

## 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 ~~ves~~ 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**.
- a. 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.
  - b. 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.**
- ~~a. Individual Members do not have a vote.~~
  - ~~b. Association Members do not have a vote.~~
  - ~~c. Director Members have one vote each.~~
  - ~~d. District Members are entitled to appoint Delegates who have one vote each.~~
  - ~~e. 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:

- Have attained the age of eighteen (18) years of age or older.
- Have the power under law to contract.
- Have not been convicted of a significant offense in the past five years.
- Have not been declared incapable by a Court in Canada or in another country.
- Not have the status of an undischarged bankrupt.
- 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 **ander 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.