



ALBERTA SOFTBALL UMPIRES ASSOCIATION

BYLAWS

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ALBERTA SOFTBALL UMPIRES ASSOCIATION

BYLAWS

ARTICLE 1

NAME

1.1 Name

The name of the Association shall be the Alberta Softball Umpires Association (the “ASUA”).

ARTICLE 2

AIMS AND OBJECTIVES OF THE ASSOCIATION

2.1 Aims and Objectives

- a) To foster, educate, develop and promote the officiating of amateur softball within the Province of Alberta;
- b) To amalgamate all the Canadian Amateur Softball Association (commonly referred to as “Softball Canada”) umpires in the Province into one (1) standardized body with
 - i) respect to rule interpretations as detailed in the Softball Canada Rule Book and Case Book, and
 - ii) all rules relative to the game of softball as may be specified in the Alberta Amateur Softball Association (commonly referred to as “Softball Alberta”) Official Handbook;
- c) In order to produce highly qualified and skilled softball officials the ASUA must develop and implement courses of instruction in
 - i) the art of umpiring
 - ii) the knowledge of the rules, and
 - iii) the interpretation of the rules.
- d) The operation of the ASUA shall be mainly carried out within the Province of Alberta.
- e) The ASUA shall operate without the purpose of personal gain or profit of its members and any profits or other accumulated entities of the ASUA shall be used in furthering the Aims and Objectives of the ASUA.

ARTICLE 3 **BOUNDARIES**

3.1 Boundaries

- a) The boundaries of the ASUA shall be the four (4) provincial boundaries to the north, south, east and west encompassing the Province of Alberta and includes the Saskatchewan portion of the City of Lloydminster.
- b) The ASUA will have subordinate zones that may equal in number to and may encompass the same geographical areas to the zones as outlined by Softball Alberta, with changes as set out in the Policies, for the purpose of better administration and provision of umpires to various locations.
- c) Each zone will consist of an umpire association (“Branch”) as set out in Article 5, Section 1 (c).
 - i) The ASUA may set up satellite Branches within a zone to allow for better representation, administration, and provision of umpires, as set out in the Policies.

ARTICLE 4 **MEMBERSHIP**

4.1 Membership

- a) Membership is open to any umpire who is a member in good standing of Softball Canada, Softball Alberta, and their Branch.
 - i) These members would agree to abide by the Bylaws and Policies of the ASUA.
 - ii) Players, coaches, or umpires suspended by Softball Canada, Softball Alberta, or their Branch are not considered to be a member in good standing.
- b) Any member or Branch wishing to withdraw from membership in the ASUA may do so upon submitting a notice in writing to the ASUA Secretary/Treasurer. No refund of monies paid as dues shall be made.
- c) The Board of Directors (“Board”) may refuse membership issuance with reasonable cause.
- d) Membership fees in the ASUA shall be payable each year, prior to the date set out in the ASUA Policies.
- e) If any member or Branch is in arrears for fees, dues or assessments for any year, such member or Branch may be suspended and shall thereafter be entitled to no membership privileges or powers in the ASUA until all fees, dues or assessments have been paid and such member or Branch has been reinstated by the Executive.

4.2 **Expulsion or Suspension**

- a) The Executive shall have the authority, upon investigation of the pertinent facts, to expel or suspend any member or Branch for any such cause as is deemed detrimental to the aims and objectives of the ASUA. This would also apply to members assigned by the ASUA for various events, committees, etc.
- b) Any expelled or suspended member or Branch shall have the right to appeal any such expulsion or suspension rendered before the Executive at a duly called meeting.
 - i) Such member(s) or Branch may appeal any said expulsion or suspension in writing within thirty (30) days to the Executive.
 - ii) The Executive must conduct an appeal hearing within thirty (30) days of receipt of written notice of appeal.
- c) The Executive may rescind any such punitive measure in the event of an appeal hearing being able to resolve the matter to the satisfaction of the Executive.
- d) All actions pertaining to expulsions, suspensions and appeals shall be done in writing.
- e) The appeal process is as set out in the ASUA Policies.

4.3 **Lifetime Member**

- a) Any past or inactive (i.e. not actively on-field umpiring) member of the ASUA may be awarded an honourary lifetime membership in the ASUA at the discretion of the ASUA and shall be entitled to all rights and privileges of a full time member, subject to the provisions in Article 4.2.
- b) List of Lifetime members will be maintained by the Secretary/Treasurer.

ARTICLE 5 **STRUCTURE**

5.1 **Structure**

- a) The Board shall have full control and management of the business and affairs of the ASUA, subject to the Bylaws or direction given to it by a majority vote at any meeting, properly called and constituted.

