

# ALBERTA AMATEUR SOFTBALL ASSOCIATION BY-LAWS

## ARTICLE I GENERAL

- 1.1 Purpose – These By-laws relate to the general conduct of the affairs of the Alberta Amateur Softball Association, also known as Softball Alberta.
- 1.2 Definitions – The following terms have these meanings in these By-laws:
- a) *Act* – the Societies Act R.S.A 2000, Chapter S-14, or any successor legislation
  - b) *Assistant District Organizer* – the individual, elected or appointed, who acts as assistant to the Chair of a District Committee and who represents their respective District Committee at Meetings of Members. Will assist in the duties of the District Organizer in the operation of the District and will act for the District Organizer upon their absence.
  - c) *Association* – the Alberta Amateur Softball Association, also known as Softball Alberta.
  - d) *Auditor* – an individual or partnership appointed by the Board to audit the books, accounts, and records of the Association for a report to the Members at the next Annual Meeting in accordance with the *Act*.
  - e) *Board* – the Board of Directors of the Association.
  - f) *Days* – days including weekdays, weekends and holidays.
  - g) *Delegate* – an individual elected or appointed, from the Association’s recognized categories of Softball such as a league, team, or association, to serve on a District Committee and to attend Meetings of Members.
  - h) *Director* – an individual elected or appointed to serve on the Board pursuant to these By-laws.
  - i) *District* – a common geographic subdivision in the Province of Alberta also referred as a “Zone”, as determined by the Board of Directors.
  - j) *District Committee* – the committee of individuals, elected or appointed, in a District who are responsible for the management of affairs in their respective District.
  - k) *District Organizer* – the individual, elected or appointed, who acts as Chair of a District Committee and who represents their respective District Committee at Meetings of Members.
  - l) *Executive Director* – an individual employed to act as the administration officer of the Board.
  - m) *Majority* – more than half. A majority vote is more than half of the votes cast by persons entitled to vote, excluding abstentions.
  - n) *Officer* – an individual elected or appointed to serve as an Officer of the Association pursuant to these By-laws.
  - o) *Ordinary Resolution* – a resolution passed by a majority of the votes cast on that resolution.
  - p) *Registered Association* – any structured organization in the Province of Alberta, that is recognized by the *Association*, which coordinates registration and fees for players in a respective area of the province, and that meets any definitions and requirements by the Association or its related policies. This includes, but is not limited to, District Associations, Minor Associations, Provincial Umpire Associations, and other organizations who are admitted into the Association.
  - q) *Registered League* - any structured organization in the Province of Alberta, that is recognized by the Association, which coordinates league play for its’ registrant teams.
  - r) *Registrant* – Softball teams or individuals, who are registered and approved to participate in any competitions or activities that are sanctioned by the Association or its Registered Associations or its Registered Leagues, and may include, but are not limited to, team players, athletes, coaches, umpires, administrators, and volunteers.
  - s) *Registrar* – means the Registrar of Societies appointed in accordance with the Public Service Act, or any successor or replacement agency.
  - t) *Special Resolution* –
    - i. A resolution passed by no less than three-fourths (3/4) of the votes cast at a meeting of Members for which at least twenty-one (21) days’ notice has been given specifying the intention of the resolution; or
    - ii. A resolution proposed and passed as a special resolution at a meeting of Members of which less than twenty-one (21) days’ notice has been given provided all the Members entitled to attend and vote at the meeting so agree; or
    - iii. A resolution consented to in writing by all Members who would have been entitled at a meeting of the Members to vote on that resolution

- 1.3 Registered Office – The registered office of the *Association* will be located within the Province of Alberta.
- 1.4 Corporate Seal – The *Association* may have a corporate seal, which may be adopted and may be changed by *Ordinary Resolution* of the *Board*.
- 1.5 No Gain for Members – The *Association* will be carried on without the purpose of gain for its Members and any profits or other accretions to the *Association* will be used in promoting its objects.
- 1.6 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 *Association*.
- 1.7 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).
- 1.8 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.

