



2023 Annual General Meeting Minutes

1. Credentials

a. Voting Members

- | | |
|---------------------|------------------------------|
| i. Dan Mersereau | x. Breanna Saulnier |
| ii. Cassie Innis | xi. Stacy Blois |
| iii. Darleen Sobey | xii. Ian Flanagan |
| iv. Gracelyn Kaine | xiii. Chelsea Craig |
| v. Robyn Wiseman | xiv. Peter Mersereau |
| vi. Patrick Lahaie | xv. Ron Campbell |
| vii. Crystal Lahaie | xvi. Scott Willis (If a tie) |
| viii. Barry Adams | |
| ix. Craig Clarkson | |

b. Non Voting Observers

- i. Sindy Hachey
- ii. Brent Evans
- iii. Amanda Dorthy
- iv. Meryl Coes

c. Non Voting Staff Members

- i. Hillary Pineau
- ii. Matt Whipple

2. President's Address / Land Acknowledgement

- a. Meeting called to order at 10:13am by President Willis
- b. President Willis acknowledged that the land on which we gather is the traditional unceded territory of the Mi'kmaq, Wolastoqiyik (Maliseet) and Peskotomuhkati (Passamaquoddy) Peoples.
- c. President Willis welcomed everyone and announced that the voting scrutineers for the meeting will be Brent Evans and Matt Whipple.
- d. AGM Rule and Procedures were reviewed by President Willis.
 - i. He reminded everyone that a simple majority of fifty percent, plus one of the votes cast is required to approve all motions.
 1. Unless otherwise stated
- e. Hillary Pineau did a streamlined roll call of voting members who have registered.
 - i. 16 voting members
 - ii. 4 Non-Voting Observers,
 - iii. 2 Non-Voting staff members were reported.
 1. Quorum has been established.
- f. President's report was reviewed

3. Approval of the Agenda

- a. *Motion #1 - That the Agenda of the 2023 Softball New Brunswick Annual General Meeting be adopted with the powers to add*
 - i. *Carried*

4. Reading of the Minutes of the Last Annual General Meeting



- a. *Motion #2 - To accept the minutes of the 2022 Softball New Brunswick Annual General Meeting*
 - i. *First: Ron Campbell* *Second: Breanna Saulnier*
Carried
5. **Business arising from the Minutes of the last Annual General Meeting**
 - a. No business arising from the minutes
6. **Financial Report**
 - a. Based on the recommendations of our Treasurer and Auditor, Softball New Brunswick was not able to present the audited financial statement to members, as they were not yet completed for the 2022 fiscal year, due to reasons out of our control.
 - b. The auditor indicated that the audited financials will be completed by the end of May.
 - i. When completed, they will promptly be shared with the membership.
 - c. In the beginning of the 2022 fiscal year, the bank balance had been a bit inflated due to additional COVID funding, CEBA loan, etc. over the last few years. As 2022 resumed all activities, Softball New Brunswick was finally able to operate some of the programs that had been postponed and intended to spend some of the funding. Some of the items this funding was spent on includes:
 - i. Provincial Team Equipments and Uniforms
 - ii. Softball Canada Annual General Meeting
 - iii. Technical Director funding (GNB)
 - iv. Timbits (Staff Extra Weeks, Equipment, Swag)
 - v. CEBA Loan (\$40,000 to be returned in fall 2023)
 - d. Softball NB is in very strong financial shape and is on par with previous years. Over the last month registration has opened and we are also on target with our registration numbers of players, coaches and umpires.
 - e. In January 2023, Softball NB hired a Treasurer (Ellen Fitzsimmons) to take on the organization's finances as it has outgrown a volunteer position. This will allow the financials to keep a lot more in real time.
 - f. As the audited financials were not presented during the meeting, a motion to accept the financial report was not made, and it will be moved to Old Business during the 2024 Annual General Meeting.
7. **Regional Coordinators Reports (1-8)**
 - Region 1 - VACANT – Report Submitted
 - Region 2 - VACANT – Report Submitted
 - Region 3 - Dan Mersereau – Report Submitted
 - Region 4 - VACANT – Report Submitted
 - Region 5 – Breanna Saulnier - Report Submitted
 - Region 6 - Darleen Sobey – Report Submitted
 - Region 7 - VACANT – Report Submitted
 - Region 8 - VACANT – Report Submitted



- a. *Motion #3 - To accept all Regional Directors reports as presented*
 - i. *First: Gracelyn Kaine* *Second: Ron Campbell*
Carried

8. Technical Coordinators Reports

- Provincial Umpires in Chief Report - Ron Campbell – Report Submitted
- Minor Female Coordinator Report – Gracelyn Kaine – Report Submitted
- Minor Male Coordinator Report – VACANT – Report Submitted
- Timbits Softball Coordinator Report - Angela Sanford – Report Submitted
- Adult Coordinator Report – VACANT – Report Submitted
- Slo Pitch Coordinator Report – VACANT – Report Submitted

