



Yellowknife Slopitch Association Constitution & Bylaws

1. NAME, LEGAL FORM, AND HEAD OFFICE:

- 1.1. The name of the Society shall be the Yellowknife Slo-pitch Association and hereinafter referred to as the Association.
- 1.2. The Head Office and banking institution of the Association shall be located in Yellowknife, Northwest Territories (NWT), and may only be transferred to another location following a resolution passed at the Annual General Meeting.

2. OBJECTIVES:

The objectives of the Association are:

- a) To foster, develop and promote the playing of amateur co-ed slo-pitch softball;
- b) To ensure that the Association is participant focused;
- c) To strive to ensure that the sport system is value-based and the practice of sport is based on fair play, sportsmanship and ethical standards;
- d) To ensure that opportunities are equitable and accessible to all Yellowknife residents; and
- e) Collaborate with organizations that have similar mandates to that of the Association.

3. CORPORATE SEAL AND LOGO:

- 3.1. The Secretary shall provide for the safe custody of the common seal and logo(s) of the Association.

4. NEUTRALITY AND NON-DISCRIMINATION:

- 4.1. Discrimination of any kind against a private person or group of people on account of ethnic origin, gender, language, sexual orientation, religion, politics or any other reason is strictly prohibited and punishable by suspension or expulsion.

5. PROMOTING FRIENDLY RELATIONS:

- 5.1. All Members are obliged to observe the Association Bylaws, policies, House Rules, and principles of fair play, as well as the principles of loyalty, integrity, and sportsmanship.
- 5.2. The Association shall provide the necessary institutional means to resolve any internal dispute that may arise between its Members.

5.3. Except as provided in the Northwest Territories Societies Act (“The Act”), the Association’s Board of Directors, hereinafter referred to as the Board, and shall have the authority to interpret any provision of these Bylaws which is unclear.

6. FISCAL YEAR:

6.1. For the purpose of the Association, the financial year shall be from the 1st day of January in one year to the 31st day of December in the same year.

6.2. The annual consolidated accounts of the Association, as of December 31st, shall be presented to the membership at the Annual General Meeting.

7. CATEGORIES OF MEMBERSHIP:

7.1. The Association shall be composed of the following categories of Members:

- a) An Individual Member is a natural person of at least 16 years of age registered with the Association.
- b) A Member Team is an established team registered with the Association.

8. MEMBERS’ RIGHTS:

8.1. A new Member shall acquire membership rights and duties as soon as it has been admitted.

8.2. Only a Member in good standing may exercise Member rights as established in the Bylaws and policies of the Association.

8.3. To be in good standing a Member must be in compliance with the Bylaws, policies and decisions of the Association.

8.4. A Member of the Association has the following rights:

- a) To take part in all general meetings of the Association, to know the agenda within the prescribed time, and to exercise voting rights in accordance with Article 19;
- b) To submit proposals for inclusion on the agenda of all general meetings of the Association;
- c) To nominate candidates for the Board of Directors of the Association; and
- d) To exercise all other rights arising from these Bylaws.

8.5. The exercise of these rights is subject to other provisions in these Bylaws and the applicable Association policies and decisions.

9. MEMBERS' OBLIGATIONS:

9.1. A Member of the Association has the following obligations:

- a) To ensure the election of its decision-making body;
- b) To meet all of its financial obligations to the Association;
- c) Not to maintain any relations of a sporting nature with Members that have been suspended or expelled;
- d) To observe the principles of loyalty, integrity, fair play and sportsmanship; and
- e) To comply fully with all other duties arising from the Bylaws, policies and decisions of the Association.

9.2. Violation of the above-mentioned obligations by any Member may lead to sanctions provided for in these Bylaws or other Policies of the Association.

10. FEES

10.1. The Board may establish an individual and/or team fee.

10.2. The Board may establish additional fees for the provision of any service or activity sanctioned by the Association.

11. SUSPENSION AND REINSTATEMENT:

11.1. The Board and the Membership may suspend an Individual or Team Member that violates its obligations with immediate effect. The suspension shall continue until set aside by the Board or a vote to be held at a general meeting of the membership.

