

SOFTBALL MANITOBA

BY-LAWS

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Section 1 - INTERPRETATION

1.01 In these By-Laws, General Operating Rules and Divisional Operating Rules unless the context otherwise requires:

- a. "Appoint" includes "elect" and vice versa;
- b. "Appointed member" is a person selected by the **Board** to sit on a Board Committee with the approval of the Board;
- c. "Association" means Softball Manitoba or the Manitoba Softball Association.
- d. "Board" means the Board of Directors of Softball Manitoba;
- e. "By-Laws" means this by-law and all other by-laws of the Association from time to time in force and effect;
- f. "Deputy Director" means an elected member of a Division who has full voting privileges when a Division Director is unable to attend a meeting. This applies to the Officials Division only.
- g. "Directors" means the members of the Board of Directors
- h. "Division" means the following segments of the Association – Adult, Minors, and Officials;
- i. "Meeting of Voting Members" includes an Annual General Meeting of eligible voting members and/or a Special General Meeting of eligible voting members;
- j. "Office" refers to the office of Softball Manitoba;
- k. "President" means the President of the Board (or Interim President) elected in accordance with Section 5.07;
- l. "Province" means Province of Manitoba;
- m. "Quorum" means a specified number of voting members required, according to the By-Laws, to hold a legal meeting;
- n. "Registered League" means a conference of three or more softball teams that have agreed to register for competition purposes and that are recognized by Softball Manitoba;
- o. "Rules and Regulations" means those rules and regulations passed at the Annual General Meeting. They shall cover all By-Laws, General Operating Rules, and Divisional Operating Rules of Softball Manitoba;
- p. "Rural" refers to those individuals who have their permanent residence in the seven (7) rural regions as follows:
 - a) Westman
 - b) Eastman
 - c) Interlake
 - d) Central
 - e) Parkland
 - f) Norman
 - g) Northwest Ontario

Note: **The Board** may declare a person (*not including players*) whose involvement is primarily in the rural area but lives in Winnipeg to be Rural.
- q. "Softball" includes Slo-Pitch softball and Fast Pitch softball.
- r. "Team" is a group of 9 or more players for Fast Pitch and 10 or more players for Slo-Pitch.
- s. "Urban" within the boundaries of the City of Winnipeg. Softball Manitoba defines this as the Municipal Wards as defined by the City of Winnipeg.
- t. "Voting Delegate" means those individuals appointed by each Division, in accordance with Section 2.03 and 2.04.
- u. "Voting Member" includes any person or League within a Division affiliated with Softball Manitoba eligible to vote; Non-Voting Members (or Participants) includes all other persons or leagues within a Division affiliated with Softball Manitoba who do not hold voting privileges within Association business unless elected or appointed.

1.02 Interpretation

Except as otherwise provided in Section 1.01, words and expressions defined in the Act have the same meanings when used herein; and words importing the singular number include the plural and vice-versa; words importing gender include the masculine, feminine and **neutral** gender; and words importing persons include individuals, bodies corporate, partnerships, trusts and unincorporated organizations.

Section 2 - MEMBERSHIP

- 2.01 Softball Manitoba Membership shall be open to representatives of such organized Amateur Softball Associations and Leagues as are approved by the Directors of Softball Manitoba. All affiliated players, coaches, managers, umpires, league officials and other interested persons (as approved by the Board) of Softball Manitoba whether they be voting or non-voting, are participants of Softball Manitoba. This membership is for the current year only, from April 1st to March 31st of the following year.
- 2.02 Every participant shall uphold the Constitution and comply with these By-Laws, General and Divisional Operating Rules of Softball Manitoba.
- 2.03 Divisional Membership
- a. Divisions recognized at the Softball Manitoba Annual General Meeting shall be participants of the Association. Each Division shall be responsible for the operation of their specific area of jurisdiction within the guidelines of the Association including the power to pass, amend, and repeal applicable General Operating Rules and applicable Divisional Operating Rules.
 - b. The Divisions are:

Minors	Adult	Officials
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 - c. Membership Voting Structure - The voting members for each Division at the Annual General Meeting and any Special General Meeting of the **Members** will be as follows:
 There will be a total of **30** voters **not including life members eligible to vote**. Any life members eligible to vote will be **entitled to one (1) vote each**.
 The votes shall be allocated as follows:
 1. President – 1 Vote
 2. **Director Norman Region – 1 Vote**
 3. **Director Parkland Region – 1 Vote**
 4. **Director Westman Region – 1 Vote**
 5. **Director Central Region – 1 Vote**
 6. **Director Interlake Region – 1 Vote**
 7. **Director Eastman Region – 1 Vote**
 8. **Director NW Ontario Region – 1 Vote**
 9. **Director Winnipeg North Region – 1 Vote**
 10. **Director Winnipeg South Region – 1 Vote**
 11. Minor Advisory Board Representative – 1 Vote
 12. Fast Pitch Advisory Board Representative – 1 Vote
 13. Slo-Pitch Advisory Board Representative – 1 Vote
 14. Provincial Umpire in Chief – 1 Vote
 15. Officials Representative (Rural) – 1 Vote
 16. Officials Representative (Urban) – 1 Vote
 17. Officials Advisory Representative – 1 Vote
 - 18-25. Members at Large – Minors (4/4 Split UR) – 8 Votes
 - 26-28. Adult Members at Large - 3 Votes
 - 29-30. Official Members at Large - (1/1 Split UR) – 2 Votes

The members at large are allocated to the three divisions and the officials pro rata to the number of registered participants with Softball Manitoba in the season immediately previous to the meeting. This pro rata allocation will be subject to each division and the officials gaining a minimum of two additional votes.

Each group is responsible for choosing **and notifying Softball Manitoba as to** who will represent them at the meeting, but it is to be clearly understood that all constituents within each division or the officials should be equally represented (for example in minors the voters should be broken up between rural and urban, **'A' Leagues and 'AAA' Organizations**).

An *example* from 2019 Registration of how the calculation will be made is set out below.

Division	2019 Registered Participants	% of Total	Votes
Minors	5,028	70%	8
Adult Slo-Pitch	1,470	20.5%	2
Adult Fast Pitch	425	6%	2
Officials	244	3.5%	2

- d. **The procedure for selecting Divisional Members At Large voting at the AGM will be as follows:**

1. Minor Division Softball – Members At Large

This Division includes the Timbits, U11, U13, U15, U17 and U19 (Female) / U20 (Male) categories. Considerations for Minor Member at Large would be an 'A' League President (or designated League Executive Member) and/or 'AAA' Organization Presidents. Equal representation with a focus on balance between Rural and Urban, 'A' Leagues (including size / # of Teams) and 'AAA' League (s).

2. Adult Division – Members At Large

This Division includes all Adult Fast Pitch and Slo-Pitch categories. These Members at Large votes are the additional representatives to carry their vote at the Annual General Meeting or any Special General Meeting of the Association. Selected Members at Large will be League Presidents or other League Executives. Selections are based on League size (# of Teams), Softball MB involvement and regionalization. Equal representation will be noted with a focus on balance between Rural and Urban and Recreation and Elite.

3. Officials Division– Members At Large

The Provincial Umpire in Chief and UDC shall select one (1) rural and one (1) urban representative to carry their vote at the Annual General Meeting or any Softball Manitoba Special General Meeting as Officials Members at Large.

2.04 Advisory Board

The Advisory Board shall be composed of knowledgeable softball people who are prepared to act in an advisory capacity to the Board of Directors and that this Advisory Board shall consist of four (4) members. These 4 members are to be selected from within and representative of the 3 Divisions of the Association (Adult Fast Pitch, Adult Slo-Pitch, Minors and Officials). Four-year term limits would be set for the positions. Each respective Advisory Board member shall have one (1) vote at the Divisional AGM to which they represent.

