



***Softball
Newfoundland
Labrador***

Constitution

**New Constitution Approved
AGM March 5, 2011**

ARTICLE 1 NAME OF ASSOCIATION

The name of this Association shall be “Softball Newfoundland and Labrador Incorporated” originally formed October 22, 1980 hereinafter known. As “The Association” in the Constitution and By-Laws of Softball Newfoundland and Labrador Incorporated. Softball Newfoundland and Labrador is a non-profit organization incorporated under provision of the Revised Statutes of Newfoundland. Softball Newfoundland and Labrador is a member of Softball Canada as well as Sport Newfoundland and Labrador.

ARTICLE 2 AIMS AND OBJECTIVES

- A. To improve and enhance the quality of life of young men and women in Newfoundland and Labrador through the promotion of the sport of softball.
- B. To promote sportsmanship and a spirit of fair play among individuals at all levels.
- C. To foster the development of physical and mental skills to all those who participate in the game of softball.
- D. To provide an opportunity for men, women and children from various parts of the province of Newfoundland and Labrador and indeed all parts of Canada to come together in a spirit of friendship and competition.
- E. To promote softball at the recreation and competitive levels according to the needs of the membership.
- F. To assist groups involved with people with special needs.
- G. To provide a liaison between Softball Newfoundland and Labrador and Softball Canada.
- H. To provide leadership and co-ordinate the development of softball in Newfoundland and Labrador.
- I. To regulate and govern the sport of softball in the province of Newfoundland and Labrador.

ARTICLE 3 POWERS OF THE ASSOCIATION

- A. To elect an Executive with the following powers:
 - i. To appoint committees
 - ii. To call meetings of the Association.
- B. To manage the affairs of Softball Newfoundland and Labrador.
- C. To deal with disciplinary matters including the suspension and expulsion of members where necessary.
- D. To set fees, raise or borrow money for the purpose of carrying out the objectives of the association.
- E. To define geographic boundaries.
- F. To define duties of appointed and elected members.
- G. To hire a Technical Director of professional staff, define duties and job description and supervise the working schedule of that person.
- H. To make, amend and repeal by-laws where necessary or useful to promote and exercise the powers of the association.
- I. To require annual written reports from the Technical Director and other staff and all members of the Board of Directors.
- J. To award Softball Newfoundland and Labrador tournaments and to oversee the operation of these tournaments.
- K. To conduct coaching, umpiring and skills clinics for the purpose of upgrading the caliber of softball.
- L. To appoint coaches and management personnel and define their responsibilities for Softball Newfoundland and Labrador teams where applicable.
- M. To do all such matters and things as may be necessary for exercising the powers referred to in this constitution.

ARTICLE 4 MEMBERSHIP

- A. Subject to the By-Laws of this Association, a member shall include the following:
 - i. Any affiliated league or team duly registered with Softball Newfoundland and Labrador.
 - ii. Executive member or official appointed or elected to the Board of Directors of Softball Newfoundland and Labrador.
 - iii. Any league member, be it an executive member, coach or player in good standing with the Association.
 - iv. Any umpire or game official duly registered and in good standing with the Association.
- B. Being in good standing with the association shall be defined as having all dues paid and not being under suspension or expulsion by the association, Softball Canada or an affiliated league.

ARTICLE 5 ADMINISTRATION OF THE ASSOCIATION

- A. The Avalon Region: St. John's area to Southern Harbour.
- B. The Eastern Region: Arnold's Cove to Clarendville, Bonavista Peninsula and Burin Peninsula.
- C. The Central Region: Glovertown to Springdale, Connaigre Peninsula.
- D. The Western Region: Baie Verte Peninsula to Port aux Basques to St. Anthony.
- E. The Labrador Region: All of Labrador. The Northern Region: Labrador

ARTICLE 6 ADMINISTRATIVE PERSONNEL OFFICERS

The Association shall be organized in the following manner:

- A. The Board of Directors shall consist of a maximum of 12 Directors to represent the Association. These Directors plus the immediate Past-President shall constitute the Board of Directors of the Association. All Delegates attending the Softball Newfoundland and Labrador Annual General Meeting shall have the right to vote for all positions on the Board of Directors
- B. The elected members of the Board of Directors of the Association shall consist of:
 - i. President
 - ii. Vice-President
 - iii. Finance Director
 - iv. Minor Softball Director
 - v. Adult Softball Director
 - vi. Secretary
 - vii. Eastern Canadian Director
 - viii. Avalon Region Director
 - ix. Eastern Region Director
 - x. Central Region Director
 - xi. Western Region Director
 - xii. Labrador Region Director
- C. The President, Vice-President, Finance Director, Minor Softball Director, Adult Softball Director, Secretary and Eastern Canadian Director shall form the executive committee.
- D. Directors of the following positions and any other positions, as deemed necessary by the board, will be appointed by the President:
 - 1. Umpire-in-Chief
 - 2. Skill Development
 - a. Master Pitching Instructor
 - b. Master Learning Facilitator
 - c. Learn to Play Coordinator

