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GREATER EDMONTON MINOR SOFTBALL ASSOCIATION

**BYLAWS**

March 7, 1999

Amended: October 25, 2020

**ARTICLE 1      OBJECTIVES**

1. To promote Minor Softball in the Greater Edmonton Metropolitan area.
2. To provide a program for recreation and competitive Softball players which will prepare them for further Softball participation.
3. To foster and strengthen the ideals of good sportsmanship.
4. To administer the bylaws of the Greater Edmonton Minor Softball Association.
5. To meet to discuss and to develop standards for the organization of the Minor Softball Program in the City of Edmonton, and greater area.

**ARTICLE II      NAME**

1. The name of the Organization shall be the Greater Edmonton Minor Softball Association.

**ARTICLE III      DEFINITIONS**

1. AASA      The Alberta Amateur Softball Association. Now operating under the name of: Softball Alberta.
2. Association: A provincial designation given to an organization with two or more softball divisions for AASA purposes.
3. CASA      The Canadian Amateur Softball Association. Now operating under the name of: Softball Canada.
4. COMMUNITY LEAGUE:  
  
An organization of persons within a Community which has been incorporated under the Societies Act for the purpose of promotion and providing Community facilities and activities for that Community.

5. Board of Directors:

The governing body of the Greater  
Edmonton Minor Softball Association.

6. District Association: A provincial designation  
of an Association comprised of two or  
more softball associations or leagues  
for AASA purposes.

7. E.F.C.L.:

The Edmonton Federation of Community  
Leagues. Also referred to as the  
Federation.

8. GEMSA: The Greater Edmonton Minor Softball  
Association

9. OFFICER: A member of the Board of Directors.

10. ZONE 6: A provincial designation of Edmonton for  
AASA purposes.

11. Zone 5: A provincial designation of the area  
surrounding Edmonton for AASA purposes.

12. SPECIAL RESOLUTION

A resolution passed at a general meeting  
upon twenty one (21) days notice  
specifying the intention by a vote of  
not less than 3/4 of those members  
eligible to vote who are present.

Special Resolutions will be used in  
the following instances: Bylaw revisions  
etc.

**ARTICLE IV      BOUNDARIES**

All minor softball teams, Community Leagues, Associations and District Associations in good standing with AASA and within Zone 5 and Zone 6 may apply for registration with GEMSA. Such registration is granted at the discretion of the Board of Directors, but shall not be unreasonably withheld.

Minor softball teams, Community Leagues, Associations and District Associations in good standing with AASA, from outside of Zone 5 and Zone 6 may apply for registration with GEMSA. Such registration maybe approved by the Board of Directors, subject to travel, scheduling, and other considerations, at the Board's sole discretion.

Where possible, teams and Community Leagues shall first register through their designated District Association or Association. Such District Associations and Associations may then register those teams with GEMSA.

## **Article V                      Membership**

General Membership:

1. Membership is provided to the following individuals.  
Membership allows these individuals to participate in the organization and development of the Association.
  - a. Membership in GEMSA is provided to all parents of registered minor aged players in the program.
  - b. All registered coaches and managers of teams.
  - c. Community Leagues and Sponsoring Organizations shall all be considered members provided their name appears on a list which is submitted annually to the Board of Directors .
  - d. Associate memberships may be provided to other individuals who do not meet the above requirements provided they have approval of the Board of Directors.
  - e. Honourary Memberships may be provided to individuals who have made significant contributions to the organization, upon approval of the board.
2. Membership fees may be charged by ratification at a general meeting.
3. WITHDRAWAL FROM MEMBERSHIP  
Any member who desires to withdraw from membership in the Association may do so by notifying the Board in writing to that effect.
4. SUSPENSION/EXPULSION  
The Board of Directors may expel any member who, in the

opinion of the Board may be deemed to be acting in a manner detrimental to the Association or the sport, providing such member is given the opportunity to have a proper hearing.

**ARTICLE VI**

**BOARD OF DIRECTORS**

1. The Executive shall consist of five (5) elected officers:

- a. President
- b. Vice President
- c. Secretary
- d. Treasurer
- e. Commissioner

2. Elected Board Members shall be the:

- a. Registrar
- b. Scheduler
- c. and other directors as may be required.

3. DUTIES:

**PRESIDENT**

- Shall:
- a. Preside at all Board Meetings.
  - b. Be a representative to governing bodies.
  - c. Be a signing authority for the Board.
  - d. Report on all decisions and actions taken by the Executive.
  - e. Supervise the activities of Board of Directors.
  - f. Be an ex-officio member of all Committees.