- a. *Motion #4 - To accept al Technical Coordinator reports as presented*
 - i. *First: Dan Mersereau* *Second: Gracelyn Kaine*
Carried

9. Executive Director

- a. Executive Director Report Submitted
- b. *Motion #5 - To accept the Executive Director report as presented*
 - i. *First: Barry Adams* *Second: Stacy Blois*
Carried

10. Old Business

- a. No old business

11. Amendments to the Constitution

12. Notices of Motion(s)

- a. Six (6) Notice of Motions were submitted by Softball New Brunswick Board of Directors, and circulated to members in advance of the Annual General Meeting

Notice Of Motion #1

Bylaws

Submitted By: Softball New Brunswick Board

Moved By: Gracelyn Kaine

Seconded By: Ron Campbell

REFERENCE: (Section, article, number, page, etc.)

Article 1 (Membership), 1:03 Membership Registration Dates, 1, page 4

WHEREAS: (Article as currently written)

1. All teams who want to take part in provincials must be members two weeks prior to the Provincial Tournament date and have all fees paid.



BE IT RESOLVED THAT (Motion. State whether revision, addition, deletion)

1. All teams who want to take part in provincials must be members **thirty (30) days** prior to the Provincial Tournament date and have all fees paid.

RATIONALE:

To allow for better planning of Provincial Championships and ensure commitment from teams. Office staff will ensure adequate time for teams to register as members in advance of the deadline

FINANCIAL IMPLICATIONS (Softball Canada, Provincial/Territorial, Individual)

N/A

FINAL RECOMMENDATIONS: **Carried**

Notice Of Motion #2

Bylaws

Submitted By: Softball New Brunswick Board

Moved By: Gracelyn Kaine

Seconded By: Craig Clarkson

REFERENCE: (Section, article, number, page, etc.)

Article 1 (Membership), 1:03 Membership Registration Dates, 2, page 4

WHEREAS: (Article as currently written)

2. Registration forms for Adult and Minor Provincials must be received two weeks prior to the Provincial date.

BE IT RESOLVED THAT (Motion. State whether revision, addition, deletion)

2. Registration forms for Adult and Minor Provincials must be received **thirty (30) days** prior to the Provincial date.

RATIONALE:

To allow for better planning of Provincial Championships and ensure commitment from teams. Office staff will ensure adequate time for teams to register in advance of the deadline

FINANCIAL IMPLICATIONS (Softball Canada, Provincial/Territorial, Individual)

N/A



FINAL RECOMMENDATIONS: Carried

Notice Of Motion #3

Bylaws

Submitted By: Softball New Brunswick Board

Moved By: Ron Campbell

Seconded By: Crystal Lahaie

REFERENCE: (Section, article, number, page, etc.)

Article 3 (Board Responsibilities), Section 6 (Remuneration), Number 2, Page 8

WHEREAS: (Article as currently written)

2. Any payments made to the Treasurer of the Association will be classified as an "honorarium" and / or shall be determined by the Board of the Association. This honorarium shall be paid once per fiscal year upon completion of a satisfactory financial review by the independent auditor and/or an accredited accounting firm.

BE IT RESOLVED THAT (Motion. State whether revision, addition, deletion)

2. Any payments made to the Treasurer of the Association shall be determined by the Board of the Association. The payment shall be paid monthly in accordance with the completion of the Treasurer's duties.

RATIONALE:

The Softball New Brunswick Board has recently moved forward appointing a bookkeeper, who will serve as the Associations Treasurer in a non-voting capacity, to keep record of the organization's finances as it has outgrown a volunteer position.

FINANCIAL IMPLICATIONS (Softball Canada, Provincial/Territorial, Individual)

There has always been a cost incorporated into the Associations annual budget for the Treasurer positions (Honorarium & Telephone/Internet). Softball New Brunswick's Board on an annual basis will perform a review of the needs of the organization, and consider the going rate of bookkeeping services. Softball NB will be responsible for the cost of a bookkeeper.



FINAL RECOMMENDATIONS: **Carried**

Notice Of Motion #4

Bylaws

Submitted By: Softball New Brunswick Board

Moved By: Breanna Saulnier

Seconded By: Barry Adams

REFERENCE: (Section, article, number, page, etc.)

Article 2 (Corporate Affairs), Number 2(2) (Branches of the Association)

WHEREAS: (Article as currently written)

2. The Executive Branch shall be made up of the President, Vice President, Treasurer (Non-Voting), and the Executive Director.

BE IT RESOLVED THAT (Motion. State whether revision, addition, deletion)

2. The Executive Branch shall be made up of the President, Vice President, ~~Treasurer (Non-Voting)~~, and the Executive Director

RATIONALE:

Remove the Treasurer from the Executive as they currently are a non-voting member of the Board and is completing paid work for the organization. The treasurer will be called upon by the Executive as needed for financial updates, budgeting purposes, etc.

