

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~~s 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

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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

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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.

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- 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,

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(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

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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

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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

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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

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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.

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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.**

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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.

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- 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

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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.

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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.

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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;

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- 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

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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.

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

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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

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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

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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.

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- 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,

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(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

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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

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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

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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

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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.

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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.**

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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.

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- 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

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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.

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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.

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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;

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- 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

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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.

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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

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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 members 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.]*

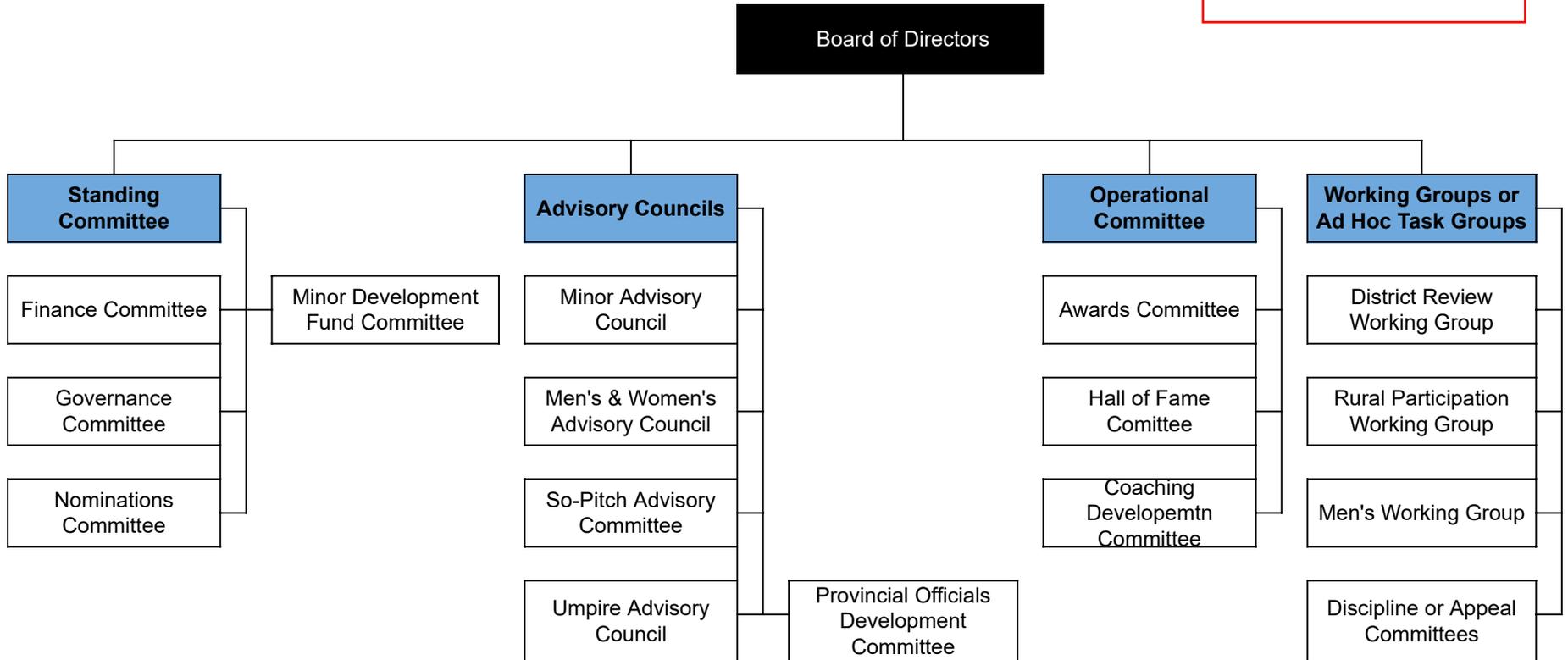
What members can expect from Softball BC:

[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

Appendix C



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.
- As required, receive reports and advise the Board of Directors on any material government investigation, other investigation, litigation, contractual dispute, or legal matter.

Softball BC's

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

Authority

Softball BC's

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)
- Human Resource Management Policies (employee handbook)
- Investment Policy
- Operating Reserve Fund Policy and Terms of Usage
- Risk Management Policy
- Risk Register

Softball BC's

- 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.

Softball BC**Board of Directors Evaluation Process and Questions**

On an annual basis, the Board should set aside time to evaluate its performance collectively and to provide individual Board Members with an opportunity to reflect on their own performance and contributions. An ideal time to conduct the Board evaluation is when the Board is conducting its skills matrix review in preparation for the Board Recruitment Process.

There are two parts to the Board Evaluation Process:

PART A: BOARD EVALUATION

(Pages 6 – 17)

PART B: DIRECTOR SELF-EVALUATION

(Page 18)

Each Board member should take some time to complete the following questions. These questions can be set up on a survey platform or provided in Word, Excel, or PDF format. The completed evaluations should be compiled by the Board president with support from the Executive Director, as needed, or an independent consultant. The results are then circulated back to all Board members for debrief and discussion. It is not necessary to disclose individual responses; instead, review and debrief the Board's collective evaluation.

The self-evaluation may be best set up as a separate evaluation tool or in a manner that ensures confidentiality. Meetings between the Board member and the President of the Board may be scheduled, or the tool can be used as a self-reflection exercise.

In conducting a debrief with the full Board, some questions that members may want to explore include:

1. In what areas are we doing well as a Board?
2. In what areas do we need more support, or is there room to improve as a Board?
3. What, if anything, surprised you in the full results?
4. What are 2 or 3 things we want to work on as a Board over the course of next year?
5. As individual board members, if you are comfortable sharing, what are the individual areas of improvement you would like to focus on over the course of next year?

PART A: BOARD EVALUATION

Circle or check the response that best reflects your opinion. The rating scale for each statement is:

Strongly Disagree (1); Disagree (2); Agree (3); Strongly Agree (4) or Not Sure (NS).

Responsibility 1: Determine the Organization’s Mission and Purpose

One of the Board’s fundamental responsibilities is to establish the mission of the organization. In addition, the Board should periodically review the mission and revise it as necessary. The mission statement should be clear and concise, and each Board member should understand and support it.

	Strongly Disagree	Disagree	Agree	Strongly Agree	Not Sure
All Board members are familiar with the current mission statement.	1	2	3	4	NS
The current mission statement is appropriate for the organization’s role in the next two to four years.	1	2	3	4	NS
The Board’s policy decisions and the organization’s programs and services reflect the mission.	1	2	3	4	NS

How can the Board do better in this area?

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Responsibility 2: Select and Support the Executive, and Review Their Performance Periodically

The most significant decision a Board makes is selecting the Executive Director. An effective Board will draft a clear job description that outlines the duties of the Executive Director and will undertake a carefully planned search whenever the position is vacant. In addition, the Board will support its Executive Director by providing that person with frequent and forward-focused feedback, and by periodically conducting an evaluation to help the Executive Director strengthen their performance.

	Strongly Disagree	Disagree	Agree	Strongly Agree	Not Sure
A written job description clearly spells out the responsibilities of the Executive Director.	1	2	3	4	NS
The Board respects the Executive Director's distinct responsibilities.	1	2	3	4	NS
The Board conducted its last search for an Executive Director in a professional and competent manner.	1	2	3	4	NS
The Board systematically and fairly assesses the Executive Director's performance on a regular basis.	1	2	3	4	NS

How can the Board do better in this area?

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Responsibility 3: Approve and Monitor the Organization’s Programs and Services

A not-for-profit organization carries out its mission by offering specific programs. The Board, though not responsible for managing or administering these programs, is responsible for deciding which programs, among the many that an organization could offer, are the most consistent with the mission. In addition, the Board is responsible for monitoring the programs to ensure that their quality is as high as possible. Such monitoring can be done, for example, by reviewing performance data, observing programs firsthand, ensuring staff survey program participants, or having staff retain a consultant to conduct an evaluation.

	Strongly Disagree	Disagree	Agree	Strongly Agree	Not Sure
The Board is knowledgeable about the organization’s current programs and services.	1	2	3	4	NS
The Board knows the strengths and weaknesses of each major program.	1	2	3	4	NS
The Board periodically considers adopting new programs, modifying or discontinuing current programs.	1	2	3	4	NS

How can the Board do better in this area?

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Responsibility 4: Resource Development

The Board may take a role in the organization's resource development, in consultation with the Executive Director. In addition, as service volunteers, the Board can help develop the organization's fundraising strategy, including formulating the critical case statement that sets out the rationale for financial support.

	Strongly Disagree	Disagree	Agree	Strongly Agree	Not Sure
The Board understands the organization's fundraising strategy.	1	2	3	4	NS
The Board has a clear policy for developing a fundraising strategy.	1	2	3	4	NS

How can the Board do better in this area?

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Responsibility 5: Ensure Effective Fiscal Management

Ensuring that income is managed wisely is especially important for a tax-exempt not-for-profit that is operating in the public trust. The Board will approve an annual operating budget and then monitor the organization’s ability to adhere to it throughout the year. In addition, the Board will require an independent accountant to conduct an annual audit to verify to itself and the public that the organization is accurately reporting the sources and uses of its funds.

	Strongly Disagree	Disagree	Agree	Strongly Agree	Not Sure
The Board thoroughly reviews the organization's annual operating budget before approving it.	1	2	3	4	NS
The Board uses the budget process to consider the most effective allocation of limited resources.	1	2	3	4	NS
The Board receives financial reports that are understandable, accurate, and timely.	1	2	3	4	NS
The Board requires an annual audit and considers all recommendations made in the independent auditor’s report and management letter.	1	2	3	4	NS

How can the Board do better in this area?

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Responsibility 6: Engage in Strategic Planning

One of the major contributions a Board can make to a not-for-profit organization is to consider how the organization’s role will evolve over the next three to five years and to recommend actions to achieve those goals. Given the time the staff must devote to day-to-day operations, the Board can more easily focus on the future. At least every three to five years, the Board will engage in a planning process to better understand the fluctuating environment in which it operates and decide what changes it ought to make to function more effectively in that environment.