## ARTICLE II MEMBERSHIP

- 2.1 Categories – The *Association* has the following categories of Membership:
- a) Individual Members – *Delegates, District Organizers, Assistant District Organizers, Umpire-in-Chief, Executive Officers* of the *Association*, and any other individual elected or appointed to serve on the Board of Directors or a *District Committee* of the *Association*.
  - b) Registrants – Softball teams and individuals registered and approved to participate in any competitions or activities that are sanctioned by the *Association* or its *Registered Associations* or its *Registered Leagues*. *Registrants* are non-voting members of the *Association*.
  - c) Affiliate Members – *Registered Associations, Registered Leagues*, softball teams and individuals who are non-*Registrants* and who have been approved for membership in the *Association*. Affiliate Members are non-voting members of the *Association*.
  - d) Lifetime Members – Any individual of the *Association* that has been awarded a Lifetime membership, as approved by the Board of Directors and ratified by the Members. Lifetime Members are entitled to the same rights and privileges as an Affiliate Member and are non-voting members of the *Association*.

## ADMISSION AND RENEWAL OF MEMBERS

- 2.2 Admission of Members – Any candidate will be admitted as a Member or renewed as a Member if:
- a) The candidate member makes an application for membership in a manner prescribed by the *Association*;
  - b) The candidate member is a valid member within their *District, Registered Association, or Registered League*;
  - c) With the exception of *Directors* and *Delegates*, the candidate member is approved by such *Officer* or other individual designated in the Special Operating Rules of the *Association*, as prescribed by the *Board*.
  - d) The candidate member has paid dues as prescribed by the *Association*;
  - e) The candidate member was at any time previously a Member, the candidate member was a Member in good standing at the time of ceasing to be a Member;
  - f) The candidate member agrees to uphold and comply with the *Association’s* governing documents and all decisions of the Board of Directors of the *Association*, including but not limited to the provisions of the Bylaws, policies, handbooks, rules and operating procedures of the *Association*;
  - g) The candidate member meets any other condition of membership determined by the *Board*; and
  - h) The candidate member has met the applicable definition listed in Section 2.1.

## MEMBERSHIP DUES AND DURATION

- 2.3 Year – Unless otherwise determined by the *Board*, the membership year of the *Association* will be May 1<sup>st</sup> to April 30<sup>th</sup>.
- 2.4 Dues – Membership dues (also known as annual fees) will be determined annually and prescribed in the rules and regulations of the *Association*.
- 2.5 Duration – Membership duration is accorded on an annual basis and Members will re-apply for membership annually.
- 2.6 Deadline – Members will be notified in writing of the membership dues at any time payable, and if the membership dues are not paid within sixty (60) *days* of the membership renewal date or notice of default, the Member in default will automatically cease to be a Member of the *Association*.

## TRANSFER, SUSPENSION, AND TERMINATION OF MEMBERSHIP

- 2.7 Transfer – Membership in the *Association* is non-transferable.
- 2.8 Suspension – A Member may be suspended, pending the outcome of a discipline hearing in accordance with the *Association's* policies related to discipline, or by *Ordinary Resolution* of the *Board* at a meeting of the *Board* provided the Member has been given notice of and the opportunity to be heard at such meeting.
- 2.9 Termination – Membership in the *Association* will terminate immediately upon:
- a) The expiration of the Member's annual membership, unless renewed in accordance with these By-laws and as prescribed in the rules and regulations of the *Association*;
  - b) The expiration of term of any individual elected or appointed to serve on the Board of Directors or a *District Committee* of the *Association*;
  - c) The Member fails to maintain any of the qualifications or conditions of membership described in Section 2.1 of these By-laws;
  - d) Resignation by the Member by giving written notice to the *Association*;
  - e) Dissolution of the *Association*;
  - f) A decision made by a panel in accordance with the *Association's* applicable discipline policies;
  - g) The Member's death; or
  - h) By *Ordinary Resolution* of the *Board* or of the Members at a duly called meeting, provided fifteen (15) *days'* notice is given and the Member is provided with reasons and the opportunity to be heard. Notice will set out the reasons for termination of membership and the Member receiving the notice will be entitled to submit a written submission opposing the termination.
- 2.10 May Not Resign – A Member may not resign from the *Association* when the Member is subject to disciplinary investigation or action by the *Association*.
- 2.11 Arrears – A Member will be expelled from the *Association* for failing to pay membership dues or monies owed to the *Association* by the deadline dates prescribed by the *Association*. Any dues, subscriptions, or other monies owed to the *Association* by suspended or expelled Members will remain due.
- 2.12 Discipline – In addition to suspension or expulsion for failure to pay dues or fees, a Member may have other Membership restrictions or sanctions imposed, in accordance with the *Association's* policies and procedures relating to conduct and discipline of Members.

