



Board of Directors Meeting January 27, 2026 Minutes



In Attendance

- Rachel Allan, President
- Kevin Langley, Vice-President
- Darcy MacKenzie, Treasurer (arrived at 6:56 pm)
- Rick Benson, Director
- Lavaughn Larson, Director
- Darren Simpson, Director
- Diane St-Denis, Executive Director
- Shaquille Gilbert, Umpires & Championships Director
- Jim Ullock, Sport Development Director

Regrets

- Jack Hawes, Director

1. Call to Order

1.01 Territorial Acknowledgement & Opening Remarks

R. Allan called the meeting to order at 6:36 pm am and provided a brief territorial acknowledgement.

1.02 Approval of agenda

Moved by D. Simpson, seconded by R. Benson, to approve the agenda as circulated. CARRIED UNANIMOUSLY

1.03 Approval minutes from December 6 & 7 and Jan 12th

Moved by L. Larson, seconded by K. Langley, to approve the minutes as circulated. CARRIED UNANIMOUSLY

1.04 Email Votes

The vote outcome of the December 15th email vote to “switch the host for the U20 Women's Provincial Championship scheduled for July 3–5, 2026, from Abbotsford to Ridge Meadows” was six in favour and one abstention (D. Simpson).

1.05 Business arising from the last meeting

a. U11 Celebration of Softball Pilot

This item was moved to 3.05 in the agenda.

b. U11 Rep Showcase Pilot

This item was moved to 3.05 in the agenda.

c. Article 2 and Article 17 - insurance

Staff requested that the item be moved to the next meeting.

d. Townhall on adhering to Softball Canada Rules - scheduled for Feb 4

D. St-Denis and S. Gilbert are meeting with J. Ranchoux, PUIC, on January 28th



Board of Directors Meeting January 27, 2026 Minutes



to review the agenda for the townhall as J. Ranchoux will be doing the bulk of the talking.

e. Tournament Sanctioning Working Group TORs

This item was moved to 2.01 j in the agenda.

f. Culture and Ethics Task Force TORs

This item was moved to 2.01 j in the agenda.

g. Operational Policy - promoting 3rd party activities

Moved by R. Benson, seconded by L. Larson, to approve the following Operational Policy.

Promoting activities or events being delivered by a 3rd party

As part of its mission to grow softball across British Columbia, Softball BC endeavours to promote activities or events that advance development and participation opportunities for its members.

The decision to promote or advertise the activities or events being delivered by a 3rd party rests solely with the Executive Director, who shall consider the following when rendering their decision.

- **The entity is a not-for-profit society in good standing with the BC Registries Office.**
- **The activity and its content reflect positively on Softball BC. All content and visuals reflect our values. This statement also applies to the conduct of those representing the 3rd party.**
- **For activities related to professional development opportunities for coaches, the content must clearly address the NCCP PD points assigned to the activity.**
- **The promotion or advertising precludes the 3rd party from using the Softball BC logo or name.**
- **The promotion or advertising is by no means an endorsement of the 3rd party or other activities or events it delivers.**

CARRIED UNANIMOUSLY

h. Hall of Fame

i. Discussion on the Cap for the inductee class

The Board discussed the need to cap the size of the annual inductee class. Consensus was that limiting the number of inductees in a given year helps ensure we maintain the prestige, exclusivity, and long-term value of this recognition.



**Board of Directors Meeting
January 27, 2026
Minutes**



**Moved by R. Benson, seconded by K. Langley, to alter the Hall of Fame Policy to limit the size of the annual inductee class to four per year.
CARRIED UNANIMOUSLY**

ii. Discuss to clarify Team vs Teams

The Board discussed the need to clarify the criteria for a team nomination, as a team implies a finite roster of players and team staff. In contrast, an era nomination could have multiple players joining and leaving the team, with no fixed roster other than the team leadership (coach or manager) being the constant factor. In the case of an “era” nomination, the induction would be for the coach or manager, and not a team name with no roster.

Consensus was to have staff take this item away and return with proposed terminology at an upcoming Board meeting. The Board also instructed staff to invite the Chair of the Hall of Fame Committee to the next Board meeting.

iii. Approval of Inductee Class of 2026

Moved by R. Benson, seconded by L. Larson, to approve the following nominees for induction into the Hall of Fame:

- **Team:** Vancouver Grey Sox
- **Sponsor:** Larry Kancs and Conrad Margolis
- **Athlete:** Derek Mayson
- **Official:** Robert Henning

CARRIED UNANIMOUSLY

Moved by R. Benson, seconded by L. Larson, to approve the nomination of Tracy Oye for the 50 Year Club Award of Distinction. CARRIED UNANIMOUSLY

D. St-Denis noted that Ms. Oye will be recognized at the wall unveiling ceremony held on the same day as the Hall of Fame Induction Ceremony.

2. Board Business

2.01 Committee Updates

a. Finance & HR Committee

i. Update on Fundraising - Victory Vault Sweepstakes

Softball has earned \$ 2,443.50 in net revenue to date in January and another \$145.05 in December from Sport BC’s shared sales.



Board of Directors Meeting January 27, 2026 Minutes



ii 2026-2027 Budget Preparation

The office is working on the draft for presentation to the Finance Committee in February and subsequent presentation to the Board at the face-to-face meeting in March.

b. Governance Committee

The Governance Committee met on January 19th. The work completed to date is included in this agenda for the Board review. The committee will meet on February 17th to debrief on the feedback received at the townhall in preparation for the March 11th EGM.

The committee is seeking the Board's approval to proceed with presenting its proposed revisions to the bylaws at the townhall on February 11th.

They are also prepared for the Board a series of documents that begin our work to address the OEI recommendations.

Proposed Bylaw Changes

**Moved by K. Langley, seconded by L. Larson, to approve the bylaws as circulated (Appendix A) for presentation at the February 11th townhall.
CARRIED UNANIMOUSLY**

Terms of Reference

Moved by R. Benson, seconded by L. Larson, to approve the following terms of reference and support documentation.

- **Supporting Resources for Committees and Working Groups (Appendix B)**
- **Softball BC Organizational Chart (Appendix C)**
- **Finance, HR & Risk Management Committee TOR (Appendix D)**
- **Governance Committee TOR (Appendix E)**
- **Nominations Committee TOR (Appendix F)**
- **Minor Advisory Council TOR (Appendix G)**
- **Men's & Women's Advisory Council TOR (Appendix H)**
- **Slo-Pitch Advisory Council TOR (Appendix I)**

CARRIED UNANIMOUSLY

D. St-Denis noted that the following terms of reference were approved at the previous meeting.

- District Review Working Group TOR - December 6, 2025
- Rural Participation Working Group TOR - July 22, 2025

The Governance Committee will be addressing the terms of reference for these



Board of Directors Meeting January 27, 2026 Minutes



groups at their next meeting.

- Umpire Advisory Council
- Provincial Officials Development Committee
- Minor Development Fund Committee
- Awards Committee
- Hall of Fame Committee
- Coaching Development Committee

Board Management & Recruitment

Moved by D. Simpson, seconded by D. MacKenzie, to approve the documents which will be included in the revised Board Manual being reviewed by the Governance Committee and in the Nomination Committee's Resource Folder

- **Board Evaluation Process and Questions (Appendix J)**
- **Board Eligibility and Determination Policy (Appendix K)**
- **Board Recruiting and Development Matrix standard template (Appendix L)**
- **Interview Guide - Nominees for Board of Directors - Nomination Committee (Appendix M)**
- **Nominee Evaluation Metric (Appendix N)**
- **Screening Questionnaire Disclosure Form-board - BC (Appendix O)**
- **Board Orientation Framework (Appendix P)**
- **Softball BC Director Compliance Agreement (Appendix Q)**
- **Board Member Position Description (Appendix R)**
- **President-Position Description (Appendix S)**
- **Vice-President Position Description (Appendix T)**
- **Treasurer - Position Description (Appendix U)**

CARRIED UNANIMOUSLY

D. St-Denis noted that the Board evaluation will be included in the Board Manual, which the Governance Committee will review at an upcoming meeting. The other documents will form the Resource Manual (folder) for the Nominations Committee.

c. Minor Advisory Council

The Minor Advisory Council met on January 15th. Their next meeting is scheduled for February 12th. A working group from the MAC is hosting a townhall meeting on February 25th to gather feedback on a potential Rep Tryout Policy.

Moved by K. Langley, seconded by R. Benson, to approve the following edits to 8.6.4



**Board of Directors Meeting
January 27, 2026
Minutes**



8.6.4. TIME LIMITS:

- a. U19A, U17A, U19B, U17B: none
- b. U20C, U17C, U15A, U15B: no new inning after 90 minutes. **A time limit will be in effect for the bronze medal game. No new innings after 90 minutes.** No time limit will be in effect for **all gold medal games.**
- c. U13A, U13B, U15C: no new inning after 90 minutes **except the gold medal game in the gold division/pool.** ~~No time limit will be in effect for the Gold Pool, Gold Medal Game only.~~

CARRIED UNANIMOUSLY

Moved by L. Larsen, seconded by D. Simpson, to approve the new Guidelines for Music for all Softball BC Regional and Provincial Events.

Responsibility

The Head Coach is responsible for ensuring that their team, which includes players, staff, parents/guardians, and spectators, adheres to these guidelines.

Policy

1. All music (including pre-game/warm-up) must be good taste and profanity-free (otherwise known as “the clean” version)
2. Between innings, the team on defence gets to play the warm-up music.
3. To ensure the pace of play is maintained, all music must stop as the batter enters the batter’s box. A batter cannot delay the game in order to have a walk-up song played.
4. The music volume must be set so it does not disrupt other games on adjacent/nearby diamonds.

Authority

The tournament management committee is responsible for implementing this policy.

If the playing of music is delaying or interfering with the game's progress:

1. A member of the tournament management committee will issue a verbal warning to the head coach.
2. If the team continues to not adhere to guidelines. The tournament management committee will instruct the coach that they are no longer allowed to use music OR player intros for the remainder of the game.
3. If the team continues to disregard the guidelines, the tournament management committee will issue a pro tem suspension to the head coach.

CARRIED UNANIMOUSLY

Moved by K. Langley, seconded by D. Simpson, to approve the following edits to 8.1.5 Designated Player.

DESIGNATED PLAYER – The designated player rule is in effect for **A & B categories in for-U15 and above-categories.**

CARRIED UNANIMOUSLY



Board of Directors Meeting
January 27, 2026
Minutes



Moved by D. Simpson, seconded by D. MacKenzie, to approve the following edits to SOR 8.3.6.2.

8.3.6.2 - Five (5) ~~coaches~~ **total team staff members, including coaches, assistant coaches, managers and treasurers**, plus one Approved Minor Apprentice Coach paired with the rostered Mentor Coach. Apprentice Coaches are approved before Rosters are submitted, through an online application (see Article 18). **CARRIED (5-1-0) L. Larson against**

Moved by D. Simpson, seconded by D. MacKenzie, to delete SOR 8.1.15.
CARRIED (5-1-0) L. Larson against

D. St-Denis noted that the office needs to prepare instructions for registrars on who to register as club staff without rostering them, to ensure they are insured (CGL, Participant Injury and Abuse Liability). Anyone registered but not rostered can assist on the field during practices and other activities. They would be prohibited from being on the field at Celebrations, Showcases, Regionals, Provincials, Western Canadians and Canadians.

Moved by R. Benson, seconded by D. Simpson, to approve the following edits to SOR 8.1.23 recognizing that the staff will ensure the sections referred to in the motion are reviewed at the time of publication to ensure they are referring to the correct SORs.

8.1.23 Participation

This definition applies to games played using the batting order modification described in Section 8.6.9.1, **along with 8.7.25 (U13C Regional Championships) and 8.8.3.b U11C Celebration of Softball and X.X.X U11Rep Showcase.**

All Players on the entry roster shall receive participate in a minimum of 2 defensive innings ~~in the first~~ (12 outs) by the end of the 4th inning of the games, ~~unless injured or unavailable~~. If the player is ill or injured, they must be removed from the batting lineup to be compliant with this definition. In a run-ahead game, a team will not be penalized if not able to play all players.

This is protestable in all Softball BC Championships/Events as defined above. Violation of this will result in the Head Coach, in the case of U13C or U11Rep or the NCCP-qualified coach in Article 8.6.9.1, being ejected at the time of protest along with a one-game suspension.

CARRIED (5-0-1) K. Langley abstained

Moved by L. Larson, seconded by D. Simpson, to approve the following edits to SOR 13.7.6,

13.7.6 AUTOMATIC one (1) game suspension when ejected in or after the 5th Inning **for a behavioural ejection; this does not pertain to a technical**



**Board of Directors Meeting
January 27, 2026
Minutes**



ejection. Any coaches or players ~~–Participants~~ who are ejected in the 5th inning or later at Districts or Provincials will automatically receive a one (1) game suspension for the following game.