**VICE PRESIDENT**

- Shall:
- a. In the absence of the President shall perform the Presidents duties.
  - b. Be a signing authority for Board.

**SECRETARY**

- Shall:
- a. Keep accurate minutes of all Board meetings and shall forward them within a time frame designated by the executive.
  - b. Conduct correspondence on behalf of Board of Directors as directed by the President.
  - c. Keep a record of membership.
  - d. Record the accredited voting representatives at each meeting.
  - e. Have Custody of the Association Seal.

**TREASURER**

- Shall:
- a. Be responsible for:
    - i. Accurate records of bookkeeping.
    - ii. All monies collected or otherwise received.
    - iii. Maintain supporting documentation for all funds received and expended.
  - b. Report the financial standing of the Association upon request.
  - c. Present to the Annual General Meeting a statement of the financial position of the Association for the preceding year.
  - d. Be an ex-officio member of all Committees where funds are being received or expended.
  - e. Be a signing authority for Board of Directors on all financial documents.
  - f. Prepare yearly a budget for presentation to the Board of Directors.
  - g. Be accountable for petty cash.
  - h. Shall notify the President of any absence from the city for a period of longer than seven (7) days.

**REGISTRAR**

- Shall:
- a. Be the Chairman of the Registration Committee.
  - b. Ensure all players are registered in the proper category.
  - c. Maintain a record of registration of all eligible players within current minor guidelines.

**ARTICLE VI BOARD OF DIRECTORS**

**COMMISSIONER**

- Shall:
- a. Be the liaison between members, umpires, teams, and the Board of Directors.
  - b. Coordinate any proposed rule changes.

**OTHER ELECTED BOARD OF DIRECTORS POSITIONS**

- a. May be elected as required at a regular Board of Directors meeting.
- b. May be appointed by the executive and approved at a general meeting.
- c. Duties of newly created positions must be developed prior to the election of the individual.



## ARTICLE VI BOARD OF DIRECTORS

### Removal From Office

Officers and directors maybe be removed from their position on the Board of Directors of GEMSA in the following manner.

1. They may be suspended from their position by the President, pending a special called meeting of the Executive of the Board of Directors to deal with the suspension.

This removal maybe appealed to a special called meeting of the Board of Directors. Upon receiving written request the President shall call a special meeting, the decision of this meeting being final.

**ARTICLE VII AD-HOC COMMITTEES**

1. The Board of Directors may create Ad-Hoc committees to carry-out specific functions.
2. The Board of Directors shall appoint the Chairman of each committee.
3. When creating an Ad-Hoc committee terms of reference should be specified.
4. When created the Committee must have a specified time limit or terminate at the next Annual General Meeting.

**ARTICLE VIII STANDING COMMITTEES**

1. Standing Committees are designated to carry out functions as specified by the Board of Directors.
2. Membership of the standing committees shall be appointed yearly at a board meeting.
3. Standing Committees should have terms of reference and standard operating procedures.
4. Standing Committees shall be:

**EXECUTIVE COMMITTEE**

- a. The President shall be the chairman
- b. Members shall be the:
  1. President
  2. Vice President
  3. Secretary
  4. Treasurer
  5. Commissioner

Shall meet as required at the call of the President

**ARTICLE IX DUTIES OF COMMITTEE CHAIRMAN**

1. Be responsible for the supervision of the committee.
2. Report to the regular meeting of the Board of Directors all progress and recommendations of the committee.
3. Submit a proposed budget for approval to the Board of Directors, as required.
4. Call meetings as required.
5. Shall authorize all committee expenses.
6. Shall proof the presentation of the current year handbook for appropriate committee, by the deadline set by the Board of Directors.
7. Prepare a written report for the Annual General Meeting.

**ARTICLE X MEETINGS**

**1. BOARD OF DIRECTORS MEETINGS**

- a. Shall meet at the call of the President and be ratified at a board meeting.
- b. A minimum of three (3) meetings shall be called yearly.
- c. Any Member in good standing may be permitted to attend an Executive or Board meeting upon written request to the President stating the reason for being in attendance. Said Member may be permitted to make representation to the meeting with the consent of the meeting.