## GOOD STANDING

- 2.13 Definition – A Member will be in good standing provided that the Member:
- a) Has not ceased to be a Member;
  - b) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
  - c) Has completed and remitted all documents as required by the *Association*;
  - d) Has complied with the By-laws, policies, and rules and regulations of the *Association*;

- e) Is not subject to a disciplinary investigation or action by the *Association*, 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 membership dues, dues subscriptions or monies.

2.14 Cease to be in Good Standing – Members 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, including but not limited to the ability to compete or participate in the *Association's* activities, until such time as the *Board* is satisfied that the Member has met the definition of good standing.

### ARTICLE III                      MEETINGS OF MEMBERS

3.1 Annual Meeting – The *Association* will hold an Annual General Meeting of its Members and *District Delegates* on or before October 31st in each year with twenty-one (21) *days'* Written Notice given to all *Board* members and registered *Delegates*.

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 one third (1/3) or more of voting Members, for any purpose connected with the affairs of the *Association* 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 receipt of the requisition. Only the matter(s) set out in the Written Notice are considered at the called meeting.

3.3 District Meetings – *Districts* will hold meetings of Members and *Registrants* who reside within their District at such date, time and place as determined by each *District Committee*. Additional *District Meeting* regulations are outlined in Article VI.

3.4 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 *Association* makes such means available. A person so participating in a meeting is deemed to be present at the meeting. The *Directors* or Members, as the case may be, 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.

3.5 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 twenty-one (21) *days* and not more than fifty (50) *days* prior to the date of the meeting. Notice will contain a proposed agenda and reasonable information to permit Members to make informed decisions at the meeting.

3.6 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.

3.7 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.

3.8 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* thirty (30) *days* prior to the meeting of the Members. Copies of all such business together with any business proposed by the *Board* and copies of all resolutions put forward by the *Board* shall be sent to all Members with the agenda.

3.9 Quorum – A *majority* of voting members present will constitute a quorum at a Meeting of Members. 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.

- 3.10 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 of reports
  - g) Report of *Auditors*
  - h) Business as specified in the meeting notice
  - i) Election of *Directors*
  - j) 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 Individual Members as defined in 2.1, representatives on behalf of *Registrant* teams and Affiliate Member teams, the *Auditors of the Association*, the staff of the *Association*, and others who are entitled or required under any provision of the *Act* to be present at the meeting. Any other person may be admitted only at the discretion of the Chair or with the *majority* consent of the Members present.

#### **VOTING AT ANNUAL MEETINGS AND SPECIAL MEETINGS OF MEMBERS**

- 3.14 Voting Rights – All Members are entitled to attend and be heard at any Annual and Special meeting, but voting is restricted to the following Members and *Delegates*, as follows:
- a) Individual Members will be entitled to one (1) vote and may not hold more than one (1) vote if, for any reason, they fulfill more than one defined position of an Individual Member.
- 3.15 Eligibility of Votes – On a specific date, the *Board* will determine the list of Members who are eligible to vote at a meeting of the Members. The date will be no more than ten (10) *days* prior to the meeting.
- 3.16 Alternate Delegate Voting – An Alternate *Delegate* will be allowed to carry the vote at meetings of the *Association* if named and written notice is submitted by the *District Organizer* to the *Association* not less than two (2) *days* prior to commencement of the meeting. No other form of proxy voting is permitted.
- 3.17 Voting by Mail or Electronic Means – A Member may vote by mail, or by telephonic or electronic means if:
- a) The *Association* has made available a procedure that permits voting by mail, telephonic, or electronic means;
  - b) The votes may be verified as having been made by the Member entitled to vote; and
  - c) The *Association* is not able to identify how each Member voted.
- 3.18 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.
- 3.19 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.
- 3.20 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 fifteen (15) *Directors*.
- 4.2 Composition of the Board – The *Board* will consist of the following:
- a) The Executive Committee, consisting of the six (6) *Officers* as follows:
    - a. President
    - b. Five (5) *Directors-at-Large*
  - b) Eight (8) *District Organizers*
  - c) Umpire-in-Chief