	Strongly Disagree	Disagree	Agree	Strongly Agree	Not Sure
The Board focuses much of its attention on long-term, significant policy issues rather than short-term operational matters.	1	2	3	4	NS
The Board has a strategic vision for how the organization should evolve over the next three to five years.	1	2	3	4	NS
The Board periodically engages in a strategic planning process to consider how the organization could address new opportunities and challenges.	1	2	3	4	NS

How can the Board do better in this area?

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Responsibility 7: Carefully Select and Orient New Board Members

A good Board is composed of visionary, big-picture thinkers who can contribute critical skills, experience, wisdom, and time to the organization. Because no one person can provide all the skills and qualities, and because the role of an organization continually changes, a Board must have a well-conceived plan to identify and recruit the most appropriate people to serve on the Board. Once selected, a Board must orient new members to the organization. In addition, a Board will regularly rotate people off the Board to ensure it can be infused with new ideas without becoming unwieldy.

	Strongly Disagree	Disagree	Agree	Strongly Agree	Not Sure
The Board currently have a sufficient range of expertise and experience to be an effective governing body.	1	2	3	4	NS
The Board has an effective process for identifying the characteristics new Board members could bring to the organization.	1	2	3	4	NS
The Board regularly identifies candidates who offer the characteristics needed to strengthen Board compositions.	1	2	3	4	NS
The Board provides new Board members with a thorough orientation that includes their responsibilities and key program and administrative information.	1	2	3	4	NS

How can the Board do better in this area?

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Responsibility 8: Understand the Relationship Between the Board of Directors and the Executive Director

One of the most important responsibilities for a Board is to define and understand its relationship with the Executive Director. The old dictum that “a Board sets policy and the staff carries it out” is oversimplified; an effective Board must have a clear understanding of the differences between its role and the staff’s. Because many important organizational issues require the Board and staff to move in the same direction if they are to be addressed effectively, the quality of the working relationship between the Board and the Executive Director should be high.

	Strongly Disagree	Disagree	Agree	Strongly Agree	Not Sure
The respective roles of the Board and Executive Director are clearly defined and understood.	1	2	3	4	NS
A climate of mutual trust and respect exists between the Board and Executive Director.	1	2	3	4	NS
The Board grants the Executive Director sufficient authority and responsibility to lead and manage the organization effectively.	1	2	3	4	NS
The Board has ensured that adequate policies for staff selection, training, promotion and conflict procedures have been created and implemented by the Executive Director.	1	2	3	4	NS

How can the Board do better in this area?

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Responsibility 9: Enhance the Organization’s Public Image

Board members from various parts of the community or region can do much to develop the organization’s image. If an organization is successful but its achievements are kept secret, it will not succeed in being effective, attracting new leaders for positions of responsibility on the Board and staff, or, most importantly, serving a broad range of people. Accordingly, the Board must ensure staff development of a marketing and public relations strategy that includes written and visual communications, such as annual reports and press releases.

In addition, Board members must periodically seek out key business, government, media, and other leaders to inform them about the organization's activities and plans, and to learn about the concerns and interests of various groups. While encouraging Board members to spread the word about the organization they help govern, the Board must also have a policy about who serves as the organization’s official spokesperson when, for example, a news reporter requests an interview about a possibly controversial issue.

	Strongly Disagree	Disagree	Agree	Strongly Agree	Not Sure
The Board has approved an effective marketing and public relations strategy for the organization.	1	2	3	4	NS
Board members talk about the organization to key people.	1	2	3	4	NS
The Board understands who may serve as the organization's official spokesperson.	1	2	3	4	NS

How can the Board do better in this area?

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Responsibility 10: Organize Itself So That the Board Operates Efficiently

Boards carry out much of their work in meetings. Because meetings of the full Board cannot always accommodate in-depth discussion and analysis of key issues, Boards often work through committees, each of which draws on a small number of Board members to focus on a particular area. Committees of the Board are for the business of the Board and should not operate in isolation from the Board.

To make Board and committee meetings most productive, Board members need to understand the bylaws under which they operate and have the opportunity to review written material related to the agenda several days before a meeting. In addition, each committee needs terms of reference, strong leadership, and the ability to develop consensus among its members and present its recommendations to the full Board.

	Strongly Disagree	Disagree	Agree	Strongly Agree	Not Sure
Board members are familiar with the bylaws.	1	2	3	4	NS
Board members receive clear, succinct agendas and supporting written materials sufficiently in advance of Board and Committee meetings.	1	2	3	4	NS
Committee assignments reflect the interests, experience, and skills of the Board members.	1	2	3	4	NS
Board and Committee meetings are well-organized, productive, and make good use of Board Members' time.	1	2	3	4	NS
Committees have up-to-date terms of reference and a process for regular review.	1	2	3	4	NS

How can the Board do better in this area?

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Responsibility 11: Ensure Sound Risk Management Policies

The Board of Directors needs to reduce, to a tolerable level, the myriad of risks that can severely endanger an organization. No organization is immune to the possibility of a lawsuit, for example, from a recently dismissed employee or a participant who is harmed. Obtaining the proper kinds and levels of insurance can offer some protection to the Board and organizations; more importantly, appropriate action by the Board and staff can reduce the likelihood of accidents or negligent actions through effective policies and the maintenance of a risk register.

	Strongly Disagree	Disagree	Agree	Strongly Agree	Not Sure
The Board has approved a policy to enable the organization to manage and reduce risks to a tolerable level.	1	2	3	4	NS
The Board maintains a risk register that is regularly reviewed and updated.	1	2	3	4	NS
The Board has sufficient liability insurance to cover Board members and staff in the event of lawsuits filed against them as individuals or against the organization as a whole.	1	2	3	4	NS
The Board periodically reviews all insurance carried by the organization to ensure it is adequate and competitively priced (e.g., Directors and officers, general liability, and accident insurance).	1	2	3	4	NS

How can the Board do better in this area?

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General Assessment

1. What are currently the major successes and challenges of the Board?

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2. What are the current major challenges of the Board?

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3. How can the Board's organization or performance be improved in the next year or two?

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3. What other comments or suggestions would you like to offer related to the Board's performance?

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PART B: DIRECTOR SELF-EVALUATION

Circle or check the response that best reflects your opinion. The rating scale for each statement is:

Strongly Disagree (1); Disagree (2); Agree (3); Strongly Agree (4) or Not Sure (NS).

Myself as a Director	Strongly Disagree	Disagree	Agree	Strongly Agree	Not Sure
I am aware of what is expected of me as a Director.	1	2	3	4	NS
I read the records of proceedings, Committee reports, and all agenda items before each meeting.	1	2	3	4	NS
I participate on committees as requested or appointed.	1	2	3	4	NS
I am familiar with the Softball BC's By-laws and policies.	1	2	3	4	NS
I understand the Softball BC's financial position.	1	2	3	4	NS
I always declare any conflicts of interest.	1	2	3	4	NS
I support Board decisions when they are made, even when I disagree with them.	1	2	3	4	NS
I represent all Members.	1	2	3	4	NS
I understand my legal duties as a Director.	1	2	3	4	NS
I am a valuable member of the Board.	1	2	3	4	NS

1. In what ways, if any, do I feel like I could contribute better to support the Board's performance as a member of the Board?

2. What additional training or development would help me perform my role as a Director?



BOARD OF DIRECTORS ELIGIBILITY AND DETERMINATION POLICY

BOARD DEVELOPMENT AND RECRUITMENT PROCESS

DEFINITION

1. The Nominations Committee, which is appointed by the Board of Directors of BC Amateur Softball Association (Softball BC) in accordance with the approved committee terms of reference, will be responsible for soliciting nominations with the skills and characteristics defined in this policy for the election of the Directors of Large and may nominate additional candidates for the election of Directors at Large.

PURPOSE

2. Candidates for positions on the Board of Directors of Softball BC are qualified and skilled persons capable of, and committed to, providing effective leadership and governance to Softball BC.
3. As outlined in its terms of reference, the Nomination Committee is responsible for conducting a recruitment process that seeks out qualified and skilled persons and promotes an interest in seeking a nomination. The Nominations Committee makes every effort to ensure that no candidate gains office by acclamation.
4. The Governance Committee is responsible for annually reviewing the composition of the Board of Directors as a whole, identifying any gaps to be filled by new Board of Directors Member candidates, and recommending to the Board of Directors the desired skills and experience, and communicating this information to the Nominations Committee.

SCOPE AND APPLICATION

5. This policy applies to all individuals interested in being a Director of Softball BC.

NOMINATION COMMITTEE

6. The Board of Directors will regularly review the terms of reference of the Nominations Committee, which includes instructions on committee composition and articulation of key duties and responsibilities.

ELIGIBILITY OF CANDIDATES:

7. To be eligible to serve as a Director, an individual must meet the requirements as listed in the bylaws.
8. Meet the Qualifications and Core Competencies as outlined:
 - a) Previous Board of Directors experience
 - b) Clear understanding of the role of governance vs operational aspects of the organization
 - c) Strong understanding of the BC sport system
 - d) Strong communication skills – ability to share ideas and influence others
 - e) Visionary – able to see Softball BC in broad terms as part of the sport sector
 - f) Strategic – able to contribute to the development and execution of Softball BC's strategic plan
 - g) Specific skills as identified through the nomination process below.
9. Candidates selected to the Softball BC Board of Directors must adhere to the requirements as listed in the bylaws.

