

CONSTITUTION & BYLAWS

**Richmond Girls Softball Association
City of Richmond, British Columbia**

October 2021

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“SOCIETIES ACT”

r.s.b.c. 1960, CHAPTER 362 & AMENDMENTS THERETO

CONSTITUTION AND BY-LAWS

OF THE

RICHMOND GIRLS SOFTBALL ASSOCIATION

CONSTITUTION

ARTICLE III – OPERATIONS

The operations of the Society are to be chiefly carried on in the Municipality of Richmond of the Province of British Columbia.

ARTICLE IV – Previously Unalterable Provision

The objects of the Society shall be carried out without pecuniary gain to its members and no dividends shall be declared or paid: any profits are accretions to the Society shall be used in promoting its objects. This provision is unalterable.

ARTICLE V – Previously Unalterable Provision

Dissolution of the Society:

Upon winding up or dissolution of the Society, the assets which remain after payment of all costs, charges, and expenses that are properly incurred in the winding-up shall be distributed to such organization or organizations promoting interest in or development of the game of softball as may be determined by the Members of the Society at the time of winding up or dissolution. And so far as effect cannot be given to the foregoing provisions, then such funds shall be given distributed to some other organization or organizations promoting interest in or development of some other amateur athletic endeavor. This provision is unalterable.

BYLAWS

**Richmond Girls Softball Association
City of Richmond, British Columbia**

October 2021

BY-LAW I – INTERPRETATION

- 1.1 In these BY-LAWS unless the context otherwise requires:
- (a) Members – Means societies, organizations and individuals who become and remain members in accordance with these bylaws.
 - (b) Player – Means any female individual, of any age, registered to play softball with one of the teams operated by the Association.
 - (c) Registered Address – Shall be the address of the Association as recorded by the Registrar of Members.
 - (d) Association– Means the Richmond Girls Softball Association.
 - (e) Society Act – Means the Society Act of British Columbia and amendments thereto.
 - (f) Membership Year – Means the period starting from April 1 to March 31.
- 1.2 The definitions in the Society Act on the date these bylaws become effective, as amended from time to time apply to these bylaws.
- 1.3 Words importing the singular include the plural and vice versa and words importing a male person includes a female person.

BY-LAW II - MEMBERSHIP

- 2.1 Categories of Membership
- (a) Full Members
 - (b) Associate Members
- 2.2 Conditions of Membership
- (a) Members are individuals who have met and maintained the conditions of membership set out herein.

Full Members

- (b) Full Members are:
 - (i) a Player aged nineteen(19) years or older who have registered and fully paid the annual membership fee by March 31 of each calendar year; or
 - (ii) the parent or legal guardian of a Player under the age of nineteen (19) years (a “minor Player”). Upon the minor Player becoming 19 years of age, the membership shall transfer to the Player automatically, and there shall be no reimbursement of any portion of the membership.
 - (iii) The Executive Members of the Association for the time being.
 - (iv) The applicants for incorporation of the Association shall be considered Full Members.
- (c) Each Full Member will be entitled to only one vote.

- (d) A parent or legal guardian may represent more than one minor Player but will only be entitled to one vote at meetings of Members

Associate Members

- (e) Associate Members are:
 - (i) individuals who pay an annual associate membership fee to stay involved with the Richmond Girls Softball Association; or
 - (ii) those individuals, not otherwise a member pursuant to this section 2.2, who are actively involved in volunteer activities in the RGSA and have been “*Proclaimed*” as members by the Executive. Proclamation of members by the RGSA Executive shall be by way of a vote and recorded in the Minutes of the Executive.
- (f) Each Associate Member will be entitled to only one vote.
- (g) A paid employee of the Association may not be a Member of the Association.

Membership in the Association shall be for the period of the Membership Year, provided that the Member remains in good standing with the Association.

