

SOFTBALL YUKON

Incorporated under the "Societies Act"
1974 and amendments thereto

1) The name of the Society is: **"SOFTBALL YUKON"**

It shall also be known as: **"The Amateur Softball Association"**

2) The purposes of the Society Are:

- To promote the game of softball and associated sports and pastimes.
- To hold and arrange softball and other matches and competitions, and to offer and grant, or contribute towards the provisions and prizes, awards and distinctions on a Territorial level.
- To subscribe to, become a member of and co-operate with other associations whether incorporated or not, whose objects are altogether or in part similar to those of this society.
- To make, adapt, vary, and publish rules and regulations of the said game or otherwise, and to take all such steps as shall be deemed necessary or advisable for the enforcing of such regulations, by by-laws and conditions.
- To promote, support or assist in all or any such athletic contests or sports for which any property of the society may be available or which may be determined or approved by the society.

3) Dissolution

In the event of winding up or dissolution of the society, the liquidators appointed shall cause all assets of the society available, for distribution to be transferred to an organization or organizations, situated in Yukon and devoted to the advancement of similar or like objects as this society. Such organization shall be chosen by a majority vote of the members attending the first meeting called by the liquidators.

This condition shall be unalterable.

BY-LAWS

SOFTBALL YUKON

Part 1 – Interpretation

1) In these by-laws, unless the context otherwise requires,

- “Directors” means the Directors of the society for the time being
- “Societies Act” means the societies Act of the Yukon Territory from time to time enforce and all amendments thereto
- “Registered Address” of a member means the address as recorded in the register of members
- “Affiliate” means the organized body registered with the society each year
- “Members” are the individuals registered with the society either through an affiliate or on their own
- The definitions of the Societies Act on the date these by-laws become effective apply to these by-laws
- Words importing the singular include the plural and visa-versa, and words importing the male person include a female person and a corporation

Part 2 – Membership

1. Membership in this Society shall be open to representatives of such organized Softball associations and Leagues as are approved by the directors of the society. All affiliated players, coaches, managers, and umpires of Softball Yukon whether they be voting or non-voting are members of the association.
2. A person may apply to the Directors for membership in the Society and on acceptance by the Directors shall be a member.
3. Every member shall uphold the Constitution and comply with these by-laws.
4. Disqualification – A person shall cease to be a member of the Society
 - On being expelled
 - On his death, or
 - In the case of a voting member not duly registered as a player, coach or manager, on delivering his written resignation to the registered office of the Society.
5. A member may be expelled by a special resolution of the Directors passed at a Directors meeting.
 - The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
 - The person who is the subject of the proposed resolution for expulsion shall be given the opportunity to be heard at the Directors meeting before the special resolution is put to a vote.
6. Any person or persons suspended shall have the right to appeal the suspension within thirty (30) days of having received written notification of the suspension.
7. All appeals of the Society shall be heard by an arbitration board consisting of (2) Directors, so appointed by the Board of Directors, and (3) member at large appointed by the Board of Directors.
8. All members are in good standing except a member who has failed to pay his current annual membership fee or any other subscription of debt due and owing by him to the society, he is not in good standing so long as the debt remains unpaid.

Part 3 – Meetings

1. An annual General Meeting shall be held in the month of February in each year at such a time and place as shall be appointed by the Directors. Thirty (30) days' notice shall be given in writing to the voting membership of all Annual General Meetings.
2. Every General Meeting, other than an Annual General Meeting is an Extra-Ordinary General Meeting.
3. An Extra-Ordinary Meeting may be called at any time by the directors, and shall be called when requested in writing by not less than 20% of the members eligible to vote at the meeting.
4. Notice of a General Meeting shall be given or sent to each member entitled to vote at the meeting not less than 10 days or more than 60 days before the meeting and the notice shall specify the place, day and the hour of the meeting, and in case of special business, the general nature of that business.
5. Where a special resolution is to be voted on at a General meeting, notice of the General Meeting shall be given or sent to each member entitled to vote at the meeting no less than (21) days or more than 960) days before the meeting and the notice shall include the text of the special resolution of be submitted to the meeting.
6. 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.

Part 4 – Proceedings at a General Meeting

1. Special business shall not be conducted at a General Meeting unless notice has been given of the proposal to conduct that business at that meeting.
2. Special Business is:
 - a) All business at an Extra-Ordinary Meeting, other than the adoption of the rules of order, and
 - b) At an Annual General Meeting, all business other than:
 - The adoption of rules of order
 - The consideration of the financial statements
 - The report of the Directors
 - The report of the auditor, if any
 - The election of Directors
 - The appointment of the Auditor, if required
 - Such other business as, under these by-laws, ought to be transacted at an Annual General Meeting or business which is brought under consideration by the report of the Directors issued with the convening the meeting.
3. Where a quorum is not present at a general meeting, no business, other than the election of a Chairman, the adjournment or termination of the meeting shall be conducted.
4. 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.
5. Softball Yukon is composed of many affiliates. Each affiliate may have two (2) voting members at the Annual General Meeting and any Extra-Ordinary Meetings.
6. A Quorum is:

