



CALGARY SOFTBALL UMPIRES ASSOCIATION

BY LAWS

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**ARTICLE 1
NAME**

1.1 Name

The name of the association shall be the Calgary Softball Umpires Association (herein described as the "CSUA").

**ARTICLE 2
MEMBERSHIP**

2.1 Association

The CSUA shall be composed of all duly qualified and regularly approved members currently in good standing, which are affiliated with the CSUA and governed in accordance with the By-Laws.

- (a) In addition to these By-Laws, the CSUA Policies Manual will be used to govern the activities of the Executive and the CSUA.
- (b) The policies within the CSUA Policies Manual can be changed as required by a majority vote of the Executive.

2.2 Application

Membership shall be open to anyone who has reached the age of eighteen (18) by April 1st of that year in the Province of Alberta within the area as defined in the *Softball Alberta Official Handbook* (Zone 11).

- (a) All applications for new members or renewals shall be accepted after successfully passing a written examination, attending a clinic as authorized by the executive (the "Executive"), and/or reviewed by the Executive of the CSUA. The Executive shall have the right to accept or reject any application with just cause.
- (b) Any applicant being refused membership may request, in writing, a hearing at a meeting of the Executive.

2.3 Term of Membership

Term of membership in the CSUA shall be for one (1) year, being April 1 to March 31 of the following year.

2.4 Executive

The members shall elect the Executive of the CSUA at the Annual General Meeting of the CSUA.

2.5 Jurisdiction

The members shall have the jurisdiction over all of the affairs of the CSUA, except as herein otherwise provided, and its powers shall be invested in the Executive or other such special committees as the Executive may designate for the interim period between meetings of the CSUA.

2.6 Membership Fees

Upon acceptance, the applicant shall pay membership and other fees as described in the CSUA Policies Manual, as determined by the Executive.

2.7 Withdrawal

Any member may withdraw from the CSUA upon written notice to the Executive of the CSUA. Upon a member withdrawing, fees may be refunded at the discretion of the Executive.

2.8 Honorary Membership

An honorary membership may be approved by a majority vote of the CSUA. This member will have no voting or officiating privileges.

2.9 Disciplinary Rights

- (a) The CSUA shall have the right to discipline any member(s) for violation of the By-Laws and/or regulations, or for any action by the involved member(s) which is deemed to be detrimental to softball.
- (b) Such member(s) may be expelled, suspended and/or fined by the Executive. Such decision will be at the sole discretion of the Executive.
- (c) Such member(s) may appeal any said result in writing within thirty (30) days to the Executive.
- (d) The Executive must conduct an appeal hearing within thirty (30) days of receiving the appeal. This hearing is to be chaired by the past president or duly appointed member of the CSUA.
- (e) If expelled, suspended, or fined, no membership fees shall be refunded.

ARTICLE 3 MEMBERS

3.1 Governing Authority

Members shall be subject to the jurisdiction and authority of the CSUA and Executive. Should any provisions of the CSUA Policies be in conflict with the By-Laws of the CSUA, the CSUA By-Laws shall take precedence.

3.2 Right of Appeal

Members shall have the right of appeal to the CSUA on decisions rendered by the Executive. Such member(s) may appeal any said result in writing within thirty (30) days to the Executive. The Executive must conduct an appeal hearing within thirty (30) days of the date of the appeal. This hearing is to be chaired by the past president or duly appointed member of the CSUA.

ARTICLE 4 OFFICERS

4.1 Titles

The officers of the CSUA shall be as follows:

- (a) President, two (2) Vice Presidents, Secretary, Treasurer (or Secretary/Treasurer), and past president.
- (b) The duties of the Secretary and Treasurer can be combined and performed by one (1) person. This would be recommended by the Executive and voted on by the CSUA at the Annual General Meeting.

4.2 Term of Office

- (a) The President shall be elected for a two (2) year term in odd numbered years.
- (b) One Vice President shall be elected for a two (2) year term in odd numbered years.
- (c) The other Vice President shall be elected for a two (2) year term in even numbered years.
- (d) The Secretary shall be elected for a two (2) year term in even numbered years.
- (e) The Treasurer shall be elected for a two (2) year term in even numbered years.
- (f) The past president shall serve for a term of one (1) year.
- (g) An Executive member who has completed two (2) 2-year terms in the same position can be elected in another position in the Executive.
- (h) No Executive member can hold the same position for more than two (2) consecutive terms with the following exception:
 - (i) Any Executive member who has completed two (2) consecutive 2-year terms in the same position may allow their name to stand in

the election for a one (1) term extension if approved by seventy-five (75%) percent of the voting body. Only one (1) term extension is allowed.