2.05 Life Membership

Life Membership may be awarded to individuals who have rendered exceptional services to the Association provided that:

- Nominations for such membership are in the possession of the Executive Director thirty (30) days prior to the Annual General Meeting.
- Nominations for Life Membership are referred to the Advisory Board for review;
- Upon favorable recommendation from the Board and Advisory Board that notices of nomination are provided to the general membership fourteen (14) days prior to the Annual General Meeting;
- Two-thirds of the Delegates at the Annual General Meeting support the nomination(s); Life Members shall have voting privileges at the AGM and Special General Meetings of the Association.

Section 3 - MEETINGS

- 3.01 An Annual General Meeting shall be held no later than December 31st of each year, and after the Softball Canada Annual General Meeting, at such time and place as shall be determined by the Directors. Thirty (30) days-notice shall be given in writing to the voting membership of all Annual General Meetings.

- 3.02 Every General Meeting of the membership, other than an Annual General Meeting is a Special General Meeting.

- 3.03 A Special General Meeting may be called at any time by the Directors and must be called when requested in writing by any of the three (3) divisions of Softball Manitoba. Twenty-one (21) days-notice in writing shall be given for each Special General Meeting.
- 3.04 Notice of a General Meeting shall specify the place, the day, and the hour of the meeting and in case of special business, the general nature of that business. The accidental omission to give notice of a meeting to or the non-receipt of a notice by any of the members entitled to receive notice does not invalidate proceedings at that meeting.
- 3.05 A Quorum at any General Meeting shall be a simple majority at all times of the voting Delegates in good standing attending the General Meeting. Each voting member shall be entitled to one (1) vote at the General Meeting. No proxy votes shall be allowed at any meeting.
- 3.06 At the discretion of the Chairperson, non-voting Delegates in attendance at the General Meeting, provided they are participants/members in good standing with the Softball Manitoba shall have the right to address the meeting.
- 3.07 The President, or in his absence, the Vice-President, or in the absence of both, a member of the Board, as selected by the Board, shall preside at all Softball Manitoba Meetings.
- 3.08 Each Division shall submit a list of Voting Delegates to the Executive Director (21) days prior to the Annual General Meeting and fourteen (14) days prior to any Special General Meeting.
- 3.09 Telephone/Virtual Meetings - A meeting of the Board may be held by telephone conference call or Virtual. Where any Director is unable to attend a meeting, that Director may participate in the meeting by means of telephone/computer. Directors who participate in a meeting by telephone conference call/virtual are considered to have attended the meeting.

Section 4 - PROCEEDINGS AT GENERAL MEETINGS

- 4.01 Special Business is all business at a Special General Meeting except:
 - a. The consideration of the Financial Statement
 - b. The report of the Directors
 - c. The report of the auditors (annually)
 - d. The election of the Directors
 - e. The appointment of the auditor, if required
 - f. Such other business as, under these by-laws, ought to be transacted at an AGM, or business which is brought under consideration by the reports of the Directors issued with notice convening the meeting
 - g. Amendments of the Constitution
 - h. Amendments of the By-Laws
 - i. Amendments to the General Operating Rules
 - j. **Amendments to the Division Operating Rules**
- 4.02 No other business than the adjournment or termination of the meeting shall be conducted at a General Meeting at a time when a quorum is not present. If at any time during a General Meeting 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.
- 4.03 All Notices of Motion to amend the Constitution, By-Laws, General Operating Rules and **Division Operating Rules** of Softball Manitoba to be brought to a vote before the voting membership must be in writing to the Executive Director thirty (30) days prior to the Softball Manitoba Annual General Meeting. The Notices of Motion must be forwarded to the voting membership fourteen (14) days prior to said meeting.
- 4.04 All questions shall be decided by a simple majority vote, except in the case of amendments to the Constitution, By-Laws, General Operating Rules and **Division Operating Rules** where a two-thirds majority vote is required. The President (or Chair) shall vote only in the case of a tie.
- 4.05 Any question at a General Meeting shall be decided by a show of hands, except that:
 - a. The election of the President shall be made by secret ballot.
 - b. A secret ballot shall be held upon request of five (5) voting Delegates.