CARRIED UNANIMOUSLY

Moved by L. Larson, seconded by R. Benson, to approve the following edits to SOR 8.6.12.

8.6.12. U13A, U13B, U15B, U15C, U17B, U17C, U19B, U20C PLAYOFF ROUND:

- a. Teams will be seeded after the round robin as per 8.6.11 SEEDING. All teams shall be placed into playoff pools as follows:**
 - i. Eight (8) teams or less: all teams advance to the Gold Division playoff pool.**
 - ii. Nine (9) to 15 teams, the top half of the teams advance to the Gold Division playoff pool. The remaining teams advance to the Silver Division playoff pool. In the event there is an odd number of teams, the extra team advances to the Gold Division, subject to approval by the Umpires and Championships Director.**
 - iii. 16 or more teams, the top eight teams advance to the Gold Division playoff pool. The remaining teams advance to the Silver Division playoff pool.**

~~Teams will be seeded after round robin play as per 8.7.11. The top 8 will play in the Gold Division, with the bottom 8 (or less, if less than 16 teams) playing in the Silver Division.~~

- b. The Gold Division playoffs shall be modified double-knockout (Annex ‘B’). The first round of playoff games are to be played Saturday night. Medals shall be awarded to the 1st, 2nd, and 3rd place finishers.**
- c. The Silver Division playoffs shall be single-knockout (Annex ‘J’). In the event there are more than eight (8) teams in the Silver Division, playoff games can start Saturday night to eliminate all but eight (8) teams in the Silver Division. All other playoff games are to be played on Sunday. Medals shall be awarded to the 1st and 2nd place finishers only.**

CARRIED UNANIMOUSLY

- d. Men’s & Women’s Advisory Council
The Council met on January 21st. The motions from this meeting will be available at the Board Meeting.
- e. Slo-Pitch Advisory Committee
The Committee is meeting on January 28th. The motions from this meeting will be available at the Board Meeting.



Board of Directors Meeting January 27, 2026 Minutes



f. Umpire Advisory Council

The Council has yet to meet. It is uncertain if the Provincial Officials Development Committee has met. The PUIC is participating in a townhall on Non-Compliance with Softball Canada Rules on February 4th, as a result of their desire to see Softball BC require all members to play by Softball Canada Rules only.

Staff provided a high-level update on the Women in Blue Symposium taking place on March 14th, 3:30 to 8:00 PM at Diamond 5, Softball City. Advertising began this week.

g. Ad Hoc Committees

i. Nominations Committee

Recruitment for the committee will start in April/May

ii. Awards & Hall of Fame Committees

Staff provided a high-level update on the distribution of the annual awards and the storytelling plan.

Directors received a verbal update on the finalists and winners from the softball community.

iii. Coaching Development Committee

The committee is meeting on January 29th.

j. Working Groups

i. District Review Working Group

The committee is meeting on February 10th.

ii. Rural Participation Working Group

The committee is no longer meeting, as the work has shifted to the office for implementation. Staff will continue working with B. Edamura on data collection for the review at the conclusion of the season.

iii. Boys & Men's Fastpitch Working Group

Staff continue to engage ISPARC and our members in conversation to identify where boys and men's fastpitch is being played. We have had no interest from the men's community in finding a host. It is unlikely that we will offer a provincial championship for men. We do have a lead on a host for boys, which will be discussed later in the agenda.



Board of Directors Meeting January 27, 2026 Minutes



The missing link in tactics may be the lack of a clear value proposition for teams or leagues to join the Softball BC Community. A question staff need to lean into over the next few months.

iv. Tournament Sanctioning Working Group

Moved by K. Langley, seconded by R. Benson, to approve the Terms of Reference for the Tournament Sanctioning Working Group (Appendix V).

CARRIED (6-0-1)

Larson abstained

v. Culture and Ethics Task Force TORs

The Governance Committee will bring forward a recommendation at the next meeting.

2.02 Communications

The item was removed from the agenda by consensus.

2.03 Softball Canada

D. St-Denis noted that Softball Canada's decision on the U15 nationals won't change.

- Mandatory coaches' meeting on Monday night. Penalty for non-attendance will not be waived.
- No banquet on Monday. They will be hosting a home run derby instead. Attendance is not mandatory.
- They will not schedule BC until noon on Tuesday.

The BCSG Provincial Advisors are currently consulting with members on the option to alter the BC Games schedule to end on Saturday. A decision will be provided to the Zone Reps on Feb 17th.

2.04 Western Canadian Softball Association

The Board received a copy of the January 21st AGM minutes from the WCSA, which included the outcome of all motions, including those submitted by Softball BC (Appendix W).

2.05 Board Meeting Schedule

The Board confirmed the following meeting dates

Tuesday, February 24th, at 6:30 pm - virtual

Thursday, March 19th, at 6:30 pm for SOR only if needed - virtual

Saturday March 28th & Sunday the 29th - in person

3. Operational Business



Board of Directors Meeting January 27, 2026 Minutes



3.01 Management Report

A full management report will be provided at the February meeting. The production of bi-weekly bullet updates to the Board has resumed.

3.02 Strategic Plan / Operational Plan

The operational plan will be presented alongside the Budget. Council and committee have yet to start digging into new initiatives, as they are consumed with their regular business of changing SORs.

3.03 OEI Implementation

Work is underway, staff are preparing a chart that will provide a snapshot of recommendations from the report, the work completed and the work in progress.

3.04 RAMP

A written update was provided in the pre-meeting package to the Board.

3.05 Championships

S. Gilbert provided a written update on host allocations.

Moved by Lavaungh, seconded by D. Simpson, to approve Oceanside as the host for the U13C Regionals and U11 Celebrations for Region 1 (District 2 & 3 only) on June 26-28. CARRIED UNANIMOUSLY

Moved by K. Langley, seconded by R. Allan, to approve Coquitlam-Moody as the host for the U13C Region 2 on June 26–28. CARRIED UNANIMOUSLY

Moved by L. Larson, seconded by K. Langley, to approve the Canadian Amateur Sport Society (Softball City) as the host for the Men's & Women's Slo-pitch Championships on September 18th to 20th. CARRIED UNANIMOUSLY

3.06 Membership

a. Peachland Update

No update at this time.

b. TriCities/Port Coquitlam Update

The office shared the Certificate of Amalgamation confirming the Port Coquitlam Fastpitch Association. The TCMSA and PCMSA no longer exist. D. St-Denis noted that D6 is still experiencing a few challenges, which appear to be carry-overs from issues previously brought to the Board's attention. She believes some time is needed for the new leadership to implement a new direction and culture.



Board of Directors Meeting January 27, 2026 Minutes



c. Workshops

- Team Building through Conflict Management (Jan 20, 22 & 26)
 - 56 registered. Average 28 per night. Good engagement from those in attendance.
- Complaints Management and Interview Training (Feb 3, 5 & 9)
 - 22 registered.

4. New Business

4.01 Alcohol at Softball BC event

Ladysmith contacted the office seeking information on the policy for hosting a beer garden at a Softball BC event. Softball BC currently has no guidelines or policies in place.

The Board noted that imposing a no-alcohol policy at all events or a less restrictive policy limited to no alcohol at minor events could negatively impact hosts such as CASS (Softball City). The Board directs the staff to draft a policy to present at a future Board Meeting, ideally on February 24th. Ladysmith will be informed of the Board's decision.

4.02 AGM / Banquet / Symposium

The topic was pushed to the February 24th meeting.

4.03 In Camera

The Board did not meet in camera.

5. Next Meeting & Adjournment

Moved by K. Langley, seconded by D. Simpson, to adjourn the meeting at 9:14 pm.

CARRIED UNANIMOUSLY

CONSTITUTION

The name of the Society is: British Columbia Amateur Softball Association.

1. The purposes of the Society are:
 - a. To promote the game of softball and other associated sports and pastimes.
 - b. To hold and arrange softball and other matches and competitions, and to offer and grant, or contribute towards the provisions of prizes, awards and distinctions on a provincial level.
 - c. To subscribe to, become a member of, and cooperate with other associations, whether incorporated or not, whose objects are altogether or in part similar to those of this Society.
 - d. To make, adopt, vary, and publish Rules and Regulations, Bylaws, Conditions, and Special Operating Rules, for the regulation of the said game or otherwise, and to take all such steps as shall be deemed necessary or advisable, for the enforcing of such Regulations, Bylaws, Conditions and Special Operating Rules.
 - e. To promote, support or assist in all or any such athletic contests or sports for which any property of the Society may be available or which may be determined on or approved by the Society.
 - f. To raise, use investment and reinvest money to support the activities of the Society, provided, however, that no property, funds or income of the Society shall insure to the private profit of any member, club or person. ~~This purpose was previously unalterable.~~

BYLAWS

PART 1 – INTERPRETATION

- 1.1. In these Bylaws, unless the context otherwise requires,
 - a. “Board” means the Board of Directors of the Society;
 - b. “Act” means the Societies Act of the Province of British Columbia from time to time in force and all amendments to it;
 - c. “Registered address” of a member means the address as recorded in the register of members.
- 1.2. The definitions in the Act apply to these Bylaws.
- 1.3. Words importing the singular include the plural and vice versa.
- 1.4. The Society shall have present at all meetings of the Society a copy of “Robert's Rules of Order”, and all items not covered by these Bylaws or by the Act shall be governed by those rules.

PART 2 – MEMBERSHIP AND PARTICIPANTS

- 2.1. The Society has the following categories of Members and Participants:
 - a. **Individual Participants Member** – Individual Participants are those persons who are generally considered to be participating in softball governed by the Society. Individual Participants are not members of the Society and have no voting rights in the Society, but are governed by the Society and are subject to its rules and procedures. Individual Participants include those An individuals (or, if the individual is under the age of 18, a parent or guardian) who have agreed to abide by and adhere to the Society's Bylaws, policies, procedures, and including:
 - i. ~~Participants~~ **Players**
 - ii. Umpires
 - iii. Coaches
 - iv. Managers
 - v. Directors of recognized associations
 - vi. Other individuals approved **for participation** by the Board
 - b. **Club and Association Members** – ~~An association who has~~ Those local softball Clubs and Associations that have been accepted for membership in the Society by the Board and have agreed to abide by the Society's Bylaws, policies, procedures, rules, and regulations. Club and Association Members are non-voting members in the Society but have voting rights within their District with respect to the election of District Representative Voting Members.
 - c. **Adult League Members.** Those Adult Leagues that have been accepted for membership in the Society by the Board and have agreed to abide by the Society's Bylaws, policies, procedures, rules, and regulations. Adult Leagues are non-voting members in the Society but have voting rights within their District with respect to the election of District Representative Voting Members.
 - d. **Director Members** – ~~Those Any individuals who have been~~ is elected as a Director of

British Columbia Amateur Softball Association – Constitution & Bylaws

the Society and who have agreed to abide by the Society's Bylaws, policies, procedures, rules and regulations. **Director Members are Voting Members of the Society**

- e. **District Representative Voting Members** –Persons who are Individual Participants in the Society ~~Any individual who is a member of in~~ a District of the Society ~~that has~~ who have been appointed by their District to be a District Representative Voting Member of the Society and who have been accepted for membership in the Society by the Board and agreed to abide by the Society's Bylaws, policies, procedures, rules and regulations. **District Representative Voting Members are Voting Members of the Society.**
 - f. ~~**Honorary Life Member**— Any individual approved by Special Resolution of the Board who has contributed greatly to the development or promotion of the Society and who has been accepted for membership in the Society by the Board and agreed to abide by the Society's Bylaws, policies, procedures, rules and regulations. Honorary Life Members are non-voting members of the Society.~~
- 2.2. The Voting Members of the Society are (i) the Director Members, and (ii) the District Representative Voting Members, with the Director Members and the District Voting Members each holding one (1) vote.
- 2.3. There is a second level of governance at the District level that is separate from the governance of the Society. Districts designate the District Representative Voting Members of the Society. Districts shall each determine a process to select their District Representative Voting Members, who become Voting Members of the Society. That process may involve any or all of the Individual Participants, Club and Association Members, and Adult League Members located within their District. This second level of governance is set out in more detail later in these Bylaws in s.3.10.
- 2.4. The Board of Directors shall establish and review annually the application procedures for **Individual Participants and** each membership category.
- 2.5. There shall be annual **fees, membership dues** which shall be determined by the Board from time to time, set for ~~each separate playing level and/or~~ **Individual Participants and each** membership category.
- 2.6. A Member **or Individual Participant** in good standing:
- a. Has not been suspended or expelled from ~~the membership~~ **or participation**, or had other membership **or participation** restrictions or sanctions imposed;
 - b. Has paid the prescribed annual ~~membership dues~~ fees in the current fiscal year;
 - c. Has complied with the Bylaws, policies, and rules of the Society; and
 - d. Is not subject to a disciplinary investigation or action by the Society, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board.
 - i. The Society will recognize, respect and enforce the disciplinary sanctions imposed by Softball Canada, Canadian Softball PTSOs or other organizations, provided that, in consideration of common standards, practices and due process, both

British Columbia Amateur Softball Association – Constitution & Bylaws

parties have adopted the Pan-Canadian Policies (or a provincial authority mandated equivalent) and have enacted the same as applicable to the disciplinary sanction.

