

# **BYLAWS**

## **1. Preamble**

- 1.1. **Name.** The association shall be called “Estevan Minor Softball”, hereafter referred to as “EMS”.
- 1.2. **Jurisdiction.** EMS is the governing body responsible for the development, promotion, and regulation of minor fast-pitch softball in Estevan and area, within the framework of Softball Saskatchewan and Softball Canada.
- 1.3. **Purpose.** EMS exists to develop, lead, promote, invest in, and build the sport of softball in Estevan and area.
- 1.4. **Objectives.** EMS values strong leadership and embraces an understanding of the needs and desires of our membership in order to provide the opportunities for all members and prospective members to participate in all facets of softball and, by doing so, to consistently grow our membership.

## **2. Membership**

- 2.1. A member is any person who has been affiliated, or who is a board member, or who has been appointed to a legitimate position in EMS by the Board.
- 2.2. An individual becomes affiliated upon completion of a registration form, the payment of any applicable fees, and upon approval by the Board.
- 2.3. All members from the previous softball season will have one vote at the Annual General Meeting (AGM), which, in the case of minors, can be made by proxy through the member’s parent or guardian.
- 2.4. Life Members are those individuals who have been recognized by the Board as having made great or important contributions to EMS, and are granted perpetual membership by the Board.
- 2.5. All members shall pay annual registration fees, and other applicable fees, at a time, in such amounts, and in such a manner as set by the EMS Board.

## **3. Board**

- 3.1. The affairs of EMS shall be managed by the Board, and conducted according to its bylaws, and the bylaws of Softball Sask regarding anything that is not covered by the bylaws of EMS.
- 3.2. (a) The Board is responsible for the establishment and enforcement of all EMS policies and procedures.  
(b) The Board may, at any time, make, amend, or repeal any of its rules, policies, or procedures.
- 3.3. (a) The Board is responsible for the appointment of members to all roles and positions within EMS.  
(b) The Board may, at any time, remove or replace anyone who has a role or position within EMS.
- 3.4. (a) The Board is responsible for ensuring compliance to EMS operations as established by the Board.  
(b) The Board may sanction any member, for reasons deemed sufficient by the Board.
- 3.5. The Board may deal with, decide on, and settle any matter, issue, or question that is not expressly provided for in the EMS bylaws, rules, policies, or procedures.
- 3.6. Board members may also hold other positions with specific roles as defined and outlined by the Board.
- 3.7. (a) Board members shall serve without remuneration and shall not receive any profits from their position.  
(b) A Board member may be reimbursed for such reasonable expenses as may be incurred in the performance of his or her duties.

## **4. Executive**

- 4.1. The Board Executive shall consist of: a President, a Vice-President, a Secretary, and a Treasurer.
- 4.2. The President is to play an active and central role in order for EMS to properly function.  
To this end, the President shall:
  - (a) determine the general agenda for all Board meetings and preside over them
  - (b) have the right to be a member of all committees, in which he or she has the right to serve as chairperson
  - (c) supervise the general administration and management of EMS, including tasks assigned to members of the Board and all with positions,

ensuring that they follow all bylaws, policies, procedures, and rules,  
fulfill their duties, and require them to keep him or her informed as he or she directs

- (d) observe or monitor and evaluate all programs and activities of EMS
- (e) represent EMS to the members, meet with members to discuss issues brought forward by them, and bring to the Board any of the issues raised by them
- (f) represent EMS at all relevant meetings that EMS takes part in and at local tournaments and events
- (g) represent and speak on behalf of EMS with all organizations, partners, and people and groups outside of EMS
- (h) provide clear parameters and limits when delegating any of his or her duties, ensuring that duties are never delegated to anyone who does not wish to do them
- (i) do all of the above with a firm understanding and belief in, and desire to fulfill, the purpose and objectives of EMS.
- (j) do all of the above in a spirit of cooperation, respect, and objectivity, ensuring he or she speak freely but constructively, and actively discussing, taking interest, and being involved in all pertinent EMS matters

4.3. The Vice-President is ideally the President-in-waiting,  
which should be kept in mind as the Board carries out its business.