- E. Committees: The President shall be responsible for the appointment of the following committees and any other committees, as deemed necessary, by the board:
- i . Nominating Committee
 - i i . Finance Committee
 - i i i . Advisory Committee
 - i v . Minor Program Committee
 - v . Constitution Committee
 - v i . Adult Program Committee
 - v i i . Awards Committee
 - v i i i . Coaching Committee
- F. Voting Membership
- 1. The voting membership shall include all individuals duly registered with Softball Newfoundland and Labrador and in good standing with the Association in accordance with Article 12.

ARTICLE 7 TERMS OF OFFICE BOARD OF DIRECTORS

- A. Those officers named in Article 6, Section B shall constitute the elected members of the association with full voting privileges.
- B. Those officers named in Article 6, Section D will be considered as the appointed members of the Board of Directors with no voting privileges.
- C. The office of Past-President will have no voting privileges.
- D. Duration of the terms of office:
- i. All elected members of the Board of Directors are elected for a two-year term of office.
 - ii. The term of office for appointed members ends with the end of the term of office of the Board of Directors' that appointed them.
 - iii. A term of office shall end at the time of election of a new executive at the Annual General Meeting of an election year.
 - iv. All appointments to the Board of Directors must be made by the President or a committee of the President and must meet the approval of the majority of the voting members of the Board of Directors.
- E. Voting Eligibility
- i. Only those members elected to the Board of Directors at an Annual General Meeting may have voting privileges as a member of the Board of Directors either at the Board meeting or the Annual General Meeting.
 - ii. The President may appoint a replacement for an elected Board of Directors member who has resigned, been suspended or who has otherwise vacated the position and any member so appointed shall have full voting privileges as an elected member of the Board of Directors.

ARTICLE 8 ELIGIBILITY FOR OFFICE

A.

- i. Any individual in good standing with the Association shall be eligible for any office of the Association.
- ii. Only candidates in good standing with the Association and with the background in financial matters shall be eligible for the office of Finance Director.
- iii. Only candidates with a minimum Level 4 umpire certification may be appointed Umpire-in-Chief.

B. All members of the Board of Directors who are in good standing with the Association shall be eligible for continuing re-election.

ARTICLE 9 ADMINISTRATIVE PERSONNEL – POWERS AND DUTIES

A. The Board of Directors

- i. The Board of Directors shall govern the affairs of the Association. The Board of Directors shall have all the powers of the Association unless otherwise designated. The Board of Directors shall be accountable to the membership at large.
- ii. Notice of a Board Meeting shall be given to the Directors at least one week prior to the date of the meeting. However, the Board of Directors may meet on regular assigned dates without notice. In the event of an emergency, a meeting may be called at any time or place with the consent of two-thirds (2/3) of the membership of the Board of Directors.
- iii. A “Quorum” for the purposes of a meeting of the Board of Directors shall be constituted by the attendance of 50% plus 1 of the voting membership of the Board of Directors.
- iv. The Board of Directors shall have the authority to settle all matters not provided for in regulations governing provincial playoffs. The decision of the Board shall be final.
- v. A special meeting of the Board may be called upon the request of a majority of the elected Board provided that the following conditions are met: That the request is made to the President in writing.
 1. That the business to be brought before the meeting is stated in the written request. In such cases the President must call a meeting within 21 days of the written request.

ARTICLE 10 BOARD MEMBER RESPONSIBILITIES

A. The President shall:

- i. Be an ex-officio member of all committees.
- ii. Have the authority to designate any member of the Board of Directors to carry out his/her duties in connection with some specific undertaking. The designated member shall exercise the duties of the President to the Secretary who will table under “General Correspondence” at the Annual General Meeting.
- iii. Represent the Association at the Softball Canada meetings with all voucher expenses paid for by the Association including a per diem allowance not exceeding that permitted by the By-Laws.
- iv. Only exercise his/her vote for tie breaking purposes.
- v. In conjunction with the Finance Director negotiate any and all contracts on behalf of or for the benefit of the Association.

B The Vice-President shall:

- i. Represent the Association at all meetings and functions in the absence of the President.
- ii. Conduct an annual review of the Association.
- iii. Perform such duties as assigned by the President.
- iv. Assume the chair of President if for any reason the President is unable to complete the designated term of office. This responsibility will cease at the next Annual General Meeting at which time an election will be held for the office of President.