- 2.7. A Member **or Individual Participant** shall cease to be a Member **or Individual Participant** of the Society:
 - a. On failure to pay before the fiscal year end of the Society, the prescribed annual ~~membership dues~~ **fees** and other assessments set from time to time by the Board including player registration dues and insurance;
 - b. On being expelled;
 - c. On delivering a written resignation to the registered office of the Society; or
 - d. On death or dissolution.
- 2.8. A Member **or Individual Participant** may be expelled by a resolution of the Board passed at a meeting of the Board, provided that:
 - a. The Member **or Individual Participant** will be given seven (7) days' notice of a resolution for expulsion, accompanied by a brief statement of the reason or reasons for the proposed expulsion.
 - b. The Member **or Individual Participant** who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at a meeting of the Board before the resolution is put to a vote.

PART 3 – MEETING OF MEMBERS

- 3.1. The Society will hold meetings of Members at such date, time, and place as determined by the Board within the Province of British Columbia.
- 3.2. An Annual General Meeting must be held once every calendar year **and on a date in accordance with the Act.**
- 3.3. A General Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of ten percent (10%) or more of the **Voting** Members, in the form described in the Act, for any purpose connected with the affairs of the Society that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act.
- 3.4. Written or electronic notice of the date of a meeting of the Members will be given to all Members in good standing, Directors, and the Auditor (if any) at least seven (7) days and not more than sixty (60) days prior to the date of the meeting. The notice will contain a proposed agenda, any Member Proposals, reasonable information to permit Members to make informed decisions, nominations of Directors, and the text of any resolutions or amendments to be decided. The Society may deliver, at least seven (7) days and not more than sixty (60) days prior to the date of the meeting, an electronic notice to Members who have provided an email address to the Society. Notwithstanding, notice will also be considered to have been given to Members if it is published on the Society's website at least twenty-one (21) days before the meeting.

British Columbia Amateur Softball Association – Constitution & Bylaws

- 3.5. Every meeting of the Members, other than an Annual General Meeting, is a General Meeting.
- 3.6. The President, or in their absence, the Vice-President, or in the absence of both, some member of the Board, shall preside at all meetings of the Members.
- 3.7. A quorum at any Annual General Meeting or General Meeting shall be one-third (1/3) of the Voting Members. No proxy **attendance or proxy voting** shall be allowed at any Annual General Meeting or General Meeting **except as provided for in s.3.10 below**.
- No business, other than the appointment of the Chairperson or the adjournment or termination of the meeting, shall be conducted at a time when a quorum is not present.
 - If at any time there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 3.8. **Only Voting Members, being (i) the Director Members, and (ii) the District Representative Voting Members, will have the right to vote, each Voting Member having one (1) vote**~~will have the following voting rights~~ at all meetings of the Members. **Consistent with the provisions of the Act, all Voting Members shall be entitled to vote on all matters to be considered by the Society's Members. Should the Districts wish to have operational matters considered by District Representative Voting Members limited to a particular area or discipline as listed in s.3.10 below, the Districts may do so as a matter of operational governance separate from the governance of the Society generally, provided that the Society's Board has ultimate jurisdiction over all operational rules and policies that the Districts may wish to put in place.**
- ~~Individual Members do not have a vote.~~
 - ~~Association Members do not have a vote.~~
 - ~~Director Members have one vote each.~~
 - ~~District Members are entitled to appoint Delegates who have one vote each.~~
 - ~~Honorary Life Members do not have a vote.~~
- 3.9. In case of an equality of votes, the Chairperson of the meeting shall not have a casting or second vote in addition to the vote which they may be entitled to as a Member. The proposed resolution shall not pass.
- 3.10. Each of the Society's **Districts** ~~District Members may have~~**designate** up to ten (10) **voting delegates at meetings of the Members**~~District Representative Voting Members in the Society.~~

District boundaries will be determined by the Board and maintained as per the official map kept in the registered office of the Society.

All Districts are entitled to designate a District Representative Voting Member for the following four (4) categories: (i) Men's and Women's Coordinator, (ii) Minor Coordinator,

British Columbia Amateur Softball Association – Constitution & Bylaws

(iii) Slo Pitch Coordinator, and (iv) Umpire-in-Chief.

Districts are ~~only~~ further entitled to designate one (1) District Representative Voting Member for each of the categories described below ~~voting delegates if in which they~~ have duly registered ~~teams-Individual Participants~~ of the same category as the vote held in that category:

~~The district boundaries will be as per the official map kept in the registered office of the society.~~

- ~~Men's and Women's Coordinator~~
- a. Men's Fastpitch Representative
- b. Women's Fastpitch Representative
- c. Minor Boys / ~~Mixed Teams~~ Representative
- d. Minor Girls / ~~Mixed Teams~~ Representative
- ~~Slo Pitch Coordinator~~
- e. Slo-Pitch Men's Representative
- f. Slo-Pitch Women's Representative
- ~~Umpire-in-Chief~~
- ~~Minor Coordinator~~

Districts ~~Members~~ will select their District Representative Voting Members in accordance with the selection procedure and dates established annually by the Society, ~~and inform the Society in writing or electronic form at least seven (7) days prior to the meeting of Members, of the name(s) of the District's District Representative Voting Members.~~ The ~~Delegates~~ District Representative Voting Members must be at least eighteen (18) years of age and of sound mind, ~~and be acting as the District Member's representative~~

Where a District has the right to designate a District Representative Voting Members, the District Representative Voting Member ~~Delegates~~ must be appointed for the following terms:

- a. One year:
 - i. Men's Fastpitch Representative
 - ii. Women's Fastpitch Representative
 - iii. Minor Boys / ~~Mixed Teams~~ Representative
 - iv. Minor Girls / ~~Mixed Teams~~ Representative
- b. Two years, in odd numbered years:
 - i. Men's and Women's Coordinator
 - ii. Slo-Pitch Coordinator
 - iii. Umpire-in-Chief
- c. Two years in even numbered years:
 - i. Slo-Pitch Men's Representative
 - ii. Slo-Pitch Women's Representative
 - iii. Minor Coordinator

~~Delegates~~ District Representative Voting Members appointed for two-year terms have more responsibilities and are required to serve on committees of the Society.

Districts must use their designated District Representative Voting Members at meetings of the Society as these individuals are the Voting members of the Society. A District

British Columbia Amateur Softball Association – Constitution & Bylaws

Representative Voting Members may appoint an individual to act as **their** temporary ~~Delegate-replacement for a meeting in a certain role~~ provided (i) the substitute individual meets the criteria for an ~~appointed Delegate~~ **District Representative Voting Member** as described above, (ii) **the temporary replacement has been identified in writing to the Society not less than forty-eight (48) hours in advance of any meeting of the Members, and (iii) the substitute is an Individual Participant within the District of the District Designated Voting Member seeking the temporary replacement.**

All business conducted at a meeting of the Members is Special Business except the following, which must be conducted at an Annual General Meeting:

- The consideration of the financial statements;
- The report of the Directors;
- The report of the auditors, if any;
- The election of Directors;
- The appointment of the auditor, if required
- Such other business as, under these Bylaws, ought to be transacted at an Annual General Meeting, or business which is brought under consideration by the report of the Directors issued with the notice convening the meeting.

A meeting of the Members may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

Where a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

Except as provided in these Bylaws, it is not necessary to give notice of the adjournment or of the business to be transacted at the adjourned meeting.

PART 4 – DIRECTORS AND OFFICERS

4.1. Structure of the Board

The affairs of the Society shall be managed by a Board of Directors consisting of **nine seven (97)** elected **at-large** Directors.

4.2. Eligibility to Serve

To be eligible to serve as a Director, an individual must:

- a. Have attained the age of eighteen (18) years of age or older.
- b. Have the power under law to contract.
- c. Have not been convicted of a significant offense in the past five years.
- d. Have not been declared incapable by a Court in Canada or in another country.
- e. Not have the status of an undischarged bankrupt.
- f. **Not be precluded from serving by the provisions of these Bylaws.**

4.3. Restriction – Staff and Family

No individual may be nominated, elected, or appointed to serve (or, in each case, continue to serve) as a Director if they are an employee of the Society or an immediate

British Columbia Amateur Softball Association – Constitution & Bylaws

family member of an employee of the Society. Further, no Executive Director or senior employee at the Society may become a Director within twelve (12) months of serving as the Executive Director or a senior staff member of the Society.

4.4. Restriction – Conflict of Interest

Individuals being considered for nomination, election or appointment to serve (or, in each case, continue to serve) as a Director must disclose in writing:

- all fiduciary duties they have as a Member of any other entity involved in the sport of softball. In this context, a “fiduciary duty” includes holding a leadership position in guiding the operations of an entity, whether as senior staff or as a director; and,
- all personal, professional, or financial interests that could improperly influence, or reasonably be perceived to influence, their judgment or actions in carrying out their duties as a Director.

A coach is not in a fiduciary relationship with their organization and may serve on the Society’s Board while coaching.

Should an individual with such a conflict of interest be elected as a Director of the Society, that Director must withdraw from the meeting during any discussion or vote on the matter, unless the Board determines otherwise.

All disclosures, recusals, and Board decisions relating to conflicts of interest must be recorded in the minutes of the relevant meeting.

4.5. Nominations

4.5.1 Nominations Committee

- a. A Nominations Committee will consist of a chair and three to five additional members appointed by the Board.
- b. The Nominations Committee will seek out individuals to be nominated for election. The Committee will endeavor to ensure that candidates for election consist of a diverse selection of individuals including players, umpires, coaches and club administrators, with representation from visible minorities, varying gender identities, and geographic diversity of BC by way of recruitment, advertisement or others means determined by the Nominations Committee.

4.5.2 Submission of Nominations

Nominations shall be submitted to the chair of the Nominations Committee in writing or electronic form, accompanied by a resume, thirty (30) days in advance of the published date of the Annual General Meeting. Nominees do not need to be approved or endorsed by the Nominations Committee to run for

British Columbia Amateur Softball Association – Constitution & Bylaws

election to the Board. If no written nominations are received, nominations from the floor will be accepted.

4.5.3 Notice of Nominations

All nominations are to be circulated to the members with the notice of the Annual General Meeting. Nominations endorsed by the Nominations Committee will be so indicated in the notice.

4.3.4 Election Procedures

The election of Directors to vacant positions shall be conducted using a secret ballot. The nominee with the most votes shall fill the first vacancy. The subsequent vacancy shall be filled by the next highest vote recipient until all vacancies are filled. Should there be a tie for the final vacancy, a tie breaking vote will be held between the tied nominees.

~~*For 2024 only – The election of Directors to vacant positions shall be conducted using a secret ballot. The two nominees with the most votes shall be elected to a three (3) year term. The next two highest vote recipients to a two (2) year term and the next three highest vote recipients to a one (1) year term. Should there be a tie amongst the top 7 vote recipients, a tie breaking vote shall be held between the tied nominees in sequential order.*~~

4.6. Election and Terms of Directors

4.6.1 Rotational Elections

Directors will be elected as follows on a rotational basis **with three (3) Directors elected each year** for three (3) years. ~~Separate elections shall be held for each position to be filled.~~ **The Board is authorized to adjust the rotation and terms of Directors as may be required to implement the rotation and address vacancies.**

~~a. Year One (2025,2028,2031,2034) – Three (3) Directors Elected~~

~~b. Year Two (2026,2029,2032, 2035) – Two (2) Directors Elected~~

~~c. Year Three (2027,2030,2033,2036) – Two (2) Directors Elected~~

4.6.2 End of Term

Directors shall retire from office at the conclusion of the Annual General Meeting for the Society at the end of their term of office.