11.2. The suspension shall be lifted once any requirement(s) imposed by the Membership or the Board has been fulfilled.

11.3. A suspended Member shall lose its Member rights. A disciplinary committee may impose further sanctions.

12. EXPULSION:

12.1. An Individual Member whose conduct is considered detrimental to the Association may be expelled by a resolution approved by a majority of the Board.

12.2. A Member Team whose conduct is considered detrimental to the Association may be expelled by a resolution approved by a majority of the Membership at a general meeting. No Team Member can be suspended without the support of 75% majority of the votes eligible to be cast at a general meeting.

13. RESIGNATION:

13.1. Any Member may resign from the Association by delivering its written resignation to the Board.

14. EXPULSIONS AND RESIGNATIONS:

14.1. Membership is terminated by resignation or expulsion. Loss of membership does not relieve the Member from its financial obligations to the Association but results in a cancellation of all rights in relation to the Association.

15. MEETINGS:

15.1. The Association shall hold an Annual General Meeting each year at least 30 days prior to the start of the season. This meeting and all Special General Meetings are herein referred to as general meetings.

15.2. The general meetings of the Association shall be held in each year at a place and date to be determined by the Board of Directors.

15.3. Notice of the Annual General Meeting will be communicated using all reasonable means, including radio, website, social media, and newspaper. Such notice shall set forth the time, place and business to be transacted at the meeting.

15.4. All Members shall receive at least thirty (30) days' notice of a general meeting and shall receive the following written materials: President's report, agenda, previous meeting minutes, financial statements, and any other relevant materials no later than seven (7) days before the meeting.

15.5. The President shall prepare the agenda based on submissions from the Board of Directors and the Members. Any submission that a Member wishes to forward to the Annual General Meeting shall be sent to the President in writing, with a brief explanation, at least fifteen (15) days before the date of the Annual General Meeting.

15.6. The business at the Annual General Meeting shall include:

- a) Call to Order & Roll Call
- b) Approval of the Agenda
- c) Adoption of Minutes from the previous general meeting
- d) President's Report
- e) Finance Report
- f) Approval of the Financial Statements
- g) Suspensions, Expulsions

- h) Amendments to Bylaws
- i) Election of Directors (as per Article 24 and 25)
- j) Next Annual General Meeting
- k) Adjournment

16. SPECIAL GENERAL MEETING:

- 16.1. The Board of Directors may convene a Special General Meeting at any time.
- 16.2. The Board of Directors must convene a Special General Meeting if a majority of Member Teams make such a request in writing. The request shall specify the issue for discussion for the agenda. A Special General Meeting shall be held within one month of receipt of the request.
- 16.3. At a Special General Meeting, Member Teams who hold a majority of the votes eligible to be cast must be represented to constitute a quorum.
- 16.4. Notice of a Special General Meeting will be given by email and by publication in a newspaper of general circulation, such notice to set forth the time, place and business to be transacted at the meeting.
- 16.5. Ten (10) days' notice shall be given of any Special General Meeting and the Board of Directors and all Members shall receive all relevant meeting materials no later than seven (7) days before the meeting.
- 16.6. When a Special General Meeting is convened on the initiative of the Board of Directors, it must draw up the agenda. When a Special General Meeting is convened upon the request of Members, the agenda must deal only with the issue raised by the Members.
- 16.7. The agenda of a Special General Meeting may not be altered.

17. DECISIONS OF THE MEMBERSHIP:

- 17.1. Unless otherwise stipulated in these Bylaws, a majority of the votes eligible to be cast is sufficient for a vote to be valid.
- 17.2. A decision that requires a vote shall be reached by a show of hands.
- 17.3. A secret ballot or roll call will only be held if supported by 20% of the Member Teams present and eligible to vote at the general meeting.

18. VOTES AND DELEGATES:

18.1. Member Teams shall have a voice and vote at all general meetings of the Association.

18.2. All Individual Members, including Directors, shall have a voice but no vote at general meetings of the Association.

