

Bylaws of

Central East Women's Fastpitch League

(CEWFL)

See Bylaws: Article 11 - Amendments to Bylaws and Operating Procedures on how changes to the Operating Procedures can be made

1. Interpretation

- a. The name of the organization is the Central East Women's Fastpitch League, (CEWFL), hereinafter referred to as the League.
- b. The mission of the League is to provide the teams and players of our member associations
 - i. a competitive environment to play softball
 - ii. facilitate opportunities for our players to develop their skills
 - iii. encourage our coaches to offer leadership that results in a knowledgeable, supportive and constructive team environment
 - iv. to promote sportsmanship and fair play
 - v. facilitate collaboration between member associations to strengthen the sport locally
 - vi. promoting growth of associations and teams within the league to ensure league play remains viable at all age levels

2. Activities of the League

- a. From time to time, the league engages in activities in pursuit of its mission either directly, or through external partners. Official activities of the league include, but are not limited to:
 - i. Regular season playing schedule
 - ii. End of season Playoff Championship tournament
 - iii. End of season Awards Ceremony
 - iv. "Pan Jam" open tournament
 - v. Individual teams who are not under a member association

- vi. Regional Softball Skills Camp
- vii. Scholarship guidance
- viii. Educational seminars
- ix. Marketing and communications to members
- x. Committee activity

3. Membership

- a. Softball associations that meet the following minimum requirements may apply for membership in the League;
 - i. Have obtained insurance through PWSA affiliation
 - ii. A member will be deemed in good standing with the league provided that the member association:
 1. does not owe any dues, fees or other debts to the league, or to other member associations (includes members of the member association)
 2. has not been suspended or removed from league membership; and
 3. is in good standing with the PWSA per their Good Standing (Article 2, Section 2.5). Except where, being “subject to investigation” has not proceeded to disciplinary action within 7 days.
 4. elects and nominates a member from their Association to serve on the league Board of Directors
 - iii. Must not operate as, or be legally registered as, a for-profit entity. An association would not qualify as a member if
 1. it distributed income during the year, either directly or indirectly, to, or for the personal benefit of, any of its members; **OR**
 2. it has the power at any time to declare and pay dividends out of income.
 - iv. The league may request supporting documentation as a condition of obtaining membership, such as confirmation of PWSA affiliation, insurance and good standing, or confirmation of payment of fees, or registration status

- b. All existing member associations with the league will not be denied membership, provided that they
 - i. have been an existing member within the last five years
 - ii. were in good standing in the most recent year of active membership
 - iii. have complied with all their explicit obligations under the Bylaws and Operating Procedures
 - iv. are not the subject of the removal processes outlined in section XIII
- c. Obtaining and maintaining membership in the league;
 - i. requires a supermajority (2/3 affirmative vote) of the Board of Directors
 - ii. is subject to meeting the criteria in section 2-a and 2-b.
 - iii. may be denied for failing to meet the minimum requirements herein

4. Founding Members

- a. The founding members of this League are:

The Aurora Diggers The Clarington Ravens

The Cobourg Angels The Kawartha Lakers

The Napanee Express The Oshawa B's/Lady Bs

The Oshawa Shamrocks The Peterborough Thunder

The Port Perry Angels The Whitby Eagles

5. Board of Directors

a. Composition

- i. the general management and operation of the League shall be vested in an independent Board of Directors consisting of;
 - 1. an Executive committee comprised of a President, a Vice-President, a Secretary and a Treasurer
 - 2. one (1) representative from each of its member associations

b. Terms of Office – Executive Committee

- i. the Executive shall be elected by the Board of Directors at the Annual General Meeting (AGM) and will serve until the conclusion of the following AGM. There is no limit to terms served in any executive position
- ii. to be eligible for election to the President or Vice President position, the candidate must have served a minimum one year on the Board of Directors in the last three years, and fulfilled their attendance duties per Section 4-e-iv
- iii. the Executive members will serve to the close of the AGM, at which time the new Executive shall assume their office

c. Terms of Office - Directors

- i. each member association will elect one Director, and then nominate them as a league Director at the Annual General Meeting who will serve until the conclusion of the following AGM.
- ii. all nominated Directors are elected a majority vote
- iii. the Directors of the Board shall hold office until the close of the AGM, at which time the next Board will have been duly elected.