~~*2024 Transition*~~

~~*For the transition to the new board format for 2024 only*~~

~~*Nominations*~~

~~*All nominations will come from the floor of the assembly.*~~

~~*Elect*~~

~~*Two (2) Directors will be elected to a three (3) year term*~~

~~*Two (2) Directors will be elected to a two (2) year term*~~

~~*Three (3) Directors will be elected to a one (1) year term*~~

4.6.3 Period in Office

Directors **may** will serve a maximum total of nine (9) consecutive years, and will hold office until they or their successors have been duly elected in accordance

British Columbia Amateur Softball Association – Constitution & Bylaws

with these Bylaws, unless they resign, or are removed from or vacate their office.

4.6.4 ~~Conflict of Interest~~

~~A Director, Officer, 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 Society, will comply with the Society's Conflict of Interest Policy and 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.~~

4.6.4 Resignation

Any member of the Board may, by notice in writing, resign at any time and the position shall become vacant.

4.6.5 Removal

The Members **or the Directors** may, **in each case** by Special Resolution (**as that term is defined in the Act, being a two-thirds (2/3) vote**), remove a Director before the expiration of the Director's term of office and may elect a successor to complete the term of office.

4.6.6 Vacancy

Should a vacancy occur on the Board, the remaining Directors shall continue to act notwithstanding such vacancy and the acts of such remaining Directors shall be valid. The Board may **temporarily** fill ~~not more than two (2)~~**any** such vacancy by the appointment of ~~an active voting member~~ **an individual qualified to be a Director** of the Society to **fill such** each vacancy. Such appointees shall **temporarily** hold office only until the first Annual General Meeting or General Meetings of the Society following the date of such appointment **at which time the temporarily filled position must be vacated and filled pursuant to an election by the Voting Members.**

4.6.7 Staff Restrictions

Senior Staff Restriction - ~~No~~ **As noted above, no** individual currently serving as an employee or contractor of the Society may be a Director. No Director may become the Executive Director **or a senior staff member** of the Society during their term as a Director or for twelve (12) months following the completion of their last term on the Board of Directors. **And further, as noted above, no Executive Director or senior staff person at the Society may become a Director within twelve (12) months of serving as the Executive Director or a senior staff member of the Society.**

4.6.8 Renumeration

A Director must not be remunerated for being or acting as a Director, but a Director may be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the Society.

British Columbia Amateur Softball Association – Constitution & Bylaws

4.7. Powers of the Board

4.7.1 The Board, ~~as per the director roles identified in 6.4,~~ is empowered to:

- a. Make policies and procedures **and do all things required to operate and manage the affairs of the Society in accordance with the Act and these Bylaws and as may be required by Softball Canada**
- b. Make policies and procedures relating to the discipline of Members **and Individual Participants** as defined in Article 2.1, and have the authority to discipline these individuals in accordance with such policies and procedures;
- c. Make policies and procedures relating to the management of disputes ~~between~~ **involving Members and Individual Participants;**
- d. Approve or reject recommendations from Advisory Councils and Committees that ~~are~~ **have been** appointed by the Board **and/or created pursuant to the Society's Bylaws and other governance documents;**
- e. ~~Appoint~~ **Retain**, on an annual basis, an independent auditor **as approved and appointed by the Voting Members;**
- f. Employ or engage under contract such persons, including a Senior Manager who shall have the title of Executive Director, as it deems necessary to carry out the work of the Society;
- g. Approve a delegation matrix for the Executive Director.
- h. Determine registration procedures, determine **membership dues and participation fees**, and determine other registration requirements;
- i. Enable the Society to receive donations and benefits for the purpose of furthering the objectives and purposes of the Society;
- j. Make expenditures for the purpose of furthering the purposes of the Society;
- k. Borrow money upon the credit of the Society as it deems necessary in accordance with these Bylaws; and
- l. Perform any other duties from time to time as may be in the best interests of the Society.

4.7.2 Executive Director

When employed or contracted, the Board will delegate to the Executive Director the responsibility to manage the day-to-day operations of the Society in accordance with Board policies and direction, and subject to any limits established by the Board.

4.7.3 Advisory Councils & Committees

4.7.3.1 Advisory Councils

The Board must create the following Advisory Councils: (i) minor, (ii) umpires, and (iii) men's and women's, **and may create other Advisory Councils as required.** The Board will delegate to such groups the power and authority as it deems necessary for the **Advisory Council** to fulfill its mandate as articulated in terms of reference approved by the Board. **The Board retains oversight and the right to accept or reject any recommendations made by any Advisory Council. Advisory Councils will be comprised of the Coordinators who are the District Representative Voting Members designated above in s.3.10 of these bylaws, who will participate and vote within such Advisory Councils on matters relevant to their particular discipline. The Board will establish rules for the operations of the Advisory Councils.**

British Columbia Amateur Softball Association – Constitution & Bylaws

4.7.3.2 Standing Committees

The Board must create the following Standing Committees: (i) Governance Committee, (ii) ~~and~~ Finance, HR and Risk Management Committee, and (iii) Nominations Committee. The Board will delegate to such groups the power to recommend policies and procedures on relevant and incidental matters necessary to the operation of the Society. Committees created by the Board for this purpose will have terms of reference approved by the Board. The Board will designate and approve ~~ratify~~ the Committee member appointments. ~~The Board retains oversight and the right to accept or reject any recommendations made by any such Committee.~~

4.7.3.3 Ad Hoc Committees

The Board may create Ad Hoc Committees and may delegate to such groups the power to recommend policies and procedures on relevant and incidental matters necessary to the operation of the Society. Committees created by the Board for this purpose will have terms of reference approved by the Board. The Board will designate and approve ~~ratify~~ the Committee member appointments. ~~The Board retains oversight and the right to accept or reject any recommendations made by any such Committee.~~

4.7.4 Powers of the Society

Except as otherwise provided in the Act or these Bylaws, the Board has the powers of the Society and may delegate any of its powers, duties, and functions.

PART 5 - PROCEEDINGS OF THE DIRECTORS

5.1. Election of Officers

The Officers of the Society will be elected by the Board of Directors at the first meeting of the Board of Directors held following the election of new Directors. Officers will be elected to ~~3-year~~ **one (1) year** terms and may serve a maximum of six (6) consecutive years in each officer position listed below:

- a. President
- b. Vice-President
- c. Treasurer

~~*For the 2024 AGM only—If a Director is elected into one of the positions with a 2 or 1-year term, their term in elected as an Officer shall equal the term of their election to the Board.*~~

5.2. Meetings of the Board of Directors:

- a. The Board will meet no less than four (4) times a year. The Board may also meet at such places as they see fit for the dispatch of business and may adjourn and otherwise regulate their meetings and proceedings.
- b. The quorum for a meeting of the Board of Directors shall be a majority of Directors then in office otherwise no business is conducted.

British Columbia Amateur Softball Association – Constitution & Bylaws

- c. The President shall be Chairperson at all meetings of the Board; but if at any meeting the President is not present, the Vice-President shall be the Chairperson in accordance with Article 6.2. If the Vice-President is not present, the Directors present may choose another Director to be Chairperson of the meeting.
 - d. Should an emerging issue require immediate attention, and the President is not responding to a request for a meeting or is unwilling to call a meeting, two (2) or more Directors may convene a meeting of the Board by giving seven (7) days notice to all Directors.
- 5.3. Voting at meetings of the Board:
- a. Questions arising at any meeting of the Board shall be decided by a majority vote.
 - b. In the case of a tied vote, the Chairperson does not have a second or deciding vote in addition to the vote which they are entitled to as a Director. The motion will be considered as having failed if it was a tied vote.
- 5.4. Written or Electronic Resolutions
- A resolution in writing or via email presented to all Directors, and voted on by a majority of the Directors, can be placed within the minutes of the meeting of the Board and is as valid and effective as if regularly passed at a meeting of the Board.
- 5.5. Keeping of Minutes
- The Board shall keep proper minutes of their proceedings.

PART 6 – DUTIES OF OFFICERS

- 6.1. The President is the Chairperson of the Board of Directors:
- a. Shall preside over all meetings of the Members and of the Board.
 - b. Shall supervise the other officers in the execution of their duties.
 - c. Shall serve as ex-officio member of all advisory council and committees.
 - d. Shall supervise the general administration and management of the Society.
 - e. Shall supervise the work of the Executive Director.
 - f. Shall supervise the performance of duties assigned to members of the Board and ensure that all Society governing documents, including the Constitution, Bylaws, Special Operating Rules, and policies, **and procedures**, are respected.
 - g. Shall apply and enforce all Bylaws, policies, **procedures**, and rules of the Society.
~~May appoint a member of the Board to any advisory councils and committees.
Is empowered to make decisions on any single emergency expenditure of funds, without approval of the Board or the Members up to the amount of \$10,000.00.~~
 - h. Shall watch over the assets and records of the Society.
 - i. Shall perform such other acts and duties as may be incidental to the office and as may properly be required by the Board.

- 6.2. Duties of the Vice-President
- The Vice-President shall assist the President in the discharge of duties, and in the absence or disability of the President, shall act in the President's stead.

The Vice-President shall oversee the annual evaluation of the Board's performance.

- 6.3 Duties of the Treasurer
- The Treasurer is accountable for the Society's financial management and performance. The Treasurer must routinely report to the Board on the Society's financial position in

British Columbia Amateur Softball Association – Constitution & Bylaws

order to guide decision-making, limit financial risk, and maintain member transparency.

6.4 Role of Directors

The role of the Directors is to act as stewards or trustees of the Society's mission, promoting the Society's values and anticipating the future. Specific responsibilities include:

6.4.1 Legal

- To govern and direct the Society according to its Constitution, Bylaws, policies, procedures, and Special Operating Rules, ensuring that these are consistent with the purposes; and
- To review and approve recommendations of revisions of its Constitution, Bylaws and Special Operating Rules, procedures, and policies when necessary, and forward these to the Annual General Meeting for ratification when required by the Act.

6.4.2 Culture and Values

- To establish and review fundamental principles and beliefs that form the foundation of the Society, to guide the Society's behavior, services and programs.
- To communicate, encourage and monitor the application of these fundamental beliefs throughout the softball community.

6.4.3 Planning

- To formulate the strategic plans and long-range corporate goals of the Society.
- To ensure the maintenance of an effective planning process for strategic and operational planning.
- To monitor the formulation and implementation of operational plans and ensure that such plans are consistent with the strategic direction of the Society.
- To work in collaboration with other Provincial/Territorial Softball Associations when National events are occurring within their province/territory.

6.4.4 Policy

- To develop major functional policies which relate to the goals and objectives of the Society.
- To make policies and procedures relating to discipline and have the authority to discipline Members in accordance with such policy and procedures.
- To make policies and procedures relating to how disputes within the Society will be managed, and all such disputes will be dealt with in accordance with such policies and procedures.
- To monitor the development and implementation of operational policies and procedures to ensure they are consistent and compatible with the major functional policies of the Society.

British Columbia Amateur Softball Association – Constitution & Bylaws

6.4.5 Human Resources

- To approve and monitor sound human resource management policies, procedures, and practices.
- To select and hire an Executive Director capable of assuming responsibility for the implementation of the Board's policies and strategic plans through the efficient management of the Society's operations. The Executive Director should be capable of identifying policy needs and developing and recommending policy to the Board.
- To ratify and support volunteer and contract position appointments of people who can assume operations responsibilities within the strategic direction and policies established by the Board, under the guidance and leadership of the Executive Director.
- To counsel, support and assist the Society's staff and appointed volunteers in the fulfillment of their operational responsibilities.

6.4.6 Financial

- To ensure that the budget reflects the priorities and strategic direction of the Society through the approval and monitoring of the annual budget and regular financial reporting.
- To plan for and acquire sufficient financial resources to implement the plans of the Society in a prudent, financially responsible way.
- To ensure that effective financial controls and management systems are in place to protect the assets of the Society.
- To ensure auditing of the financial operation.

6.4.7 Advocacy

- To develop community awareness of the purpose and mission of the Society.
- To represent the Society to the national and international sporting community, government, foundations, funding agencies and other associations.
- To monitor government legislation and advise government officials on the impact of currently proposed policies.
- To report to the membership on strategic plans, policy development, program services and future operational planning.
- To participate as a responsible member of the Canadian and international sporting communities on issue identification and resolution.

PART 7 – SEAL

7.1. The Seal of the Society shall be located at the Society's-registered office.

7.2. The Seal shall be affixed to such instruments as may be required to be sealed, by the Treasurer and either the President or Vice-President.