Section 5 - DIRECTORS AND OFFICERS

- 5.01 **The Board of Directors shall consist of the President, Executive Director (non-voting), nine (9) Regional Directors, two (2) representing the City of Winnipeg (North and South) and one (1) each from each of the seven (7) Rural regions as defined in Section 1.01(p), with each serving alternate two (2) year terms (five (5) elected in Even Years and four (4) elected in Odd Years) and the existing Provincial Umpire in Chief.**
The following Regional Directors will be elected in Even Years: Norman, Interlake, Central, Eastman and Winnipeg South.
The following Regional Directors will be elected in Odd Years: Parkland, Westman, NW Ontario and Winnipeg North.
- a. **Candidates for President must be in good standing with Softball Manitoba. They may reside in any of the Regions and must be a permanent resident of the Province of Manitoba.**
 - b. **Candidates for Regional Directors must either be a permanent resident of the Region and have the support of at least one (1) League or 'AAA' Organization from the Region – or – may live outside the Region – but only if they receive unanimous support of all Leagues/AAA Organization in the Region. Leagues supporting candidates must be affiliated with Softball Manitoba (minimum 3 teams) and be in good standing.**
 - c. **If there are no nominees for a Regional Director position the Board of Directors will select a current Board Member to represent the region until the next AGM.**
- 5.02 If any member of the Board is unable to continue in their position as Director, the position shall become vacant. **The Board will fill** the vacancy with an elected representative from the **Board**. Exception: within the Officials Division, the vacancy shall be filled by appointment by the Board with the recommendation by the Umpire Development Committee.
- 5.03 All Directors shall enter upon their official duties immediately after the completion of the Annual General Meeting and shall serve for their respective terms or until their successors have been elected or appointed.
- 5.04 The members may, by resolution passed at a General Meeting, remove any Director from office and the vacancy created by such removal may be filled according to 5.02. Any Director removed from the Board will receive notification of such in writing.
- 5.05 All nominations for the position of President **or Regional Director** of Softball Manitoba must be **submitted to the Softball Manitoba** Office one (1) calendar month prior to the AGM. All nominations must include:
- a. A nomination in writing.
 - b. A written letter of acceptance by the nominee.
 - c. Detailed resume of softball and related activities and a written letter of support from the **league(s) nominating the candidate.**
 - d. If so chosen, the President **or Regional Director** is automatically eligible to be placed on the ballot **and not required to comply with 5.05 (a) – (c).**
- 5.06 The UIC will be appointed annually at their Division AGM and announced no later than January 1st.
- 5.07 The President **and Regional Directors** shall be elected by secret ballot at the Annual General Meeting. The President **or Regional Director** must receive a majority of all votes cast. If no candidate receives a majority of the votes cast, the voting procedure will be repeated with the candidate receiving the fewest votes being dropped from the ballot for the subsequent vote.
 The following will also apply:
- a. Those eligible to be on the ballot are as follows:
 1. **The Incumbent.**
 2. **Members who have the support of their Region or at least one (1) league from their region.**
 - b. The President shall be elected for a **three (3)** year term.
 - c. Those members having the right to vote at the Annual General Meeting for President will be as follows:
 1. the President.
 2. the current Board of Directors.
 3. other Divisional Voting Members (as per section 2.03 (c)).

4. Advisory Committee Members.
5. Life Members.

The maximum number of voting representatives will be a total of **thirty (30)** plus the number of Life Members present at any General Meeting.