### ELIGIBILITY OF DIRECTORS

- 4.3 Eligibility – To be eligible to serve as a *Director*, an individual must:
- a) Be eighteen (18) years of age or older;
  - b) Be a resident of Alberta;
  - c) Not be an employee of the *Association*;
  - 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

- 4.4 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) Include the name of all positions for which the individual is nominated and consents (i.e. if an individual is not elected as President, they may run for a *Director-at-Large* position if they have been clearly nominated for this position)
  - c) Comply with the procedures established by a Nominations Committee (if appointed); and
  - d) In the case of the *Officers*, be submitted to the Registered Office of the *Association* thirty (30) *days* prior to the Annual Meeting. This timeline may be extended by *Ordinary Resolution* of the *Board*.
- 4.5 Nominations from the Floor – Nominations from the floor are not permitted at Annual and Special Meetings.
- 4.6 Circulation of Nominations – Valid nominations will be circulated to Members seven (7) *days* prior to the Annual Meeting in which elections will occur.
- 4.7 Election – Directors will be elected as follows:
- a) Executive Committee:
    - a. The President and two (2) *Directors-at-Large* will be elected at alternate Annual Meetings to those listed in sub-section b.
    - b. Three (3) *Directors-at-Large* will be elected at alternate Annual Meetings to those listed in sub-section a.
  - b) *District Organizers* will be elected in accordance with Article 6.
  - c) The Umpire-in-Chief will be designated by the Alberta Softball Umpires Association, subject to ratification by the Executive Committee at its first meeting following the AGM

- 4.8 Elections – Elections will be decided by the Members in accordance with the following:
- a) One Valid Nomination – Winner declared by Acclamation.
  - b) More Valid Nominations Than Positions Available – The nominee(s) receiving the greatest number of votes will be elected. In the case of a tie resulting in more candidates than positions available, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted for the position(s) which resulted in a tie. If there continues to be a tie and more nominees than positions available, 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 *Ordinary Resolution* of the *Board*.
- 4.9 Post-Election Eligibility – An elected *Director* who does not meet the eligibility requirements for election as *Director* will have sixty (60) *days* to become eligible for the position or will be removed as a *Director* of the *Association*.
- 4.10 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.

## **RESIGNATION AND REMOVAL OF DIRECTORS**

- 4.11 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 President 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 *Association* resigns, that *Director* will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.
- 4.12 Vacate Office – The office of any *Director* will be vacated automatically if:
- a) The *Director* no longer becomes eligible to serve as a *Director*;
  - b) The *Director's* primary residence is no longer within the Province of Alberta;
  - c) The *Director* resigns;
  - d) The *Director* is found to be incapable of managing property by a court or under Alberta law;
  - e) The *Director* is found by a court to be of unsound mind;
  - f) The *Director* charged and/or convicted of any criminal offence related to the position;
  - g) 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
  - h) The *Director* dies.
- 4.13 Removal – An elected *Director* may be removed by *Ordinary Resolution* of the Members at an Annual Meeting or 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**

- 4.14 Vacancy – Where 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.

## **MEETINGS OF THE BOARD**

- 4.15 Call of Meeting – A meeting of the *Board* will be held at any time and place as determined by the President or any member of the *Board*.
- 4.16 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, a *Director-at-Large* (or designate) will be the Chair of the meeting.

- 4.17 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)*.
- 4.18 Number of Meetings – The *Board* will hold at least two (2) meetings per year.
- 4.19 Quorum – At any meeting of the *Board*, quorum will be eight (8) *Directors*.
- 4.20 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*. In the event of a tie, the resolution is defeated.
- 4.21 Alternate Executive Committee Members – No person shall act for an absent Executive Committee Member at a meeting of the *Board*.
- 4.22 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*.
- 4.23 Closed Meetings – Meetings of the *Board* will be closed to Members and the public except by invitation of the *Board*.
- 4.24 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.

