

# ALBERTA AMATEUR SOFTBALL ASSOCIATION

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## SPECIAL OPERATING RULES

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### Article 1 PREAMBLE

- 1.1 The name of the organization is the ALBERTA AMATEUR SOFTBALL ASSOCIATION, a nonprofit organization incorporated under the *Alberta Societies Act*; hereinafter called “the Association” and also known or referred to as “Softball Alberta”.
- 1.2 The objects of the Association are detailed in the Article of Incorporation.
- 1.3 Bylaws, containing the most fundamental principles and rules regarding the general conduct of the affairs of the Association, are filed with the *Corporate Registry of Alberta* as prescribed under the *Alberta Societies Act*.
- 1.4 The following articles set forth Special Operating Rules as approved by the members of the Association, to supplement the Bylaws and ensure that:
  - (a) The Association functions in the best interest of its members, and
  - (b) The Association can obtain its aims and objectives.
- 1.5 Special Operating Rules may ONLY be altered, added to or deleted from by ratification of a Special Resolution at the Annual General Meeting of the Association.
  - (a) EXCEPT where changes are pertaining to 4.7 – this section may be altered, added to or deleted from by ratification of a resolution to the Board prior to May 1st of the current year.
- 1.6 Ruling on Special Operating Rules – The Board will have the authority to interpret any provision of these Special Operating Rules that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Association.

### Article 2 DEFINITIONS

- 2.1 *Aims and Objectives* – refer to the Objects and Bylaws of the Association.
- 2.2 ASUA – refers to the Alberta Softball Umpires Association, an Affiliate Member

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- 2.3 *Board* – refers to the Board of Directors of the Association.
- 2.4 *Delegate* – an individual elected or appointed to serve on the District Committee pursuant to the Bylaws.
- 2.5 *Director* – an individual elected or appointed to serve on the Executive Committee pursuant to the Bylaws.
- 2.6 *District* – a common geographic subdivision in the Province of Alberta also referred as a “Zone”, as determined by the Members.
- 2.7 *District Committee* – is the committee of individuals, elected or appointed, in a District who are responsible for the management of affairs in their respective District.
- 2.8 *District Organizer* – is the individual elected in a District who is responsible for the organization of their District and is a member of the Board.
- 2.9 *Executive* – refers to the Executive Committee of the Board.
- 2.10 *Executive Director* – is an individual employed to act as the administration officer of the Board.
- 2.11 *Member* – refers to a Registered Member, Affiliate Member or a Lifetime Member, as applicable, whose annual Membership dues, if any, are paid and whose Membership is not under suspension.
- 2.11.1. *Registered Member*: refers to softball teams registered and approved to participate in any Provincial Playoff organized or sponsored by the Association and all Umpires who have been approved for membership.
- 2.11.2. *Affiliate Member*: refers to softball teams which are non-Registered Members, leagues, players, associations and non-players who have been approved for membership in the Association.
- 2.11.3. *Lifetime Member*: refers to any past officer of the Association that has been awarded, at the discretion of the Board, a lifetime membership and is entitled to the same rights and privileges as an Affiliate Member.
- 2.12 *Member in Good Standing* – is an individual who:
- (a) Has complied with the Bylaws, rules and regulations, policies and procedures of the Association;
  - (b) Has paid all required membership dues;
  - (c) Is not subject to a disciplinary investigation or action by the Association, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board;
  - (d) Has not ceased to be a Member, and
  - (e) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed.
- 2.13 *Ordinary Resolution* – a resolution passed by not less than a majority of the votes cast at a meeting of the Board, meeting of the Executive or a meeting of Members.

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- 2.14 *Special Resolution* - the term used for:
- (a) A resolution carried by a majority of not less than three-fourths (3/4) of the Members present and voting at a General Meeting of which written notice specifying the wording of the resolution to be proposed as a Special Resolution has been given to all Members at least 21 days prior to the Meeting;
  - (b) A resolution which has been consented to in writing by a majority of not less than three-fourths (3/4) of all Members who would have been entitled at a General Meeting to vote in person on the resolution.
- 2.15 *Written Notice* - a notice which has been hand-delivered or provided by electronic mail, or postal mail where said Member does not have an electronic mail address, mail, fax or courier to the address of record of the Association, Director or Member, as the case may be.
- 2.16 Interpretation – the following rules of interpretation must be applied in interpreting these Bylaws.
- 2.16.1. *Days* – will mean days irrespective of weekends and holidays,
  - 2.16.2. Words importing the singular will include the plural and vice versa,
  - 2.16.3. Words importing the masculine will include the feminine and vice versa, and
  - 2.16.4. Words importing persons will include bodies corporate.