- d. **One Director will be elected as Vice President by the Board of Directors at their first meeting immediately following the AGM. Elections will be done by secret ballot. One Director will be elected to the Executive Committee by the Board of Directors at their first meeting immediately following the AGM. Elections will be done by secret ballot.**
 - e. If the President is unable to fulfill the term of office, the Vice President shall immediately assume the duties of the President until such time an Advisory Board Member can convene a meeting of the Board to elect an Interim President. The Interim President will serve until the next Annual General Meeting.
 - f. An Advisory Board Member, unless up for election shall preside at this special meeting of the Board to decide upon an interim President and shall break a tie if necessary.
- 5.08 The President may be removed from office by resolution passed at a Special General Meeting where at least two-thirds majority shall be required of the voting Delegates.
 - 5.09 The Board of Directors may from time to time appoint a Treasurer who shall sit as a member of the Finance Committee. Duties of the Treasurer shall be those included in the appointment. The Treasurer will report directly to the President.
 - 5.10 A Director or Committee participant who has an interest or may receive personal gain, or who may be perceived as having an interest or receiving personal gain, in a proposed contract or transaction with Softball Manitoba shall disclose fully and promptly the nature and extent of such interest to the Board as the case may be; shall refrain from voting or speaking in debate on such contract or transaction; shall refrain from influencing the decision on such contract or transaction; and shall otherwise comply with the requirements of the Act regarding conflict of interest.

Section 6 - PROCEEDINGS OF THE DIRECTORS

- 6.01 The Board shall meet as often as deemed necessary for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings, as they think fit.
- 6.02 All meetings of the Board shall be open meetings with the following exceptions:
 - a. all issues pertaining to personnel matters.
 - b. those issues that seventy-five percent (75%) of the Directors present, vote to discuss "in camera"
- 6.03 The Board may govern, regulate and make decisions respecting any matter concerning the affairs of Softball Manitoba and, in particular, but without limitation, has the authority to:
 - a. appoint one or more persons to represent Softball Manitoba at the Softball Canada annual meeting and the Western Canadian Softball Association Annual General Meeting.
 - b. govern, regulate and make decisions respecting any matter concerning Amateur Softball in Manitoba;
 - c. govern, regulate and make decisions respecting any matter concerning Softball Manitoba Provincials;
 - d. suspend any member of Softball Manitoba for violating the rules and regulations of the Softball Manitoba;
 - e. rule that any player is ineligible to be a participant of or play for any team or in any league;
 - f. rule that any coach or manager is ineligible to coach or manage any team or in any league;
 - g. rule that any official of Softball Manitoba is ineligible to officiate in any affiliated league;
 - h. rule that any team is ineligible to play in any League; or Championship/Event
 - i. deal with, decide and settle any matter, issue or question not expressly provided for in the By-Laws, General Operating Rules, or Divisional Operating Rules of Softball Manitoba.
 - j. All decisions made by the Board are final.
- 6.04 The quorum for the transaction of business at any meeting of the Board shall be four (5) directors or such greater number as the Board may from time to time determine. The President (or Chair) shall not be included for purposes of establishing this quorum (voting is as per 4.04). Any Director who misses two (2) Board meetings (33%) may be removed as a Director for the remainder of their term (at the discretion of the Executive) – Effective Immediately.

- 6.05 The President shall be Chairman of all meetings of the Board, but if at any meeting the President is not present, the Vice-President shall act as Chairman; if neither is present, the Directors present may choose one of their number to be the Chairman at the meeting.
- 6.06 A Director may at any time request a meeting of the Board provided all Directors have been informed and a simple majority of Directors are in agreement.
- 6.07 The Directors may Delegate any, but not all, of their powers to Board Committees.
- 6.08 The Board may from time to time appoint such other Committees as it may deem advisable, but the functions of any such other Committees shall be advisory only.
- 6.09 A resolution in writing, signed by all Directors and placed with the minutes of the Directors is as valid and effective as if regularly passed at a meeting of the Directors.
- 6.10 Decisions outside of the approved budget which have financial impact on Softball Manitoba must be approved by the Executive Committee or Board.
- 6.11 Abstaining from voting on an issue shall not be recognized as a vote for or against a motion. The abstention will not be counted in the total ballots cast.