## **DUTIES OF DIRECTORS**

- 4.25 Standard of Care – Every *Director* will:
- a) Act honestly and in good faith with a view to the best interests of the *Association*; and
  - b) Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

## **POWERS OF THE BOARD**

- 4.26 Powers of the Association – Except as otherwise provided in the *Act* or these By-laws, the *Board* has the powers of the *Association* and may delegate any of its powers, duties, and functions.
- 4.27 Empowered – The *Board* is empowered, including but not limited to:
- a) Make policies and procedures or manage the affairs of the *Association* in accordance with the *Act* and these By-laws;
  - b) Make policies and procedures relating to the discipline of Members and *Registrants*, and have the authority to discipline Members and *Registrants* in accordance with such policies and procedures;
  - c) Make policies and procedures relating to the management of disputes within the *Association* 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 *Association*;
  - e) Determine registration procedures, determine membership dues, and determine other registration requirements;
  - f) Enable the *Association* to receive donations and benefits for the purpose of furthering the objects and purposes of the *Association*;
  - g) Make expenditures for the purpose of furthering the objects and purposes of the *Association*;
  - h) Borrow money upon the credit of the *Association* 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 *Association*.



## ARTICLE V OFFICERS

- 5.1 Composition – The *Officers* will be comprised of the President and the five (5) *Directors-at-Large*. At the first meeting of the Board of Directors held following the election of new *Directors*, the President will appoint one of the *Directors-at-Large* to serve as *Director of Finance* and, at their discretion, the President may assign other informal roles. All appointments by the President must be ratified by the *Board*.
- 5.2 Term – All terms of *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 *Association* and at meetings of the *Board* unless otherwise designated, will be the official spokesperson of the *Association*, will oversee the *Executive Director* and staff, and will perform such other duties as may from time to time be established by the *Board*.
  - b) The Director of Finance will oversee all issues relating to the financial matters of the *Association*, will ensure that the *Association* keeps proper accounting records, will supervise the management of funds and the financial transactions of the *Association*, will provide the *Board* with an account of its funds and the financial position of the *Association*, and will perform such other duties as may from time to time be established by the *Board*.
  - c) The Directors-at-Large will, in the absence or disability of the President, perform the duties and exercise the powers of the President on a rotational basis (roughly every 3 months), will perform such other duties as outlined in an annual operating plan or may from time to time be established by the *Board*, and will perform any roles associated with informal titles. At its discretion, the *Board* may assign informal roles and titles to the *Directors-at-Large* (i.e. *Minor Director*, *Slo-Pitch Director*, *Development Director*).
- 5.4 Delegation of Duties – At the discretion of the *Officers* 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 *Association*, or to another *Director*.
- 5.5 Vacancy – Where the position of an *Officer* 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.

## ARTICLE VI DISTRICT ORGANIZATION

- 6.1 Composition – Each *District* shall be organized such that a *District Committee* is responsible for the management of the *District* affairs. The *District Committees* will consist of:
- a) A *District Organizer*
  - b) An *Assistant District Organizer*
  - c) Two (2) *Minor Delegates*
  - d) Two (2) *Slo-Pitch Delegates*
  - e) Two (2) *Fastpitch Delegates*
  - f) Two (2) *Umpire Delegates*
- 6.2 Term – Terms of office will end at the close of the *District* meeting two years (a two-year term) or one year (a one-year term), where applicable, following the *District* meeting at which the Committee members were elected or appointed. Appointed members will fill vacancies for the remainder of the term.
- 6.3 Election or Appointment – The *District Committee* members will be elected or appointed as follows:
- a) *District Organizers* shall be elected by the *Assistant District Organizer*, *Delegates* and *Registered Associations* or *Registered Leagues* within their *District* and shall serve a two (2) year term. Odd numbered *Districts* shall elect in odd numbered years and even numbered *Districts* shall elect in even numbered years.
  - b) *Assistant District Organizers* shall be elected by the *District Organizer*, *Delegates* and *Registered Associations* or *Registered Leagues* within their *District* and shall serve a two (2) year term. Odd numbered *Districts* shall elect in even numbered years and even numbered *Districts* shall elect in odd numbered years.