Board of Directors DEVELOPMENT AND RECRUITMENT PROCESS:

10. The following process will be utilized to identify candidates for the Softball BC Board of Directors:

PROCESS	TIMELINE
<p>Current Assessment of Board Skills and determination of who is continuing on the board. Board Self-Evaluation to allow individual board members to reflect on their effectiveness.</p> <p><i>Tools used:</i></p> <ol style="list-style-type: none"> 2. Board Skill Matrix 3. Board Evaluation Tools <p><i>Responsibility:</i> Governance Committee <i>Who:</i> All Board Members participate</p>	6 months out from AGM
<p>Identification of Skills Required on the Board Identification of potential people</p> <p><i>Tools used:</i></p> <ol style="list-style-type: none"> 1. Analysis of the Matrix Tool 2. Knowledge of who is continuing on the board <p><i>Responsibility:</i> Governance Committee to meet and review the matrix and make recommendations on “skills” required on the board based on gaps identified and strategic initiatives/directions identified by the board. These gaps are then presented to the board and subsequently shared with the Nominations Committee</p>	5 months out from the AGM
<p>Meeting with Prospective Board Members</p> <p><i>Tools used:</i> Overview of Organization to ensure standard information from all committee members is shared with prospects</p> <p><i>Responsibility:</i> Nominations Committee, Board, Executive Director</p>	5 months to 2 months out from the AGM
<p>Call for Nominations</p> <p><i>Tools used:</i> Call for Nominations Form</p> <p><i>Responsibility:</i> Nominations Committee, support provided as needed to communicate out by the Executive Director.</p>	3 months – 6 weeks out from the AGM
<p>Interviewing and Screening Interested Candidates</p> <p><i>Tools used:</i></p> <ol style="list-style-type: none"> 11. Board Screening Questionnaire (Screening Policy) 12. Standard Interview Questions 13. Declaration of Conflict of Interest (policy and form) <p><i>Responsibility:</i> Nominations Committee, with support from the Executive Director</p>	2 months to 1 month out from the AGM
<p>Decision to place for Nomination at the AGM</p> <p><i>Tools used:</i> Interview analysis and skill analysis, nominee evaluation metric, screening questionnaire analysis, and conflict of interest declaration</p> <p><i>Responsibility:</i> Nominations Committee</p> <p>The nominations committee will provide an update to the Governance Committee, which will share it with the Board of Directors for information only</p>	1 month out from the AGM
<p>Orientation of New Members to the Board</p> <p><i>Tools used:</i> Board Orientation Manual</p> <p><i>Responsibility:</i> Governance Committee</p> <p><i>Who:</i> Governance Committee, President or Executive Director</p>	Prior to the first board meeting after the AGM.

INTERPRETATION

14. If this Policy conflicts with or contradicts the Bylaws of Softball BC, the Bylaws shall take precedence.

BOARD OF DIRECTORS RECRUITING AND DEVELOPMENT MATRIX

Skills, Attributes and Diversity

To best determine the needs of the Board of Directors, the Governance Committee will assess the current makeup of the Board for its strengths, gaps, and diversity. The Committee, in working with the Board of Directors, can determine the skills, experience, and demographics that would best suit the Board in the upcoming years based on the organization's needs and priorities, and then begin recruiting to fill those needs or reduce any identified gaps.

A Board of Directors Recruiting and Development Matrix that includes skills, attributes, and diversity, as well as key projects/growth areas of the organization, will aid the Board of Directors in identifying prospective Board of Directors candidates and supporting any Board of Directors development work that may be needed.

The following is a sample matrix that the committee can incorporate into the Board of Directors' governance work. It should be conducted annually, in alignment with the timelines outlined in the Board of Directors Eligibility and Determination Policy. The matrix can be imported into an online survey tool, or individual Board of Directors members can complete a survey, which is then compiled.

In addition to the matrix, the Board of Directors, in working in partnership with the Executive Director, should answer the following questions:

1. What are the top three priorities that the organization will be focusing on over the next 2 – 3 years?
2. Based on these priorities, do we have any identified skills or diversity gaps among the Board of Directors that would help support their achievement?
3. How do we ensure, in addition to the skills, attributes and diversity that we have a cultural fit with the Board of Directors and alignment with the organization's values?

The Board of Directors should consider the terms of current directors when they may be stepping off the Board, and succession planning for key roles, such as the President, Vice President, and Treasurer.

DEMOGRAPHICS	Name							
AGE								
Under 25								
25 - 34								
35 - 44								
45 - 54								
55 - 64								
65 +								
GENDER								
CIS Man								
CIS Woman								
Non-Binary								
Trans Man								
Trans Women								
Prefer not to answer								
Please indicate any of the following groups you identify with (please select all that apply):								
Person with a disability								
Black, Indigenous, Person of Colour (BIPOC)								
Newcomer to Canada (immigrant or refugee who has been in Canada for a short time)								
Lesbian, Gay, Bisexual, Transgender, Two Spirit (LGBTTS+)								
Other group (please specific)								
Prefer not to answer								
None of the above								

EXPERIENCE	Name							
NUMBER OF YEARS ON THE Board of Directors								
1								
2								
3								
4								
5								
6								
7								
8								
9								
10+								
GOVERNANCE EXPERIENCE								
Private Sector/Commercial Experience								
Public/Crown Experience								
Non-profit Experience								
Board of Directors Experience								
Board of Directors Leadership Experience (President/Chair)								
Committee Experience (Board of Directors or Council)								
Corporate Leadership Experience								
Other								
EDUCATIONAL BACKGROUND								
Secondary								
Post-Secondary (University/College)								
Post Graduate								
Other (please specify)								

EXPERIENCE	Name							
PROFESSIONAL BACKGROUND								
Accounting/Finance								
Business								
Coaching								
Community/Social Services								
Education/Training								
Engineer								
Entrepreneur /Small Business Owner								
Government								
Governance/Non-profit								
Health Care/Medical								
Human Resources								
IT/Technology								
Law								
Marketing/Communications/Public Relations								
Medical								
Military								
Real Estate/Developer								
Sales								
Other – please list								
AREAS OF INFLUENCE								
Business and Industry/ Private Sector								
Community Development/ Non-Profit Sector								
Government Sector (Municipal, Provincial, Federal)								
Media/Advertising (Print, Radio, TV, Social, etc.)								
Other – please specify								

SKILLS AND ATTRIBUTES	Name							
ATTRIBUTES								
Visionary thinking								
Strategic thinking								
Able to Lead and Influence Others								
Passion for the Cause/Sport								
Dedication/Committed								
Objective and Impartial								
Knowledgeable about Organization/Sport System								
Knowledgeable and Understanding of Good Governance								
Discretion and Confidentiality								
Zest for Learning (seek personal and professional development)								
TECHNICAL SKILLS								
Accounting								
Finance Management								
Financial Investments								
Fundraising								
Law								
Marketing								
Information Technology								
Public relations								
Risk Management								
Human Resources								
Strategy Development and Implementation								
CEO/Senior Management Experience								
Education								
Social Services								
Public Policy								

Social media								
Sales								
Other								

Interview Guide for Board of Directors Candidates

Softball BC

This interview guide has been created to align with the Board of Directors Eligibility and Determination Policy and Nominations Process. It assumes that the organization has this policy in place, has taken the care to conduct a Board of Directors Skills, Attributes and Diversity Analysis in preparation for the Board of Directors Nominations and has an approved and aligned Nominations Process in place.

The Board of Directors Eligibility and Determination Policy and Nomination Process should be shared and made available to the membership and identified stakeholders, and communicated through the call for nominations for the Board of Directors. This interview guide for Board of Directors Candidates is intended to support the Nominations Committee.

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PURPOSE

The **purpose** of the interview with prospective Board of Directors candidates is the following:

1. To create an environment where the prospective candidate can learn more about the organization and how the Board of Directors functions.
2. For the nominations committee to gain a better understanding of the skills and experiences that the prospective Board of Directors candidate may bring to the Softball BC Board of Directors.
3. To assess the prospective candidate's knowledge around governance and the role of the Board of Directors, and the role of staff within the organization.
4. To discern if the prospective candidate has the attributes of a visionary and/or strategic thinker to support the work of the organization.
5. To determine if the prospective candidate has a passion for the vision and mission of the organization and aligns with the values of the organization.

TIPS FOR CONDUCTING AN INTERVIEW

Conducting good interviews requires some advance work. Please review the following tips to help ensure that your interview goes smoothly.

Step 1: Be prepared. Review all questions and decide in advance who will be asking each question on behalf of the nominations committee. Ensure you have a confirmed meeting time and method in advance, and follow up with the prospective candidate on the date/time and meeting logistics. It is a good idea to send a reminder to the prospective candidate the day before the interview.

Step 2: Review the questions before the interview to ensure you fully understand the meaning of each question and who will be asking it. Establish in advance a system for transitioning to the next question, to be asked by a different member of the nominations committee.

Step 3: If you have done previous interviews, consider how rephrasing a specific question might generate a more powerful answer. Any rephrasing should not create a different question or position the question as a leading or closed-ended question rather than open-ended.

Step 4: Introduce the nominations committee and use a few quick ice-breaker comments to put the prospective candidate at ease. Ask questions like: How has your day been going? Is this the first time you have participated in an interview of this type?

Step 5: Follow the interview template. Make sure your comments are open-ended, so you get more than just yes-or-no statements. Prompt for further clarification when required.

Step 6: If conducting the interview in person or through videoconference, maintain eye contact when possible. Nod as appropriate to show that you are **actively listening**. Invite additional comments by not rushing in to fill the silence. Be comfortable with the silence. Remember to count to 10 before speaking.

Step 7: Take good notes. Ask for clarification if required.

Step 8: Once you finish, ask if they have any further questions or anything to add. Sometimes the best pieces come at the end when people feel they are 'no longer being interviewed'.

Step 9: Take time to describe the next steps. Example of this: We are conducting interviews this week and anticipate being able to follow up with you on any next steps by [provide a date]. [Name of individual] will follow up with you by phone/email.

Step 10: Thank them for their time and interest in the Softball BC Board of Directors.