- b) The ASUA will have subordinate zones that may equal in number to and may encompass the same geographical areas to the zones as outlined by Softball Alberta, with changes as set out in the Policies, for better administration and provision of umpires to various locations.
 - i) The ASUA may set up satellite Branches within a zone to allow for better representation, administration, and provision of umpires, as set out in the Policies.
- c) Each zone will have one (1) umpire Branch, except for zone 3 and zone 6 which will each have one (1) adult Branch and one (1) minor Branch.
 - i) Membership fees paid by members to the ASUA will allow all members in good standing to umpire in any zone without paying any additional fees to any Branch.
- d) The ASUA shall be governed by a Board which is composed of the following representatives:
 - i) Officers comprising the Executive of the Board,
 - ii) Directors consisting of representatives from Branches within each of the provincial zones:
 - a) Zones 1, 2, 4, 5, 7 and 8 each with three (3) Directors,
 - b) Zones 3 and 6 each with four (4) Directors, which will be comprised of two (2) Directors from the adult Branch and two (2) Directors from the minor Branch,
 - c) Branch Directors will be chosen by their respective Branch and have no limit to the length of their term as Director for their branch.

ARTICLE 6

EXECUTIVE

6.1 Executive

- a) The Executive of the Board shall consist of a President, Vice-President, Secretary/Treasurer, and immediate Past President (the "Executive").
- b) Each member of the Executive shall hold office for three (3) years.
 - i) The new member of the Executive shall take office immediately following the conclusion of the meeting in which that person was elected.
 - ii) The three (3) year term of office will expire at the conclusion of the Annual General Meeting in which the new member of the Executive was elected.

- c) The President, the Vice-President, and the Secretary/Treasurer will be elected for a three (3) year term:
 - i) If the Secretary/Treasurer is elected the first year for a three (3) year term, then the Vice-President will be elected in the second year for a (3) year term, and the President will be elected in the third year for a three (3) year term.
- d) The immediate Past President shall serve for a three (3) year term, commencing upon the election of a new President.
- e) The Executive, except for the immediate Past President, shall be elected at the ASUA's fall Annual General Meeting.
- f) Any member of the ASUA in good standing is eligible to hold any office on the Executive.
- g) Should a member of the Executive resign, be unable to continue in his/her position, or has been removed from office, then a replacement shall be appointed by the Executive at their next meeting:
 - i) That appointment is to be ratified at the next General Meeting.
 - ii) If ratified, the appointment will be for the balance of the current term of office.
 - iii) If not ratified, an election will be held immediately and the successful candidate will assume the vacant position for the balance of the current term.
- h) Should a member of the Executive be absent from two (2) consecutive Board meetings, without reasonable cause, that member can be removed from office, or suspended, or expelled from the ASUA. The newly vacant position will be filled as per Article 6, Section (g). The Executive member who is removed from office shall be notified in writing and may appeal the decision.

ARTICLE 7

DUTIES OF THE EXECUTIVE

7.1 Duties

The Executive shall:

- a) be responsible for the day-to-day operation of the ASUA.
- b) appoint and/or approve the chairman of all committees of the ASUA.

7.2 President

The President shall:

- a) be the Chief Executive Officer of the ASUA, and shall exercise a general supervision over the interest and welfare of the ASUA and perform all other duties ordinarily incidental to the office of the President.
- b) preside at all meetings of the ASUA. In his/her absence, the Vice-President shall preside at any such meetings.
- c) be entitled to vote at any Executive meeting only in the event of an equality of votes.
- d) be an *ex-officio* member of all committees of the ASUA.
- e) represent the ASUA to Softball Alberta and Softball Canada.
- f) deliver to his/her successor in office, all books, records, documents and any such property belonging to the ASUA for which he/she may be accountable.

7.3 Vice-President

The Vice-President shall:

- a) in the absence of the President, assume the duties of the President.
- b) act upon any assigned responsibility as assigned by the President.
- c) deliver to his/her successor in office, all books, records, documents and any such property belonging to the ASUA for which he/she may be accountable.

7.4 Secretary/Treasurer

The Secretary/Treasurer shall:

- a) attend all meetings of the ASUA, and keep accurate minutes of the same, and all other ASUA records.
- b) send all notices of the various meetings as required to the Presidents of the Branches, the Executive and the Directors of the ASUA at their last known address and/or current email address as shown in the records kept by the Secretary/Treasurer.
- c) receive all monies paid to the ASUA and shall be responsible for the deposit of same in whatever financial institution the Executive may order.
 - i) He/she shall properly account for the funds of the ASUA, and keep such books as may be directed.

- ii) He/she shall present a full detailed account of receipts and disbursements to the Executive whenever requested, and
- iii) He/she shall prepare for submission to the Annual Meeting a statement, duly reviewed as per Article 15 Section 1 (a), of the financial position of the ASUA and submit a copy of same into the records of the ASUA.
- d) be discharged by such officer as may be appointed by the Executive in the case of his/her death, retirement, or absence, or inability to act.