Section 7 - BOARD COMMITTEES

- 7.01 The standing Board Committees shall be as follows:
 - a. Executive Committee (includes Finance)
 - b. Competition Committee
 - c. Development Committee
 - d. Umpires Development Committee
 - e. **Adult Division Committee**
 - f. **Minor Division Committee**
- 7.02 The Board may from time to time appoint such other committees as deemed necessary.
- 7.03 Each of the Board Committees identified in 7.01 shall consist of:
 - a. **Individuals appointed by the Board (regarding all of 7.01).**
 - b. Committee 7.01 (a) decisions will be decided based on 1 vote per **Committee Member**.
The Executive Committee shall consist of:
 - (a) President
 - (b) **Vice-President**
 - (c) **Regional Director as elected by the Board**
 - (d) Executive Director (non-voting)
- 7.04 A Director may serve as chairman of one (1) Board Committee or appoint a Chairman from the Committee with Board approval. Each Director must sit on one (1) Committee.
- 7.05 Committee Activity shall be reported by the Director in charge of the Committee at each Board Meeting.
- 7.06 Questions arising at any committee meeting shall be decided by a simple majority vote. Voting procedure is 1 vote per Division with the Committee Chair voting only in the case of a tie.
- 7.07 A Committee shall conform to any rules/changes imposed on it by the Board and report such changes at the next Board meeting.
- 7.08 The Executive Committee shall have the right to make decisions and act on such decisions without Board ratification. Decisions shall be reported at the next monthly meeting.
- 7.09 Each Director shall serve on a Committee for a one (1) year term minimum. The term shall begin immediately after the Annual General Meeting.

Section 8 - DUTIES OF OFFICERS

- 8.01 The President is the Chief Executive Officer of the Association and:
 - a. Shall preside at all meetings of the Association and of the Directors.
 - b. Shall supervise the other officers in the execution of their duties.
 - c. Shall apply and enforce all By-laws and Rules of Softball Manitoba.
 - d. May appoint at least one member of the Board to all Board Committees.
 - e. Shall be responsible for the approval of all accounts, bills, or commitments against Softball Manitoba before payment, acceptance or delivery. The President is empowered to make decisions on any single emergency expenditure of funds, without the approval of the Board or Membership, up to the amount of \$1000.00.
 - f. Shall exercise all duties and powers of the Board when it is impossible for him to obtain a vote of the Board in case of emergency.
 - g. Shall watch over the assets and records of Softball Manitoba.

- h. Shall perform such other acts and duties as may be incident to his office and may properly be required of him by the Board.
 - i. Shall sign the minutes of all meetings of the Board and Delegate any of his duties deemed expedient.
- 8.02 The Vice-President may assist the President in the discharge of his duties, and in the absence or disability of the President, may act in his stead until such time as an Advisory Board Member can convene a meeting of the Board to elect an Interim President. The Vice President may chair committee(s) as assigned by the Board.
 - 8.03 The **Regional** Directors shall promote and direct the game of softball abiding by the Constitution and the Rules and Regulations of Softball Manitoba. They shall oversee Provincial Championships and sanctioned tournaments in this Division.
 - 8.04 The Officials Director and Umpire Development Committee shall promote and direct the training and provision of umpires for all levels of softball, abiding by the Constitution and Rules and Regulations of Softball Manitoba.
 - 8.05 The President or his designate, the Executive Director and one other member of the Board will be signing officers for Softball Manitoba. All Softball Manitoba cheques must bear the signatures of two signing officers.
 - 8.06 The President, Executive Director and Operations Manager will be signing authorities for John Blumberg Softball Complex. All cheques must bear the signatures of two signing authorities.