SAMPLE INTERVIEW TEMPLATE

Candidate: _____

Scale: 5 – High / 3 – Average / 1 – Low

Questions	Comments/Place to record notes	Score
<p>OVERVIEW [Identify the Nominations Committee member who will provide the overview]</p>	<p><i>Overview of the process and introductions of the nominations committee.</i></p> <ul style="list-style-type: none"> - <i>Welcome, thank them for joining.</i> - <i>The purpose of the interview/meeting is for you to gain a better understanding of Softball BC and for the nomination committee to gain a better understanding of the skills and experiences you may bring to Softball BC's Board of Directors.</i> - <i>Introduction of Nominations Committee: [Identify the individuals from the nominations committee who are present at the interview]. Also, with us today is [list the name of the Executive Director and/or Board of Directors Liaison, if they are present], and their role is to answer any specific questions you may have about the Board of Directors and/or the organization that may be outside the purview of the nominations committee.</i> - <i>The committee has several questions for you to gain a better understanding of your experiences and skills you may bring to the Board of Directors, as well as potential contributions to Softball BC's Board of Directors.</i> - <i>Following some of our questions, we invite you to ask any questions you may have about Softball BC and Softball BC's Board of Directors.</i> 	
<p>GENERAL QUESTION TO PUT CANDIDATE AT EASE ([Insert Name of Individual asking Question]) 1. Tell us a bit about yourself: current profession, occupation, interests?</p>		(no score)
<p>Board of Directors EXPERIENCE ([Insert Name of Individual asking Question])</p>		Scale 1-5

<p>2. a. What is your previous experience on the Board of Directors of a voluntary organization?</p> <p>b. In your previous Board of Directors roles, what are some of the highlights of your contributions to the Board of Directors?</p> <p>d. Describe your experiences in Board of Directors policy development and strategic thinking.</p> <p>f. What do you see as the differences between the roles of the Board of Directors and the Staff?</p>		
<p>SPECIFIC SKILLS <i>([Insert Name of Individual asking Question])</i></p> <p>3a. What special knowledge, skills or experience do you have which would assist in the Board of Directors' decision-making? What would be your contribution to the good governance of the organization?</p> <p>3b. {Name of Organization} is seeking specific skills in <i>[list the skills identified in the gap analysis/skills matrix and communication on the call for nominations]</i>. Can you describe how your skills will contribute to one or more of these areas?</p>		Scale 1 –5
<p>UNDERSTANDING OF MANDATE AND VALUES <i>([Insert Name of Individual asking Question])</i></p> <p>4a. Summarize your understanding of the mission and vision of Softball BC and how you support these.</p> <p>4b. Softball BC has adopted the following values that guide our daily work. <i>[List values]</i>. Can you share how your values align with ours?</p>		Scale 1-5

<p>INVOLVEMENT WITH NON-PROFIT/SPORT ORGANIZATIONS ([Insert Name of Individual asking Question])</p> <p>5. Can you describe your involvement with other Non-Profit or Sport Organizations? (type of involvement, length)</p>		Scale 1-5
<p>UNDERSTANDING OF SPORT SYSTEM ([Insert Name of Individual asking Question])</p> <p>6. Can you describe 3 trends that are shaping the landscape of amateur sport in Canada [or your province or community] currently?</p>		Scale 1-5
<p>COMMITMENT ([Insert Name of Individual asking Question])</p> <p>7. Are you able to devote the time and effort necessary?</p> <p>Discuss monthly time commitment: [Insert what is relevant for your organization, i.e., 1 -3 hours Board of Directors; 1-2 hours reading; Committees 2 – 4hours; other events 1 - 3 hours]</p>		Scale 1-5
<p>Questions you may have for the committee? ([Insert Name of Individual asking Question])</p> <p>Next Steps</p>		No score
<p>Is there anything else the Candidate may wish to add or share that we have not had a chance to talk about today? ([Insert Name of Individual asking Question])</p>		No score
<p>Next Steps</p>	<p><i>Next steps notes:</i></p> <ul style="list-style-type: none"> ● <i>Complete all interviews</i> ● <i>Reference checks of all prospective Board of Directors nominees</i> <p><i>Follow-up on recommended nominees and any next steps will be shared then.</i></p>	

ADDITIONAL NOTES:

TIPS FOR THE INTERVIEW DEBRIEF AND IDENTIFYING POTENTIAL Board of Directors CANDIDATES

Following the Interview and series of interviews, the nominations committee should hold debriefs as follows:

1. After each interview the nominations committee as a group should reflect on the following, including completing the Nominee Evaluation Metric:
 - How does the prospective Board of Directors candidate meet the attributes of strategic and/or visionary, as well as being able to communicate about the organization's mission/vision/values?
 - How does the prospective Board of Directors candidate meet any of the identified gaps in the skills, attributes and diversity matrix? And how is the prospective candidate able to add value and support to the Board of Directors in addressing these skills/attributes/diversity gaps?
 - Does the prospective candidate have previous Board of Directors experience? Is the prospective Board of Directors candidate able to discern the role of the Board of Directors and the role of staff? How would the prospective candidate be able to add value to the good governance of the organization?
 - How well does the prospective candidate's passion for the the organization's vision and mission align? How does the prospective candidate exemplify the organization's values?
 - Does the prospective individual have any conflicts with regard to sitting on a member organization or affiliated organization? If yes, can it be managed by the current conflict of interest policy?

2. Following all interviews, the nominations committee as a group should reflect on the following to support their decision on what candidates to put forward to the Board of Directors:
 - What candidates exemplified best the following:
 - Passion for the organization's mission and vision.
 - The values of the organization.
 - The ability to fill identified gaps described through the skills, attributes and diversity matrix.
 - Good governance and knowledge of good governance.
 - Are there candidates who would better serve the organization on an operational or Board of Directors committee to help them gain a better understanding of the organization as a whole? Or whose skills/attributes may be better suited to serve and support the work of a committee, as they are more of a "doer" or person who likes to support the operations, vs someone who is strategic and visionary and can communicate the value and needs of the organization?



NOMINEE EVALUATION METRIC

Name of Candidate: _____

1. Experience being a Director and with voluntary and community organizations.

Evaluate the candidate’s response. Candidates score higher if they identify experience serving with multiple organizations in multiple capacities for a lengthy period of time.

Category Total / 5

2. Skills and Competencies

Evaluate the candidate’s response. Candidates score higher if they identify skills and competencies that would be useful for the Softball BC Board, based on identified attributes of board members (i.e., strategic, visionary, leadership, communication, teamwork skills and knowledge of the Canadian Sport System or Softball BC.

Category Total / 5

3. Understanding of Softball BC Mandate and Values Alignment.

Evaluate the understanding the candidate has of the mission/mandate of Softball BC and their alignment with the values of the organization. Experience with Softball BC in other roles.

Category Total / 5

4. Experience with sport organizations or other non-profit organizations.

Evaluate the candidate’s response on their involvement with other non-profit organizations within or outside of the sport system.

Category Total / 5

5. Understanding of the Sport System

Evaluate the candidate’s understanding of the Canadian sport system.

Category Total / 5

6. Commitment Level

Evaluate the candidate’s ability to commit to the role of Director.

Category Total / 5

7. Conflicts of Interest

Evaluate the candidate’s response. Candidates score higher if they do not identify potential conflicts of interest.

Category Total / 3

Calculate the total score. Provide comments or questions on a separate page.

TOTAL SCORE / 33



BOARD OF DIRECTORS CANDIDATE SCREENING DISCLOSURE FORM

NAME: _____
First Middle Last

OTHER NAMES YOU HAVE USED: _____

CURRENT PERMANENT ADDRESS:

Street City Province Postal

DATE OF BIRTH: _____ GENDER: _____
Month/Day/Year

EMAIL: _____ PHONE: _____

1. Have you ever been convicted of a crime for which a pardon has not been granted? Yes _____ No _____
If yes, please describe below for each conviction:

Name or Type of Offense: _____

Name and Jurisdiction of Court/Tribunal: _____

Year Convicted: _____

Penalty or Punishment Imposed: _____

Further Explanation: _____

2. Are criminal charges or any other sanctions, including those from a sport body, governing body, private tribunal or government agency, currently pending or threatened against you? Yes _____ No _____ If yes, please explain for each pending charge:

Name or Type of Offense: _____

Name and Jurisdiction of Court/Tribunal: _____

Further Explanation: _____

3. **Has any civil court made a finding, judgment or ruling against you, or have you entered into an out-of-court settlement relevant to acting as a director, the sport of softball or any other sport?** Yes _____ No _____ If yes, please describe each finding, judgment or ruling below:

Civil Court Finding: _____ Out of Court Settlement: _____

Type of Offense or Finding: _____

Year of Offense or Settlement: _____

Penalty or Punishment Imposed: _____

Further Explanation: _____

4. **Have you ever been the subject of a decision of a court, tribunal or governing body that might reflect adversely on your profession or your position as a director?** Yes _____ No _____ If yes, please describe below:

Type of Offense: _____

Year of Decision: _____

Penalty or Punishment Imposed: _____

Further Explanation: _____

5. **Have you ever been dismissed from a position due to allegations of ethical or moral misconduct?** Yes _____ No _____ If yes, please describe below:

Name of applicable Organization: _____

Date of Dismissal: _____

Reason for Dismissal: _____

6. **Have you ever been disciplined or sanctioned by an international sport body, by a sport governing body outside Canada, by Softball Canada, or by any other body within Canada that governs the sport of softball or any other sport?**

Yes _____ No _____ If yes, please describe below:

Name of applicable Organization: _____

Date of Discipline or Sanction: _____

Reason for Discipline or Sanction: _____

7. **Have you ever been disciplined or sanctioned by an independent body (sport body, private tribunal, governing body or government agency, etc.) for which a pardon has not been granted?**

Yes _____ No _____ If yes, please describe below:

Name or Type of Offense: _____

Name and Independent Body: _____

Year Convicted: _____

Penalty or Punishment Imposed: _____

Further Explanation: _____

8. **Have you ever been in bankruptcy, or are you currently in bankruptcy?**

Yes _____ No _____ If yes, please describe below:

Further Explanation: _____

Attach additional page(s) as necessary.

Certification

I hereby certify that the information contained in this form is accurate, correct, truthful and complete.

I further certify that I will immediately inform the BC Amateur Softball Association of any changes in circumstances that would alter my original responses to this Screening Disclosure Form. Failure to do so may result in termination of membership or removal as a director.

