescribed by the Executive. Any dues, subscriptions, or other monies owed to the League by suspended or expelled Members or Affiliates will remain due.
- 2.17 Discipline** – A Member or Team may be disciplined in accordance with the League's policies and procedures relating to discipline.

Good Standing

- 2.18 Team** – For a team to be in good standing in the League they must adhere to the following:
- a.) Have team registered with SPO
 - b.) Has all dues paid for by deadline set by Executive
 - c.) Team has not accumulated more than 3 forfeits during the regular season
 - d.) Is not under suspension by SPO
- 2.19 Member** – For a member to remain in good standing with the League they must adhere to the following:
- a.) Have an Active registered SPO Account
 - b.) Have a ranking in SPO of (E) or (D), unless player is grandfathered by being an active player in the League during the 2014 season and have played at least one game.
 - c.) Does not have an NSA Ranking of (A), (B), or (C).
 - d.) Has all dues paid
- 2.20 Cease to be in Good Standing** – Member(s) or Team(s) that cease to be in good standing, 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 Executive is satisfied that the Member or Affiliate has met the definition of good standing.

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ARTICLE III MEETINGS OF MEMBERS

3. Annual Meeting – The Executive will hold a meeting of Members at such date, time and place as determined by the Executive within the Province of Ontario. The Annual Meeting will be held within fifteen (13) months of the last Annual Meeting and within two (2) months of the League's fiscal year.

3.1 Notice – Written or electronic notice of the date of the Annual Meeting of the Members will be given to all Members in good standing 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 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.

3.2 New Business – New business may be submitted by any member of the league by the deadline provided by the Executive. Any new business submitted past the deadline will be carried over to the following year. Only new business in the form of motions can be submitted during the November AGM.

3.3 Attendance – The only persons entitled to attend a meeting of the Members are the Members, and the Executive.

3.4 Quorum – Ten (10) voting Members present to 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

3.5 Agenda – The agenda for the Annual Meeting may include:

- a) Call to order
- b) Establishment of quorum
- c) Approval of the agenda
- d) Approval of minutes of the previous Annual Meeting
- i) Presentation of Budget
- k) Motions to be voted on
- l) Election of new Directors
- m) Adjournment

3.6 Closed Meeting(s) – Meetings of Members will be closed to the public except by invitation of the Board.

3.7 Special Meeting(s) – A Special Meeting of the Members may be called at any time by the Executive or upon the written requisition of ten percent (10%) or more of the Members for any purpose connected with the affairs of the League.

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Voting at Meetings of Members

3.8 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.

3.9 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.

3.10 Majority of Votes – Except as otherwise provided in these By-laws, the majority of votes will decide each issue. In the case of a tie, the issue is defeated.

ARTICLE IV GOVERNANCE

Composition of Executive

4.0 Executive – The Executive will consist of 6 positions which are nominated and voted on by members.

4.1 Composition of Executive – The Executive will consist of the following positions: a.) President

- b.) Vice President
- c.) Secretary
- d.) Registrar
- e.) Convener
- f.) Social Director

4.2 Past President - The immediate Past President of the Corporation will be appointed into the position of Past President for a term of two (2) years provided that this individual is interested in serving in the position. The Past President does not vote at meetings of the Board but, as an Executive Member of the Corporation, does vote at meetings of the Members.

Election of Directors

4.3 Nominations - An individual may be nominated from the floor of the meeting of the Members during the AGM.

4.5 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. If there continues to be a tie then the winner(s) will be declared by coin flip.

4.6 Term of Service – Executive Members 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. Resignation and Removal of Directors.

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4.7 Resignation - A Executive Member may resign from the Executive at any time by presenting his or her notice of resignation to the Executive. 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 Executive Member who is subject to a disciplinary investigation or action of the League resigns, that Executive Member will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

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

- a) The Director resigns;
- b) The Director is found to be incapable of managing property by a court or under Ontario law;
- c) The Director is found by a court to be of unsound mind;
- d) 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
- e) The Director dies.

4.9 Removal - An elected Executive Member may be removed by the Members at an Annual Meeting or Special Meeting provided the Executive Member 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

4.10 Vacancy – Where the position of an Executive Member becomes vacant for whatever reason and there is still a quorum of Executive Members, the Executive may appoint a qualified individual to fill the vacancy for a term expiring not later than the close of the next Annual Meeting.

Meetings of the Board

4.11 Call of Meeting - A meeting of the Executive will be held at any time and place as determined by the President, or by written requisition of at least four (4) Executive Members.

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

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

4.14 Voting - Each Executive Member is entitled to one vote. Voting will be by a show of hands, written, or orally unless a majority of Executive Members present request a secret ballot. The President will only vote in the event of a tie. In the event the motion involves a team directly the team rep or members of the team in question will not be allowed to take part in the vote.