2.3 Terms of Membership

- (a) A Member shall uphold the Constitution, Bylaws and other rules, policies or regulations of the Association.
- (b) Application for membership shall be made to the Association, together with payment of the player or team registration fee in place at the time or the Associate Member fee set by the Association.
- (c) Applications for membership are not automatic and may be rejected by the Executive. Applications for membership may be declined by the Executive for a number of reasons, including but not limited to
 - (i) Not being in good standing or being in arrears, or
 - (ii) Violation of the Code of Conduct, or
 - (ii) Not acting in the best interests of the Association
- (d) A member may be defined as not being in good standing if any of, but not limited to, the following apply:
 - (i) Member is in financial arrears as outlined in Article 2.4 (b)
 - (ii) Ruling by the Code of Conduct Committee or Appeals Committee involving the Association's Code of Conduct Policy
 - (iii) Breaches of the Conflict of Interest policy for Executive Members
 - (iv) Willful or deliberate violation of the Constitution and Bylaws

2.4 Termination or Suspension of Membership

- (a) A Member shall cease to be a Member of the Society:
 - (i) by delivering a resignation in writing, including facsimile, email, or other electronic means, to the President or by delivering it to the registered address of the Society, or

- (ii) upon conclusion of the Membership Year, unless renewed, or
 - (iii) upon death of the member
- (b) The membership of any Member shall be automatically terminated if such Member fails to pay any outstanding fee within sixty (60) days after it is due, unless a temporary accommodation is made by the Registrar and Treasurer and approved by the President. Such automatic termination shall not prejudice the Member's right to apply for readmission, or;
- (c) A Member may be suspended or expelled for willful violation of the Constitution, Bylaws, policies or for any other serious breach of rules and regulations of the Association, or
- (d) A member may cease to be a Member of the Association upon notification from the Code of Conduct Committee or;
- (e) The Executive may, by a resolution passed by a seventy-five percent (75) majority, terminate any existing membership for just cause.
 - (i) a brief statement of the reason or reasons for the proposed expulsion must accompany a notice of special resolution for expulsion.
 - (ii) a Member who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at an Executive Meeting before the special resolution is put to a vote.

2.5 Voting Rights

- (a) **General Meetings - Annual General Meeting or Special General Meeting**
 - (i) Each Member is entitled to one vote, subject to the limitation set out in paragraph 2.2(d) of these bylaws.
 - (ii) Proxy votes are not permitted.
- (b) **Executive Meetings**
 - (i) All Executives except for the President are entitled to one vote.
 - (ii) The President will only cast a vote in the event of a tie.
 - (iii) Executive holding two or more Executive positions are entitled to only one vote.
 - (iv) Where both parents/guardians of a registered player in the Association hold a Executive position, each is entitled to one vote.
 - (v) Proxy votes for Executive meetings are not permitted.

BY-LAW III - MEMBERSHIP FEES

3.1 Fees shall be payable by members in such amounts and in such manner and at such time as may be decided from time to time by the General Membership of the Association, at the Annual General Meeting.

BY-LAW IV - EXECUTIVE MEETINGS

4.1 Executive Meetings will be held at least once a month at a time and place prescribed by the President. Such meetings are typically open to all Members. However, a portion of the meeting or even the entire meeting may be held 'in camera' if approved by a majority of the Executive.

4.2 A meeting, or part of a meeting, of the Executives may be held 'in camera' where financial or matters of a personal nature of any person may be disclosed at the meeting. The desirability of avoiding open discussion of such discussion thereof outweighs the desirability of adhering to the principle that the meeting be open to all Members. The proceedings at an 'in camera' meeting must be kept in strict confidence and do not form part of the regular minutes. Only Executive may attend 'in camera' sessions of the Executive. However, other individuals may be invited at the discretion of the Executive.

4.3 Members are invited to attend Executive Meetings to raise and discuss specific issues provided that such items are placed on the agenda in advance.

4.4 A quorum shall consist of 50% of Executive.

4.5 All executive members will be notified of all Executive Meetings, including those called in short order.

4.6 The accidental omission to give notice or any irregularity in the notice for any regular or special Executive Meeting or the non-receipt by any Member shall not invalidate any resolution passed or any proceedings taken at any meeting of Members.

4.7 The Minutes of the Executive Meeting are prepared and held by the Association's Secretary.

4.8 Approved Minutes are available to all members upon request to the Secretary.

4.9 The President may, at any time, take a mail, telephone, fax, or email poll or vote of the Executive on any urgent matter. The results will be recorded and distributed to the Executive and will be binding.

4.10 If an Executive Member is absent from three (3) or more consecutive regularly scheduled Executive meetings, his or her role as an Executive shall terminate, unless a majority of the Executive deems the circumstances to be extenuating and votes to exempt the Executive Member from the application of this bylaw.

4.11 The procedure at any meeting of the Association shall be governed by Roberts Rules of Order, except as modified by these bylaws..