19. MINUTES:

19.1. The Secretary shall be responsible for recording the minutes of general meetings of the Association.

20. BODIES:

20.1. The Membership is the supreme authority of the Association.

20.2. The Board of Directors is the governing body.

21. BOARD OF DIRECTORS:

21.1. The business of the Association shall be conducted by a Board of Directors, which shall be comprised of eight (8) Directors, four (4) of which are Officers which have signing authority:

- a) President
- b) Vice President
- c) Secretary
- d) Treasurer

21.2. There shall be four (4) additional Directors.

21.3. The Officers shall be elected by the Annual General Meeting.

22. PRESIDENT:

22.1. The President represents the Association legally.

22.2. The President is primarily responsible for:

- a) Ensuring the implementation of decisions of the Board of Directors; and
- b) Relations between the Association, its Members, partners and other government bodies.

22.3. If the President is absent or unavailable, the Vice President will serve in the President's place.

22.4. In the event the President becomes indefinitely incapacitated, the Vice President will act in the capacity as Chair and President until the next Annual General Meeting.

23. TREASURER:

23.1. The Treasurer shall be accountable for the fiscal affairs of the Association and shall have other such duties as prescribed.

24. PROCEDURE FOR ELECTION OF DIRECTORS:

24.1. To be elected as a Director, a candidate must be in good standing with the Association and any Member Team to which they are currently affiliated.

24.2. A Director desirous of accepting nomination to a different office of the Association shall first resign from his/her current position prior to the election process.

24.3. To be elected as a Director, a candidate must have received a majority of the eligible votes cast at the Annual General Meeting.

24.4. Where two or more candidates are running for a single position, voting may be conducted by secret ballot.

24.5. For each of the available Director positions on the Board, that same number of individuals who receive the highest number of votes shall serve on the Board.

24.6. If more than three persons are contesting a position, the candidate receiving the least number of votes in any vote/ballot is omitted from the next vote/ballot.

24.7. Where there is a tie between two or more candidates with the least number of votes, the general meeting shall break the tie by vote/ballot.

25. TENURE AND ELECTION:

25.1. Directors shall be elected each for a two-year term in accordance with the following schedule:

- a) In even-numbered years:
 - i. President
 - ii. Secretary
 - iii. Directors (2) Directors at Large

- b) In odd-numbered-years:
 - i. Vice President
 - ii. Treasurer
 - iii. Umpire In Chief
 - iv. One (1) Director at Large

26. MEETINGS OF THE BOARD OF DIRECTORS:

- 26.1. The Board of Directors shall meet at least six (6) times a year.
- 26.2. The President shall convene meetings of the Board of Directors. If 25% of the Directors request a meeting, the President shall convene it within fifteen (15) days.
- 26.3. At all Board meetings a majority of Directors shall form a quorum.
- 26.4. The President shall compile the agenda of meetings of the Board of Directors. Each Director shall be entitled to propose items for inclusion in the agenda. Directors shall submit the items they wish to be included on the agenda to the President at least ten (10) days before the meeting. The agenda and all relevant material must be sent out to the Board at least seven (7) days before the meeting.
- 26.5. The meetings of the Board of Directors may be attended by a Member of the Association. The Board may invite third parties to attend. Third parties shall not have voting rights.
- 26.6. Meetings of the Board of Directors may be conducted by telephone conference call, or by other means of electronic communication. A Director participating in such a meeting shall be taken to be present at the meeting.

27. POWER OF THE BOARD OF DIRECTORS:

- 27.1. The Powers of the Board of Directors are as follows:
 - a) The Board of Directors is legally accountable for all decisions made by, and on behalf of the Association;
 - b) Shall prepare and convene all general meetings of the Association;
 - c) Shall appoint an independent auditor;
 - d) Shall approve policies that stipulate how the Association shall be organized internally;
 - e) May decide to set up committees at any time;
 - f) Shall define and approve the terms of reference for the organization of Standing, Special, and Operational Committees;
 - g) Shall approve the annual budget of the Association;

- h) May suspend or expel a Member of the Association;
- i) May delegate tasks arising out of its area of authority to other bodies of the Association or third parties;
- j) May delegate to such Directors any or all of the foregoing powers to such extent and in such a manner as the Board may determine.

27.2. If the position of a Director becomes vacant during the individual's term, the Board may appoint a new Director in the individual's stead.