British Columbia Amateur Softball Association – Constitution & Bylaws

PART 8 – FINANCES AND RECORD KEEPING

- 8.1. The fiscal year end of the Society shall be April 30th.
- 8.2. The Society may exercise, by Special Resolution, any borrowing powers conferred upon it by the Act.
- 8.3. The Accounts of the Society shall be annually examined and the correctness of the balance sheet and account book shall be ascertained by an auditor so appointed **by the members at the Annual General Meeting upon the recommendation of the Board.**

~~All cheques of the Society shall be signed by any two people (staff or Directors) as designated by the Treasurer or the President to be signing authorities.~~

- 8.4. The auditor shall be remunerated for services rendered.
- 8.5. The Board will approve the Annual Financial Statements (evidenced by the signature of two or more Directors) of the Society of the last fiscal year of the Society. The statements must be for the period ending not more than six (6) months before the Annual General Meeting. A copy of the Annual Financial Statements will be provided to any Member requesting a copy of the Statements. The Annual Financial Statements will include:
 - a. The statements of Financial Position, Operations, Changes in Net Assets and Cash Flows, including notes to the Financial Statement;
 - b. The auditor's report;
 - c. Remuneration paid to any Directors including the exact amount and for what purpose;
 - d. Remuneration paid to any employee or contractor of the Society, identified by position or title, who received \$75,000 or more from the Society and the exact amount of the remuneration and (for contractors) the nature of the service performed, and
 - e. Any further information respecting the financial position of the Society.
- 8.6. All documents of this Society, including minutes and financial records, shall be kept at the ~~registered~~ office of the Society.
- 8.7. The necessary books and records of the Society required by these Bylaws, by the Act, or by applicable law will be necessarily and properly kept. The books and records include, but are not limited to:
 - a. The Society's certificate of incorporation;
 - b. The Society's Constitution and Bylaws;
 - c. A register of Directors (including contact information);
 - d. Written consent of each Director to act as a Director;
 - e. Written resignation(s) of any Director(s);
 - f. Disclosure of any conflict of interest by any Director or the Executive Director (when employed or contracted);
 - g. A register of Members (including names and contact information);
 - h. The minutes of meetings of the Members;
 - i. The resolutions of the Members from any meeting of the Members;

British Columbia Amateur Softball Association – Constitution & Bylaws

- j. Annual Financial Statements, with the applicable auditor's report (if any);
 - k. The minutes of meetings of the Directors (including attendance);
 - l. The resolutions of the Directors;
 - m. The in-camera minutes of meetings of the Directors; and
 - n. Adequate accounting records for each of the Society's financial years, including a record of each transaction that materially affected the financial position of the Society.
- 8.8. Access to Books and Records by Members and Directors – Access to books and records by Members and Directors is permitted as follows:
- a. Directors have access to records described in 8.8a) to 8.8n); and
 - b. Members have access to records described in 8.8a) to 8.8 l) though the directors may restrict access to the record described in 8.8g) if the Directors are of the opinion that the access would be harmful to the Society or in the interests of one or more Members.
- 8.9. Access to Books and Records by the public – Access to books and records by the public is permitted as follows:
- a. The public does not have access to records described in 8.8a) to 8.8i) or to records described in 8.8k) to 8.8n)
 - b. The public may request access to records described in 8.8j) by submitting a request to the Society and paying a fee of \$10.00. The records will be delivered by email to the individual making the request within fourteen (14) days of the receipt of the fee.
- 8.10. The Society may discard a record if the record is no longer relevant to the activities or internal affairs of the Society, after ten years have passed since the record was created or, if the record has been altered, since the record was last altered.

PART 9 – BYLAWS

- 9.1. These Bylaws may be amended, revised, repealed or added by Special Resolution of the Voting Members.
- 9.2. Proposed amendments to the Bylaws can be made by
- a. Ordinary Resolution of the Board
 - b. A Member in the form of a Member Proposal. A Member Proposal to amend the Bylaws must include the proposal itself, the names and signatures of at least 5% of the voting Members, and, optionally, a statement of support for the proposal (consisting of fewer than 200 words). The Member Proposal must be submitted to the Society at least sixty (60) days before the meeting of the Members. A Member Proposal may not be substantially similar to a Member Proposal that was proposed at a meeting of the Members in the past two calendar years.
- 9.3. The President ~~may will~~ appoint a Parliamentarian ~~no less than forty five (45) days prior~~ to the Annual General Meeting to advise and help the presiding officer to respond to points of order and parliamentary inquiries.
- 9.4. Bylaws amendments take effect when the Bylaw alteration application is filed with BC

British Columbia Amateur Softball Association – Constitution & Bylaws

Registry Services.

PART 10 - PERMANENT EMPLOYEES

- 10.1. Per 4.5, the Board of Directors shall engage under contract an Executive Director who shall be paid a salary approved and determined by the Directors. The Executive Director will be directly responsible to the President of the Society or designate.
- 10.2. All other employees of the Society will be responsible to the Executive Director.
- 10.3. Employees of the Society shall not be a Director and may not be granted a vote at meetings of the Members or meetings of the Board.

PART 11 - LOGOS, TRADEMARKS AND PUBLICATIONS

- 11.1. Unless authorized by a designated Society representative, no one is allowed to use the Society's name or logo, conduct activities under the auspices of the Society, or represent themselves or their endeavors or goods under the auspices of the Board.

PART 12 – DISSOLUTION

- 12.1. In the event of winding up or dissolution of the Society, the liquidators appointed shall cause all assets of the Society available for distribution to be transferred to an organization or organization, situated in British Columbia and devoted to the advancement of similar or like objects as this Society. Such organization shall be chosen by a majority vote of the members attending the first meeting called by the liquidators.

PART 13 – INDEMNIFICATION

- 13.1. Will Indemnify – The Society will indemnify and hold harmless out of the funds of the Society each Director, the Executive Director, and any individual who acts at the Society'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 Society's request in a similar capacity.
- 13.2. Will Not Indemnify – The Society will not indemnify a Director or any individual who acts at the Society's request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of statutory duty or responsibility imposed upon them under the Act. For further clarity, the Society will not indemnify an individual unless:
 - a. The individual acted honestly and in good faith with a view to the best interests of the Society, 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.

British Columbia Amateur Softball Association – Constitution & Bylaws

13.3. Insurance – The Society will, at times, maintain in force Directors and Officers liability insurance.



Supporting Resources for Committees and Working Groups

Softball BC

Table of Contents

Definitions	2
Board Standing Committee Terms of Reference – Template	3
Advisory Council Terms of Reference – Template	5
Operational Committee Terms of Reference – Template	7
Working/Task Group Terms of Reference - Template	9

Definitions

Board Standing Committee: Board Committees are smaller groups of individuals, comprised of Directors and, occasionally or as needed, one or more outside experts. The Board appoints Board Committees to fulfil a specific governance function. The organization maintains a Standing Committee of the Board on an ongoing basis. An organization should have, at a minimum, the following standing Board Committees: Nominations Committee, Governance Committee, and Audit and Finance Committee. Risk Management and Human Resources Committees can be stand-alone committees or part of another committee. Currently, Softball BC has the following Board Standing Committees: Finance and Human Resources, Governance and Risk Management, and Nominations.

Operational Committee: Operational Committees are created by the Executive Director and are groups of people appointed for a specific function to advise Management in accordance with the committee's purpose. Operational Committees will often include a few subject-matter experts and often include individuals appointed from Members or other stakeholders relevant to the organization. Operational Committees are advisors to the organization and should not make decisions in isolation from staff. Examples of operational committees include the Coaches Committee, the Events Committee, and the Officials Committee.

Advisory Council (Softball BC): Under the current structure of Softball BC, several Advisory Councils exist, as per the organization's bylaws. The Board must create the following Advisory Councils: minor, umpires and men's and women's. Advisory Councils are advisory in nature, making recommendations to the Softball BC Board of Directors for decision-making.

Working Group or Ad-Hoc Committee: Are established as needed and exist for a defined period to accomplish a desired function or goal. Examples may include a strategic planning committee or a committee created to explore a strategic initiative of the organization.

Terms of Reference: Is a written document that outlines the purpose, role, duties, authority composition, and reporting requirements of a committee, council or task group.

A note about the following terms of reference templates:

- *[xxx]* indicates what should be included in each heading of the TOR.
- Where no [] have been used, the statement is an example of what can be included as a standard statement in the TOR.

Board Standing Committee Terms of Reference – Template

Purpose: *[Why the committee exists and its overarching intent]*

Core Values for Guiding the Committee:

The Finance and Human Resources Committee is guided by Softball BC's values, as stated in the strategic plan. The committee recognizes that the culture we set at the committee level should reflect Softball BC's culture and expectations.

Key Duties: *[list the key duties the committee will perform]*

Authority:

The Committee will exercise its authority in accordance with the Bylaws and such additional provisions as set out in these Terms of Reference.

The Committee is an active advisor to the Board.

Composition: *[list who will be members of the committee and how they are selected or appointed by the Board; Executive Director provides support to the committee; the President may serve as an ex officio member of all standing board committees; terms of one year; indicate how chair of committee is selected (generally appointed by the Board)]*

Meetings:

The Committee will meet by videoconference or in person, as required. The Chair will call meetings. At a minimum, the committee shall meet *[insert number]* times per year.

Resources or Support:

The Committee will receive the necessary resources from Softball BC to fulfill its mandate. The Committee may, from time to time, receive administrative support from Management.

Responsible to:

The Committee reports to the Board of Directors through the Chair. If the Chair is not a member of the Board, the Board shall appoint a member of the committee who is also a Board member as the liaison to the Board. The Chair must provide a status report at every Board meeting and a full report at a Members' meeting.

Policy Oversight: *[list any policies the committee is responsible for developing, reviewing and recommending to the Board for approval]*

Evaluation:

The Board of Directors and the Committee's Chair will evaluate the Committee's performance. Support may be provided through the Executive Director as needed. The committee's performance will be assessed against the achievement of yearly objectives/deliverables and the fulfillment of the key duties outlined in these terms of reference.

Review and Approval of Terms of Reference:

The Board will review these Terms of Reference regularly, with input from the Committee as required.

Other: *[other relevant information]*

Date of Approval: _____

Date of Review: _____

Advisory Council Terms of Reference – Template

Purpose: *[Why the council exists and its overarching intent]*

Core Values for Guiding the Council:

The {XXX} Advisory Council is guided by Softball BC's values, as stated in the strategic plan. The committee recognizes that the culture we set at the committee level should reflect Softball BC's culture and expectations.

Advisory Function: *[list the key elements or functions the council will advise on]*

Authority:

The Council will exercise its authority in accordance with the Bylaws and such additional provisions as set out in these Terms of Reference.

As an advisory council to the Board, the Council makes recommendations or provides guidance on the areas listed in the advisory function of these terms of reference. The Council is not empowered to make any final and binding decisions. The Council is not authorized to consider policies or bylaws for the society or to make recommendations to those documents.

Documents the Council Provides Recommendations to: *[list all relevant documents, rules, etc.]*

Composition: *[list who will be members of the council and how they are selected or appointed by the Board; Executive Director or their designate provides support and guidance to the council to be able to fulfill its purpose; the President and Executive Director may serve as an ex-officio member of all councils; terms of one year; indicate how chair of council is selected (generally appointed by the Board)]*

Meetings:

The Council will meet by videoconference or in person, as required. The Chair will call meetings. At a minimum, the Council shall meet *[insert number]* times per year.

[identify how the council will conduct its meetings – i.e., voting, etc.,]

Resources or Support:

The Council will receive the necessary resources from Softball BC to fulfill its mandate. The Council may, from time to time, receive administrative support from Management.

Responsible to:

The Council reports to the Board of Directors through the Chair and/or the assigned staff liaison.

{Identify how we made recommendations to the board.}

Evaluation:

The Board of Directors and the Council's Chair will evaluate the Council's performance. Support may be provided through the Executive Director as needed. The council's performance will be assessed against its fulfillment of the advisory functions outlined in these terms of reference.

Review and Approval of Terms of Reference:

The Board will review these Terms of Reference regularly, with input from the Council as required.

Other: *[other relevant information]*

Date of Approval: _____

Date of Review: _____

Operational Committee Terms of Reference – Template

Name of Committee

Purpose: *[Why the committee exists and its overarching intent]*

Core Values for Guiding the Committee:

The {XX} Committee is guided by Softball BC's values, as stated in the strategic plan. The committee recognizes that the culture at the committee level should reflect Softball BC's culture and expectations.

Key Duties: *[list the key duties the committee will perform]*

Authority:

The Committee will exercise its authority in accordance with the provisions as set out in these Terms of Reference.

The Committee is an active advisor to the Executive Director or their designate.

Composition: *[list who will be members of the committee and how they are selected or appointed by the Executive Director; list staff that provide support or who are active members of the committee; the President and Executive Director may serve as an ex-officio member of all operational Committees; terms of [xx] year; indicate how chair of committee is selected (generally appointed by the Executive Director or members of the committee)]*

Meetings:

The Committee will meet by videoconference or in person, as required. The Chair will call meetings. At a minimum, the committee shall meet *[insert number]* times per year.