d. Vacancies

- i. Board members leaving office shall turn over all material, information and/or CEWFL possessions within 14 days following the AGM or within the day they vacate their position
- ii. A new director will be elected and then nominated by their Association to fill their vacancy
- iii. A vacancy in the position of President will be filled by the Vice President. Creating a vacancy in the position of Vice President.
- iv. An executive vacancy, other than the President will be filled from the existing Board members by a majority vote.
- v. A vacancy in any non-voting position may be filled by appointment, or by the position it immediately reports to in the organizational chart

e. Duties

- i. the primary responsibility of every member of the Board of Directors to;
 1. work together with common purpose to the interests and goals of the League as a whole
 2. serve in the **best interest of the league first** by avoiding any conflict of interest from their other roles as an association, team, coach, player and/or parent
- ii. the Board of Directors in its management and operation of the League shall have the power, by vote, to buy, sell, lease, rent, incur debt, borrow or enter contracts on to further the purpose of the League, its member associations and their players.
- iii. President may appoint Directors to standing and ad hoc committee Chairpersons as necessary to ensure the efficient operation of the League
 1. President shall be ex-officio member of all committees
 2. Chairpersons may appoint committee members from any members of member associations
 3. Committee members must be approved by the Executive Committee
- iv. Executives and Directors shall fill vacant non-voting positions under their authority in the organizational chart from amongst any members of member associations, after an open public call for volunteers.
- v. Attend the Annual General meeting and at least 50% of Regular Board Meetings to retain voting rights.

6. The Executive Committee

a. The President

- i. the President shall act as chairperson of all Board of Director and General Meetings. In his/her absence, this duty will be assigned to the Vice-President
- ii. the President presides over all League meetings, supervises and gives direction to all members of The

Board, acts as the League's liaison with the member associations

- iii. the President is the official contact person with the PWSA and Softball Ontario. The President may assign other Board members for contact as required.

b. The Vice President

- i. in the absence of the President, the Vice President will carry out duties of the President
- ii. is responsible for overseeing the operations of league play for the season and playoffs

c. The Secretary

- i. the Secretary is responsible for any League correspondence, receives and distributes correspondence and information, issues notices of all meetings, takes the minutes of all Board meetings and distributes as such to all Board members.
- ii. recording of meeting minutes and distribute to Board members within 7 days of the meeting's conclusion
- iii. accepts membership applications, and maintains contact information for the Board of Directors, member associations and teams participating in the league
- iv. maintains the historical record of the CEWFL

d. Treasurer

- i. is responsible for the control of all League funds and the payment of League bills.
- ii. will present a current financial statement at each Board meeting and maintain a set of books that can be reviewed upon request.

e. Past President (optional)

- i. Serves a limited term of one year and is a non-voting position
- ii. Serves as an advisor to the President and the League by provide historical context to league business
- iii. may represent the league on special projects that benefit from their past relationships

f. Election of Executives

- i. The Past President may serve as the Elections Officer, or the Board shall elect an Elections Officer from the current Board of Directors
 1. The nominee must not be seeking, nor can they be nominated for an executive position in the current set of elections
 2. The Elections Officer must be elected by majority vote
 3. The Elections Officer is a non-voting position held by a member
- ii. As listed on the approved Agenda, the Elections Officer shall open the call for nominations
- iii. Nominations for Executive positions can be submitted to the Elections Officer from any member of the Board of Directors;
 1. submitted in writing in advance of the meeting, or
 2. by written individual ballot at the call for nominations
- iv. nominees may confirm in writing anytime, or verbally at the call for nominations, to stand for election.
- v. voting for all elections shall be by secret ballot, tallied by the Elections Officer and verified by a Board of Director not on the ballot
 1. Acclamations are allowed and require a simple majority vote to affirm the acclamations
- vi. the current President shall only vote in the election to break any tie
- vii. a simple majority shall elect a candidate for an Executive position.
 1. Multiple rounds of voting may be required until a candidate receives the majority of the votes
 2. The candidate with the lowest count of votes will be dropped from the ballot at the start of each subsequent round of voting