## **Article 3 ELECTION OF EXECUTIVE OFFICERS**

- 3.1 The Executive Officers of the Association shall be:
- (a) The President
  - (b) The Four or Five Directors (*as per 3.2(a)*)
- 3.2 ROTATIONAL ELECTION OF THE EXECUTIVE OFFICERS - at the Annual General Meeting, the Association shall elect:
- (a) In odd numbered years, and for a two (2) year term, the President and two Directors or three Directors when the Past President's term is complete;
  - (b) And in even numbered years and for a two (2) year term, two Directors;
  - (c) The Past President shall serve a two (2) year term.
- 3.3 All terms of office for Executive Officers will end on the third calendar year end following the Annual General Meeting at which these Directors were elected.
- 3.4 Nominations for Executive Officer positions can be received in the following manner:
- 3.4.1. Written nominations submitted by a member in good standing to the Executive Director by October 1<sup>st</sup> of the election year.

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- (a) The nomination shall be accompanied by a personal profile and a consent form signed by the nominee (an electronic signature is sufficient for this purpose).
  - (b) Notice of the nomination and copies of the consent form and personal profile shall be circulated to the membership at the Annual General Meeting.
  - (c) An individual may not nominate themselves for election.
- 3.4.2. If no nominations are received by October 1<sup>st</sup> of the election year, nominations will be permitted from the floor.
- 3.4.3. Regardless of the method of nomination, a candidate may withdraw from the election at any time prior to the commencement of voting for office.
- 3.4.4. Executive Officer positions not filled at the Annual General Meeting will be filled by resolution of the Board at the first Board meeting following the Annual General or as soon as possible thereafter. The individual appointed will hold office until the succeeding Annual Meeting of the Association, at which time an election will be held to elect an individual to fill the office for the balance of the unexpired term.
- 3.4.5. All elected and appointed officers of the Association must be eighteen (18) years of age or older and members in good standing; a paid employee of a Provincial/Territorial, National or International Softball Association is not entitled to stand for election or appointment.
- 3.5 THE ELECTION PROCESS:
- 3.5.1. Election of Executive Officers of the Association will be carried out by written ballot at the Annual General Meeting.
- 3.5.2. The President and Directors shall be elected on separate ballots. To be elected, a candidate must receive fifty percent (50%) plus one (1) of the votes cast. Until a candidate has reached this majority, the candidate receiving the least number of votes on any ballot shall be removed from the next ballot to be cast for office.

## **Article 4 GENERAL DUTIES OF THE BOARD**

- 4.1 The Board of Directors of the Association shall consist of:
- (a) The Officers elected or appointed, refer to 3.1
  - (b) The Past President of the Association
  - (c) The Umpire-in-Chief designated by the Alberta Softball Umpires Association, subject to confirmation at the Annual General Meeting of the Association
  - (d) The District Organizers elected pursuant to 5.2.
- 4.2 The Board is responsible to establish the policies and procedures for the Association and the administration thereof.