- (i) The out-going President will become the past president unless elected to another position in the Executive.
- (j) The term of office for the President and the Vice Presidents starts immediately following the adjournment of the Annual General Meeting.
- (k) The term of office for the Secretary and Treasurer (or Secretary/Treasurer) shall commence on the first day of November following the election to said position(s).

4.3 Nomination and Eligibility

- (a) All members in good standing are eligible to run for office. Nominations will be accepted at the June General Meeting or from the floor at the Annual General Meeting for the positions available for the upcoming year. Every nomination requires seconding. Those persons nominated should submit a short resume relative to the position they have been nominated for. This resume should be submitted to the Secretary within fourteen (14) days after the June General Meeting for duplication and dispersal to the CSUA. Those person(s) nominated from the floor at the Annual General Meeting do not have to submit a resume, however, they may have one prepared for dispersal to the CSUA.
- (b) Elections will take place at the Annual General Meeting. Nominations will be accepted from the floor at the Annual General Meeting provided that the nominee(s) is/are present or submit a letter of consent to the Executive.

4.4 Elections

- (a) The election of Executive officers, whose terms have expired shall take place at the Annual General Meeting of the CSUA. The Executive shall take office as per Section 4.2 (j) and Section 4.2 (k).
- (b) All members in good standing are eligible to vote.
- (c) A member must be present to vote.
- (d) Each member, including members of the Executive of the CSUA, shall be entitled to carry one (1) vote.
- (e) All elections of Executive officers, unless only one (1) person is running for a position, shall be conducted and voted on by secret ballot and

scrutinized by an independent party. Where only one (1) person is nominated, that person shall be acclaimed.

- (f) The ballots are to be destroyed after the vote.

4.5 Vacancy

- (a) The Executive shall have the discretion to fill any vacancy of any office, except President, between Annual General Meetings. Where the Executive makes an appointment to fill any vacant office such appointments will be until the next Annual General Meeting, where the membership will be requested to ratify said appointments. If not ratified, an election shall be held and the term of office shall be for the period of the original unexpired term. That portion of the term does not count towards serving in consecutive terms as per Section 4.2(h).
- (b) In the case where the office of President becomes vacant, one (1) of the Vice Presidents shall assume the duties of the President as voted by the majority of the Executive for the remainder of the term.

ARTICLE 5 EXECUTIVE

5.1 Member of the Executive

There shall be an executive consisting of the officers of the CSUA, and the retiring or immediate past president. The immediate past president shall serve in an advisory capacity and is not entitled to vote.

5.2 Interim Authority

The Executive shall handle all business of the CSUA.

5.3 Financial Authority

- (a) The financial books of the CSUA shall be vested in the Executive which shall submit full reports through the Treasurer.
- (b) Reasonable financial obligations shall not be incurred by any officer as may be approved by the Executive.
- (c) Any major expense by any officer must be approved (by motion at any meeting) by the CSUA.

5.4 Removal of Executive Officers

Any Executive officer may be removed from their position by a seventy-five (75%) percent majority vote of the members at an Annual General Meeting or a

special meeting called for such purpose, where individual(s) have taken any action, such as theft from the CSUA or misrepresentation of the CSUA, or any action that is detrimental to the CSUA and/or the sport of softball. Documentation must be provided to substantiate the removal of an Executive officer. A removed Executive has the right to appeal as per Section 2.9.

ARTICLE 6 DUTIES OF EXECUTIVE OFFICERS

6.1 Duties of the President

- (a) The President shall, when present, preside at all meetings of the CSUA.
- (b) The President, at the direction of the Executive, shall appoint all committees and shall supervise the activity thereof.
- (c) The President shall be an *ex-officio* member of all committees.
- (d) The President shall be one (1) of the signing authorities at the banking institution(s) used by the CSUA.
- (e) The President shall ensure and arrange that the books of the CSUA be audited annually.
- (f) The President shall be one (1) of the two (2) delegates, representing the CSUA at the Softball Alberta Umpires Meetings.
- (g) In addition to the duties conferred upon him by the By-Laws, the President may exercise, at any time, all the duties and powers of the Executive in the best interest of the CSUA.
 - (i) Any actions taken by the President in the name of the Executive must be placed before the Executive within twenty-four (24) hours for ratification. This can be done in the form of phone calls or emails or by a specially-called Executive meeting.