7. Standing Committees

a. Disciplinary Committee

- i. Consists of three Directors of the Board ad hoc, from which a Chair will be selected
 1. members of the committee will be appointed by the President
 2. must be from member associations who are neither named in the complaint, nor the submitter of the complaint
 3. additionally, includes the home Umpire in Chief (or designate) if addressing an in-game incident. Game ejections are automatically reviewed.
 4. the Executive Committee will serve as the committee for administrative and operating offences and may issue single game suspensions, which are automatically removed when league obligations are met
- ii. Complaints must be in writing citing a specific incident, date/time, persons/teams/associations involved, including any evidence available and names/contacts of witnesses
 1. The defendant will be given 5 days to reply with a rebuttal
 2. The Disciplinary Committee will investigate and render a decision within 14 days
- iii. A member of a Member Association including a team, coach, player, parent or other person may be subject to disciplinary action after;
 1. Notice of complaint has been received by the President and notice of the complaint has been made to the Committee Members, **AND**
 2. At a subsequent meeting of the Disciplinary Committee, disciplinary action is imposed, up to and including suspension, by 2/3 vote of the committee
 3. Disciplinary action to remove any organization or person from the league is

subject to additional conditions in Section XII-3.

- iv. Appeals must be filed to the President within 7 days from the date that the notice of decision was received per the Appeals Policy;
- b. Any member association, or member of a member association, violating the Bylaws, Operating Procedures or Rules of Play, or refusing to abide by the decision of the League, shall be subject to discipline including fines, suspension, removal or other sanctions
- c. Any member of a Member Association who has been disciplined by PWSA, Softball Ontario or Softball Canada will automatically be enforced at the league level per the PWSA Discipline and Suspension Policy.

8. Volunteer (non-voting) Positions: Divisions, Scheduling and Convening

a. Scheduler shall;

- i. create a schedule of play for weekly games, playoffs and member tournaments (optional) as directed by the Board of Directors
- ii. coordinate obtaining team entries per division, as well as days, times, field locations and blackout dates from member associations
- iii. review the master schedule at the end of each week to coordinate score reporting, rescheduling and forfeit procedures with the Master Convenor or Divisional Convenors
- iv. serve as the Software Administrator and manage all other aspects of the scheduling software per the duties therein
- v. by acceptance of the position, agree to comply with all provisions in the Protect Confidentiality of Personal Information in section 8-a-i, acknowledging that the violation will be referred to the Disciplinary Committee

b. Convenors shall;

- i. assist the Scheduler in obtaining team entries per division, as well as days, times, field locations and blackout dates from member associations
- ii. ensure games scores are being submitted for updating to the CEWFL website as directed
- iii. provide a review for the Board of Directors on their division at its scheduled meetings
- iv. be appointed by the Board of Directors in balanced representation of the member associations amongst their Division Convenors
- v. by acceptance of the position, agree to comply with all provisions in the Protect Confidentiality of Personal Information in section 8-a-i, acknowledging that violation will be subject to disciplinary action

c. Master Convenor shall;

- i. oversee and assist all convenors carry out their tasks
- ii. enforcing the rules of play as established by the PWSA and CEWFL
- iii. implementing any penalties issued to individuals or associations, as imposed by the Board of Directors
- iv. provide a review for the Board of Directors on the operations on the association throughout the playing season at its scheduled meetings
- v. in the absence of a Master Convenor, the Vice President will carry out duties of the Master Convenor
- vi. by acceptance of the position, agree to comply with all provisions in the Protect Confidentiality of Personal Information in section 8-a-i, acknowledging that violation will be subject to disciplinary action

9. Volunteer (non-voting) Positions: Technology Positions

a. Software Administrator shall;

- i. Protect Confidentiality of Personal Information
 - 1. be the highest-level user access of league software(s), having full access to all team's full information, including rosters and other personal information

2. protect the integrity of the personal information above all else and shall not share, provide access to, or benefit from, the data for association, team or personal purposes per Canada's [Personal Information Protection and Electronic Documents Act \(PIPEDA\)](#).
3. be responsible for ensuring the Executive, Board Members, Committee Members and Volunteers, who may be given limited access to perform their duties, are aware of PIPEDA, and are held to the same high standard of care and confidentiality of the personal information they may have access to
4. not assign any user access to league software without obtaining a signed Confidentiality Agreement that includes clearly stated consequences for violations
 - ii. be responsible for onboarding teams, assisting teams manage their accounts, managing divisions, archiving seasons, managing league-wide settings and liaising with the software provider
 - iii. (optional) be responsible for settings and implementation of the software features regarding payments, registration and rostering should the league use these features
 - iv. by acceptance of the position, agree to comply with all provisions in the Protect Confidentiality of Personal Information in section 8-a-i, acknowledging that violation will be subject to disciplinary action

b. Webmaster / Social Media / Email Marketing shall;