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- 4.3 The Board shall bring forward recommendations to the Annual Meeting for the adoption of Special Operating Rules which will determine the way in which Association functions will be carried out.
- 4.4 The Board shall bring forward recommendations to the Annual Meeting for the adoption of Playing Rules and Regulations which will determine the way in which players, teams, officials and other Members conduct and play the game of softball in Alberta.
- 4.5 Once the Special Operating and Playing Rules of the Association are established, the Board is solely responsible to interpret and enforce them consistent with the Bylaws and such Rules. If an event or matter arises which, in the opinion of the Board, was not contemplated by the Bylaws or the Rules, then the Board has the authority to make decisions which give effect to the aims and objectives of the Association.
- 4.6 The Board will publish and make available copies of the current Special Operating and Playing Rules to all Members of the Association.
- 4.7 The Board, by a vote of fifty (50%) percent plus one (1) of members there assembled, may create or amend rules, regulations and determinations in respect of matters pertaining to:
- 4.7.1. The game of softball,
  - 4.7.2. The scheduling and administering of District and Provincial Playoffs,
  - 4.7.3. The designation of Districts (Zones),
  - 4.7.4. The classification of leagues and associations in consultation with District members and/or associations,
  - 4.7.5. The classification of players or teams, in consultation with District members and/or associations,
    - (a) At any meeting where there is a proposal on a decision regarding eligibility or playing rights of a player or team, all parties having direct interest will be given written notice of the meeting as per the Playing Rules of the Association.
    - (b) Affected parties will be given an opportunity to make representation to the Board or Executive Committee.
    - (c) Any decision of the Board or authorized committee of the Board shall be final and binding on all parties thereby affected.
  - 4.7.6. Any rule, regulation, determination or decision made:
    - (a) Pursuant to 4.7.1, 4.7.3 and 4.7.4 hereof shall be null and void if such rule, regulation, determination or decision is made after the May 1<sup>st</sup> of the current year and before the last play-off game of the current year, unless the same has been approved by fifty percent (50%) plus one (1) of the members of the Association,
    - (b) Pursuant to 4.7.5 hereof shall be null and void if such determination or decision is made after July 1<sup>st</sup> of the current year,

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- 4.7.7. Any rule, regulation or determination made by the Board pursuant to 4.7.1, 4.7.3 and 4.7.4 hereof shall be available to members requesting same; an administration fee may be applicable.
- 4.8 The Association shall arbitrate any dispute which may arise between two or more members, upon written notice of such dispute being given to the President.
- 4.8.1. A tribunal of Members not in conflict with the parties shall be appointed for an arbitration hearing.
- 4.8.2. The tribunal, through the Executive Director, shall thereupon require all parties concerned to present written and oral arguments.
- 4.8.3. Any determination or decision made pursuant to such arbitration shall be binding upon all parties concerned.
- 4.9 THE PRESIDENT
- 4.9.1. Will supervise the administrative affairs of the Association,
- 4.9.2. Is responsible for the direction of the Executive, Board and staff members to ensure Association objectives are understood and planned in a manner to which they can be carried out successfully, while meeting the Aims and Objectives of the Association,
- 4.9.3. Will name all committees that are needed for the operation and administration of the Association for the next year at the first Board meeting following the Annual General Meeting,
- 4.9.4. Will be the Chairperson of the Personnel Committee and ensure that personnel are in place by January 1st of each year, or as soon as possible thereafter,
- 4.9.5. Will ensure that all meeting dates are set for the coming year and all meetings are held as scheduled,
- 4.9.6. Will be the Board liaison person with the ASUA, communicating directly with the Umpire-in-Chief to ensure rules, regulations and responsibilities are adhered to.
- 4.10 THE (FOUR or FIVE) DIRECTORS
- 4.10.1. Will provide directions to the Association that are in the best interest of the Association and meet the Aims and Objectives of the Association,
- 4.10.2. Will take office in one of the following categories: FINANCE, MINOR FASTPITCH, ADULT FASTPITCH and SLO-PITCH,
- 4.10.3. Will be members of Committees, as required, to accomplish the Aims and Objectives of the Association,
- 4.10.4. Will be a member of the Personnel Committee, assisting the President in ensuring that all administrative issues are established and executed properly,

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4.10.5. The Director of Finance will:

- (a) Be the Chairperson of the Finance Committee and ensure an annual budget is established and approved by the Board,
- (b) Supervise all financial transactions of the Association and ensure money is deposited in a chartered bank, treasury branch or trust company as chosen by the Board,
  - i) Responsible for recording and retaining all financial records of the Association,
  - ii) Keeping a full, detailed account of receipts and disbursements,
- (c) Distribute a quarterly financial statement to the Board of Directors,
- (d) Be responsible for:
  - i) The preparation of a fully audited statement of the previous fiscal year
  - ii) The preparation of a current year interim financial statement, and
  - iii) Presenting the above at the Annual General Meeting of the Association.

## 4.11 THE PAST PRESIDENT

- 4.11.1. Will provide direction that is in the best interest of the Association and meet the Aims and Objectives of the Association,
- 4.11.2. Will advise and assist the President, with his duties for continuance of office.