[identify how the council will conduct its meetings – i.e., voting, etc.,]

Resources or Support:

The Committee will receive the necessary resources from Softball BC to fulfill its mandate. The Committee will receive administrative support from Management, as determined by Management in collaboration with the Chair.

Responsible to:

The Committee reports to the Executive Director (or their designate). Status reports at a meeting of the Board, or full reports at a meeting of the Members, shall be presented by the Chair.

{Identify how we made recommendations to the board.}

Evaluation:

The Executive Director and the Chair of the Committee will evaluate the Committee's performance. Support may be provided through other staff as needed. The committee's performance will be assessed against the achievement of yearly objectives/deliverables and the fulfillment of the key duties outlined in these terms of reference.

Review and Approval of Terms of Reference:

The Executive Director will review these Terms of Reference regularly, with input from the Committee as required.

Other: *[other relevant information]*

Date of Approval: _____

Date of Review: _____

Working Group Terms of Reference - Template

Name of Working Group

Goal: *[What is the task group or ad-hoc committee attempting to achieve?]*

Term: *[What is the anticipated length of time the group will exist?]*

Core Values for Guiding the Task Group:

The {XX} Working Group is guided by Softball BC's values, as stated in the strategic plan. The committee recognizes that the culture we set at the committee level should reflect Softball BC's culture and expectations.

Objectives: *[What is the task group expected to achieve? Ideally, list 2 – 3 objectives.]*

Composition and Membership: The task group will be convened by *[list position]* and will consist of the following, who will sit as individuals and not as representatives of their organization:

- *[list any specifics]*

The President and Executive Director may serve as ex officio members of all working groups.

Indicate how the chair is appointed.

Accountable to: *[Name the position that is responsible for getting this work done. It could be the Executive Director, President, member of the staff, etc.]*

Meeting Schedule/Time Commitment: The task group will meet as follows: *[list how often and for what length of time; if known – list dates and times, i.e., third Thursday of each month at 2 pm]*

[identify how the council will conduct its meetings – i.e., voting, etc.,]

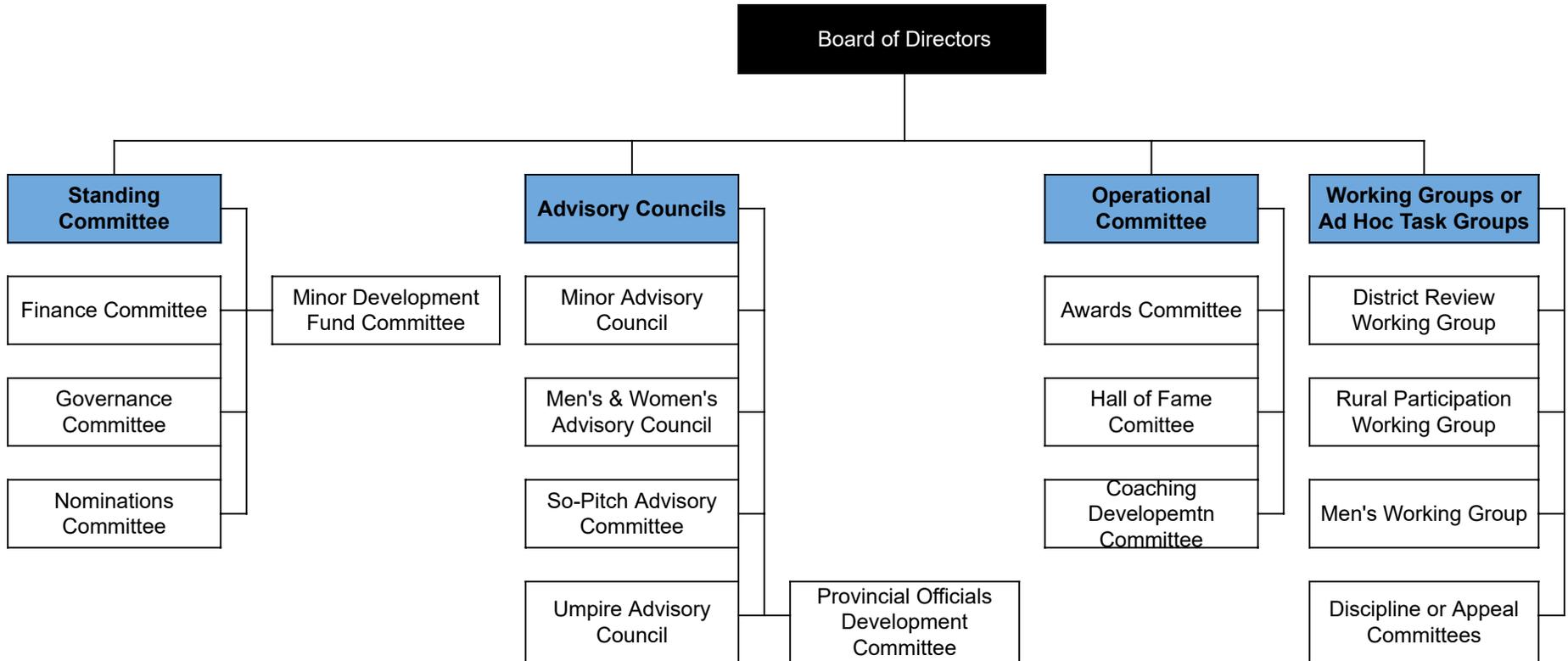
Expectations of Softball BC: The following will be expected of each member of the task group: *[list expectations. Examples could include attending all scheduled meetings and actively participating in the discussion; recognizing that the discussions held during meetings may be of a confidential nature; adhering to the code of conduct; discussion and recommendations should reflect the best interest of the sport of softball as a whole, etc.]*

What members can expect from Softball BC:

[examples may include agenda and all materials to be circulated xx days/week before the meeting, communicating dates and times of meetings, etc.]

{Identify how we made recommendations to their reporting body}

Softball BC Organizational Chart



Updated: December 28, 2025



Finance, Human Resources & Risk Management Committee Terms of Reference

Purpose

The Finance, Human Resources & Risk Management Committee (Committee) is a standing Committee of the Board of Directors of Softball BC. It has two core purposes.

1. It assists the Board of Directors in fulfilling its oversight responsibilities for corporate auditing and reporting, financial policies and strategies, and financial risk management. This responsibility is carried out in accordance with approved policies that comply with generally accepted accounting principles.
2. It is responsible for the oversight of human resource policies and the performance and succession planning of the Executive Director. This responsibility is carried out in accordance with approved policies that align with employment standards and leading practices for executive performance planning.
3. It is responsible for developing and implementing a comprehensive risk management program. This responsibility is carried out in accordance with approved policies.

Core Values for Guiding the Committee

The Finance, Human Resources & Risk Management Committee is guided by Softball BC's values, as stated in the strategic plan. The Committee recognizes that the culture we set at the Committee level should reflect Softball BC's culture and expectations.

Key Duties

The Committee will perform the following key duties.

Financial

- On an ongoing basis, provide expertise and knowledge to enhance the quality of Board of Directors discussions on financial matters and facilitate effective Board of Directors decision-making in this area.
- Advise the Board of Directors on compliance with legal and regulatory requirements.
- Ensure and advise the Board of Directors that the annual society's return and all statutory remittances have been filed with CRA on a timely basis by management.
- Determine the adequacy of Softball BC's financial controls and procedures for financial reporting to the Board of Directors, Members and funding agencies.
- Develop, for Board of Directors approval, and oversee management's implementation of financial policies to safeguard Softball BC's assets and revenue streams.
- Ensure management has sufficient financial controls in place to support financial policies and to safeguard the assets and revenue streams.
- Define with management the budget process, review the annual operating budget, review and assess budgets, and advise the Board of Directors on budget recommendations.
- Review quarterly financial statements, including income statements, balance sheets, year-to-date and previous year variances, in preparation for Softball BC's Board of Directors meetings.

Softball BC's

- As required, receive reports and advise the Board of Directors on any material government investigation, other investigation, litigation, contractual dispute, or legal matter.
- Review and approve the scope of the annual audit and audit fees to be paid, and annually recommend the appointment of an auditor at the Annual General Meeting.
- As required, periodically discuss with the Board of Directors and recommendations if needed for meetings with the Auditors, without management being present, their judgments about the quality and appropriateness of Softball BC's accounting principles and financial disclosure practices as applied in its financial reporting to the Board of Directors, members and funding agencies and the completeness and accuracy of these financial reports.
- Ensure that any problems, issues or concerns raised by the auditor are promptly and satisfactorily addressed by management and reported to the Board of Directors.

Human Resources

- Recommend to the Board of Directors the adoption and or revision of policies for human resources management.
- Review the performance of the Executive Director on an annual or as-needed basis, and make recommendations to the Board of Directors on matters relating to the Executive Director's position, including hiring, compensation, and succession planning.
- If requested, advise the Executive Director on any employment-related matter pertaining to the staff of Softball BC.
- Receive from the Executive Director and provide guidance as requested on the staffing plan developed in alignment with the strategic plan and operating budget.
- As required, receive reports from and advise the Executive Director and/or Board of Directors on any employment-related dispute or litigation.
- Ensure compliance with relevant legislation, including BC Employment Standards and Human Rights.

Risk Management

- Advise the Board of Directors on risk management and insurance policies and programs.
- Monitor the implementation of a comprehensive risk management program in accordance with the Risk Management Policy.
- Assess or support the assessment of all risks, including, but not limited to, operational, program, compliance, communication, external, governance, and financial.
- Maintain a risk register in conjunction with the Executive Director, and provide regular updates on the status to the Board of Directors.
- Make recommendations to the Board of Directors on identifying, evaluating and mitigating risk, using a combination of methods to retain, reduce, transfer and avoid risks.
- As required, receive reports and advise the Board of Directors on any material government investigation, other investigation, litigation, contractual dispute, or legal matter.
- Review and make recommendations to the Board of Directors, in conjunction with the Executive Director, on the insurance program and coverage for Softball BC.

Other

- Provide expertise to enhance the quality of Board of Directors discussions on finance, human resources, and risk management matters, and to facilitate effective Board of Directors decision-making in these areas.

Softball BC's

- Additional duties as may be delegated to the Committee by the Board of Directors from time to time.

Authority

The Committee will exercise its authority in accordance with the Bylaws and such additional provisions as set out in these Terms of Reference.

The Committee is a limited agent of the Board of Directors with respect to audit matters and an active advisor to the Board of Directors on all other financial, human resources, and risk management matters. The Committee, with the approval of the Board of Directors, may establish Working Groups or Task Forces to address specific issues related to the Committee's mandate.

Composition

The Committee will be composed of the Treasurer (who will chair the Committee) and two (2) to four (4) additional individuals appointed by the Board of Directors. At least one member of the Committee will be a CA, CGA, CMA or its equivalent, or will be financially literate as interpreted by the Board of Directors in its business judgment. At least one member of the Committee will have a background and experience in Human Resource Management as interpreted by the Board of Directors in its business judgment.

The President of Softball BC may serve as an ex officio member of the Committee.

The Committee will be supported through the Executive Director or their designate.

The appointed members of the Committee will serve one-year terms, renewable.

Should a vacancy occur on the Committee for any reason, the Board of Directors may appoint a qualified member to fill it. The Board of Directors may remove any member of the Committee.

Meetings

The Committee will meet by videoconference or in person, as required. The Chair will call meetings. At a minimum, the Committee shall meet 3–4 times per fiscal year.

Resources or Support

The Committee will receive the necessary resources from Softball BC to fulfill its mandate. The Committee may, from time to time, receive administrative support from Management.

Responsible to

As a standing Committee of the Board of Directors, the Committee operates independently of Management. Status reports at a meeting of the Board of Directors, or full reports at a meeting of the Members, shall be presented by the Chair.

Policy Oversight

- Financial Management Policies (ensures financial controls are in place)

Softball BC's

- Human Resource Management Policies (employee handbook)
- Investment Policy
- Operating Reserve Fund Policy and Terms of Usage
- Risk Management Policy
- Risk Register
- And any other finance, hr or risk management-related policies assigned by the Board of Directors

Evaluation

The Board of Directors and the Committee's Chair will evaluate the Committee's performance. The performance of the Committee will be assessed against the accomplishment of yearly objectives/deliverables and the fulfillment of the key duties outlined in these terms of reference.

Review and Approval of Terms of Reference

The Board of Directors will review these Terms of Reference regularly, with input from the Committee as required.

Other

The Bylaws' provisions regarding the Standing Committees will also apply.