6.2 Duties of the Vice Presidents

- (a) It will be the responsibility of the Vice Presidents to meet and deal with their respective leagues and report back to the Executive and members.
- (b) In case of absence, resignation or disqualification, one (1) of the Vice Presidents shall assume the responsibilities of the President as voted by the majority of the Executive.
- (c) Coordinate evaluations of umpires.
- (d) Be a liaison with league representatives.

- (e) One or both of the Vice Presidents can have signing authority.

6.3 Duties of the Secretary

- (a) The Secretary shall maintain the office of the CSUA and carry on the official correspondence pertaining to the CSUA and the Executive under the direction of the President and the Executive.
- (b) The Secretary shall be responsible for the printing and distribution of the By-Laws and Regulations of the CSUA.
- (c) The Secretary shall keep a record of all member representatives of the CSUA, their addresses and telephone numbers.
- (d) The Secretary shall keep a record of the Executive, their addresses and telephone numbers.
- (e) The Secretary shall be responsible for receiving all written notices of motion and the proper distribution of same.
- (f) The Secretary shall be responsible to record the minutes of all Executive, General Meetings and Annual General Meetings and distribute such minutes accordingly.
- (g) The Secretary shall distribute the names along with any resumes received for those members nominated at the June General Meeting to the CSUA no later than thirty (30) days prior to the Annual General Meeting.

6.4 Duties of the Treasurer

- (a) The Treasurer shall be an alternate signing authority at the banking institution(s) of the CSUA.
- (b) The Treasurer shall keep the corporate seal. The Treasurer is authorized to use the seal under the direction of the majority of the Executive.
- (c) The Treasurer shall be responsible for keeping a full and accurate account of all monies received and shall deposit same in the name of and to the credit of the CSUA in such depository as may be designated by the Executive.
- (d) The Treasurer shall disburse all monies pursuant to the direction of the Executive and shall present an annual written financial report prior to the end of the fiscal year, March 31, for presentation to the CSUA at the next General Meeting.

- (e) The Treasurer shall produce a statement of assets, liabilities, revenues and expenditures of the CSUA to the Executive prior to the Annual General Meeting.

6.5 Duties of the Secretary/Treasurer

When the offices of Secretary and Treasurer are combined into Secretary/Treasurer, their respective duties, as outlined in 6.3 and 6.4 will be carried out by one person.

ARTICLE 7 FINANCIAL MATTERS

7.1 Inspection of the Accounts

- (a) The books and records of the CSUA may be inspected by any member of the CSUA (in good standing) at anytime. Two (2) weeks written notice must be given to the officer in charge of same. A satisfactory time and place will be arranged for viewing with the Treasurer in attendance at all times. Each member of the Executive, shall at all times, have access to said books and records. The books will remain in the possession of the officer in charge of same.
- (b) The books and records shall be audited annually. Such audit shall be arranged by the President.
- (c) The appointed auditor must be either:
 - (i) a qualified person not a current member of the Executive; or
 - (ii) two (2) members of the CSUA appointed by the Executive.
- (d) A written report concerning the standing of the books is to be submitted by the auditor at the Annual General Meeting of the CSUA.

7.2 Borrowing Powers

The CSUA will have no borrowing privileges with any financial institutions unless approved by the CSUA at a properly-called meeting.

7.3 Remuneration

No CSUA member shall receive any remuneration for their services except in the form of an honourarium as approved by the CSUA at the Annual General Meeting. Honourariums are determined as per the Policies Manual.

7.4 Signing Authorities

- (a) There are two (2) signatures required for all banking matters.
- (b) The President, Treasurer and Vice-Presidents shall have signing authority for purposes of banking for the Association. In all circumstances either the President or the Treasurer must be one of the signatures.
- (c) In the event that one or more of these positions are vacant, the Executive will appoint a board member to have signing authority for either the duration that the position remains vacant or until the next Annual General Meeting elections. The appointment of a board member as signing authority will be reflected in the minutes of the board meeting that the member was appointed.

ARTICLE 8 MEETINGS

8.1 Annual General Meeting

- (a) The CSUA shall hold an Annual General Meeting on or before the last day of March in each fiscal year, of which there shall be thirty (30) days' notice in writing, either in the form of letter or email, to the CSUA members.
- (b) At this meeting there shall be an election of members for executive positions whose two (2) year terms have expired at the time of the Annual General Meeting.
- (c) Any Executive position which has been vacated and filled by an Executive appointment will be ratified at this meeting. If the appointment is not ratified, an election will be held for the balance of the term as per Section 4.5(a).
- (d) The new and continuing officers shall form an executive and shall serve until their successors are elected.