4.15 No Alternate Directors – No person shall act for an absent Executive Member at a meeting of the Board.

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

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Duties of Executive Members

4.17 Standard of Care – Every Director will:

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

Powers of the Executive

4.18 Empowered – The Executive is empowered, including but not limited to:

- a) Make policies and procedures or manage the affairs of the League 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 League 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 League;
- e) Determine registration procedures, determine membership dues, and determine other registration requirements;
- f) Enable the League to receive donations and benefits for the purpose of furthering the objects and purposes of the League;
- g) Make expenditures for the purpose of furthering the objects and purposes of the League;
- h) Perform any other duties from time to time as may be in the best interests of the League.

Banking

4.19 Bank Institute – The bank institute will be determined by the Executive by means of reviewing of charges and voting on the institution.

4.20 Signing Authority – Only members of the Executive have signing authority in regards to anything bank related, excluding the President and the Social Director who will have no direct access to league funds.

4.21 Spending – Any expenditures outside of the standard expenses such as standard items for on field play will require a vote from the executive before spending.

4.22 Signature Policy – Every cheque will require two (2) signatures from Executive Members which are on the bank account.

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Article V Executive Members

5.1 Composition of Executive - The Executive will be comprised of the President, Vice President, Treasurer, Secretary, Convener, Social Director and Registrar.

5.2 Term – The term of the elected Executive Members 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.) President - Will be the chair of the Executive, will preside at the Annual and Special Meetings of the League and at meetings of the Executive unless otherwise designated, will be the official spokesperson of the League and will perform such other duties as may from time to time be established by the Board.

b.) Vice President – Will chair meetings in the absence of the President as well as responsible for all on field equipment including Baseballs, Base Pads and working with the City to help with field Maintenance.

c.) Treasurer – Will be responsible for the following:

- Capturing and reporting all financial transactions pertaining to the League
- Record and maintain all receipts for the League
- Monitor and control spending versus the budget in place
- Maintain relations with the financial institution the League deals with

d.) Secretary – Will be responsible for maintaining all league files including transactions, motions, meeting minutes. Will also oversee preparing all documentation to present during League Meetings.

e.) Convener – Oversees scheduling for both regular season games as well as tournament games. Will also handle scheduling of all facilities including diamonds, meeting facilities and banquet hall. Will also book umpires for all games and tournament play.

f.) Social Director – Will manage the annual banquet held in November. The Social Director will be responsible for the following:

- Manage all expenses pertaining to the banquet and adhere to the budget set out
- Be responsible for hiring caterers and DJ Services for the event
- Handle obtaining liquor licence and purchasing of all inventory for the event.
- Providing ticketing for the banquet
- Hire staff required for the event
- Reporting all expenses to the Executive and the Membership upon request

g.) Registrar – Is responsible for making sure all rosters are following the Leagues Bylaws and Rules. Will also maintain relations with SPO in regards to league insurance and registration.

5.4 Banking – At least 3 members of the Executive must be signed up on the League's Bank account. The following members are to have no direct access to the Bank account, The President and the Social Director, they will have no signing authority or direct access to the bank funds.

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5.5 Removal – An Executive Member may be removed at a meeting of the Executive or of the Members, provided the Executive Member 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 Executive Member is removed by the Members, his or her position as an Executive Member (if applicable) will automatically and simultaneously be terminated.

5.6 Vacancy – Where the position of an Executive Member, excluding the President, becomes vacant for whatever reason and there is still a quorum of Executive Members, the Executive may, by Special Meeting, appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office. If the President position becomes vacant, the Vice-President shall become President and the Executive may appoint a replacement for the position of Vice-President from among the Executive or the Membership.

League Divisions VI

6.0 Divisions – The League will be split into two divisions consisting of an A and B Division. Teams will only play within their respective division both in regular season and tournament play.

6.1 Team Movement – There are two ways in which a team can move divisions:

- a.) Half way through the regular season the Executive will review the standings and determine if a team warrants a move. This will be conducted by an Executive Vote.
- b.) At the end of the season the team that finishes first overall in B Division will move to the eight seed of A Division. The team that finishes in the eight seed in A Division will move to the first seed position in B.

Game Times VII

7.0 Regular Season and Tournament Game Times - Games will consist of seven innings. No new inning to begin after 1 hour, 5 minutes, including playoffs with the exception of the 3 Finals, all to be 7 innings no time limit.

League Equipment and Maintenance VIII

8.0 On field Equipment and Baseballs – Equipment such as Chalk, Base Pads and Baseballs will be provided by the league for both regular season and tournament game play.

8.1 Field Maintenance – All maintenance requests will be handled by the Executive co-ordinating with the Town of Innisfil including sand refills, general maintenance or anything pertaining to the upkeep of the diamond.

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League Scheduling IV

9.0 Scheduling Approval – The Convener will build the schedule and present to the Executive for approval. The schedule will be approved with the unanimous of the Executive and then sent out to the Team Reps as well as posted on the website.

9.1 Assigning Teams to the Schedule – Numbers will be placed into a hat for drawing, teams will draw from the hat based on their finish during the previous regular season finish. The number the team draws will determine what number on the schedule they will be assigned for the season.

9.2 Rescheduling – There is no rescheduling of games outside of the rain outs and if diamond time permits. In the event diamond time is not available each team will be awarded a tie.