**2. ANNUAL GENERAL MEETING**

- a. An Annual General Meeting shall be established by the Board of Directors.
- b. Notice of the Annual General Meeting shall be:
  - i. Published in the Official Handbook.
  - ii. Advertised in a publication which is circulated city wide.
- c. The annual meeting shall be established within sixty (60) days of year end.
- d. A minimum of twenty one (21) days notice shall be given for the meeting.

## **ARTICLE X MEETINGS**

### **3. SPECIAL BOARD OF DIRECTORS OR EXECUTIVE MEETINGS**

- a. Special Board of Directors meetings or Executive - meetings shall be called by the President, upon the Board Secretary receiving a written request of three (3) Board members for Board meetings, and two (2) members for Executive meetings. The President shall call the meeting within ten(10)days, and the members requesting the meeting must attend. No other items will appear on the agenda for the special meeting.
- b. The Board secretary will verbally notify all members required in attendance at the special meeting.

### **4. SPECIAL GENERAL MEETINGS**

- a. Special General meetings shall be called by the President upon the Board of Directors Secretary receiving a written request by five (5) members, who must attend the meeting.
- b. The Special General meeting will be called within 5 days of the receipt of the letter. Notice will be sent giving twenty one (21) days notice of the meeting.
- c. The request must state the reason for which the Special General meeting is being requested. Only the business stated in the request will be transacted at the Special General Meeting.
- d. The Board secretary shall provide notice of the Special meeting to the general membership as follows:
  1. Verbal notice to all Board Members
  2. Published at least seven (7) days in advance of the meeting in a city wide circulated publication.

## **ARTICLE X MEETINGS**

### **5. QUORUM**

- a. Quorum for all executive meetings shall be three (3) executive members, one of which must be the President or Vice President.
- b. Quorum for meetings of the Board of Directors shall be five (5) members of the Board of Directors, one of which must be the President or Vice President.
- c. Quorum for general meetings of the Association shall be 25 members.

## **ARTICLE XI VOTING**

1. Those entitled to vote at Board of Directors meetings shall be:
  - a. All members as defined under Article VI.
2. At General Meetings those entitled to vote shall be:
  - a. Members of the Board of Directors.
  - b. Parents of registered players
  - c. Registered Coaches and Managers of GEMSA teams.
  - d. One representative from each Community League.

**ARTICLE XI VOTING**

3. At Ad-hoc committees, those entitled to vote shall be the appointed or elected committee members only.
4. Voting at meetings shall be by voting card, show of hands, or secret ballot.
5. Any member entitled to vote may request a vote by secret ballot.
6. All elections shall be by secret ballot.
7. Members holding more than one(1) position are entitled to only one vote.
8. No voting allowed via proxy.
9. All chairmen shall vote only in the event of a tie vote, or secret ballot.
10. All members voting at meetings must remain the same for the duration of the meeting.

**ARTICLE XII NOMINATIONS AND ELECTIONS**

1. All officers of the Board of Directors shall be elected at the Annual General meeting. Any position not elected at the Annual General Meeting may be appointed by the Executive at a later date and the appointment must be presented for ratification at the next Board meeting.
2. The term of Office for the Officers shall be two (2) years. Elections taking place as follows:

President	elected in even years.
Vice President	elected in odd years.
Secretary	elected in even years.
Treasurer	elected in odd years.
Commissioner	elected in even years.

All elected Board Members shall be elected at the Annual General Meeting. Any not elected at the Annual General Meeting may be appointed by the Executive at a later date and presented for ratification at the next board meeting.

3. The term of Office for the Elected Member s shall be two ( 2 ) years. Elections taking place as follows:
  - Registrar elected in even years
  - Scheduler elected in odd years

3. Nominations may be made from the floor providing the nominee is present or has given written consent.
4. If there is only one nominee, the Board of Directors Secretary shall be directed to cast a single ballot for that nominee and the nominee shall be declared elected.
5. Officers elected shall take office at the next Board meeting following the Annual General Meeting. This meeting should be held within one (1) month of the Annual General meeting.
6. When vacancies are filled, the incumbent fills the vacancies till the end of the term as defined in #2. The person filling the vacancy shall be ratified at the next general meeting.

**ARTICLE XIII GEMSA OFFICIAL HANDBOOK RULES**

**1. PLAYING RULES**

- a. Playing rules as specified in the GEMSA Official Handbook may be changed by the Board of Directors at any meeting.
- b. Proposed rule changes may be submitted by any member for consideration by the Board of Directors at their next scheduled meeting.
- c. Playing rules affecting the current playing season may only be amended or changed by the Board of Directors to follow rule changes by CASA or AASA made after the March 31<sup>st</sup> of each year.