Section 9 – PERMANENT EMPLOYEES

- 9.01 The Board shall approve the appointment of the following positions:
 - a. Executive Director
 - b. Administrative Coordinator
- 9.02 Application for the above positions should be solicited and the duties of each position documented before an appointment is made.
- 9.03 Any employee so appointed shall be paid a salary or honorarium approved and determined by the Board.
- 9.04 The Executive Director shall be directly responsible to the President of Softball Manitoba. The Administrative Coordinator shall be directly responsible to the Executive Director.
- 9.05 Softball Manitoba Employees shall not be granted a vote at any Softball Manitoba meetings. Any member of the Board who applies for any paid position within Softball Manitoba will be required to take a leave of absence until such time as the position is filled.
- 9.06 If in the best interest of Softball Manitoba, the Executive may approve the hiring of part time, paid individuals to work on special projects. The duties of any position must be documented before any appointment is made.
- 9.07 Each appointment will be for the period from the time it is made until the incumbent resigns or the Board feels it is in the best interest of Softball Manitoba.
- 9.08 The Executive Director shall:
 - a. Be responsible for the management of the Softball Manitoba Office on a daily basis.
 - b. Oversee the financial management of Softball Manitoba.
 - (i) Be responsible for supervising the receipt of all monies received by Softball Manitoba and for the deposits of the same in such bank, credit union, or trust company as may be designated by the Board.
 - (ii) Be responsible for supervising and completion of Grants and Funding applications.
 - (iii) Properly account for the funds of Softball Manitoba and keep such books and records as may be directed by the Board.
 - (iv) Present a full and detailed account of receipts and disbursements to the Board whenever requested.
 - (v) When directed by the Board, cause to be prepared an audited statement of the financial position of Softball Manitoba.
 - (vi) Close the financial books of Softball Manitoba on March 31st of each year, on which date all monies due to the Association are to be in the hands of the Executive Director.
 - (vii) Submit a final report on the past year's activities at the Annual General Meeting.

- c. Assist with effective public relations.
 - d. Provide leadership, direction and assistance to Staff, Board, Softball Manitoba Volunteers and Membership.
 - e. Ensure all Development and Competitive programs are carried out.
- 9.09 The Administrative Coordinator shall:
- a. Serve as the Office Administrator.
 - b. Carry out Accounting and Financial duties within the office. Assist in year-end audit and final report.
 - c. Liaison with the UIC and the ODC regarding the Officials Development Program.
 - d. Manage the Marketing and Promotion of the Association (including Website, Annual Awards, Bursary Program, etc.)
 - e. Manage the Association Database & Website.
 - f. Coordinate the Registration process (including teams, players, coaches and officials).
 - g. Receive direction from and report directly to the Executive Director

Section 10 - ANNUAL FEES

- 10.01 The Softball Manitoba annual membership fees for registration shall be established no later than January 31st.
- 10.02 Team Registration Fees, Provincial Entry Fees and Official's Registration Fees may vary (between Categories, Classifications and Levels).

Section 11 - FUNDRAISING BOND/CHEQUES RETURNED

- 11.01 Softball Manitoba reserves the right to charge a \$25.00 fee for cheques returned to the Association for any reason.
- 11.02 Outstanding debts may be taken to small claims court for recovery.
- 11.03 All teams receiving Funds from Softball Manitoba must have a Team Chequing Account. Personnel accounts will not be accepted.