Date of Approval. _____

Date of Review. _____



Governance Committee Terms of Reference

Purpose

The Governance Committee (Committee) is a standing committee of the Board of Directors. The committee's primary purpose is to oversee and advise the Board of Directors with respect to Softball BC's approach to good governance, governance framework (including bylaws and policies), Board of Directors stewardship, including Board of Directors succession planning, and the processes to support and evaluate the effectiveness of the Board of Directors, Committees, and individual Board of Directors members. This responsibility is carried out in accordance with approved policies.

Core Values for Guiding the Committee

The Governance Committee is guided by Softball BC's values, as stated in the strategic plan. The committee recognizes that the culture we set at the committee level should reflect Softball BC's culture and expectations.

Key Duties

The Committee will perform the following key duties.

Governance

- On an ongoing basis, provide expertise and knowledge to enhance the quality of Board of Directors discussions on governance matters and facilitate effective Board of Directors decision-making in this area.
- Regularly reviews the governance framework (including bylaws, written policies, committee terms of reference and role descriptions) for Softball BC and advises the Board of Directors regarding areas of concern, leading practices, and recommended changes.
- Monitors good governance practices or trends to identify opportunities to evolve the Board of Directors' governance effectiveness.
- Advises on the strategic planning processes and Board of Directors policy review processes,
- Annually reviews the composition of the Board of Directors of Directors as a whole and recommends, if necessary, changes to the Board of Directors of Directors Skills and Experience Matrix to ensure the desired Board of Directors of Directors composition includes an appropriate balance of knowledge, experience, skills, expertise and diversity to effectively govern the organization and support the implementation of the strategic plan.
- Annually or as vacancies arise, works with the President and Nominations Committee Chair to identify any gaps that new members of the Board should fill and recommends to the Board of Directors the desired skills and experiences for potential new members of the Board of Directors.
- Ensures a nomination process is in place for the Softball BC Board of Directors.
- Ensures programs are in place for the new Board of Directors members' orientation and ongoing professional development.

- Assists and supports the annual review process for evaluating the effectiveness of the Board of Directors, the Board of Directors Chair, Committees and Individual Board of Directors Members.
- Ensures that a Code of Conduct is in place for the Board of Directors and that a process is in place to address any issues. Reviews the Code of Conduct regularly.

Other

- Provide expertise to enhance the quality of the Board of Directors' discussion on governance and facilitate effective Board of Directors decision-making in these areas.
- Additional duties as may be delegated to the Committee by the Board of Directors from time to time.

Authority

The Committee will exercise its authority in accordance with the Bylaws and such additional provisions as set out in these Terms of Reference.

The Committee is an active advisor to the Board of Directors on all governance matters. The Committee, with the approval of the Board of Directors, may establish Working Groups or Task Forces to address specific issues related to the Committee's mandate.

Composition

The committee will be composed of four (4) to seven (7) individuals appointed by the Board of Directors. The Board of Directors will appoint a Chair of the committee from the members appointed to the Committee. Consideration should be given to appointing individuals with knowledge and understanding of governance.

The President of Softball BC may serve as an ex officio member of the Committee.

The Committee will be supported through the Executive Director or their designate.

The appointed members of the Committee will serve one-year terms, renewable.

Should a vacancy occur on the Committee for any reason, the Board of Directors may appoint a qualified member to fill it. The Board of Directors may remove any member of the Committee.

Meetings

The Committee will meet by videoconference or in person, as required. The Chair will call meetings. At a minimum, the committee shall meet 3–4 times per year.

Resources or Support

The Committee will receive the necessary resources from Softball BC to fulfill its mandate. The Committee may, from time to time, receive administrative support from Management.

Responsible to

The Committee reports to the Board of Directors through the President. Status reports at a meeting of the Board of Directors, or full reports at a meeting of the Members, shall be presented by the Chair.

Policy and Document Oversight

- Executive Limitations Policy
- Board of Directors Eligibility and Determination Policy
- Code of Conduct Policy (Board of Directors) [NTD – this is likely not a separate document]
- Conflict of Interest Policy
- Confidentiality Policy
- Whistleblower Policy
- Terms of Reference for Standing Board of Directors Committees
- Board of Directors Position Descriptions
- Board of Directors Development (Evaluation) and Nomination Process
- And any other governance-related policies assigned by the Board of Directors

Evaluation.

The Board of Directors and the Committee's Chair will evaluate the Committee's performance. Support may be provided through the Executive Director as needed. The committee's performance will be assessed against the achievement of yearly objectives/deliverables and the fulfillment of the key duties outlined in these terms of reference.

Review and Approval of Terms of Reference.

The Board of Directors will review these Terms of Reference regularly, with input from the Committee as required.

Other.

The Bylaws' provisions regarding the Standing Committees will also apply.

Date of Approval. _____

Date of Review. _____



Nominations Committee Terms of Reference

Purpose

The Nominations Committee (Committee) is a standing committee of the Board of Directors of Softball BC, although it is not necessarily comprised of current Directors. It is responsible for ensuring, on a continuing basis, that the Softball BC Board of Directors is composed of qualified and skilled persons capable of, and committed to providing effective governance leadership to Softball BC.

Core Values for Guiding the Committee

The Nominations Committee is guided by Softball BC's values, as stated in the strategic plan. The Committee recognizes that the culture we set at the Committee level should reflect Softball BC's culture and expectations.

Key Duties

The Committee will perform the following key duties:

- Seek, identify and recruit qualified individuals to stand for election for Softball BC's Board of Directors of Directors – in addition to seeking candidates through the usual networking channels within the sport community, the Committee will also issue an open call for nominations through promotional efforts, including, but not limited to, press releases, the Softball BC website, and other online services where suitable.
- The Committee will utilize and have access to the Board of Directors Skills and Experience Matrix, including the identified gaps to be filled by new Board of Directors Member candidates recommended to the Board of Directors by the Governance Committee.
- Ensure that candidates for election meet the qualifications to serve as Director, and have fulfilled any additional requirements, including screening requirements and conflict of interest declarations.
- Communicate directly with each candidate to discuss the roles, responsibilities and expectations of a Director.
- Promote diversity on the Board of Directors in terms of gender, age, language, ethnicity, professional backgrounds, and personal experiences.
- Conduct interviews with prospective Board of Directors candidates.
- Oversee all aspects of the election procedures leading up to and at the Annual General Meeting, including identifying and enforcing specific timelines and any other administrative requirements as set out in the approved nomination process and in alignment with the organization's bylaws.
- Where appropriate, identify individuals for future nomination as Directors and maintain this information for use by future Nominations Committees.
- Carry out these duties in a manner that encourages a long-term view of Softball BC leadership needs, as well as Board of Directors succession planning.
- Additional duties as may be delegated to the Committee by the Board of Directors from time to time.

Authority

The Committee will exercise its authority in accordance with the Bylaws and such additional provisions as set out in these Terms of Reference.

The Council, with the approval of the Board of Directors, may establish Working Groups or Task Forces to address specific issues related to the Committee's mandate.

Composition

Although a committee of the Board of Directors, the Committee does not need to be composed of current Directors. The Committee will be composed of up to three (3) members appointed by the Board of Directors.

The appointed members of the Committee will serve one-year terms, renewable.

The President or designee may serve as an ex officio member of the Committee.

The Committee will be supported through the Executive Director or their designate.

Should a vacancy occur on the Committee for any reason, the Board of Directors may appoint a qualified member to fill it. The Board of Directors may remove any member of the Committee. Should any Committee Member be interested in being nominated as a Director, he or she shall resign from the Committee.

Meetings

The Committee will meet by videoconference or in person, as required, to perform its duties. The Chair will call meetings. Supporting and rejecting a candidate Director requires a simple majority of Committee members.

Resources or Support

The Committee will receive the necessary resources from Softball BC to fulfill its mandate. The Committee may, from time to time, receive administrative support from Management.

Responsible to

The Committee reports to the Board of Directors through the President. Status reports at a meeting of the Board of Directors, or full reports at a meeting of the Members, shall be presented by the Chair of the committee.

Evaluation

The Board of Directors and the Committee's Chair will evaluate the Committee's performance. The performance of the Committee will be assessed against the accomplishment of yearly objectives/deliverables and the fulfillment of the key duties outlined in these terms of reference.

Review and Approval of Terms of Reference

The Board of Directors will review these Terms of Reference regularly, with input from the Committee as required.

Other

The Bylaws' provisions regarding the Standing Committees will also apply.

Date of Approval _____

Date of Review _____



Minor Advisory Council Terms of Reference

Purpose

The Minor Advisory Council shall provide the Board of Directors with written recommendations regarding the standard operating rules for the youth categories in softball, along with formats and regulations for the delivery of provincial championships.

Core Values for Guiding the Council

The Minor Advisory Council is guided by Softball BC's values, as stated in the strategic plan. The Committee recognizes that the culture we set at the Committee level should reflect Softball BC's culture and expectations.

Advisory Function

The Council will provide advice on the following areas, including but not necessarily limited to:

- Develop plans to grow the minor fastpitch game, including how to market and promote fastpitch in BC, as well as outreach methods to non-member teams in BC.
- Modifications to the standard operating rules for the youth categories.
- Guidance and direction on the format of Provincial Championships for minor categories and classifications.

Authority

The Council will exercise its authority in accordance with the Bylaws and such additional provisions as set out in these Terms of Reference.

As an Advisory Council to the Board of Directors, the Council makes recommendations or provides guidance on the areas listed in the advisory function of these terms of reference. The Council is not empowered to make any final and binding decisions. The Council is not authorized to consider policies or bylaws for the Society or to make recommendations to those documents.

The Council, with the approval of the Board of Directors, may establish Working Groups or Task Forces to address specific issues related to the Council's mandate.

Documents the Council Provides Recommendations to

- Standard Operating Rules.

Composition

The Minor Advisory Council will be comprised of 15 Minor District Coordinators elected in accordance with the bylaws. The term of service for Minor Coordinators is outlined in the bylaws. Following the AGM, the coordinators will elect one coordinator from within the group to serve as chair and one to serve as vice-chair.

The President or designee may serve as an ex officio member of the Committee.

The Committee will be supported through the Executive Director or their designate.

The Board of Directors will consider removing the chair if at least 60% of the total weighted vote of elected minor coordinators is in favour of removal.

Meetings

The Council will meet by videoconference or in person, as required. The Chair will call meetings. There will be no fewer than four (4) and no more than twelve (12) meetings annually. A quorum for a meeting requires no less than 60% of the total weighted votes to be present.

Weighted Vote:

Each Minor District Coordinator will have one vote plus one additional vote for every 20 teams registered in their respective district at the time of the Softball BC Annual General Meeting.

An example of vote allocation would be:

- A district with nine (9) teams will have one vote.
- A district with 18 teams will have one vote.
- A district with 21 teams will have two votes
- A district with 59 teams will have three votes.

The formula to calculate teams is as follows:

1. LTP, U7 and U9 - The total number of registered participants in the district divided by 20 equals the number of teams in that district for this group. The number is rounded to the nearest integer.
2. U11 to U20C - The total number of teams registered in the district.
3. Add the teams from lines 1 and 2 for the total number of teams in the district.

Decisions require at least 60% of the total weighted votes present to pass. Members may cast their vote in person at a meeting or by email if the chair requests an electronic ballot. Proxies are not permitted. The Softball BC staff support representative does not have a vote.

Resources or Support

The Council will receive the necessary resources from Softball BC to fulfill its mandate. The Council may, from time to time, receive administrative support from Management.

Responsible to

The Council reports to the Board of Directors through the Chair and/or the assigned staff liaison.

Preparing recommendations for rule modifications

The Council will include in the proposal: the current rule, the rationale for the change, the desired outcome, the consequences for non-compliance, any budgetary impact created by the change, and the potential risk to the association if the proposal fails. The Council shall forward draft motions to the Men's & Women's Advisory Council and the Umpire Advisory Council for feedback, if they have the potential of impacting those groups. For example, a rule change would be shared with the Umpire Advisory Council.

The process for recommended motions is as follows:

- Members will receive communication and a link to submit recommendations/motions to the Council between March 2nd and July 31st, annually. See Appendix A for the SOR Editing Cycle.
- The Council will review motions between August 1st and September 30th.
- Any motions receiving an affirmative vote of 60% or more (weighted vote) will be considered approved and shared electronically with all minor association presidents for feedback to their Minor District Coordinators. Members will receive no less than 15 days to provide feedback.
- Minor Coordinators will report on and discuss the feedback they have received and, if appropriate, make amendments to the motion before proceeding to a second vote. If defeated, there will be no further discussion or action on the motion. If approved, the motion will be submitted to the Board of Directors as a recommendation for consideration at the next Board of Directors meeting. If the recommendation pertains to a change to a standard operating rule (SOR), the recommendation must clearly indicate the additions and or deletions to be made to the SOR in question. All recommendations captured in the minutes will serve as written notification to the Board of Directors.