Signature: _____

Date: _____

Board of Directors Orientation Framework

- Mission of the BC Amateur Softball Association (Softball BC)
- Strategic Plan
- Operational Plan (for information purposes)
- History of the Organization – 2 pages
- Summary of Programs and Services – 2 pages max – 1, if possible
- Organizational Structure (clear lines of accountability)
- Board Member’s Role Description – 1-page position description that shows the clear link to the mission of the organization
 - Role descriptions for President, Vice President and Treasurer
- Committees of the Board – Terms of Reference
- Relevant Policies – Board and Operational (this may be kept in a separate document or manual)
- Nomination Process or Board Eligibility and Determination Policy
- ED Development and Review Process
- Strategic Plan Review, Operating Plan and Budgeting Process
- Current Year’s Budget
- Other pertinent information to Softball BC



Softball BC Board of Directors - Director's Compliance Agreement

The undersigned (the “**Director**”) acknowledges and understands that serving as a director of BC Amateur Softball Association (Softball BC) brings with it certain responsibilities and obligations. Accordingly, the Director agrees and confirms as follows:

QUALIFICATION AND CONTINUING COMPLIANCE

1. **Qualification.** The Director meets all the legal requirements for serving as a director of Softball BC as set out in Softball BC’s bylaws (the “**Bylaws**”) and the BC Societies Act (the “**Act**”).
2. **Screening.** The Director will participate in any screening process or any evaluation and review process that Softball BC may establish with respect to assessing the Director’s ability to serve as a director of Softball BC.
3. **Investigations and Charges.** The Director will inform the Softball BC’s Board of Directors (the “**Board**”) of any pending charges, charges, or criminal investigation(s) involving the Director, with the Board having the right in its sole discretion to determine whether any pending charges, charges, or criminal investigation(s) pose an unacceptable risk to the safety and security of the Softball BC.
4. **Conflicts of Interest.** The Director will inform the Board of any actual or perceived conflicts of interest.
5. **Continuing Compliance.** The Director will immediately inform the Board of anything that might jeopardize the Director’s ongoing compliance or ability under the Bylaws or the Act to qualify as a director.

DUTIES

6. **Duty of Diligence.** The Director will:
 - a) act reasonably, prudently, and in good faith in the best interests of Softball BC and its members;
 - b) exercise the same level of care that a reasonable person with similar abilities, skills, and experience would exercise in similar circumstances;
 - c) act cautiously and try to anticipate the consequences of their decisions and actions;
 - d) act honestly and forthright; and
 - e) take reasonable steps to manage foreseeable risks.
7. **Duty of Loyalty.** The Director will:
 - a) prioritize the interests of Softball BC over any other interest, including the Director’s own personal interests, and not use one’s position as a Director to further private interests;
 - b) disclose any conflicts of interest;

are

- c) act properly in disclosing a conflict of interest situation and not discuss, influence, or make decisions relating to that conflict;
- d) comply with Softball BC's privacy obligations;
- e) keep the Softball BC's business private and not discuss certain matters with people outside of the Softball BC without the prior approval of the Board; and
- f) support Board decisions even if the Director may not personally agree with the decisions and might not have voted to support them.

8. **Duty of Obedience.** The Director will:

- a) comply with the Softball BC 's governing documents, including its articles, the Bylaws, and all policies and procedures (the "**Policies and Procedures**") adopted by the Softball BC;
- b) ensure the Softball BC 's governing documents remain current and accurate; and
- c) comply with the Act and all external laws and rules that are applicable to Softball BC.

RESPONSIBILITIES

9. **Miscellaneous Responsibilities.** The Director will

General

- a) act as a member of any committee as appointed by the Board;
- b) keep all appropriate individuals and committees informed as required;
- c) perform such other duties as may from time to time be established by the Board;
- d) act in a manner that promotes a positive and professional public image;
- e) devote appropriate time and attention to the business and interests of Softball BC;

Meetings

- a) attend and properly prepare for meetings;
- b) provide all required reports to the Board in written form as required;
- c) ensure that minutes of meetings are kept and are accurate and correct;
- d) ensure that minutes of meetings reflect abstentions from votes, votes for and votes against motions;
- e) declare any real or perceived conflict of interest with respect to an issue when the issue first arises and not vote, participate in or influence the decision-making process;
- f) ensure any such disclosures of conflict are recorded in the meeting minutes;

Finances

- a) review regularly the financial reports of Softball BC;
- b) approve and monitor Softball BC's budget.
- c) ensure the performance and completion of an annual audit of Softball BC's finances;
- d) know who is authorized to sign cheques and for what amount;
- e) supervise the management and the disbursement of funds of Softball BC;
- f) comply with all Policies and Procedures applicable to financial matters;

Miscellaneous

- a) ensure that all contracts the Softball BC enters into are carefully reviewed by staff or, where material, by counsel;

are

- b) ensure Softball BC has clear human resources policies and ensure that staff evaluations are performed at least annually;
- c) ensure that all staff and volunteer positions have written job descriptions and agreements;
- d) ensure there are suitable screening measures in place for those staff and volunteer positions that involve interaction with youth or other vulnerable persons in unsupervised settings;
- e) review and adhere to Softball BC's Bylaws, Policies, and Procedures;
- f) update out-of-date Bylaws, Policies, and Procedures;
- g) ensure the Softball BC obtains adequate insurance and become familiar with Softball BC's insurance policies and the scope of their coverage.

* * * * *

The Director has sought or obtained, or has had the opportunity to seek and obtain, independent legal advice concerning the matters in this agreement and is signing this agreement knowingly and voluntarily.

Director

Date



BOARD MEMBER POSITION DESCRIPTION

Softball BC

Link to Mission: Softball BC's mission is to grow softball across British Columbia by supporting players, coaches, umpires, clubs and volunteers through inclusive pathways that develop people, strengthen communities, and inspire excellence. Members of the board continually inspire others to be involved. They are leaders in sport and the community, with a commitment to providing excellence at all levels of the organization.

Authority and Responsibility: Responsible to the Board of Directors through the President and to the membership by which they were elected. As a member of the Board, a Director acts in a position of trust for the community and is responsible for the effective governance of Softball BC. Individual Board members have no authority to approve actions of the organization, direct staff, or speak on behalf of the organization, unless specifically authorized by the Board of Directors.

Requirements:

- Commitment to the mission, values and work of Softball BC
- Knowledge and skills in one or more areas of board governance: policy, finance, programs, personnel, and advocacy
- Willingness to serve on committees
- Attendance at board meetings
- Attendance at meetings of assigned committees
- Attendance at meetings of the members, including Annual General Meetings, Special Meetings or other meetings of the membership
- Support of events and special events of Softball BC
- Support of, and participation in, fundraising events
- Confidentiality is required for reports and discussions

Skills and Attributes:

- Strategic and/or visionary thinking
- Ability to work as part of a team
- Dedicated and committed to the mission of Softball BC
- Knowledgeable about Softball BC and the Canadian sport system
- Knowledge and understanding of Good Governance
- Discretion and Confidentiality
- Communication skills
- Zest for learning

Term: Directors are elected by the membership at the Annual General Meeting. Directors serve a three-year term. Directors may be released at the end of the elected term, by resigning or in accordance with Softball BC bylaws.

General Duties: A Director is fully informed on organizational matters and participates in the Board's deliberations and decisions in matters of policy, strategy, finance, programs, personnel, and advocacy.

- Participate in the development of Softball BC's strategic plan and provide strategic oversight to Softball BC.
- Approve the Softball BC budget on an annual basis and provide fiduciary oversight to Softball BC, including ensuring compliance with regulations for all compliance bodies.
- Approve, where appropriate, policy and other recommendations received from the Board, its standing committees and senior staff.
- Monitor all Board policies.
- Review the bylaws and policy manual, and recommend bylaws changes to the membership as needed.
- Review the Board's structure, approve changes, and prepare necessary bylaw amendments.
- Approve the hiring and release of the executive director, including the executive director's employment contract, based on the recommendations of the Finance and Human Resources Committee.
- Support and participate in the evaluation of the Executive Director.
- Assist in developing and maintaining positive relations among the Board, committees, staff members, and community to enhance Softball BC's mission.

Evaluation: The Board will conduct a collective evaluation annually, and Directors will participate in a self-evaluation of the Board's performance and their individual contributions.

Review Date and Approval Date: The Governance Committee reviews the Board Member Position Description annually to coincide with the completion of the Board of Directors Recruiting and Development Matrix review. Recommended changes are presented to the Board.

Approval Date:

Review Date:



PRESIDENT - POSITION DESCRIPTION

Softball BC

Link to Mission: Softball BC's mission is to grow softball across British Columbia by supporting players, coaches, umpires, clubs and volunteers through inclusive pathways that develop people, strengthen communities, and inspire excellence. The President continually works to ensure a full understanding of Softball BC and its importance in being stewards of the sport of softball in the province.

Authority and Responsibility: Responsible to the Membership through the Board of Directors.

Requirements:

- Commitment to the mission, values and work of Softball BC
- Knowledge and skills in one or more areas of board governance: policy, finance, programs, personnel, and advocacy
- Speak positively of Softball BC and assist in developing and maintaining positive relations among the board, committees and the softball community to enhance Softball BC's mission
- Is an active relationship builder and represents Softball BC at external events.
- Promotes Softball BC in the community
- Demonstrates loyalty, commitment and fiduciary responsibility to Softball BC

Skills and Attributes:

- Leadership qualities
- Strategic and/or visionary thinking
- Strong Communicator
- Good Facilitator
- Self-Awareness
- Networking Ability
- Connected in Community
- Dedicated and committed to the mission of Softball BC
- Knowledgeable about Softball BC and the Canadian sport system
- Knowledge and understanding of Good Governance
- Ability to conduct a meeting
- Ability to analyze and take risks
- Long term commitment to Softball BC

Term: The President is elected/appointed by the Board of Directors following the Annual General Meeting of the Membership. The President shall serve in the role for one year, with the option to be re-elected or reappointed in subsequent years.