C. The Finance Director shall:

- i. Keep complete financial records and all receipt vouchers, books and all other matters pertaining to revenue and expenditures.
- ii. Have proven financial management capabilities.
- iii. Be bonded at the expense of the Association.
- iv. Have a limit of \$1000 on any financial commitment approval. The Executive Committee must ratify transactions above \$1000.
- v. In conjunction with the Board of Directors, prepare a projected statement of revenues and expenditures for the forthcoming year. These projected financial statements shall endeavor to reflect all major sources of revenues and expenditures, as well as any cash flow requirements that the Association anticipates. The Technical Director shall assist the Finance Director in his/her duties.
- vi. Prepare and present a complete financial statement to be presented at each Annual General Meeting.

D. The Adult Softball Director Shall:

- i. Be responsible for the organization and promotion of fast pitch and slo-pitch softball at all adult levels within the jurisdiction of the Association in so far as there is no conflict with the objectives of the Association.
- ii. Appoint those individuals deemed necessary to assist that person in the conduct of the duties of the Adult Softball Director. Such appointments must be approved by the Board of Directors and confirmed in writing by the President in instances where the appointee may be in a position to make significant decisions affecting the jurisdiction and objectives of this Association.
- iii. Administratively report to the Board of Directors from whom general directions may be received.
- iv. Work in consultation with all Directors to create a positive image for adult fast pitch and slo-pitch.

E.

- F. The Minor Softball Director shall:
- i. Be responsible for the organization and promotion of minor softball at all levels within the jurisdiction of the Association in so far as there is no conflict with the objectives of the Association and specific operating rules.
 - ii. Appoint those individuals deemed necessary to assist that person in the conduct of the duties of Minor Softball Director. Such appointments must be approved by the Board of Directors and confirmed in writing by the President in instances where the appointee may be in a position to make significant decisions affecting the jurisdiction and objectives of this Association.
 - iii. Administratively report to the Board of Directors from whom general directions may be received.
 - iv. Work in consultation with all Directors to create a positive image for minor fast pitch and slo-pitch softball.
- G. The Past-President shall:
- i. Be an ex-officio member of the Board of Directors with no voting privileges.
- H. The Skill Development Directors shall:
- i. Be appointed in accordance with Article 6, Section D, and Article 7.
 - ii. Appoint all instructors in consultation with the Board of Directors for clinics.
 - iii. Be responsible for all levels of National Coaching Certification Program.
- I. The Umpire-in-Chief shall:
- i. Be appointed in accordance with Article 6, Section D, Assign all umpires for the various categories of provincial tournaments.
 - ii. Be responsible for the organization, in consultation with the Board of Directors of all umpire clinics throughout the province.
 - iii. Evaluate the performance of registered umpires within the jurisdiction of the Association.
 - iv. Promote and generate good officiating.
 - v. Work with local associations to develop their own umpiring program.
 - vi. Recommend a Regional Umpire-in-Chief to be appointed by the Board of Directors.

ARTICLE 12 VOTING MEMBERSHIP

- A. A voting delegate means those members (delegates) chosen by each member league to represent it at the Annual General Meeting and is chosen in accordance with the By-Laws and elected members. A “voting delegate” is deemed to include elected members of the Board of Directors.
- i. Each member team in adult that partakes in a provincial tournament shall be entitled to one voting delegate towards the election of a Board of Directors and all matters pertaining to the Association.
 - ii. All registered minor associations will be eligible to have one (1) voting delegate for up to 50 players, two (2) voting delegates for 100-149 players, and three (3) voting delegates for 150 or more players at Association meetings and Election of Officers.
 - iii. No individual member shall be entitled to more than one vote in committee session or plenary session.
 - iv. An individual member shall be entitled to represent different leagues in committees but can only vote in the committee where he/she registers.
 - v. Each elected member of the Board of Directors shall be accredited as a voting delegate to the Softball Newfoundland and Labrador Annual General Meeting.
 - vi. Delegates in person must do all voting. No proxies shall be permitted. All voting delegates must register and file proper credentials at the Annual General Meeting in order to be considered a voting delegate.
 - vii. Each member league may designate an alternate delegate to the annual meeting who must register and file the proper credentials in order to be considered an alternate. An alternate may only vote in the absence of the voting delegate.
- B. All decisions and resolutions on matters not affecting the By-Laws are binding on all members of the Association if passed by a simply majority of delegates attending the Annual General Meeting who are present and voting at a lawful meeting.