4.12 Votes at any meeting of the Executive shall be decided by a majority of votes.

BY-LAW V - ANNUAL GENERAL MEETING

5.1 The Association shall hold an Annual General Meeting of its Members, on a date and location to be approved by the Executive by resolution. Notice of such meeting, including the time and location, shall be posted on the Association website at least fourteen (14) days in advance.

5.2 The Annual General Meeting agenda will include, but not be limited to:

- (a) Annual Reports by President for the previous year
- (b) A Financial Statement of the Association
- (c) Presentation of the Financial Budget for the subsequent year
- (d) Election of the Voting and Non-Executives are as outlined in paragraph 6.1.

5.3 The meeting will be chaired by the President, and if absent the 1st Vice President, the 2nd Vice President, or another Executive Member designated by the President.

5.4 A quorum for the Annual General Meeting or a Special General Meeting shall require a minimum 25 members in good standing.

5.5 Unless a quorum is present at a General Meeting (AGM or SGM), no business other than the adjournment and termination of the meeting shall be conducted.

5.7 A Special General Meeting may be called if necessary to deal with issues of an extraordinary nature. The membership will be given at least fourteen (14) days advance notice, unless the nature of the meeting is of an urgent or emergency nature, and such notice is deemed by the Executive not to be practical. An Executive resolution is required to announce such a Special General Meeting.

5.8 The Minutes of the AGM are prepared and held by the Association's Secretary.

5.9 The procedure at any meeting of the Association shall be governed by Roberts Rules of Order, except as modified by these bylaws.

BY-LAW VI - EXECUTIVES

General

6.1 The Executive Members are elected annually to a two term at the Annual General Meeting by all voting Members of the Association, according to the following schedule:

Executive Members:

- | | |
|-------------------------------|----------------------------------|
| 1. President | (elected on odd numbered years) |
| 2. Past President | |
| 3. 1st Vice-President | (elected on even numbered years) |
| 4. 2nd Vice-President | (elected on odd numbered years) |
| 5. Treasurer | (elected on odd numbered years) |
| 6. Secretary | (elected on even numbered years) |
| 7. U5 / U7 Coordinator | (elected on even numbered years) |
| 8. U9 Coordinator | (elected on odd numbered years) |
| 9. U11 Coordinator | (elected on even numbered years) |
| 10. U13 / U15 Coordinator | (elected on odd numbered years) |
| 11. U17 / U19 Coordinator | (elected on odd numbered years) |
| 12. Women's Coordinator | (elected on odd numbered years) |
| 13. Registrar | (elected on even numbered years) |
| 14. Rep Committee Chairperson | (elected on odd numbered years) |
| 15. Equipment Manager | (elected on even numbered years) |

6.2 The President cannot concurrently hold the position of Treasurer.

6.3 Executive Members, as volunteers, cannot accept remuneration as part of their duties within the Association.

6.4 Any member seeking election to the Executive cannot concurrently be an Executive Member or Director of another related association, except on the governing bodies of Softball BC and Softball Canada.

Election Process

6.5 In the event that only one nomination is received for a given position, the election will be by a show of hands. In the case of multiple nominations for a given position, a secret ballot will be undertaken with two Executive Members, preferably including the Secretary, being responsible for the tabulation and announcement of votes.

6.6 Voting Members are defined under Bylaw Article 6.1

6.7 There is no provision for Proxy or Pre-recorded voting.

6.8 Any Executive vacancy after the AGM may be filled and approved by a simple majority vote of the Executive.

6.9 The Chair of the meeting shall only vote in the event of a tie.

6.10 Executive Members have a responsibility to disclose any direct or indirect conflicts of interest. Executive members must avoid even the perception of a conflict of interest. If a member is in doubt as to whether or not a conflict exists or could exist, he or she shall seek advice from the Executive or of a person designated by the Executive forthwith.

6.11 Executive Members shall declare any real or potential conflict of interest regarding a Executive agenda item and shall remove themselves from the room prior to discussion of the matter. He/she shall neither vote on the item nor attempt to influence the voting of other Executive Members in any question in respect to the matter.

6.12 Failure by Executive Members to adhere to the principles and procedures outlined in By-law Articles 6.10, 6.11 and 6.12 will be reviewed by the Executives, with the exclusion of the individual in question, on a case by case basis. Concerns or complaints by the Association's membership regarding a Executive Member must be undertaken in writing.