27.3. Those persons named or appointed to fill vacant positions on the Board of Directors shall serve until the Association's next Annual General Meeting.

27.4. Contracts, documents or any instruments in writing requiring the signature of the Association shall be signed by the President and at least one other Officer; all contracts, documents and instruments so signed shall be binding upon the Association without any further authorization or formality.

27.5. The Association may acquire, lease, sell or otherwise dispose of securities, lands, buildings or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

27.6. The Association may borrow funds upon such terms and conditions as the Board may determine.

27.7. Any act of the Board of Directors, whether within the jurisdiction of the Board of Directors or not, which is sanctioned either expressly or implied at a subsequent Annual General Meeting of the Association, shall be deemed to be an act of the Association and may not afterwards be impeached by any Member of the Association on any ground whatsoever.

27.8. Directors or Committee Members shall not receive any remuneration for their services, but those attending any general, Board, or committee meetings called in pursuance of these Bylaws shall be entitled to be paid out-of-pocket expenses from the funds of the Association as the Directors may decide to be reasonable and as the funds of the Association permit.

28. DECISIONS OF THE BOARD OF DIRECTORS:

28.1. The Board of Directors shall reach decisions by a majority of the Directors present. In the event of a tie vote, the President may cast the deciding vote. Voting by proxy or by letter is not permitted.

28.2. Any Director must withdraw from the debate and from taking a decision if there is any risk or possibility of a conflict of interest.

28.3. The decisions rendered by the Board of Directors shall be recorded in the minutes.

29. INDEMNITY:

29.1. Every Director or other servant of the Association shall be indemnified by the Association against all costs, losses and expenses incurred in or about the discharge of their respective duties, except such as happen from their own respective wilful neglects or defaults.

30. VACANCIES:

30.1. The position of Director shall be considered to be vacated if:

- a) the Director is absent from three (3) meetings of the Board of Directors without special leave or reason satisfactory to the Board; and
- b) the Director is removed for misconduct for good and sufficient cause through a resolution of the Board of Directors or by resolution at its Annual General Meeting.

31. AUDITOR:

31.1. The Board shall ensure that all books and records of the Association required to be kept by the Act, these Bylaws or any other statute or law are regularly and properly kept. The Board may from time to time specify a time and place at which Members may view the books and records of the Association.

32. AMENDMENTS TO THE BYLAWS:

32.1. Members and the Board of Directors may propose changes to the Bylaws which shall only be made at an Annual General Meeting or a Special General Meeting called for that purpose, and provided that notice and all proposed amendments have been delivered to the President at least twenty-one (21) days before the meeting. The President shall forward a copy of the proposed amendments to the Members at least fifteen (15) before the date of the meeting.

32.2. Adoption of any proposed Bylaw amendments or revisions, shall require a two-thirds (66%) majority of the votes eligible to be cast by the delegates present.

32.3. These Bylaws are ratified by an Extraordinary Resolution of the Members of the Association entitled to vote at a meeting duly called and held on April 11, 2015.

32.4. In ratifying these Bylaws, the Members of the Association repeal all prior Bylaws of the Association provided that such repeal does not impair the validity of any action done pursuant to the repealed Bylaws.

32.5. These Bylaws are hereby enacted and shall come into force upon their acceptance by the Registrar of Societies of the NWT.

33. RULES OF ORDER:

33.1. All meetings of the Association shall be conducted with *Robert's Rules of Order* insofar as they may apply.

34. UNFORSEEN CONTINGENCIES AND FORCE MAJEURE:

34.1. The Board of Directors shall have the final decision on any matters not provided for in these Bylaws or in cases of force majeure.

35. DISSOLUTION:

35.1. Any decision relating to the dissolution of the Association requires a two-thirds (66%) majority of all Members of the Association, which must be obtained at an Annual General Meeting or Special General Meeting specifically convened for this purpose.

35.2. Upon dissolution of the Association, any funds or assets remaining after paying all debts shall be distributed to one or more not-for-profit organization(s) incorporated under the *Northwest Territories Societies Act* which has objectives consistent with those of the Association, as determined by the Board of Directors.