- c) *Delegates* shall be elected by the *District Organizer*, *Assistant District Organizer*, *Delegates* and *Registered Associations* or *Registered Leagues* from within their *District*, from their respective category of softball and shall serve a one (1) year term. (A respective category of softball refers, for example, to a *Minor Delegate* being from a minor softball league, team or association.)
- d) Adult Fastpitch and Slo-Pitch Teams, who are not members of a *Registered League* or *Registered Association*, will be entitled to vote (by their designated zone representative) in each of the elections listed above in this Section.
- e) If a *District Organizer* or *Assistant District Organizer* is not elected by the *District*, the *Board* will fill the position by appointment at the first *Board* meeting after the Annual Meeting or as soon as possible thereafter.
- f) If *Delegate* positions are not filled at a *District* meeting, the *District Organizer* may appoint *Delegates* as soon as possible thereafter from within the *District*.

6.4 **Duties** – The duties of *District Committee* Members are as follows:

- a) The *District Organizer* is responsible for the organization of the *District*, will preside at all meetings of the *District*, and will be the chairperson of all Provincial Playoffs and Committees within the *District*. The *District Organizer* can appoint an alternate individual to chair Provincial Playoffs within the *District*.
- b) The *Assistant District Organizer* will assist in the duties of the *District Organizer* in the operation of the *District* and will act for the *District Organizer* upon their absence.
- c) The *Delegates* will represent their respective category at all meetings and at the Provincial Playoffs in their *District*.

6.5 **Meetings** – Each *District* shall hold a minimum of two (2) meetings per year, one prior to April 1st and one prior to September 15th. Minutes of all *District* meetings shall be recorded by an individual designated by the *District Organizer*. These minutes shall be forwarded to the *Association's Executive Director* for retention and distribution as needed to applicable Members.

6.6 **Voting** – Voting at all general meetings in the *District* shall be:

- a) The *District Organizer*, *Assistant District Organizer* and *Delegates* are each entitled to one (1) vote on every issue or matter polled.
- b) Every *Registered Association* and *Registered League* in good standing, will be entitled to attend and vote at *District* meetings as follows:
  - a. *Registered Leagues* or *Registered Associations* will each be entitled to one (1) vote by their designated representative.
  - b. Adult Fastpitch and Slo-Pitch Teams who are not members of a *Registered League* or *Registered Association* will each be entitled to one (1) vote by their designated zone representative.
- c) *Registrants* that are affiliated through two or more *Districts* normally participate in the *District* in which they reside; if the *Registrant* is not affiliated in that *District*, they will annually declare, at the time of affiliation, in which *District* they wish to participate.
- d) *Registrants* shall only be entitled to participate in a *District* in which they are registered. Where *Registrants* are registered in two or more *Districts*, they will annually declare, at the time of registration, the one (1) *District* in which they wish to participate.
- e) Each *Registrant* will only be entitled to hold office, or vote in one (1), during the course of an affiliation year.

## ARTICLE VII COMMITTEES AND APPOINTMENTS

### COMMITTEES

- 7.1 **Appointment of Committees** – The *Board* may appoint such committees as it deems necessary for managing the affairs of the *Association* 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.

- 7.2 Executive Committee – The Executive Committee will be composed of the *Officers*. The *Board* may delegate any of its powers and functions to the Executive Committee, which will have the authority to oversee the implementation of the *Association's* policies and procedures during intervals between meetings of the *Board*. Decisions of the Executive Committee will be ratified by the *Board* at the next meeting of the *Board*.
- 7.3 Finance Committee – The Finance Committee will be composed of the *Officers* and other members as determined by the *Board*, with the *Director* of Finance serving as Chair. The Committee will prepare and present the annual budget, prepare and enforce financial policies, oversee the annual audit of the books, oversee staff management of the finances, and perform other duties as assigned by the *Board*. Decisions of the Finance Committee will be ratified by the *Board* at the next meeting of the *Board*.
- 7.4 Personnel Committee – The Personnel Committee will be composed of the *Officers* and other members as determined by the *Board*, with the President serving as Chair. The Committee will prepare and present job descriptions, prepare and enforce personnel policies, determine terms of employment, salaries, and employee benefits, oversee the *Executive Director* and staff, and perform other duties as assigned by the *Board*. Decisions of the Personnel Committee will be ratified by the *Board* at the next meeting of the *Board*.
- 7.5 Executive Director – The *Board* may hire an *Executive Director* to act as the administrator of the *Association* and fulfill various duties as determined by the *Board*. The *Executive Director* reports to and is responsible to the *Board*. The *Executive Director* acts as an advisor to the *Board* and all *Board* Committees. The *Executive Director* should attend all annual and special meetings of the *Association* but does not have a vote.
- 7.6 Vacancy – When a vacancy occurs on any Committee, other than the Executive Committee, the *Board* may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term.
- 7.7 President Ex-officio – With the exception of the Executive Committee, on which the President is a voting member, the President will be an ex-officio non-voting member of all Committees of the *Association*.
- 7.8 Removal – The *Board* may remove any member of any Committee, other than Executive Committee.
- 7.9 Debts – No Committee, other than the Executive Committee, will have the authority to incur debts in the name of the *Association*.