Section 12 - BORROWING POWERS

- 12.01 Upon resolution passed by not less than three-quarters of the Board, Softball Manitoba may from time to time;
- a. Borrow money upon the credit of Softball Manitoba;
 - b. Issue, re-issue, sell or pledge bonds, debentures, notes or other evidence of indebtedness or guarantee of Softball Manitoba whether secured or unsecured; and
 - c. Mortgage, hypothecate, pledge or otherwise create an interest in or charge upon all or any property (including the undertaking and rights) of Softball Manitoba, owned or subsequently acquired, by way or mortgage, hypothecate, pledge or otherwise, to secure payment of any such evidence of indebtedness or guarantee of Softball Manitoba.
- 12.02 Nothing in this section limits or restricts the borrowing of money by Softball Manitoba on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of Softball Manitoba.

Section 13 - AUDIT

- 13.01 The accounts of Softball Manitoba shall be annually examined and the correctness of the balance sheet and account book shall be ascertained by a firm of auditors appointed by the Board.
- 13.02 The auditor shall be remunerated for services at such sum as he/she (auditor) and Board shall mutually agree.

Section 14 – INDEMNIFICATION

- 14.01 Shall Indemnify - Softball Manitoba shall indemnify and hold harmless out of the funds of Softball Manitoba each Director and Officer from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer.
- 14.02 Shall Not Indemnify - Softball Manitoba shall not indemnify a Director or Officer or any other individual for acts of fraud, dishonesty, or bad faith.
- 14.03 Insurance - Softball Manitoba may purchase and maintain insurance for the benefit of its Directors and Officers, as the Board may determine.

Section 15 - TRAVEL PERMITS

- 15.01 Any team, player, coach, manager or umpire wishing to travel outside of Canada to participate in any softball competition must have a travel permit issued by the Softball Manitoba office.
- a. No team, player, coach, manager or official may travel outside of Canada to participate in any softball competition at the same time the team, player, coach, manager or umpire has an obligation to participate in any Softball Manitoba sanctioned competition such as a Provincial Championship. Failure to observe these regulations could result in suspension and/or other action.
- 15.02 Any umpire wishing to travel outside of Canada to participate/officiate in any softball competition must have a travel permit issued by the Officials Director (PUIC) or his designate. Failure to observe these regulations could result in suspension and/or other action.

Section 16 - ALTERATION OF THE CONSTITUTION, BY-LAWS, GENERAL OPERATING RULES AND DIVISIONAL OPERATING RULES

- 16.01 Amendments to the Constitution, By-Laws, General Operating Rules and Divisional Operating Rules shall be made by recommendation only from the Board/Executive Committee.
- 16.02 A Notice of Motion to amend the Constitution, By-Laws, General Operating Rules and **Divisional Operating Rules** must be forwarded in writing to the Executive Director thirty (30) days prior to the Annual General Meeting. The Executive Director shall forward copies of all Notices of Motion to the voting Delegates fourteen (14) days prior to the Annual General Meeting.
- 16.03 Constitution, By-Laws, General Operating Rules and Divisional Operating Rules may be enacted, repealed, or amended at an Annual General Meeting by at least a two-thirds majority of votes cast by voting Delegates.
- a. Approved changes to the Constitution, By-Laws, General Operating Rules and Divisional Operating Rules may not be reversed or changed at a subsequent Annual General Meeting prior to the approved change being implemented for at least a period of three (3) years.
- 16.04 When a Notice of Motion has not been served as provided for in (16.02), the Notice of Motion may be brought to the floor at any Annual General Meeting by a unanimous vote of Delegates present.
- 16.05 Any changes by Softball Canada that effects Softball Manitoba's Constitution, By-Laws, General Operating Rules and **Divisional Operating Rules** may be accepted upon recommendation from **The Board**.

Section 17 - BONDED

- 17.01 The following individuals must be bondable:
- a. Permanent Employees;
- b. Board of Directors;
- c. Clinicians
- Anyone who has signing authority for Softball Manitoba must be bonded.
- 17.02 If an individual cannot be bonded, the said individual may not hold that office or position.

Section 18 - RULES OF ORDER

- 18.01 At all Softball Manitoba meetings, items not covered by this Constitution and By-Laws shall be governed by Roberts Rules of Order (Modified Version).