The Vice-President shall:

- (a) carry out all the duties of the President in his or her absence, or as delegated by him or her
- (b) have the right to be a member of all committees
- (c) in cooperation with the President, supervise the general administration and management of EMS, and observe or monitor and evaluate all programs and activities of EMS

4.4. The Treasurer must have high ethical standards, mathematical ability, and financial competency.

The Treasurer shall:

- (a) ensure all the money received, spent, and invested is accounted for
- (b) ensure that all monies spent or earned are recorded, the books kept accurately and up-to-date, and monthly bank statement reconciliation done
- (c) supervise the receipt of all monies received or spent by EMS, preparing cheques for signatures, and making deposits in such institutions as may be designated by the Board
- (d) present a full and detailed account of receipts and disbursements when requested to do so by the Board, and present financial statements at each Board meeting, with a copy given to each member, which summarizes how the money of EMS was spent, what funds it received, and how much was invested or is in reserves
- (e) remained well informed about the finances of EMS, recognizing that he or she is the person that the Board turns to when it seeks financial information or advice, or has financial concerns
- (f) perform such other duties as usually pertain to the office of Treasurer

4.5. The Secretary must be attentive, have attention to detail, be organized,  
and have the ability to record information in a quick and accurate manner.

The Secretary shall:

- (a) distribute the agenda, in a timely manner, for Board meetings
- (b) accurately record and distribute the minutes of the Board meetings, in a format and with a level of detail as determined by the Board
- (c) maintain a Board planning calendar outlining matters to be on the Board's agenda over the course of a year
- (d) maintain a full contact list of Board members including appointment dates, terms of appointment, bios, and descriptions of their positions, if applicable|
- (e) update, maintain, and store safely the legal documents of EMS, including the bylaws, policies, procedures, minutes, and all other documents the President or Board direct to be included
- (f) arrange for or find a replacement when unable to attend a Board meeting

## **5. Elections and Terms**

- 5.1. (a) All elections will take place at the Annual General Meeting (AGM).  
(b) To be eligible for election to the Board, one must submit his or her interest, in writing, to the President, at least ten (10) days before the AGM.  
(c) The members present at the AGM will, by majority vote, conducted through secret ballot, elect the Board members from among those who expressed interest according to the conditions set out in 5.1(b)  
(d) The Board will hold a reorganization meeting immediately following the AGM to fill the positions on the Board, its Executive, and in the association, which will be conducted through secret ballot after all are given the opportunity to put their names forward or nominate others
- 5.2. (a) All positions on the Board and its Executive shall be for a term of one year.  
(b) All Board members are eligible for re-election, and all members of the Executive are eligible for re-appointment to their respective positions.  
(c) All Board members have the right to resign at any time, either from their position, or as a Board member.  
(d) All positions on the Board, the Executive, and in the association are for a term that will expire at the next AGM, unless the Board fails to schedule and hold an AGM in accordance with 6.5(a), in which case the terms will expire after one year.
- 5.3. (a) A Board member may, upon being absent for three straight Board meetings, or for dereliction of duty, or for failure to meet the standards of contribution and conduct expected of a Board member, may be removed as a Board member, by at least three-quarters vote of the other Board members.  
(b) Any Executive member or Board member with a position or duties may, for the same reasons as listed in 5.3.(a), be removed from their respective positions, or relieved of certain duties either temporarily or indefinitely, or have certain specific tasks reassigned to other members, by at least two-thirds vote of the other Board members.

## **6. Meetings**

- 6.1. (a) The Board shall meet on a regular basis.  
(b) There shall be at least one meeting per month from March until August, and at least two meetings from September until February.  
(c) The meetings shall be held from time to time and at such place as the President may determine, with due consideration given to the availability of all Board members to meet then and there.  
(d) The President, after making a reasonable effort to ensure a time and place that works for all Board members, or as many as possible, must contact each Board member, in a manner that each has requested, not less than seven (7) days before the meeting is to be held.  
(e) The Board may meet without the minimum notice upon unanimous approval of the Board.
- 6.2. (a) The President may call a special Board meeting as needed.  
(b) All Board members must be given at least forty-eight (48) hours notice of such a meeting.  
(c) No business shall be transacted other than that for which the meeting is convened, as communicated to the Board members when notice is given.  
(d) If a special Board meeting cannot be called, the Board may vote on urgent or time-sensitive matters through a vote conducted via email, text, or group app, with the President ensuring that all Board members have been contacted in the manner they have specified, with sufficient time given for their response. in the manner they have specified, with sufficient time given for their response.