General Duties: The President is fully informed on organizational matters and provides leadership in the Board's deliberations and decisions in matters of policy, strategy, finance, programs, personnel, and advocacy.

- Provides leadership to the Board by focusing the Board's activities on governance items and activities to support Softball BC's mission.
- Chairs all meetings of the Board, encouraging board members to participate in meetings, discussions and decision-making. Ensures that Board members have the information they need to make informed decisions.
- Chairs all meetings of the membership, including the Annual General Meeting, Special Meetings or other meetings of the members.
- Oversee the affairs and operations of Softball BC through the reporting relationship with the Executive Director.
- Ensures the review, monitoring and upkeep of the Softball BC Bylaws as a steward for the membership.
- Ensures the development, monitoring, review, and approval of all Softball BC policies.
- Ensures the board members are oriented, trained, evaluated and recognized for their contributions.
- Coordinate the planning of the Board's activities for the year ahead and plans for Softball BC's future. In this capacity, the President is responsible for ensuring that Softball BC maintains an ongoing planning process.
- In working with the Executive Director, prepares the agenda for all Board Meetings.
- Prepares and presents required reports at board meetings.
- Prepares and presents the required reports at members' meetings, including the Annual General Meeting.
- Ensures the Board's committees are organized annually and maintains contact with committee chairs, helping them stay on track, monitoring performance, and providing any additional support they may need.
- Serves as an ex officio member of all board committees.
- Ensures there is an evaluation process for Board members and the board as a whole.
- Participates in the selection and release of the Executive Director in consultation with Finance, Human Resources and Risk Management Committee.
- Ensures there is an evaluation process for the Executive Director.
- Act as a signing officer of Softball BC.

Evaluation: Self and by the board, annually, based on the performance of assigned Board requirements and duties.

Review Date and Approval Date: The Governance Committee reviews the President's Position Description annually to coincide with the completion of the Board of Directors Recruiting and Development Matrix review. Recommended changes are presented to the Board.

Approval Date:

Review Date:



VICE PRESIDENT - POSITION DESCRIPTION

Softball BC

Link to Mission: Softball BC's mission is to grow softball across British Columbia by supporting players, coaches, umpires, clubs and volunteers through inclusive pathways that develop people, strengthen communities, and inspire excellence. The Vice-President works closely with the President to ensure the effective governance of Softball BC and assumes the President's duties in their absence.

Authority and Responsibility: Responsible to the Board of Directors through the President.

Requirements:

- Commitment to the mission, values and work of Softball BC
- Knowledge and skills in one or more areas of board governance: policy, finance, programs, personnel, and advocacy
- Speak positively of Softball BC and assist in developing and maintaining positive relations among the board, committees and the softball community to enhance Softball BC's mission
- Is an active relationship builder and represents Softball BC at external events.
- Promotes Softball BC in the community
- Demonstrates loyalty, commitment and fiduciary responsibility to Softball BC

Skills and Attributes:

- Leadership qualities
- Strategic and/or visionary thinking
- Strong Communicator
- Good Facilitator
- Self-Aware
- Networking Ability
- Connected in Community
- Dedicated and committed to the mission of Softball BC
- Knowledgeable about Softball BC and the Canadian sport system
- Knowledge and understanding of Good Governance
- Ability to conduct a meeting
- Ability to analyze and take risks
- Long-term Commitment to Softball BC

Term: Vice President is elected/appointed by the Board of Directors following the Annual General Meeting of the Membership. The Vice President shall serve in the role for one year, with the option to be re-elected or reappointed in subsequent years.

General Duties: The Vice President will shadow the President, learning the requirements of the position in preparation for assuming the Presidency.

- Chairs board meetings in the absence of the President
- Meets regularly with the President to discuss the work of the Board
- In the absence of the President, the Vice President has the authority to perform the duties of the President.
- May be assigned other work, projects, committees and task forces as determined by the Board of Directors.
- Act as a signing officer of Softball BC.

Evaluation: Self and by the board, annually, based on the performance of assigned Board requirements and duties.

Review Date and Approval Date: The Governance Committee reviews the Vice-President's Position Description annually to coincide with the completion of the Board of Directors Recruiting and Development Matrix review. Recommended changes are presented to the Board.

Approval Date:

Review Date:



TREASURER - POSITION DESCRIPTION

Softball BC

Link to Mission: Softball BC's mission is to grow softball across British Columbia by supporting players, coaches, umpires, clubs and volunteers through inclusive pathways that develop people, strengthen communities, and inspire excellence. The Treasurer ensures the organization's financial accountability to support fiscal responsibility and oversight.

Authority and Responsibility: Responsible to the Board of Directors through the President.

Requirements:

- Commitment to the work of Softball BC
- Knowledge and skills in finance as they relate to good governance and the fiduciary responsibilities of the board.
- Speak positively of Softball BC and assist in developing and maintaining positive relations among the board, committees and the softball community to enhance Softball BC's mission.
- Is an active relationship builder and represents Softball BC at external events
- Promotes Softball BC in the community
- Demonstrates loyalty, commitment and fiduciary responsibility to Softball BC

Skills and Attributes:

- Current knowledge of not-for-profit accounting practices
- Accounting designation
- Dedicated and committed to the mission of Softball BC
- Knowledgeable about Softball BC and the Canadian sport system
- Knowledge and understanding of Good Governance
- Long-term Commitment to Softball BC

Term: Treasurer is elected/appointed by the Board of Directors following the Annual General Meeting of the Membership. Treasurer shall serve in the role for one year with the ability to be re-elected or appointed in subsequent years.

General Duties: The Treasurer shall ensure financial oversight of Softball BC.

- Provides regular reports to the Board on the financial state of Softball BC that properly reflect the operating results and financial condition of the organization.
- Serves as Chair of the Finance and Human Resources Committee.
- Ensures current and acceptable financial policies, practices, accountabilities and controls are in place for Softball BC.
- Ensures the development, review and monitoring of all financial policies, financial control policies and procedures

- Provides oversight to the annual audit process and ensures financial reporting at the Annual General Meeting.
- Provides the Board with an annual budget for approval. Speaks for the budget in partnership with the Executive Director.
- Act as a signing officer of Softball BC.

Evaluation: Self and by the board, annually, based on the performance of assigned Board requirements and duties.

Review Date and Approval Date: The Governance Committee reviews the Treasurer's Position Description annually to coincide with the completion of the Board of Directors Recruiting and Development Matrix review. Recommended changes are presented to the Board.

Approval Date:

Review Date:



Tournament Sanctioning Working Group Terms of Reference

Purpose:

The Board of Directors directed staff to establish a working group to prepare a report containing recommendations to address the concerns identified by members as they pertain to the tournament scheduling process in BC, and to identify potential remedies.

The report is to be available to the Board of Directors no later than July 1, 2026.

Core Values for Guiding the Working Group:

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

Key Duties:

The working group will perform the following key duties:

- Part A
 - Identify the current challenges related to tournament scheduling in BC and potential remedies.
- Part B
 - Based on the findings in Part A, create/ review the tournament scheduling process, which includes but is not limited to
 - Intake procedure and timeline,
 - procedure for identifying and resolving conflicts,
 - sanctions for non-compliance with established guidelines

Authority:

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

Composition:

Using the current list of tournament directors/organizers in BC, staff will call for volunteers to serve on the working group. The Softball BC Office will endeavour to select from the pool of volunteers five (5) to (7) candidates to form the working group. Staff will endeavour to ensure regional diversity in their selection of volunteers. The Chair of the working groups will be selected from among the volunteers. In the absence of a chair, the staff liaison to the working group will serve as chair.

Meetings:

The Council will meet by videoconference as required. The Chair will call meetings. The number of meetings will be determined by the work to be completed by the group. A quorum for a meeting requires at least 60% of voting members to be present.

Decisions will be made by a simple majority of the working group members present at the meeting. The Softball BC staff support representative does not have a vote.



Resources or Support:

The working group will receive the necessary resources from the Softball BC Office to fulfill its mandate.

Responsible to:

The working group reports to the Board of Directors through the assigned staff liaison.

Evaluation:

No evaluation will be required, as the working group will be disbanded once the Board has received the report.

Review and Approval of Terms of Reference:

No review of the terms of reference is required, as the working group will be disbanded once the Board has received the report.

Other:

All members of the working group 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: _____



MOTION FAILED

NOTICE OF MOTION
Special Operating Rules Submitted by: BC Date: August 13, 2025
REFERENCE: (Section, page, article, number, etc.) Page 23. Article 13, item 3
WHEREAS (Article as currently written.)
Umpire-in-Chief and Deputy Umpire-in-Chief working at a Western Canadian Championship will be paid a UIC/DUIC Fee of \$50.00 per day per person that they are on site. Each umpire will be paid a game fee of \$45.00 per person per game. Any Province/Territory Association that sends teams to a Western Canadian Championship but fails to send an umpire to that Championship will be assessed a fee of \$500.00 per incident. This fee will be forwarded to the WCSA who will then forward it to the host Province/Territory Associations.
BE IT RESOLVED THAT (Motion. State whether revision, addition, deletion)
REVISION Umpire-in-Chief and Deputy Umpire-in-Chief working at a Western Canadian Championship will be paid a UIC/DUIC Fee of \$50.00 per day per person that they are on site. Each umpire will be paid a game fee of \$45.00 per person per game. Any Province/Territory Association that sends teams to a Western Canadian Championship but fails to send an umpire to that Championship will be assessed a fee of \$1,500.00 per incident. This fee will be forwarded to the WCSA who will then forward it to the host Province/Territory Associations.
RATIONALE
It is currently cheaper for an association to accept the penalty than send their umpire to a championship.
FINANCIAL IMPLICATIONS (Softball Canada, Provincial/Territorial, Individual)

\$1,000 increase per championship to any Province/Territory Association not sending an umpire.