8.2 General Meetings

General meetings of the CSUA may be called by the President. Members shall be notified of such meetings following the procedures detailed in clause 8.1.

8.3 Special Meetings

In addition to the foregoing meetings, the President and/or a majority of the members of the Executive, and/or one-third (1/3) of the CSUA members, may call a special meeting of the CSUA by giving seven (7) days' written notice to the last known address of the member(s) and/or the Executive. Such written notice shall state reason(s) for the special meeting to the Executive.

8.4 Executive Meetings

- (a) Meeting of the Executive must be held at least thirty (30) days prior to a General Meeting or Annual General Meeting of the CSUA. The exact time and place of such meetings shall be determined by the Executive.
- (b) A quorum for the transaction of business shall be sixty (60%) percent of the Executive.
- (c) The Executive shall meet a minimum of six (6) times annually. There is no maximum for the number of meetings annually.

8.5 Order of Business

The order of business and agenda for the General Meeting and Annual General Meeting shall be prepared by the Secretary following consultation with the President and with the approval of the Executive.

8.6 Procedures for Meetings

All meetings will follow the procedures of the most current edition of *Robert's Rules of Order*.

ARTICLE 9 ATTENDANCE

9.1 Executive Meetings

- (a) An Executive member who is absent from two (2) consecutive or a total of four (4) meetings in a one (1) year period can be removed from the Executive upon a carried motion at the next Executive Meeting.
- (b) A notice of motion to remove the member will be distributed before the next Executive Meeting.
- (c) If the motion is carried, the member will be notified in writing.

If the foregoing limits are reached due to illness, work or family emergencies, and notification has been given to the President prior to the meetings, the President will contact the member to determine if they wish to continue on the Executive.

9.2 General Meetings and Annual General Meetings

- (a) All members shall attend the two (2) scheduled meetings of the CSUA. (General Meeting and Annual General Meeting). Failure to attend could result in disciplinary or monetary actions to be taken by the Executive.

- (b) Acceptable reasons for not attending these meetings will be as follows.
 - (i) Assigned games coinciding with these meeting times; or
 - (ii) Employment; or
 - (iii) Extenuating circumstances (written or verbal notification to either the President or Secretary).

The validity of the reason shall be at the discretion of the President or the Secretary.

ARTICLE 10 RULES OF PROCEDURE

10.1 Quorum

- (a) A quorum for a General Meeting or Annual General Meeting shall be thirty-five (35%) percent of the members of the CSUA.
- (b) A quorum for a special meeting shall be ten (10%) percent of the members of the CSUA .
- (c) A quorum for an Executive meeting shall be sixty (60%) percent of the members of the Executive.

10.2 Voting

- (a) A member must be present to vote.
- (b) Each member including members of the Executive of the CSUA shall be entitled to carry one (1) vote.

ARTICLE 11 COMMITTEES

11.1 Committees

- (a) The Executive may appoint committees as is deemed necessary.
- (b) In addition to clause 11.1(a), there shall be a nomination committee set up to deal with nominations for the Executive. This committee shall include a duly appointed member, appointed by the Executive, and two (2) members at large. These two (2) members at large will be chosen by the appointed member.

**ARTICLE 12
AMENDMENTS**

12.1 Amendments

The By-Laws of the CSUA shall not be rescinded, altered or added to except by special resolution passed by a majority of not less than seventy-five (75%) percent of such members entitled to vote as are present in person at a general meeting for which thirty (30) days written notice is given, specifying the intention to propose a special resolution has been duly given by the Executive of the CSUA. No rescission or alteration of, or addition to a by-law has effect until it has been approved by the Executive and members.

**ARTICLE 13
INDEMNIFICATION**

13.1 Executive Officer Indemnification

The CSUA shall indemnify its Executive officers and former Executive officers and their heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by them in respect of any civil, criminal or administrative action or proceeding to which they are made parties by reason of being Executive officers of the CSUA, including an action by or on behalf of the CSUA:

- (a) If they acted honestly and in good faith with a view to the best interests of the CSUA; and
- (b) If in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing the conduct was lawful or were acquitted, and
- (c) If they gave notice to the CSUA of the civil, criminal or administrative action or proceeding immediately upon becoming aware of it and also cooperated with the CSUA in the defence of the action or proceeding to such extent as may be reasonable in the circumstances.