- 6.3. (a) The powers of the Board may be exercised by resolution passed at a meeting at which quorum is present.
- (b) Quorum for the transaction of business at any meeting of the Board shall be fifty percent of the Board members plus one, or such greater number as the Board may at times determine, as long as the meeting is being presided over by the President or, if he or she has agreed, the Vice-President, in his or her absence.
- (c) Every question at all meetings of the Board shall be decided by majority of the votes cast.
- (d) Board members who are present via live telecommunication through the duration of the entire debate or discussion are considered as being present.
- (e) Board members cannot vote on motions or any other matter by proxy, or submit votes through text, email, or any other means.
- 6.4. (a) Each meeting will follow an agenda as determined and finalized by the President after inviting all Board members ahead of time to add any items to that agenda, if they so wish
- (b) Robert's Rules of Order will be the guideline for conduct at all meetings.
- (c) The President will preside at all meetings, or, in his or her absence, the Vice-President.
- 6.5. (a) The Annual General Meeting (AGM) will be held annually each March, and as pursuant to the regulations of the Saskatchewan Non-Profit Act.
- (b) Notice of the time and place of this meeting shall be given at least one month in advance, and reasonable efforts shall be made to ensure all association members are notified, using any and all means and forums which are at the disposal of EMS.
- 6.6. Any meeting that is held in contravention of the bylaws in this article will be an invalid meeting, and any resolution passed therein will be null and void.

## **7. Committees**

- 7.1. The Board may appoint or otherwise establish advisory committees to study or discuss certain issues or matters in greater depth than can be done at Board meetings.
- 7.2. The Board may choose to appoint Board members only, or some association members also, or open up the committee to nominations or volunteers from within or even outside of the membership.
- 7.3. (a) The Committee must submit to the Board any resolutions or recommendations in the form of a report, which shall also include an attachment with submissions from any members of the committee who are not in agreement with the majority decision of the committee.
- (b) The Board renders all decisions regarding any decision, resolution, or recommendation by a committee, such that nothing passed by a committee has any force unless approved by the Board.
- (c) In exceptional circumstances, the Board may delegate to a committee any of its powers, except those which a committee has no authority to exercise, but this can only be done with the agreement of the President, with the Board reserving the right to revoke this at any time.

## **8. Financial**

- 8.1. (a) All expenses that are to be covered or payments that are to be made by EMS must be approved by the Board.
- (b) New expenses can be approved outside of a meeting via email, text, or group app, but the President has veto power in these cases.
- (c) If a Board member or association member has made a purchase or spent money without the prior approval of the Board, that member may still be reimbursed if the Board agrees with the purchase or expense made on behalf of EMS.
- 8.2. (a) All approved accounts shall be paid by cheque.
- (b) The signing officers shall be the President and one other Board member as authorized by the Board.
- (c) In the event that the Treasurer is unable to act, the President shall perform the duties of the Treasurer, or shall appoint a willing Board member or association member to perform them.

## **9. Revision of Bylaws**

- 9.1. (a) Proposed revision of the bylaws may be introduced by resolution from any Board member or association member.
- (b) The proposed revision must be submitted to the President, in writing, at least ten (10) days before the AGM, and the President must ensure that the proposal is sent to all members, and especially to the Board members and prospective Board members, at least seven (7) days prior to the AGM.
- (c) The bylaws may be revised at any AGM upon approval of at least two-thirds of those members in attendance, but may be deviated from in cases of pressing necessity only by a unanimous vote of the Board, which must forthwith inform the membership of the deviation and the reason thereof.
- (d) The revised bylaws will come into force immediately upon its ratification at the first AGM in which it is presented.