6.13 Where it is determined by a 65% majority of the Executive that a conflict of interest is acted on, action such as a reprimand, censure, or removal from the Executive may ensue. This is determined on a case by case basis and would take into account the nature and severity of the infraction.

6.14 No Member of the Executive shall receive any remuneration from this Association for services rendered as a member of the Executive of this Association.

6.15 Every Executive member of the Association shall be deemed to have assumed office on the express understanding and agreement and condition that every Executive member of the Association and his heirs, executors, and administrators and estate and effects respectively shall from time to time and at all times be indemnified and saved harmless out of the funds of the Association from and against all costs, charges and expenses whatsoever which such Executive member sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or any other Executive Member/Executive Members in or about the execution of the duties of his or their office, and also from and against all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof except such costs, charges, or expenses as are occasioned by his own wilful neglect or default.

Association Volunteers

6.16 In addition to the election of the Executive, the Association shall appoint the association Volunteers listed below annually at the Annual General Meeting. If no person is elected to fill any of the volunteer positions at the Annual General Meeting, the Executive may appoint individuals to fill the positions at or after the Annual General Meeting:

1. Tournament Director
2. Umpire-in-Chief
3. Assistant Tournament Director
4. 1st Member-Fields
5. 2nd Member-Ball Throw/Photos
6. 3rd Member-Trophies
7. House Uniforms
8. Gym Allocator
9. Scheduler
10. Umpire Allocator
11. Communications Director
12. Webmaster
13. House Committee Chair
14. Rep Uniforms

6.17 The Volunteers shall attend at Executive Meetings and report to the Executive, but shall not be Executives or eligible to vote at Executive Meetings.

BY-LAW VII - RULES AND POLICIES

7.1 All Rules and Policies as enacted and approved by the Executive, from time to time will be posted on the website.

7.2 The Association will ensure that it has Code of Conduct policies and they are communicated to the Members.

BY-LAW VIII - FINANCES

8.1 The Fiscal year of the Association shall be from September 1 to August 31.

8.2 The finances of the Association shall be under the control of Executive Members.

8.3 A current operating account shall be maintained in a Canadian Chartered Bank or financial institution as approved by the Executives.

8.4 The Treasurer shall endeavor to present a financial report at all Executive Meetings.

8.5 The Association shall be permitted to borrow monies, but only upon approval by a special resolution of the Members passed at a general meeting of the Members.

8.6 At the Annual General Meeting of the Association, Members in good standing shall be provided with a balance sheet, and an income statement.

8.7 The books of account, records and minutes of the Association shall be retained by the Association and shall be open for inspection upon request by the members during such time as the Executive Members shall designate.

8.8 Executive with signing authority for the Association shall be the President, Treasurer, 1st Vice President, 2nd Vice President and such Directors as may be authorized by the Executive Members.

8.9 All cheques written and funds released by the Association will require the signatures of two Directors with signing authority. The two signatories cannot be related.

8.10 As per By-Law Article 6.3, the President cannot concurrently hold the position, of Treasurer. Additionally, the President cannot be related, by blood or marriage, to the Treasurer.

BY-LAW IX - CONSTITUTIONAL AND BY-LAW AMENDMENTS

9.1 Any amendments to any provisions or any additions to the Constitution and/or Bylaws require the following:

- (a) Special resolution at an AGM or Special General Meeting.
- (b) Passed by three-quarters (75%) of the voting members present, and.
- (c) Approved by the Register of the Society Act of British Columbia

9.2 Proposed amendments to the Constitution and/or By-Laws must be received by the Secretary of the Association no later than fourteen (14) days prior to the Annual General Meeting or the Special General Meeting.

BY-LAW X – NOTICES TO MEMBERS

10.1 A notice may be given to Member, either personally or by regular mail or by email to the member's address of record with the Association.

10.2 If a notice is to be given to the membership, then it will be sent to the member's email address or mailed by regular post to the address provided by the Member and in the records of the Association. If the Association has a web site, an announcement will be placed within.

10.3 A notice sent by regular post is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.

10.4 A notice sent by email shall be deemed sent on the same day and the Association shall keep a printed copy of the electronic mail for 60 days following the mailing

10.5 Notice of a general meeting must be given to
(a) every Member shown on the register of members on the day notice is given, and No other person is entitled to receive a notice of a general meeting.