7.5 Immediate Past President

The Immediate Past-President shall:

- a) provide continuity on the Board, be responsible for the orientation and education of the newly elected Board members,
- b) assume the duties of the President in the absence of the President and Vice-President,
- c) act upon any assigned responsibility as assigned by the President,
- d) deliver to his/her successor in office, all books, records, documents and any such property belonging to the ASUA for which he/she may be accountable.

ARTICLE 8

COMMITTEES

8.1 Standing Committees

The Standing Committees (if required) shall be:

- a) Recruitment and Membership
- b) Education
- c) Provincial/Western/National Tournaments

8.2 Ad-Hoc Committees

The Board may form and dissolve Ad-Hoc committees as required.

8.3 Committee Expenses

The ASUA may reimburse the committee for reasonable expenses, as submitted by the chair person of the committee.

ARTICLE 9

MEETINGS OF MEMBERS

9.1 Meetings

- a) The ASUA shall hold two (2) general meetings each calendar year.
 - i) One (1) meeting will be held in the spring (the “Spring General Meeting”), and
 - ii) One (1) meeting will be held in the fall (the “Annual General Meeting”).
- b) Notice of the general meetings to be given:
 - i) by written posted notice not later than four (4) weeks prior to the date of such meeting to all Branch Presidents and Secretaries, the Executive and the Directors of the ASUA to the last know address or current email address of each, and
 - ii) posted on the current ASUA website and such social media sites as may be employed.
- c) Meetings of the ASUA may be called at any time by the Secretary/Treasurer upon the instructions of the President by notice in writing to the last known address or current email address of each Branch President, the Executive and the Directors of the ASUA posted not later than two (2) weeks prior to the date of such meeting.
- d) A special meeting shall be called by the President or Secretary upon receipt of a petition signed by one-half (½) of the Branch Directors, setting forth the reason(s) for calling such meeting, and which shall be sent by letter to the last known address or current email address of each Branch President, the Executive and the Directors, of the ASUA, posted not later than two (2) weeks prior to the date of such meeting.
- e) All members in good standing of the ASUA are able to attend General meetings.

9.2 Procedures for Meetings

For simplicity at meetings, the Parliamentary Procedure At-a-Glance, which contains the basic procedures for meetings, will be the guideline used. In case of dispute, the procedures of the most current edition of *Robert’s Rules of Order* shall prevail.

ARTICLE 10

QUORUM

10.1 Executive Meetings

- a) Three (3) members of the Executive will constitute a quorum at all Executive meetings.
- b) In the event of a vacancy in an Executive position, the remaining members of the Executive will constitute a quorum.

10.2 General or Other Meetings

Thirteen (13) voting Directors and two (2) Executive members shall constitute a quorum at any General or Special meeting.

ARTICLE 11

ELECTIONS

11.1 Nominations

- a) A nominating committee, which may be a nominating chairman acting alone and/or comprised of member or members of the ASUA, shall be appointed prior to the Annual General Meeting and shall conduct the elections at the Annual General Meeting.
- b) Nominations may be made from the floor providing:
 - i) the nominee is present, or
 - ii) the nominee has given written consent to his/her nomination.

11.2 Elections

- a) Only members nominated shall be eligible for elections.
- b) Elections shall be by secret ballot.
- c) If there is only one nominee, that candidate will be elected by acclamation.

11.3 Voting

- a) Each Director and each member of the Executive of the ASUA in attendance is entitled to one (1) vote in any election
- b) A majority of those in attendance and entitled to vote shall be required to elect anyone to office.
 - i) In the case of a majority vote not being obtained on the first ballot, the candidate having the least number of votes shall be dropped from the list of nominees and the ballot shall be taken again. This

procedure shall be repeated until one candidate has the majority of votes required.

- c) Following the election, all ballots are to be destroyed.

ARTICLE 12

VOTING

12.1 Executive Meetings

Each Executive member of the ASUA shall be entitled to one (1) vote at any Executive Meeting called, except the President of the ASUA, who will only be entitled to vote in the event of an equality of votes.

12.2 Board Meetings

Each Branch of the ASUA shall be entitled to a limited number of voting members at any General or Special meeting called by the ASUA as follows:

- a) Branches from zones 3 and 6 – Four (4) votes, determined by:
 - i) Two (2) for the Adult Branch, and
 - ii) Two (2) for the Minor Branch.
- b) Branches from zones 1, 2, 4, 5, 7, and 8 – Three (3) votes.

12.3 Voting

- a) All voting for elections will be by secret ballot
- b) All other voting shall be by voice or hand open general vote, unless a member calls for voting by secret ballot
- c) The President will cast a vote only if his/her vote will change the result of the vote (thereby causing the motion to fail or be passed).
 - i) If the vote is by secret ballot, the President will be allowed to vote.