## ARTICLE VIII FINANCE AND MANAGEMENT

- 8.1 Fiscal Year – Unless otherwise determined by the *Board*, the fiscal year of the *Association* will be January 1<sup>st</sup> to December 31<sup>st</sup>.
- 8.2 Bank – The banking business of the *Association* will be conducted at such financial institution as the *Board* may determine.
- 8.3 Auditors – At each Annual Meeting the Members shall appoint an auditor to audit the books, accounts and records of the *Association* 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 *Association*.
- 8.4 Annual Financial Statements – The *Directors* will approve financial statements (evidenced by signature of one or more *Directors*) of the *Association* of the last fiscal year of the *Association* 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 twenty-one (21) *days* before the Annual Meeting. The Financial Statements will include:
- a) The financial statements;
  - b) The *Auditor's* report; and
  - c) Any further information respecting the financial position of the *Association*.

- 8.5 Books and Records – The necessary books and records of the *Association* 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 *Association's* articles and By-laws and any amendments thereto;
  - 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) Copies of all Notice of *Directors* and change of *Directors*;
  - g) A register of *Directors*;
  - h) A register of *Officers*;
  - i) A register of Members and latest known address of each person who is or who, during the previous year, has been a member and the date of which each became or ceased to be a member; and
  - j) Account records adequate to enable the *Directors* to ascertain the financial position of the *Association* on a quarterly basis.
- 8.6 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 *Association* will be executed by at least two (2) signing officers, which may include any *Officer* as well as the *Executive Director*. 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.
- 8.7 Property – The *Association* 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.
- 8.8 Borrowing – The *Association* may borrow funds under such terms and conditions as the *Board* may determine, as permitted by the *Act*.
- 8.9 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

8.10 No Remuneration – All *Directors*, *Officers* and members of Committees will serve their term of office without remuneration (unless approved 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 *Association* 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

8.11 Conflict of Interest – A *Director*, *Officer*, Member or member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the *Association* will disclose fully and promptly the nature and extent of such interest to the *Board* or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction, will refrain from influencing the decision on such contract or transaction, and will otherwise comply with the requirements of the *Act* regarding conflict of interest.

## ARTICLE IX AMENDMENT OF BY-LAWS

- 9.1 Voting – The Bylaws may only be amended, revised, repealed or added to by *Special Resolution* of the Members at the Annual Meeting of the *Association* or a Special Meeting called for this purpose.
- 9.2 Effective Date – By-laws amendments are effective from the date they are registered with the *Registrar*.

## **ARTICLE X NOTICE**

- 10.1 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.
- 10.2 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.
- 10.3 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 XI DISSOLUTION**

- 11.1 Dissolution – The *Association* may be dissolved in accordance with the *Act*.

## **ARTICLE XII INDEMNIFICATION**

- 12.1 Will Indemnify – The *Association* will indemnify and hold harmless out of the funds of the *Association* each *Director* and any individual who acts at the *Association*'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 *Association*'s request in a similar capacity.
- 12.2 Will Not Indemnify – The *Association* will not indemnify a *Director* or any individual who acts at the *Association*'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 *Association* will not indemnify an individual unless:
- a) The individual acted honestly and in good faith with a view to the best interests of the *Association*; 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.
- 12.3 Insurance – The *Association* will maintain in force *Directors* and *Officers* liability insurance at all times.

## **ARTICLE XIII ADOPTION OF THESE BY-LAWS**

- 13.1 Ratification – These By-laws were ratified by the Members of the *Association* at a meeting of Members duly called and held on October 16, 2022.
- 13.2 Repeal of Prior By-laws – In ratifying these By-laws, the Members of the *Association* repeal all prior By-laws of the *Association* provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.