MOTION FAILED

2026 NOTICE OF MOTION FORM

PROPOSAL							
Please use full sentences. Type the change in its entirety, even if you are only adding one word.							
PROPOSED RULE CHANGE FOR:	2026						
Submitted by: Softball BC							
TYPE:	FAST PITCH	X	SLO-PITCH		ORTHODOX		ALL
	Article 1		Letter: n/a		Number: n/a		
WHEREAS:	Article 1 should list ALL championship categories.						
ADD:	5. U20 Male FP 6. Women's FP 7. Men's FP 8. Master's FP 9. Coed SP						
	Our handbook is inconsistent as it pertains to clearly indicating the championships we aim to deliver.						

MOTION CARRIED

2026 NOTICE OF MOTION FORM

PROPOSAL							
Please use full sentences. Type the change in its entirety, even if you are only adding one word.							
PROPOSED RULE CHANGE FOR:	2026						
Submitted by: Softball BC							
TYPE:	FAST PITCH	X	SLO-PITCH		ORTHODOX		ALL
	Article 2		Letter: n/a		Number: n/a		
WHEREAS:	Clarify age restrictions for U13.						
ADD:	Delete: (All categories 'open' except) Add a new 1 and renumber the remaining sections. 1. U13 Male and Female: The Maximum age limit shall be under 13 years of age before January 1st of the current year.						
	Why exclude U13 from the list						

MOTION CARRIED

2026 NOTICE OF MOTION FORM

PROPOSAL							
Please use full sentences. Type the change in its entirety, even if you are only adding one word.							
PROPOSED RULE CHANGE FOR:							
Submitted by: Softball BC							
TYPE:	FAST PITCH	X	SLO-PITCH		ORTHODOX		ALL
Article 3		Letter: n/a		Number: 1			
WHEREAS:	Clarity if required as to when a fine for a late withdrawal is applied and where the funds will be allocated.						
ADD:	<p>2. Any Province/Territory whothat withdraws an entry in any Western Canadian Championship, after June 30th of the current year,</p> <p>a) Will be assessed a \$1,000.00 late withdrawal penalty if they are unable to find a replacement team from their P/T. which will be provided to the Host P/T. The funds are to be allocated to the HOST P/T.</p> <p>b) If the P/T who withdrew is unable to find a replacement team, the Host P/T will have 24 hours to find a replacement team.</p> <p>c) This penalty will be split by the hosting P/T and the WCSA. EFFECT:- If the late withdrawal penalty is not received by the WCSA by October 1st of the current year, then the defaulting P/T will be ineligible to participate in the respective category the following year.</p> <p>b) Once the draw is complete and approved by the Draw Master and a team withdraws:</p> <p style="padding-left: 20px;">i) The P/T of the team withdrawing has 24 hours to find a replacement team;</p> <p style="padding-left: 20px;">ii) Then, the Host P/T has 24 hours, the 2nd option, to find a replacement team.</p> <p>e) If a team withdraws within one (1) week of the start of the Championship and no replacement team is found, the hosting P/T will receive the full amount of the penalty.</p>						
Line one says the funds go to the HOST, while C adds a stipulation.							
A late withdrawal by a province should automatically lead to a penalty fee, which is allocated to the host P/T.							

MOTION CARRIED

2026 NOTICE OF MOTION FORM

PROPOSAL							
Please use full sentences. Type the change in its entirety, even if you are only adding one word.							
PROPOSED RULE CHANGE FOR:							
Submitted by: Softball BC							
TYPE:	FAST PITCH		SLO-PITCH		ORTHODOX		ALL
Article 7		Letter: n/a		Number: 1			
WHEREAS:	typo						
ADD:	Fix the typo in medal in the last line of 7.1.						

MOTION CARRIED

2026 NOTICE OF MOTION FORM

PROPOSAL							
Please use full sentences. Type the change in its entirety, even if you are only adding one word.							
PROPOSED RULE CHANGE FOR:							
Submitted by: Softball BC							
TYPE:	FAST PITCH	X	SLO-PITCH		ORTHODOn/a		ALL
Article 8		Letter: n/a		Number: 1			
WHEREAS:	Alignment with Softball Canada regulations is preferred						
ADD:	<p>ARTICLE 8 – DRESS AND EQUIPMENT</p> <p>1. Players must comply with the Softball Canada Regulations be in identical uniforms. The Western Canadian Supervisor, in consultation with the Tournament UIC, shall judge the acceptability of uniforms. Players unacceptably uninformed will be dealt with as follows:</p> <ul style="list-style-type: none"> a) If possible, a player will be warned before a game about their appearance. b) A player participating in a game will be instructed to immediately correct the uniform deficiency. c) A player failing to correct the deficiency shall be ejected from the game. d) All players appearing on a game sheet must wear a uniform number on the back of their uniform. No number may be repeated. (Only whole numbers from 00 to 99 are permitted, a maximum of 2 digits). d) Coaches shall be respectfully dressed in similar colors to that of their team. <p>2. The Western Canadian Championships will use the same softballs as the Canadian Championships.</p>						
Avoid any misalignment with Softball Canada's uniform regulations.							

MOTION CARRIED

2026 NOTICE OF MOTION FORM

PROPOSAL							
Please use full sentences. Type the change in its entirety, even if you are only adding one word.							
PROPOSED RULE CHANGE FOR:							
Submitted by: Softball BC							
TYPE:	FAST PITCH	X	SLO-PITCH		ORTHODOX/a		ALL
Article 10		Letter: n/a		Number: /a			
WHEREAS:	Wish to ensure all P/T, Host and On-Site Supervisor received the draws.						
ADD:	<p>ARTICLE 10 – CHAMPIONSHIP DRAWS</p> <p>The WCSA Draw Master shall forward to each P/T Office, Host Chairperson and the WCSA Supervisor WCSA Board Member and each Host Chairperson/Supervisor, a copy of said draw 10 days before all Western Canadian Championships.</p> <p style="color: red;"><u>Amended Motion</u> The WCSA Draw Master shall work with each Hosting P/T Office to receive a draft of the draw, then review and forward the approved draw to each P/T Office 10 days before all Western Canadian Championships.</p>						
	Ensure all P/T, Host and On-Site Supervisor received the draws						

MOTION CARRIED

2026 NOTICE OF MOTION FORM

PROPOSAL							
Please use full sentences. Type the change in its entirety, even if you are only adding one word.							
PROPOSED RULE CHANGE FOR:							
Submitted by: Softball BC							
TYPE:	FAST PITCH		SLO-PITCH		ORTHODOX		ALL
	Article 11	Letter: n/a	Number: 3				
WHEREAS:	Flexibility is required to address extenuating circumstances						
ADD:	ARTICLE 11 3. Unless approved by the draw master , all final games are scheduled for 1:00 pm on the final day.						
	Provides some flexibility in the event a host is unable to start the final games at 1pm.						

MOTION CARRIED

2026 NOTICE OF MOTION FORM

PROPOSAL							
Please use full sentences. Type the change in its entirety, even if you are only adding one word.							
PROPOSED RULE CHANGE FOR:							
Submitted by: Softball BC							
TYPE:	FAST PITCH		SLO-PITCH		ORTHODOX		ALL
	Article 11		Letter:		Number: 10		
WHEREAS:	Wish to adhere to Softball Canada regulations						
ADD:	Replicate the Softball Canada rule as written in their regulation or simply reference Softball Canada (1.2.3 for Run ahead).						
	Consistency						

MOTION CARRIED

2026 NOTICE OF MOTION FORM

PROPOSAL							
Please use full sentences. Type the change in its entirety, even if you are only adding one word.							
PROPOSED RULE CHANGE FOR:							
Submitted by: Softball BC							
TYPE:	FAST PITCH	X	SLO-PITCH		ORTHODOn/a	ALL	
Article 16		Letter: n/a		Number: 11			
WHEREAS:	Wish for clarity as to what happens with protest fees.						
ADD:	<p>11. All protests will be handled by the Protest Committee at the TIME OF THE PROTEST. Upon arrival of the Protest Committee, the protesting team will supply the Committee with a Protest Fee of \$250.00 (cash). Failure to do this will nullify the protest and the game shall continue immediately. If the protest is upheld, the fee will be returned after the game. If the protest is denied, the fee will be retained by the Host P/T, and the Supervisor will issue a receipt to the Coach who filed the protest.</p> <p style="color: red;">AMENDED MOTION</p> <p style="color: red;">11. All protests will be handled by the Protest Committee at the TIME OF THE PROTEST. Upon arrival of the Protest Committee, the protesting team will supply the Committee with a Protest Fee of \$250.00 (cash). Failure to do this will nullify the protest and the game shall continue immediately. If the protest is upheld, the fee will be returned after the game, otherwise the fee will be retained by the Host and the Supervisor will issue a receipt to the Coach who filed the protest.</p>						
	Clarify what happens to the protest fees						

MOTION CARRIED

2026 NOTICE OF MOTION FORM

PROPOSAL							
Please use full sentences. Type the change in its entirety, even if you are only adding one word.							
PROPOSED RULE CHANGE FOR:	2026						
Submitted by: Softball BC							
TYPE:	FAST PITCH	X	SLO-PITCH		ORTHODOX		ALL
	Article 17		Letter: n/a		Number: n/a		
WHEREAS:	Add in U13 no metal cleats are allowed. It's stated in the SC Rulebook 2.4.2f - but there was a question asked at last year's event.						
ADD:	3. Cleats Metal cleats are not in the U13 category.						
	Add in U13 no metal cleats are allowed. It's stated in the SC Rulebook 2.4.2f - but there was a question asked at last year's event.						