ARTICLE 13

FINANCIAL YEAR

13.1 Financial Year

The business and financial year of the ASUA shall begin on the first (1st) day of October each year and end on the thirtieth (30th) day of September of the following year.

ARTICLE 14

DISBURSEMENT OF FUNDS

14.1 Disbursement of Funds

- a) All accounts of the ASUA shall be paid by cheque. All cheques shall be signed by two (2) of three (3) Executive members, namely the Secretary/Treasurer, the President and/or one other Executive member as appointed by the Executive.
- b) Spending of funds of the ASUA, not budgeted for and over an amount as set down by the Executive cannot be disbursed without the approval of the Board.

ARTICLE 15

AUDITING

15.1 Auditing

- a) The books, accounts and records of the Secretary/Treasurer shall be reviewed at least once each year by a duly qualified accountant/auditor, or by two (2) members of the ASUA not on the Executive, appointed by the Executive for that purpose.
 - i) A complete and properly reviewed statement shall be submitted by the Secretary/Treasurer at the Annual General Meeting of the ASUA. This report shall include all reviewers' comments.
- b) The books and records of the ASUA may be inspected by any member of the ASUA at a General meeting, provided for herein or at any time upon giving reasonable notice and arranging for a time satisfactory to the Secretary/Treasurer having charge of same.
 - i) The Secretary/Treasurer will be present while the books are being inspected by a member.
- c) Each member of the Executive shall at all times have access to such books and records.

ARTICLE 16

REMUNERATION

16.1 Remuneration

- a) The Executive may be paid an honouriam, as set out in the Policies, following a motion made and passed at the Annual General Meeting.
 - i) The amount of the honorarium shall be determined by the Board of the ASUA and reviewed annually.

- b) Each Branch will have their Directors reimbursed for attending the Annual General Meeting based on the guidelines set out in the Policies.
- c) The ASUA will reimburse each Executive member, in attendance at an ASUA General meeting, in the amount, to cover:
 - i) the cost of one night's accommodation, at the location of the General meeting,
 - ii) meals to be paid at a rate to be determined by the current edition of the Softball Alberta Handbook, and
 - iii) a travelling subsidy in accordance with the subsidy paid to the Branch Directors.
- d) Only under special circumstances, when the Executive must convene prior to a General meeting, will additional accommodation and meal costs be reimbursed.
- e) The ASUA may reimburse the committee for reasonable expenses, as submitted by the chair person of the committee.

ARTICLE 17 **BORROWING POWER**

17.1 Borrowing Power

For the purpose of carrying out its objectives, the ASUA may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures. This power shall be exercised only under the authority of the ASUA, and in no case shall debentures be issued without the sanction of a special resolution of the ASUA.

ARTICLE 18 **DISSOLUTION**

18.1 Dissolution

In the event of dissolution or winding up of the ASUA, all its remaining assets, after payment of all liabilities, shall be distributed as determined by a majority vote of the last official Board of the ASUA.

ARTICLE 19 **STANDING RULES**

19. Policies

The Policies:

- a) are the guidelines for the ASUA's day-to day operations,
- b) shall establish the conduct and code of ethics for its membership, and

- c) may be rescinded, altered or added to, at any meeting by the Board.

ARTICLE 20

RESCINDING BYLAWS

20.1 Rescinding Bylaws

- a) The Bylaws of the ASUA shall not be rescinded, altered or added to except by an Special Resolution, passed by a majority of not less than seventy-five (75%) percent of such members, entitled to vote as are present in person, at a General meeting of which twenty-one (21) days written notice is given, specifying the intention to propose the resolution has been duly given by the Executive of the ASUA.
 - i) No rescission or alteration of, or addition to a Bylaw has effect until it has been approved by the Executive and members.
- b) Notice of any proposed resolution to be brought before the members shall be delivered in writing to the Secretary/Treasurer not less than two (2) weeks prior to the date that notice of such meeting shall be delivered to the members.

ARTICLE 21

INDEMNIFICATION

21.1 Executive Officer Indemnification

- a) The ASUA shall have insurance for:
 - i) The ASUA shall indemnify its Executive officers and former Executive officers and their heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by them in respect of any civil, criminal or administrative action or proceeding to which they are made parties by reason of being Executive officers of the ASUA, including an action by or on behalf of the ASUA:
 - (1) if they acted honestly and in good faith with a view to the best interests of the ASUA; and
 - (2) if in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing the conduct was lawful or were acquitted, and
 - (3) if they gave notice to the ASUA of the civil, criminal or administrative action or proceeding immediately upon becoming aware of it and also cooperated with the ASUA in the defence of the action or proceeding to such extent as may be reasonable in the circumstances.