The Majority of voting delegates is good standing attending the Annual General Meeting.
The number of non-voting members can exceed the number of voting delegates.
7. Voting by proxy is not permitted
8. If within 30 minutes from the time appointed for a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

9. The president of the Society, the Vice President, or, in the absence of both, one of the other Directors shall preside as Chairperson of a general meeting.
10. If at a General Meeting:
 - a) There is no President, Vice President, or other Director present with 15 minutes after the time appointed for holding the meeting, or
 - b) The President and all other Directors are unable or unwilling to act as chairman, the members present shall chose one of their numbers to be chairman.
11. A General Meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
12. Where a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
13. Except as provided in this by-law, it is not necessary to give notice at an adjournment or of the business to be transacted at an adjourned General Meeting.
14. All resolutions pertaining to by-laws and operating rules, to be brought to a vote before the voting members at an Annual General Meeting or Extra-Ordinary General Meeting, must be in writing and received at the registered offices of the society no less than thirty (30) days prior to said meeting.
15. The Chairperson may move or propose a resolution and May second a motion or resolution proposed by another person.
16. In case of equality of votes, the Chairman shall not have a casting or second vote in addition to the vote which he may ne entitles as a member, and the proposed resolution shall not pass.
17. A voting delegate in good standing present at a meeting of delegated is entitled to one (1) vote.
18. Voting, except for the election of Officers or Directors, is by a show of hands.

Part 5 – Directors and Officers

1. The Directors may exercise all powers and do all the acts and things the Society may exercise and do which are not by these by-laws or by statute or otherwise lawfully directed or required to be exercised or done by the society in general meeting.
2. The authority of the Directors under (1) is subject to:
 - All laws affecting the Society
 - These by-laws; and
 - Rules, not being inconsistent with these by-laws, which are made from time to time by the Society in general meeting.
 - No rule, made by the Society in general meeting, invalidates a prior act of the Directors that would have been valid if the rule had not been made.
3. The officers of the Society shall consist of:
 - The President
 - Three (3) Vice-Presidents
 - One Director, and
 - A Secretary-Treasurer
4. The terms of office for the officers of the Society shall be;
 - The President, (2) year term, odd numbered years,
 - The First Vice-President, (2) year term, even numbered years
 - The Second Vice-President, (2) year term, even numbered years
 - The Third Vice President, (2) year term, odd numbered years,
 - The Director, (2) year term, odd numbered years,
 - The Secretary-Treasurer, (2) year term, even numbered years.
5. Any member of the Board of Directors may, may by notice in writing, resign at any time and on acceptance by the remaining members of the Board of Directors the office shall become vacant.
6. The Directors shall retire from office at the Annual General Meeting of the Society at the termination of their term of office.
7. Separate elections shall be held for each office to be filled.
8. Any election may be by acclamation; otherwise it shall be by secret ballot.

9. If no successor is elected, the person previously elected or appointed, continues to hold office.

10. Vacancies on the Board of Directors

- Should a vacancy occur on the Board of Directors, the remaining members shall continue to act notwithstanding such vacancy and the acts of the remaining members shall be valid.
- The Board of Directors may fill up to (2) vacant positions by appointment of a member in good standing with the Society. Such appointees shall hold office only until the first annual General Meeting or Extra-Ordinary General Meeting of the society, following the date of such appointment, at which time a member of the Society shall be elected to fill the position for the remaining period of that term of office.
- Should the elected Board of Directors become less than four (4), a General Meeting shall be called to fill all vacant positions by election.
- The membership may, by special resolution, at any Annual General Meeting or Extra-Ordinary General Meeting called for that purpose, remove any member of the Board of Directors from office, and shall at such Annual General Meeting or Extra-Ordinary General Meeting, elect another to the Board of directors to fill the vacancy so created for the unexpired term of the member so removed.

11. No Director shall be remunerated for being or acting as a Director, but a Director shall be reimbursed for all expenses necessarily incurred by the Director while engaged in the affairs of the Society.

Part 6 – Proceedings of the Directors

1. The Directors may meet together at such places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit.
2. The Directors may from time to time fix the quorum necessary for the transaction of business and unless so fixed the quorum shall be a majority of Directors then in office.
3. The President shall be Chairperson of all meetings of the Directors; but if at any meeting the President is not present, a Vice-President shall act as Chairman; if neither is present, the directors may chose on of their number to be Chairman at that meeting.
4. A Director may at any time, and the Secretary-Treasurer on the request of a Director, shall convene a meeting of the Directors.
5. The Directors may delegate powers to committees consisting of one or more Directors, a committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the Directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the Directors to be held after it is done.
 - A committee shall elect a Chairman of its meetings, but if no Chairman is elected, or if at any meeting the Chairman is not present, the Directors present who are members of the committee shall chose on if their numbers to be Chairman of the meeting.
 - The members of the committee may meet and adjourn as the think is proper.
6. For the first meeting of the Directors held immediately following the appointment or election of a Director or Directors at an Annual General Meeting or other General Meeting of members, or for a meeting of the Directors at which a Director is appointed to fill a vacancy in the Directors, it is not necessary to give notice of the meeting to the newly-elected or appointed Director or Directors for the meeting to be duly constituted, if a quorum of the Directors is present.