- i. be considered a single position or three separate positions, which may be filled by one to three persons
- ii. be responsible for maintaining the league's website including updating all written and image content
- iii. coordinate with the Scheduler and League Software Administrator to integrate and publish schedules, scores and standings to the league website

- iv. create, post and curate content to all social media accounts
- v. be responsible to managing the league's email communications via MailChimp
- vi. by acceptance of the position, agree to comply with all provisions in the Protect Confidentiality of Personal Information in section 8-a-i, acknowledging that violation will be subject to disciplinary action

10. Meetings: Regular and Annual/Special

- a. The Board of Directors shall meet to conduct its business with the following frequency
 - i. Off-season (September - April): every two months
 - ii. In-season (May – August): if required
 - 1. In-Season meetings are called by an Executive member, and can be done so at the request of any Board member
 - iii. Regular meetings are limited to only the Board of Directors due legal obligations
- b. The Annual General Meeting shall be held each year, before November 30
- c. Notice of all Annual General Meetings or Special Meetings shall be announced at least ten (10) days prior to the scheduled meeting date and is open to:
 - i. the executive members of the Board of Directors (voting)
 - ii. each member association's designated Board of Director (voting)
 - iii. the president of each member association (non-voting)
 - iv. the coaching staff of each member association's teams (non-voting)
 - v. players and parents playing in the league (non-voting)
- d. The minimum order of business at the Annual or Special General Meetings of the League shall be to:
 - i. Read and correct the minutes of the previous AGM

- ii. Approve the year-end financial statements
 - iii. Receive position and committee annual reports
 - iv. Approve amendments and additions to Operating Procedures
 - v. Call for nominations for the Board of Directors and executive positions
 - vi. Elect new Board of Directors and executive positions
- e. General operating business will only be conducted during a Regular meeting following the AGM

f. Quorum

- i. Annual General Meeting or Special meetings
 - 1. Quorum shall consist of 50% plus one of voting members as defined in Section 9-c, three of which must be executives.
- ii. Regular meetings of the Board of Directors
 - 1. Quorum shall consist of 50% plus one of voting members as defined in Section 9-c, , two of which must be executives (including the President, or acting designate)
 - 2. proxy votes shall not be counted when determining if Quorum has been met for an official Board meeting
 - 3. no official business of the Board may be conducted without quorum being present
- iii. Executives and Directors having lost voting rights by failing to fulfill attendance duties per Section 4-e-iv, shall not be counted towards quorum

g. Voting Rights

- i. Annual General Meeting or Special meetings
 - 1. The Past President shall not have voting privileges
 - 2. Each member of the current Executive shall have ONE vote
 - 3. Each Director (as elected by the member association at their previous AGM) has ONE vote

4. Proxy votes shall be permitted on one or more motions if submitted in writing, and in advance, to the Secretary
- ii. Regular meetings of the Board of Directors
 1. The Past President shall not have voting privileges
 2. Each member of the Executive has ONE vote
 3. Each Director (as elected by the member association at their previous AGM) has ONE vote
 4. Proxy votes shall be permitted on one or more motions if submitted in writing, and in advance, to the Secretary

11. Funds/Properties of the League

- a. The Board of Directors may direct the President to enter into contracts by majority vote.
- b. Any funds received by the League shall be deposited into a designated bank account.
- c. All financial reports of the League shall be made available to the members as requested.
- d. All cheques from the League's account shall be signed by two members of the Executive Committee – one being the Treasurer and one being the Vice President or Secretary.
- e. Any cheques payable to the President must be signed by two other members of the Executive Committee
- f. the League is the owner of all content on the website, social media accounts and digital presence. This property is to be used only with permission and is not to be copied, changed, altered, or utilized without permission from the Board or in performance of the duties of the Webmaster.

12. Amendments to Bylaws or Operating Procedures

- a. Any member of the Board may propose an amendment to the Bylaws or Operating Procedures of the League.

- b. All proposals must be submitted in writing 30-days before the Annual General Meeting to the Secretary, and presented to the Board of Directors for information purposes.
- c. The proposed amendment(s) will be presented as a motion for consideration and vote during the Annual General Meeting.
- d. No amendment to the Bylaws or Operating Procedures of the League shall be accepted from the floor.
- e. Amendment to the Bylaws must pass by a super- majority vote (75%) of the voting members.
- f. Amendment to the Operating Procedures must pass by a simple- majority vote (50% plus one) of the voting members.