If a final recommended motion is rejected by either the Council or the Board of Directors, the same or a similar recommendation may not be considered again by the Council until the conclusion of the following competition season.

Evaluation

The Board of Directors and the Council's Chair will evaluate the Committee's performance. The Council's performance will be assessed against the achievement of yearly objectives/deliverables and the fulfillment of the key duties outlined in these terms of reference.

Review and Approval of Terms of Reference

The Board of Directors will review these Terms of Reference regularly, with input from the Council as required.

Other

All members of the Council shall be members in good standing of Softball BC and shall abide by Softball BC policies with respect to code of conduct, privacy and confidentiality.

Date of Approval: _____

Date of Review: _____

APPENDIX A

Policies and Standard Operating Rules Editing Cycle

(Approved by the Board of Directors on June 17, 2025)

Time		What	Who
March 2 to July 31	151 days	Motions	Members
Aug 1 to Sept 30	60 days	Formulate edits to SORs - Cross portfolio consultation *	Council / Office
Oct 1 to Oct 31	30 days	Review language and alignment	Governance/ Board of Directors
Nov 1 to Nov 30	30 days	Member Consultation - Town Hall(s)	Office/ Governance
Dec 1 to Dec 31	30 days	Rewrite SORs	Councils / Office
Jan 1 to Jan 31	30 days	Final Approval	Governance/ Board of Directors
Feb 1 to Feb 28	30 days	Document production (online)	Office
March 1	New SORs available		

* If it has the effect of altering a playing regulation, it must be discussed with the Umpire Advisory Council. If it involves minor and senior players, both councils have to support it.



Men's & Women's Advisory Council Terms of Reference

Purpose

The Men's & Women's Advisory Council shall provide the Board of Directors with written recommendations as they relate to the standard operating rules for the men's and women's fastpitch categories, along with formats and regulations pertaining to the delivery of provincial championships.

Core Values for Guiding the Council

The Men's & Women's Advisory Council is guided by Softball BC's values, as stated in the strategic plan. The Committee recognizes that the culture we set at the Committee level should reflect Softball BC's culture and expectations.

Advisory Function

The Council will provide advice on the following areas, including but not necessarily limited to:

- Develop plans to grow the men's and women's fastpitch game, including how to market and promote fastpitch within BC, as well as methods of outreach to non-member teams in BC.
- Modification to the standard operating rules for the men's and women's fastpitch categories.
- Guidance and direction on the format of Provincial Championships for men's & women's categories and classifications.

Authority

The Council will exercise its authority in accordance with the Bylaws and such additional provisions as set out in these Terms of Reference.

As an Advisory Council to the Board of Directors, the Council makes recommendations or provides guidance on the areas listed in the advisory function of these terms of reference. The Council is not empowered to make any final and binding decisions. The Council is not authorized to consider policies or bylaws for the Society or to make recommendations to those documents.

The Council, with the approval of the Board of Directors, may establish Working Groups or Task Forces to address specific issues related to the Council's mandate.

Documents the Council Provides Recommendations to

- Standard Operating Rules

Composition

The Men's & Women's Advisory Council will be comprised of one Men's & Women's District Coordinator elected per district in accordance with the bylaws. The term of service for the

Coordinators is outlined in the bylaws. Following the AGM, the coordinators will elect one district coordinator from within the group to serve as chair and one to serve as vice-chair. The coordinators may also choose to elect an external candidate to serve as chair.

Up to five (5) regional representatives may be appointed by a 60% vote of the Council members.

- Vancouver Island (currently districts 1, 2, 3)
- Lower Mainland 1 (currently districts 4, 5, 6, 14)
- Lower Mainland 2 (currently districts 7, 8, 15)
- Northern (currently districts 11, 12 and 13)
- Interior (currently districts 9 and 10)

Regional representatives may vote at Council meetings but have no standing at the General Meeting of the Members.

The President or designee may serve as an ex officio member of the Committee.

The Committee will be supported through the Executive Director or their designate.

The Board of Directors will consider removing the chair if at least 60% vote of the elected coordinators vote in favour of removal.

Meetings

The Council will meet by videoconference or in person, as required. The Chair will call meetings. There will be no fewer than four (4), but not more than six (6) meetings annually. A quorum for a meeting requires at least 60% of voting members to be present.

Decisions will be made by a simple majority, with each district coordinator and regional representative having one (1) vote. The chair and vice chair can only cast a vote if they are an elected district coordinator. Members may cast their vote in person at a meeting or by email if the chair requests an electronic ballot. Proxies are not permitted. The Softball BC staff support representative does not have a vote.

Resources or Support

The Council will receive the necessary resources from Softball BC to fulfill its mandate. The Council may, from time to time, receive administrative support from Management.

Responsible to

The Council reports to the Board of Directors through the Chair and/or the assigned staff liaison.

Preparing recommendations for rule modifications

The Council will include in the proposal: the current rule, the rationale for the change, the desired outcome, the consequences for non-compliance, any budgetary impact of the change, and the potential risk to the association if the proposal fails. The Council shall forward draft motions to the Minor Advisory Council and the Umpire Advisory Council for feedback if they have the potential of impacting those groups. For example, a rule change would be shared with the Umpire Advisory Council.

Approved motions will be submitted to the Board of Directors as a recommendation for consideration at the next Board of Directors meeting. If the recommendation pertains to a change to a standard operating rule (SOR), the recommendation must clearly indicate the additional and or deletions to be made to the SOR in question. All recommendations captured in the minutes will serve as written notification to the Board of Directors.

If a final recommended motion is rejected by either the Council or the Board of Directors, the same or a similar recommendation may not be considered again by the Council until the conclusion of the following competition season.

Evaluation

The Board of Directors and the Council's Chair will evaluate the Committee's performance. The Council's performance will be assessed against the achievement of yearly objectives/deliverables and the fulfillment of the key duties outlined in these terms of reference.

Review and Approval of Terms of Reference

The Board of Directors will review these Terms of Reference regularly, with input from the Council as required.

Other

All members of the Council shall be members in good standing of Softball BC and shall abide by Softball BC policies with respect to code of conduct, privacy and confidentiality.

Date of Approval: _____

Date of Review: _____

APPENDIX A

Policies and Standard Operating Rules Editing Cycle

(Approved by the Board of Directors on June 17, 2025)

Time		What	Who
March 2 to July 31	151 days	Motions	Members
Aug 1 to Sept 30	60 days	Formulate edits to SORs - Cross portfolio consultation *	Council / Office
Oct 1 to Oct 31	30 days	Review language and alignment	Governance/ Board of Directors
Nov 1 to Nov 30	30 days	Member Consultation - Town Hall(s)	Office/ Governance
Dec 1 to Dec 31	30 days	Rewrite SORs	Councils / Office
Jan 1 to Jan 31	30 days	Final Approval	Governance/ Board of Directors
Feb 1 to Feb 28	30 days	Document production (online)	Office
March 1	New SORs available		

* If it has the effect of altering a playing regulation, it must be discussed with the Umpire Advisory Council. If it involves minor and senior players, both councils have to support it.



Slo-Pitch Advisory Council Terms of Reference

Purpose

The Slo-Pitch Advisory Committee shall provide the Board of Directors with written recommendations as they relate to the standard operating rules for the men's, women's and mixed slo-pitch categories, along with formats and regulations pertaining to the delivery of provincial championships.

Core Values for Guiding the Council

The Slo-Pitch Advisory Council is guided by Softball BC's values, as stated in the strategic plan. The Committee recognizes that the culture we set at the Committee level should reflect Softball BC's culture and expectations.

Advisory Function

The Council will provide advice on the following areas, including but not necessarily limited to:

- Develop plans to grow the men's and women's slo-pitch game, including how to market and promote slo-pitch within BC, as well as methods of outreach to non-member teams in BC.
- Modification to the standard operating rules for the men's and women's slo-pitch categories.
- Guidance and direction on the format of the Slo-Pitch Provincial Championships.

Authority

The Council will exercise its authority in accordance with the Bylaws and such additional provisions as set out in these Terms of Reference.

As an Advisory Council to the Board of Directors, the Council makes recommendations or provides guidance on the areas listed in the advisory function of these terms of reference. The Council is not empowered to make any final and binding decisions. The Council is not authorized to consider policies or bylaws for the Society or to make recommendations to those documents.

The Council, with the approval of the Board of Directors, may establish Working Groups or Task Forces to address specific issues related to the Council's mandate.

Documents the Council Provides Recommendations to

- Standard Operating Rules

Composition

The Slo-Pitch Advisory Council will be comprised of one District Coordinator elected per district in accordance with the bylaws. The term of service for the Coordinators is outlined in the bylaws. Following the AGM, the coordinators will elect one district coordinator from within the

group to serve as chair and one to serve as vice-chair. The coordinators may also choose to elect an external candidate to serve as chair.

Up to five (5) regional representatives may be appointed by a 60% vote of the Council members.

- Vancouver Island (currently districts 1, 2, 3)
- Lower Mainland 1 (currently districts 4, 5, 6, 14)
- Lower Mainland 2 (currently districts 7, 8, 15)
- Northern (currently districts 11, 12 and 13)
- Interior (currently districts 9 and 10)

Regional representatives may vote at Council meetings but have no standing at the General Meeting of the Members.

The President or designee may serve as an ex officio member of the Committee.

The Committee will be supported through the Executive Director or their designate.

The Board of Directors will consider removing the chair if at least 60% vote of the elected coordinators vote in favour of removal.

Meetings

The Council will meet by videoconference or in person, as required. The Chair will call meetings. There will be no fewer than four (4), but not more than six (6) meetings annually. A quorum for a meeting requires at least 60% of voting members to be present.

Decisions will be made by a simple majority, with each district coordinator and regional representative having one (1) vote. The chair and vice chair can only cast a vote if they are an elected district coordinator. Members may cast their vote in person at a meeting or by email if the chair requests an electronic ballot. Proxies are not permitted. The Softball BC staff support representative does not have a vote.

Resources or Support

The Council will receive the necessary resources from Softball BC to fulfill its mandate. The Council may, from time to time, receive administrative support from Management.

Responsible to

The Council reports to the Board of Directors through the Chair and/or the assigned staff liaison.

Preparing recommendations for rule modifications

The Council will include in the proposal: the current rule, the rationale for the change, the desired outcome, the consequences for non-compliance, any budgetary impact of the change, and the potential risk to the association if the proposal fails. The Council shall forward draft motions to the Umpire Advisory Council for feedback if they have the potential of impacting that group. For example, a rule change would be shared with the Umpire Advisory Council.

Approved motions will be submitted to the Board of Directors as a recommendation for consideration at the next Board of Directors meeting. If the recommendation pertains to a

change to a standard operating rule (SOR), the recommendation must clearly indicate the additional and or deletions to be made to the SOR in question. All recommendations captured in the minutes will serve as written notification to the Board of Directors.

If a final recommended motion is rejected by either the Council or the Board of Directors, the same or a similar recommendation may not be considered again by the Council until the conclusion of the following competition season.

Evaluation

The Board of Directors and the Council's Chair will evaluate the Committee's performance. The Council's performance will be assessed against the achievement of yearly objectives/deliverables and the fulfillment of the key duties outlined in these terms of reference.

Review and Approval of Terms of Reference

The Board of Directors will review these Terms of Reference regularly, with input from the Council as required.

Other

All members of the Council shall be members in good standing of Softball BC and shall abide by Softball BC policies with respect to code of conduct, privacy and confidentiality.

Date of Approval: _____

Date of Review: _____

APPENDIX A

Policies and Standard Operating Rules Editing Cycle

(Approved by the Board of Directors on June 17, 2025)

Time		What	Who
March 2 to July 31	151 days	Motions	Members
Aug 1 to Sept 30	60 days	Formulate edits to SORs - Cross portfolio consultation *	Council / Office
Oct 1 to Oct 31	30 days	Review language and alignment	Governance/ Board of Directors
Nov 1 to Nov 30	30 days	Member Consultation - Town Hall(s)	Office/ Governance
Dec 1 to Dec 31	30 days	Rewrite SORs	Councils / Office
Jan 1 to Jan 31	30 days	Final Approval	Governance/ Board of Directors
Feb 1 to Feb 28	30 days	Document production (online)	Office
March 1	New SORs available		

* If it has the effect of altering a playing regulation, it must be discussed with the Umpire Advisory Council. If it involves minor and senior players, both councils have to support it.