ARTICLE 13 MEETINGS

- A. The Association shall, in a manner provided by the By-Laws, hold an Annual General Meeting in each calendar year and such other meetings as are required shall be called by the Board of Directors / President.
- B. The Board of Directors / President may call a special meeting of the Association to be convened not earlier than 21 days after the notice calling such a meeting has been given.
- C. The President shall, in a manner provided by the By-Laws, hold an Annual Meeting of the Board of Directors in each calendar year and such other meetings as are required shall be called by the President.
- D. The Annual Meeting of Softball Newfoundland and Labrador shall be held by the end of February of each year.
- E. The site of the Annual Meeting shall be on a rotating basis with St. John’s being the Host Centre for two years running and the third year being determined by open bids.

ARTICLE 14 DUES

All leagues and members shall be assessed membership fees in accordance with the By-Laws of the Association.

ARTICLE 15 TECHNICAL DIRECTOR

- A. The Board of Directors may hire a Technical Director.
- B. The Technical Director shall be answerable to the President and the Board of Directors.
- C. The Technical Director shall perform such duties as are assigned by the President and the Board of Directors and that are within the limits of the job description of the Technical Director.
- D. The Technical Director shall administer the business office of Softball Newfoundland and Labrador.
- E. The Technical Director shall perform such duties as are outlined in the job description of Technical Director.
- F. The Technical Director shall be paid a salary as determined by the Board of Directors.

ARTICLE 17 THE SEAL

The Association may adopt a Seal to be used for all purposes of the Association. The Seal shall be affixed to any documents requiring affixation of the Seal over the signature of the President and/or Finance Director and/or Secretary and one other of the following: Finance Director, Technical Director, or by any two Directors upon resolution of the Board of Directors.

ARTICLE 18 AMENDMENT TO THE ARTICLES

- A. Delegates to the Annual Meeting may amend these Articles of Association provided:
 - i. Notice of Motion of the resolution affecting the Article has been sent by the proposer of the resolution to the Secretary at least 30 days prior to the date of the Annual Meeting and the Secretary shall forward copies of such Notices of Motion to each member within 21 days of the date of the Annual Meeting.
 - ii. A two-thirds (2/3) majority of the voting members present at the lawful meeting approve the same is required for approval.
 - iii. A lawful meeting means a quorum of 50% plus one of eligible voters.
- B. Failure on the part of any person to meet the time factors required in Section A, Subsection i above shall not invalidate presentation of the resolution provided three quarters of the voting membership present cast their votes in favor of waiving the requirements of time and Notice has been filed with the Office and received by the members prior to the presentation of that resolution.
- C. Notice of Motion, not affecting these Articles but affecting the By-Laws for the consideration of the Annual General Meeting shall be in writing and must be received by the Office of the Association not later than 30 days prior to the date of the Annual Meeting. Notice of Motion received subsequent to such deadline shall not be considered at the Annual Meeting unless acceptance of such motion is approved by a two-thirds majority vote who are present and voting. Motions from the floor may be presented in and only if 75% of the eligible voters agree to entertain the motion thus overriding Article 18A-i.

ARTICLE 19 BY-LAWS

The Association may make by-laws and regulations not inconsistent with these Articles for the better administration and the pursuance of policy as enunciated from time to time by the Association.

ARTICLE 20 DISCIPLINE

- A. The Executive Committee shall have the power to temporarily remove from the Association or the Board of Directors any member who is deemed to have acted in a manner detrimental to the Association.
 - i. The suspension or expulsion of a member from the Board of Directors may be carried out with the approval of not less than a two-thirds majority of the voting members of the Board of Directors. In the event that two-thirds of the members of the Board cannot attend a meeting, such approval may be granted by telephone provided that it is received and recorded during a Board meeting at which at least 50% plus one (1) of the membership is in attendance and it is followed up in writing.
- B. Prior to any disciplinary action taken against a Board member becoming official, that member must be informed in writing giving just cause for such action being taken.
- C. Any member of the Board of Directors disciplined by the Board must be given the opportunity to appear in person before the Board to appeal his/her case.
- D. Any member of the Board of Directors may appeal an action taken against him/her provided that the appeal is made in writing within 14 days of the date from which the member is notified of that action.

ARTICLE 21 BORROWING POWERS

- A. Without limiting the powers of the Board of Directors, the Board of Directors may, from time to time, in such amounts and on such terms as the Executive Committee deems expedient:
 - i. Borrow money on the credit of the Association.
 - ii. Charge, mortgage, hypothecate, pledge or otherwise create a security interest in all or any currently owned or subsequently acquired real or personal, movable or immovable property of the Association, including book debts, rights, powers, franchises and undertakings to secure any debt obligation or money borrowed or other debt or liability of the Association.