FINANCIAL IMPLICATIONS (Softball Canada, Provincial/Territorial, Individual)

N/A

FINAL RECOMMENDATIONS: **Carried**

Notice Of Motion #5



Bylaws

Submitted By: Softball New Brunswick Board

Moved By: Ron Campbell

Seconded By: Gracelyn Kaine

REFERENCE: (Section, article, number, page, etc.)

Article 3, Page 5 Board Responsibilities

WHEREAS: (Article as currently written)

ADD NEW SECTION

BE IT RESOLVED THAT (Motion. State whether revision, addition, deletion)

ARTICLE 3 DUTIES OF THE BOARD OF DIRECTORS

The role of the Directors is to act as stewards or trustees of the Association's mission, promoting the Association's values and anticipating the future. Specific responsibilities include:

Legal

a) To govern and direct the Association according to its Constitution and Bylaws, ensuring that these are consistent with the purposes

Culture and Values

a) To establish and review fundamental principles and beliefs that form the foundation of the Association, to guide the Association's behaviour, services and programs.

b) To communicate, encourage and monitor the application of these fundamental beliefs throughout the softball community.

Planning

a) To formulate the strategic plans and long-range corporate goals of the Association.

b) To ensure the maintenance of an effective planning process for strategic and operational planning.

c) To monitor the formulation and implementation of operational plans and ensure that such plans are consistent with the strategic direction of the Association.

d) To work in collaboration with Provincial/Territorial Association Members when National events are occurring within that province/territory.

Policy

a) To develop major functional policies which relate to the goals and objectives of the Association.

b) To make policies and procedures relating to discipline and have the authority to discipline members in accordance with such policy and procedures.

c) To make policies and procedures relating to how disputes within the Association will be managed, and all such disputes will be dealt with in accordance with such policies and procedures.

d) To monitor the development and implementation of operational policies and procedures to ensure they are consistent and compatible with the major functional policies of the Association.

e) may appoint members in good standing to serve at its pleasure on committee(s) created by the Board or may recommend at its pleasure a member in good standing to serve on a committee outside of the Association. As a member serving at the pleasure of the Board, such member may be removed



or have their recommendation rescinded at any time with or without cause at the pleasure of the Board.

Human Resources

- a) To approve and monitor sound human resource management policies, procedures and practices.
- b) To select and hire an Executive Director capable of assuming responsibility for implementation of the Board's Policies and strategic plans through the efficient management of the Association's operations. The Executive Director should be capable of identifying policy needs and developing and recommending policy to the Board.
- c) To ratify and support volunteer and contract position appointments of people **on the board** whom are capable of assuming operations responsibilities within the strategic direction and policies established by the Board, under the guidance and leadership of the Executive Director.
- d) To counsel, support and assist the Association's staff and appointed volunteers in the fulfillment of their operational responsibilities.

Financial

- a) To ensure that the budget reflects the priorities and strategic direction of the Association through the approval and monitoring of the annual budget and within financial statements.
- b) To plan for and acquire sufficient financial resources to implement the plans of the Association in a prudent, financially responsible way.
- c) To ensure that effective financial controls and management systems are in place to protect the assets of the Association.
- d) To ensure auditing of the financial operation.

Advocacy

- a) To develop community awareness of the purpose and mission of the Association.
- b) To represent the Association to the national and international sporting community, government, foundations, funding agencies and other Associations.
- c) To monitor government legislation and advise government officials on the impact of currently proposed policies.
- d) To report to the membership on strategic plans and policy development and ensure the reporting to the membership on program services and future operational planning.
- e) To participate as a responsible member of the Canadian and international sporting communities on issue identification and resolution.

Maintenance of the Board

- a) To ensure that qualified candidates are recruited and vetted as required for electoral consideration.
- b) To evaluate the Board's performance annually.

RATIONALE:

To provide more clarity on the duties and the authority of the Board of Directors. To supplement the established job descriptions for each position



FINANCIAL IMPLICATIONS (Softball Canada, Provincial/Territorial, Individual)

N/A

FINAL RECOMMENDATIONS: Carried as amended

Notice Of Motion #6

Bylaws

Submitted By: Softball New Brunswick Board

Moved By: Dan Mersereau

Seconded By: Darleen Sobey

REFERENCE: (Section, article, number, page, etc.)

Article 5 (Annual General Meeting), 4:01 (Voting Members), Number 2, Page 10

WHEREAS: (Article as currently written)

4:01 VOTING MEMBERS

2. Each registered team in good standing shall have one (1) vote each at each Annual General Meeting.

BE IT RESOLVED THAT (Motion. State whether revision, addition, deletion)

4:01 VOTING MEMBERS

2. Each registered team in good standing shall have one (1) vote each at each Annual General Meeting.

a) Softball New Brunswick Provincial Teams and/or Canada Games programs are not entitled to a vote at the Annual General Meeting

RATIONALE:

These teams are not independent members (club teams) of Softball New Brunswick but are teams/programs operated by Softball New Brunswick at the Provincial level.

FINANCIAL IMPLICATIONS (Softball Canada, Provincial/Territorial, Individual)

N/A