## 4.12 THE UMPIRE-IN-CHIEF

- 4.12.1. Will provide the ASUA officials, directions that are in the best interest of the Association and meet the Aims and Objectives of the Association,
- 4.12.2. Shall be the Umpire-In-Chief designated by the ASUA and approved as a Board member at the Annual General Meeting,
- 4.12.3. Will also be an integral member of the Executive Committee,
- 4.12.4. And in coordination with the Board liaison, will ensure that umpire programs are properly received and executed.

## 4.13 THE DISTRICT ORGANIZERS

- 4.13.1. Will be responsible for the direction of Members in their respective Districts and that all Aims and Objectives of the Association are met,
- 4.13.2. Will also be an integral member of the Board of Directors,
- 4.13.3. Will provide directions to the Association that are in the best interest of the Association and meet the Aims and Objectives of the Association,

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4.13.4. And, will take on duties and responsibilities as assigned by the Board.

## Article 5 PROVINCIAL DISTRICTS (ZONES)

5.1 For operational functionality, the Province of Alberta shall be divided into eight (8) zones, each having a non-overlapping geographic boundary within the Province, namely:

ZONE 1	ZONE 3	ZONE 5	ZONE 7
ZONE 2	ZONE 4	ZONE 6	ZONE 8

5.2 Each District shall be organized such that a District Committee is responsible for the management of the District affairs and representation of the District to the Association. The District Committees will consist of:

- (a) A District Organizer
- (b) An Assistant District Organizer
- (c) Two (2) Minor Delegates
- (d) Two (2) Slo-Pitch Delegates
- (e) Two (2) Fastpitch Delegates
- (f) Two (2) Umpires
- (g) One (1) Modified Orthodox Delegate for those Zones that have Modified Orthodox ball

5.3 Election and appointment: the election and/or appointment of committee members are defined in the Bylaws; however, all elected and appointed members of the Association must be eighteen (18) years of age or older and members in good standing.

5.4 Voting qualifications are as pursuant to the Bylaws.

## Article 6 FINANCIAL MATTERS

### 6.1 PAID EMPLOYEES

6.1.1. The President, with the approval of the Executive, may from time to time appoint any paid employee, such employee shall be paid a salary determined and approved by the Executive.

6.1.2. All paid employees shall be bondable.

6.1.3. The Executive Director, as a paid employee, shall be responsible to the President or person appointed by the President, and

- (a) Shall administer and attend to the requirements of the Provincial Office of the Association, including the administration of the Bylaws, Policies, operating rules and regulations and publications.
- (b) The Executive Director shall act as the Registrar of the Association.



- 6.1.4. Employees may be suspended or expelled from the Association for:
  - (a) Reasons pursuant to the Bylaws (3.4.2); or
  - (b) Acting dishonestly or showing wanton disregard to the welfare of the Association.
- 6.1.5. Under no circumstances may a paid employee of the Association be allowed to cast a vote at any of the Associations' meetings or be allowed to hold office within the Association.

6.2 REMUNERATION

- 6.2.1. Remuneration may be received in the form of an Honorarium for services as defined in the Bylaws, but also includes:
  - (a) A Softball Alberta Games Coach, with the Honorarium designated and approved each year by the Softball Alberta Board of Directors upon recommendation by the Softball Alberta Games Committee.

**Article 7 PLAYOFF COMMITTEE**

- 7.1 The Board shall be the Provincial Playoff Committee.
- 7.2 The President is the Chairperson of the Provincial Playoff Committee.
- 7.3 The Board shall be responsible for the organization and administration of Provincial Playoffs plus shall have, for that purpose, the powers granted to the Board pursuant to paragraphs 4.7.2, 4.7.4 and 4.7.5.
- 7.4 The District Organizer and Delegates in each district shall be the District Playoff Committee in that District and shall be responsible for the organization and administration of Playoffs.
- 7.5 The District Playoff Committee shall also have those powers granted to the Board pursuant to paragraphs 4.7.2, 4.7.4 and 4.7.5.
- 7.6 Any decision or determination made by a District Playoff Committee may, upon written notice from an affected member, be reviewed and altered, amended, overturned or confirmed by the Executive, whose decision shall be final.
- 7.7 Any Executive of the Association may be a member of his respective District Playoff Committee.
- 7.8 Under no circumstances shall a member of the Board or District Playoff Committee act in an official capacity while being a member or an associate of a team participating in said playoffs.

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