7. A Director may be letter, telegram, telex or other telecommunication send or deliver to the address of the Society a written notice of waiver of any meeting of the Directors and may at any time withdraw the waiver, and until the waiver is withdrawn:
 - No notice of meeting of the Directors need be sent to that Director: and
 - Any and all meetings of the Directors of the Society, notice of which has not been given to that Director shall, if a quorum of Directors is present be valid and effective.
8. Questions arising at any meetings of the Directors and/or committee of the Directors shall be decided by a majority vote.
9. In the case of an equality of votes the Chairperson does not have a second or casting vote.
10. A resolution in writing 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.

Part 7 – Duties of Officers

The President shall, except where these by-laws provide otherwise, preside at all meetings of the Society and the Directors.

1. The President is the chief executive officer of the Society and shall supervise the other officers in the execution of their duties.
2. The First Vice-President shall assist the President in the discharge of his duties, and in the absence or disability of the President, shall act in his stead.
3. The Second Vice-President shall assist the President in the discharge of his duties and in the absence or disability of the President or First Vice-President shall act in his stead.
4. The Third Vice-President shall assist the President in the discharge of his duties and in the absence or disability of the President, First Vice-President or Second Vice-President shall act in his stead.
5. The Secretary-Treasurer shall be responsible for the accounts and records of the Society as in these by-laws is provided and shall:
 - Conduct the correspondence of the Society;
 - Issue notices of meetings of the Society and Directors;
 - Keep minutes of all meetings of the Society and Directors;
 - Have custody of all records and documents of the Society except those required to be kept by the Treasurer;
 - Have custody of the seal of the Society;
 - Maintain the register of members;
 - Be responsible at the Annual General Meeting of the Society, for duly certifying the voting strength of the meeting from time to time
6. To attend all Board meetings as follows:
 - May – Aug, One per week, minimum
 - Sept – April, one per month, minimum
7. To be on site as Board Member in charge for tournaments held at Takhini Complex. Each seasons tournaments to be delegated by the President.

Part 8 – Borrowing Powers

1. The Society shall exercise any borrowing powers conferred upon it by the “Societies Act” with the approval of seventy-five (75) present of the Board of Directors holding office at that time

Part 8 – Accounts

1. The Board of Directors shall cause true accounts to be kept of all receipts, credits, payments, assets and liabilities of the Society and all other matters necessary for showing the true state and condition of the Society, and the accounts shall be kept in such books and in such a manner as the Board of Directors shall think fit and to the satisfaction of the auditors. The books of accounts shall be kept at such place or places as the Board of Directors shall appoint and shall be open to the inspection of members of the Society with the consent of the Board of Directors at the Annual General Meeting of the Society or by special resolution of the voting members of the Society.

Part 10 – Audit

1. Softball Yukon shall follow the financial accountability requirements as stated in the Societies Regulations of the Societies Act, ORDER-IN-COUNCIL 1988/124.

Part 11 – Seal

1. The seal of the Society shall be in the custody of the Secretary/Treasurer or whatsoever person as authorized by the Board of Directors of the Society.
2. The seal shall be affixed to such instruments as may be required to be sealed, by the Secretary/Treasurer and either the President or the Vice-Presidents.

Part 12 – Alterations of the By-Laws

1. Amendments to the by-laws shall be made by motion only by voting members or by Directors.
2. A notice of motion to amend the by-laws must be forwarded in writing to the Society office thirty (30) days prior the Annual General Meeting and the Society office shall forward copies of all notices of motion to the voting members to the Annual General Meeting.
3. By-Laws may be enacted and by-laws repealed or amended by by-laws enacted at an Annual General Meeting or an Extra-Ordinary General Meeting called for that purpose by at least two-thirds (2/3) of the voting delegates at the Annual or Extra-Ordinary General Meeting.
4. When a notice of motion has not been served a provided for in paragraph 2 of this Part 12, the by-laws may be enacted, repealed or amended at any Annual Meeting by:
 - 100% of the voting delegates present at the Annual General Meeting being in favour of having the matter discussed on the floor.
5. If such unanimous vote is obtained the a two-thirds (2/3) majority is required to enact, repeal or amend the particular by-law.
6. In the enactment, repeal or amendment of any by-laws no such by-laws may be enforced or acted upon until the approval of the Registrar of Societies has been obtained.

Employees of the Society

The President may hire an employee(s) with the approval of the Board of Directors and any employee(s) so hired shall be paid a salary determined and approved by the Directors, The employee(s) will be accountable to the Board of Directors and directly responsible to the President.

Permanent, full time and part time employee(s) for the Society shall not be granted a vote at societies meetings or hold office for the Society.