**2. REGISTRATION RULES**

- a. Registration rules as specified in the GEMSA Official Handbook may be changed by the Board of Directors at any meeting.
- b. Proposed rule changes may be submitted by any member for consideration by the Board at their next scheduled meeting.
- c. Registration rules affecting the current playing season may be amended or changed by the Registration Committee to follow rule changes by CASA or AASA made after the March 31<sup>st</sup> of each year.

**3. ADMINISTRATION RULES**

- a. Administration rules may be changed by Board of Directors at Board meeting.

**4. NOTICE OF MOTION AVAILABILITY TO MEMBERSHIP**

- a. All notices of motion will be made available to the membership upon request to the Board Secretary.



#### ARTICLE XIV PROCEDURES AND GUIDELINES

1. Each standing Committee should have Terms of Reference and Standard Operating Procedures, which must be approved by the Board at a Board meeting. All amendments must be brought to the Board for approval.

#### ARTICLE XV FINANCE

1. The fiscal year of the Board shall be September 1st to August 31st.
2. The Boards books and accounts may be audited at least once a year. Any two (2) members in good standing, excluding Executive Officers, may conduct the annual audit. The Board shall have a professional audit of the financial records every three (3) years.
3. Board of Directors may operate such bank accounts as deemed necessary, and approved by the Board. Signing Officers on all financial documents shall be two (2) of the President, Treasurer and Vice President.
4. A proposed budget shall be submitted to Board of Directors by the Board Treasurer for approval by the first Meeting of each new calendar year.
5. Investment of the financial assets of the Board must be pre-approved by the Board of Directors.
6. The Auditor shall be appointed at a general meeting on the recommendation of the Board of Directors.
7. The Board of Directors may from time to time hire and/or contract individuals to be paid a fee for service to perform various duties as required by the Association.

#### ARTICLE XVI BORROWING POWERS

1. For the purpose of carrying out its objectives the Board of Directors may borrow, raise or secure the payment of money in such manner as it deems fit, but this power shall be exercised only under the Authority of the Board of Directors. In no case may debentures be issued without the sanction of an extra ordinary resolution of the Association.

**ARTICLE XVII BOOKS AND RECORDS**

1. The books and records of GEMSA shall be kept in a secure location known to the Executive. The current fiscal years books shall be kept by the Treasurer.
2. The books and records of GEMSA may be inspected by any members of the Association at the Annual General Meeting or any time upon giving reasonable written notice to the Board and arranging a time satisfactory to the officer(s) having charge of the same, within seven days.
3. The Executive shall make adequate provision for the keeping of accurate minutes of all GEMSA meetings. An accurate record of membership must also be kept.
4. The financial books and records of GEMSA shall be retained in a secure location for a minimum of seven (7) years.

**ARTICLE XVIII REMUNERATION**

1. Officers and members of Board of Directors shall not receive any remuneration for their services on behalf of the Board of Directors, unless authorized by an extraordinary resolution.

**ARTICLE XIX SEAL**

1. The seal of GEMSA shall be in the possession of the secretary and whenever used shall be by the signature of the Board Secretary and President or in the case of death or inability of either, then the Vice President with either the Board Secretary or President.

## **ARTICLE XX AMENDMENTS**

1. These bylaws of the Greater Edmonton Minor Softball Association may be rescinded, altered or added to by an extraordinary Resolution passed by a majority vote of not less than three-fourths (3/4) of such members entitled to vote, as are present at the Annual General meeting, or a special general meeting with twenty one (21) day notice. Written notice specifying the intention to propose the Resolution must be received by the Board of Directors Secretary at least thirty (30) days prior to the Annual General Meeting.

## **ARTICLE XXI PARLIAMENTARY PROCEDURE**

1. The Association shall conduct all proceedings according to "Roberts Rules of Order Newly Revised", provided they are not inconsistent with the Greater Edmonton Minor Softball Association bylaws.

## **ARTICLE XXII AFFILIATION**

1. To maintain affiliation with the Alberta Amateur Softball Association, Softball Canada, and the Edmonton Federation of Community Leagues.
2. GEMSA shall be the governing body for Edmonton Federation of Community Leagues Minor Softball, and the former standing committee of the E.F.C.L. known as the EFCL Minor Softball Council.