MOTION FAILED

2026 NOTICE OF MOTION FORM

PROPOSAL							
Please use full sentences. Type the change in its entirety, even if you are only adding one word.							
PROPOSED RULE CHANGE FOR:							
Submitted by: Softball BC							
TYPE:	FAST PITCH		SLO-PITCH		ORTHODOX		ALL
Article 17		Letter:		Number: 1 ii.			
WHEREAS:	Encourage participating U13						
ADD:	<p>ARTICLE 17 – U13 SPECIAL OPERATING RULES</p> <p>1. The Game</p> <p style="margin-left: 40px;">i) Maximum of 5 runs or 3 outs for the offensive team. Once the 5th run is scored, all other runners are stranded.</p> <p style="margin-left: 40px;">ii) Each player listed on the Official Player List line-up card must play a minimum of 2 innings per game (12 outs) by the end of the 4th inning in each game. In a run-ahead game, a team will not be penalized if not able to play all players. Violations of this rule will result in the Head coach being suspended for one (1) game.</p>						
	<p>If the idea is for all kids to play, the bat 9 play 9 goes against what this rule is there to represent. Coaches were just leaving kids off of the line up cards so they didn't have to play them. Defeats the purpose.</p>						

MOTION FAILED

2026 NOTICE OF MOTION FORM

PROPOSAL							
Please use full sentences. Type the change in its entirety, even if you are only adding one word.							
PROPOSED RULE CHANGE FOR:							
Submitted by: Softball BC							
TYPE:	FAST PITCH		SLO-PITCH		ORTHODOX		ALL
	Article 17		Letter: n/a		Number: 1 i.		
WHEREAS:	Wish to create an opportunity for team to catch up.						
ADD:	ARTICLE 17 – U13 SPECIAL OPERATING RULES 1. The Game i) Maximum of 5 runs or 3 outs for the offensive team. Once the 5th run is scored, all other runners are stranded. A five-run maximum rule shall apply in half innings up to and including the 5th inning. Subsequent innings shall be open.						
	Teams are unable to catch up with those restrictions. Need an open inning or 2 so they have a chance. Games were lost due to teams not being able to continue after getting 5 runs later in the game. Too restrictive						

MOTION CARRIED

2026 NOTICE OF MOTION FORM

PROPOSAL							
Please use full sentences. Type the change in its entirety, even if you are only adding one word.							
PROPOSED RULE CHANGE FOR:							
Submitted by: Softball BC							
TYPE:	FAST PITCH	X	SLO-PITCH		ORTHODOX/a		ALL
Article 19		Letter: A		Number: 15			
WHEREAS:	<p>Medals and awards are covered in Article 7; we recommend deleting this section of Article 19.</p> <p>ARTICLE 7 – AWARDS</p> <p>1. The Association shall provide gold, silver, and bronze medallions for each Championship. No more than 20 shall be given to any team provided that the names of the individuals (receiving the medals) are duly registered on said team roster. (Masters FP and Coed SP shall be given NO MORE THAN 23 MEDALLIONS). All teams are encouraged to attend the medal presentations; however, the bronze medalists may request to receive their medals immediately following the bronze medal game.</p> <p>2. The Host shall provide a Championship trophy/plaque to the winning team in each Western Canadian Championship.</p> <p>3. In minor categories, the Host shall provide two (2) Player of the Game awards for each game in the round-robin.</p> <p>Article 19 A</p> <p>15. Will provide the following awards (trophies):</p> <p>a) ADULT CATEGORIES:</p> <p style="padding-left: 20px;">i) The winning teams must be issued a ‘keeper’ trophy/plaque supplied by the host committee.</p> <p>b) MINOR CATEGORIES:</p> <p style="padding-left: 20px;">i) A player of the game award for both teams in each game of the Championship.</p>						
ADD:	Delete item 15 from Article 19 OR refer to Article 7.						
	Information is redundant. Have awards in one location only.						

MOTION CARRIED

2026 NOTICE OF MOTION FORM

PROPOSAL						
Please use full sentences. Type the change in its entirety even if you are only adding one word.						
PROPOSED RULE CHANGE FOR:	Dress and Equipment					
Submitted by: SOFTBALL ALBERTA						
TYPE:	FAST PITCH	X	SLO-PITCH		ALL	
	Article	8	Letter:		Number:	1
WHEREAS:	<p>Currently the rule states:</p> <p>Players must be in identical uniforms. The Western Canadian Supervisor, in consultation with the Tournament UIC, shall judge the acceptability of uniforms. Players unacceptably uninformed will be dealt with as follows:</p>					
ADD:	<p><i>Each team must have at least two sets of uniform tops (one dark coloured and one light coloured). The home team will wear their dark coloured uniform. The away team will wear their light coloured uniform.</i> Players must be in identical uniforms. The Western Canadian Supervisor, in consultation with the Tournament UIC, shall judge the acceptability of uniforms. Players unacceptably uninformed will be dealt with as follows:</p>					
	<p>Currently there is no requirement for teams attending WCSA Championships to have two sets of jerseys, but we feel as a post-provincial level of competition the uniform requirements should match the Softball Canada requirement. Worded in this manner the WC Supervisor and Tournament UIC have the discretion to deal with teams not appropriately equipped in the best way they see fit and not necessarily cause forfeiture of the affected game(s). Corresponding SC rule is Article 2 Section 2.7 a) iv)</p>					

MOTION CARRIED

2026 NOTICE OF MOTION FORM

PROPOSAL						
Please use full sentences. Type the change in its entirety even if you are only adding one word.						
PROPOSED RULE CHANGE FOR:			2026			
Submitted by: SOFTBALL ALBERTA						
TYPE:	FAST PITCH		SLO-PITCH		ALL	X
	Article		Letter:		Number:	
WHEREAS:	HOSTING STANDARDS					
ADD:	ARTICLE 20 – HOSTING STANDARDS					
	Be consistent with numbering in handbook					

MOTION CARRIED

2026 NOTICE OF MOTION FORM

PROPOSAL						
Please use full sentences. Type the change in its entirety even if you are only adding one word.						
PROPOSED RULE CHANGE FOR:			2026			
Submitted by: SOFTBALL ALBERTA						
TYPE:	FAST PITCH		SLO-PITCH		ALL	X
	Article	13	Letter:		Number:	3
WHEREAS:	<p>3. Umpire-in-Chief and Deputy Umpire-in-Chief working at a Western Canadian Championship will be paid a UIC/DUIC Fee of \$50.00 per day per person that they are on site. Each umpire will be paid a game fee of \$45.00 per person per game. Any Province/Territory Association that sends teams to a Western Canadian Championship but fails to send an umpire to that Championship will be assessed a fee of \$500.00 per incident. This fee will be forwarded to the WCSA who will then forward it to the host Province/Territory Associations.</p>					
ADD:	<p>Break out each segment to individual points</p> <p>3. Umpire-in-Chief and Deputy Umpire-in-Chief working at a Western Canadian Championship will be paid a UIC/DUIC Fee of \$50.00 per day per person that they are on site.</p> <p>4. Each umpire will be paid a game fee of \$45.00 per person per game.</p> <p>Existing section 4 and 5 become 5 and 6 respectively.</p> <p>Add 7. Any Province/Territory Association that sends teams to a Western Canadian Championship but fails to send an umpire to that Championship will be assessed a fee of \$500.00 per incident. This fee will be forwarded to the WCSA who will then forward it to the host Province/Territory Associations.</p>					
	<p>This section is 3 distinct pieces that should be separated for clarity of impact on the host and PSO's.</p>					

MOTION CARRIED

2026 NOTICE OF MOTION FORM

PROPOSAL						
Please use full sentences. Type the change in its entirety even if you are only adding one word.						
PROPOSED RULE CHANGE FOR:			2027			
Submitted by: SOFTBALL ALBERTA						
TYPE:	FAST PITCH		SLO-PITCH		ALL	X
	Article	13	Letter:		Number:	3
WHEREAS:	Umpire-in-Chief and Deputy Umpire-in-Chief working at a Western Canadian Championship will be paid a UIC/DUIC Fee of \$50.00 per day per person that they are on site.					
ADD:	Change to Umpire-in-Chief and Deputy Umpire-in-Chief working at a Western Canadian Championship will be paid a UIC/DUIC Fee of \$50.00 (2027 - \$100.00) per day per person that they are on site.					
	UIC's and DUIC's do a lot of work to get the umpires assigned to games and communicate with the officials prior to the championship. UIC's and DUIC's are responsible for doing evaluations on all traveling officials and in some cases for all officials that are attending. This would move more into line of what most provinces are charging at this time. Because contracts are already in place for the 2026 championships, the fee should not change until 2027.					

MOTION CARRIED

2026 NOTICE OF MOTION FORM

PROPOSAL						
Please use full sentences. Type the change in its entirety even if you are only adding one word.						
PROPOSED RULE CHANGE FOR:			2027			
Submitted by: SOFTBALL ALBERTA						
TYPE:	FAST PITCH		SLO-PITCH		ALL	X
	Article	13	Letter:		Number:	3 (4)
WHEREAS:	Each umpire will be paid a game fee of \$45.00 per person per game.					
ADD:	Change to Each umpire will be paid a game fee of \$45.00 (2027 - \$55.00) per person per game.					
	It is getting harder to get officials to attend these championships when they have other local tournaments going on the same weekend and get paid more money. Most Provinces are currently at a higher rate for their provincial championships. Because contracts are already in place for the 2026 championships, the game fee should not change until 2027.					

MOTION CARRIED

2026 NOTICE OF MOTION FORM

PROPOSAL						
Please use full sentences. Type the change in its entirety even if you are only adding one word.						
PROPOSED RULE CHANGE FOR:			2026			
Submitted by: SOFTBALL ALBERTA						
TYPE:	FAST PITCH		SLO-PITCH		ALL	X
	Article	13	Letter:		Number:	3 (7)
WHEREAS:	Any Province/Territory Association that sends teams to a Western Canadian Championship but fails to send an umpire to that Championship will be assessed a fee of \$500.00 per incident. This fee will be forwarded to the WCSA who will then forward it to the host Province/Territory Associations.					
ADD:	Change "fee" to "fine" Any Province/Territory Association that sends teams to a Western Canadian Championship but fails to send an umpire to that 23 Championship will be assessed a fine of \$500.00 per incident. This fine will be forwarded to the WCSA who will then forward it to the host Province/Territory Associations.					
	Change "fee" to "fine" for consistency with Part 9 – General Duties of Member Associations, Section a) 2 collection of fines.					