13. Codes of Conduct

- a. All member associations agree that;
 - i. The CEWFL Bylaws and Operating Procedures shall govern the operations of the League. And that the Rules of Play, as updated and adopted annually will be enforced at all times, and at all locations of play under the purview of the CEWFL
 - ii. The CEWFL supports the Umpire Association's enforcement of the Softball Ontario Code of Conduct during games
 - iii. Each member association will conduct their business with respect for their fellow member associations
 - iv. Each member association, its governing board and its members will conduct their business in a manner that complies with all PWSA and Softball Canada requirements and does not impede another member association from performing their duties
 - v. Each member association will keep proper financial records of their operations in accordance with Generally Accepted Accounting Principles (Canada)
 - vi. All information shared while conducting league business, whether in writing, verbal or otherwise, is considered confidential information and is only to be shared within their own association as required to perform their duties

- vii. From time to time, the league may need to mediate issues amongst member associations, teams, players, parents or others through the league's appeal, disciplinary, governance or other processes, and members agree to enforce the league's rulings

14. Removal from the League

- a. Complaints warranting consideration of removal from the league include

- i. Failure to perform the duties of their position as an Executive, Board of Director or non-voting position
- ii. Failure to meet their fiduciary obligations by violating legal, ethical, financial or duty of care standards
- iii. Serious or repeated infractions that conflict with the Bylaws, Operating Procedures, or Code of Conduct of the League
- iv. Breaching the trust of their elected or appointed position due to negligence or actions
- v. Violating PIPEDA legislation by accessing, sharing or benefitting from the personal information of any player/parent in the league
- vi. Actions that brings the League or any of its directors, executive or member associations into public disrepute

- b. Removal from Executive Office or from the Board of Directors**

- i. A member of the executive committee or a Director can be removed from office for any of the listed complaints after;
 - 1. Notice of complaint against the Executive member or Director has been received by the President and notice of the complaint has been made to the other Executive, **AND**
 - 2. At the subsequent meeting, a $\frac{3}{4}$ majority vote of the Board of Directors to remove the

Director or the executive member from their office (including the Board of Directors)

- ii. A complaint against the President can be received by any member of the Executive committee
- iii. Neither persons named in the complaint, nor the submitter of the complaint will be eligible to vote on the removal

c. Removal of a Member Association or Member Association Team, Coach, Player or Parent

- i. A member association, OR a member of a member, can be removed from the CEWFL for any of the listed complaints after
 - 1. a complaint has been received by the President against a Member Association, **OR**
 - 2. the Disciplinary Committee escalates a complaint to the President against a member of a Member Association, **AND**
- ii. At the subsequent meeting, a $\frac{3}{4}$ majority vote of the Board of Directors to remove the Member Association or Member Association Team, Coach, Player or Parent
- iii. Neither persons named in the complaint, nor the submitter of the complaint will be eligible to vote on the removal

15. Indemnification

- a. **Will Indemnify** – The CEWFL will indemnify, and hold harmless out of the League’s funds, each Officer, Director and appointed volunteer from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director, Officer or appointed volunteer
- b. **Will Not Indemnify** – The CEWFL will not indemnify an Officer, Director, appointed volunteer, or any other person for acts of fraud or dishonesty
- c. **Insurance** – The CEWFL may purchase and maintain insurance for the benefit of its Officers, Directors, and appointed volunteers, as the Directors may determine

16. Governance

- a. The meetings and debates of the CEWFL shall follow the principles and Guidelines as prescribed in;
 - i. The Bylaws of the CEWFL
 - ii. The Operating Procedures of the CEWFL
 - iii. Roberts Rules of Order

17. Signatures

a. The Founding Members of the Central East Women’s Fastpitch League (CEWFL), establish the League Bylaws by signing authority as their associations’ designated Board of Director or President.

- i. The Aurora Diggers _____

- ii. The Clarington Ravens _____

- iii. The Cobourg Angels _____

- iv. The Kawartha Lakers _____

- v. The Napanee Express _____

- vi. The Oshawa Lady Bs _____

- vii. The Oshawa Shamrocks _____

- viii. The Peterborough Thunder _____

- ix. The Port Perry Angels _____

- x. The Whitby Eagles _____
