

**CENTRAL ALBERTA  
SOFTBALL UMPIRES ASSOCIATION**

**BY-LAWS**

**ACCEPTED AND APPROVED**  
September 14, 2020

## ARTICLE 1. Table of Contents

<b>ARTICLE 2. NAME</b> .....	<b>4</b>
2.1 NAME.....	4
<b>ARTICLE 3. MEMBERSHIP</b> .....	<b>4</b>
3.1 ASSOCIATION .....	4
3.2 APPLICATION .....	4
3.3 TERM OF MEMBERSHIP .....	4
3.4 EXECUTIVE.....	4
3.5 JURISDICTION.....	4
3.6 MEMBERSHIP FEES .....	4
3.7 WITHDRAWAL .....	5
3.8 HONORARY MEMBERSHIP .....	5
3.9 DISCIPLINARY RIGHTS .....	5
3.10 DISSOLUTION OF ORGANIZATION .....	5
<b>ARTICLE 4. MEMBERS</b> .....	<b>5</b>
4.1 GOVERNING AUTHORITY.....	5
4.2 RIGHT OF APPEAL.....	5
4.3 USE OF PERSONAL INFORMATION .....	6
<b>ARTICLE 5. OFFICERS</b> .....	<b>6</b>
5.1 TITLES .....	6
5.2 TERM OF OFFICE.....	6
5.3 NOMINATION AND ELIGIBILITY .....	6
5.4 ELECTIONS.....	7
5.5 VACANCY .....	7
<b>ARTICLE 6. STRUCTURE</b> .....	<b>7</b>
6.1 BOARD OF DIRECTORS .....	7
6.2 FINANCIAL AUTHORITY.....	8
6.3 REMOVAL OF ELECTED OFFICERS.....	8
6.4 REMOVAL OF APPOINTED DIRECTORS.....	8

<b>ARTICLE 7. DUTIES OF EXECUTIVE MEMBERS .....</b>	<b>9</b>
7.1 DUTIES OF THE PRESIDENT.....	9
7.2 DUTIES OF THE VICE-PRESIDENT .....	9
7.3 DUTIES OF THE SECRETARY-TREASURER.....	10
7.4 DUTIES OF THE ASSIGNOR,.....	11
7.5 DUTIES OF THE PAST PRESIDENT, .....	11
<b>ARTICLE 8. FINANCIAL MATTERS.....</b>	<b>11</b>
8.1 INSPECTION OF THE ACCOUNTS .....	11
8.2 BORROWING POWERS .....	12
8.3 REMUNERATION.....	12
8.4 SIGNING AUTHORITY .....	12
<b>ARTICLE 9. MEETINGS.....</b>	<b>13</b>
9.1 ANNUAL GENERAL MEETING.....	13
9.2 GENERAL MEETING .....	13
9.3 SPECIAL MEETINGS .....	13
9.4 EXECUTIVE MEETINGS .....	13
9.5 ORDER OF BUSINESS .....	14
9.6 PROCEDURES FOR MEETINGS .....	14
<b>ARTICLE 10. ATTENDANCE .....</b>	<b>14</b>
10.1 EXECUTIVE MEETINGS .....	14
10.2 GENERAL MEETINGS AND ANNUAL GENERAL MEETINGS .....	14
<b>ARTICLE 11. RULES OF PROCEDURE .....</b>	<b>14</b>
11.1 QUORUM .....	14
11.2 VOTING .....	14
<b>ARTICLE 12. COMMITTEES.....</b>	<b>15</b>
12.1 COMMITTEES .....	15
<b>ARTICLE 13. AMENDMENTS .....</b>	<b>15</b>
13.1 AMENDMENTS .....	15
<b>ARTICLE 14. INDEMNIFICATION .....</b>	<b>15</b>
14.1 EXECUTIVE OFFICER INDEMNIFICATION .....	15
<b>ARTICLE 15. SEAL.....</b>	<b>15</b>
15.1 SEAL .....	15

## Article 2. NAME

### 2.1 NAME

The name of the Association shall be the Central Alberta Softball Umpires Association (herein described as the "CASUA").

## Article 3. MEMBERSHIP

### 3.1 ASSOCIATION

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

### 3.2 APPLICATION

Membership shall be open to anyone who umpires within the area defined through Softball Alberta's Handbook currently referred to as Zone 4.

- All applications for new members or renewals shall be accepted after successfully passing a written examination, attending a clinic as authorized by the Executive of the CASUA (herein described as the "Executive", or by review of the Executive. The Executive shall have the right to accept or reject any application with just cause.
- Any current member who no longer umpires primarily in the Zone 4 area may continue to renew with the CASUA.
- Any applicant refused membership has the right to appeal as per Article 4.2 (CASUA By-Laws).

### 3.3 TERM OF MEMBERSHIP

Term of membership in the CASUA shall be for 1 (one) year, being May 1 to April 30 of the following year. The Executive shall serve two (2) year terms.

### 3.4 EXECUTIVE

The members shall elect the Executive at the Annual General Meeting of the CASUA. The Executive shall be comprised of the Officers of the association.

### 3.5 JURISDICTION

The members shall have jurisdiction over the affairs of the CASUA, 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 CASUA.

### 3.6 MEMBERSHIP FEES

Upon acceptance, the applicant shall pay membership fees, as determined by the Executive, and outlined in the CASUA Policies and Procedures.

### 3.7 WITHDRAWAL

Any member may withdraw from the CASUA upon written notice to the Executive.

### 3.8 HONORARY MEMBERSHIP

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

### 3.9 DISCIPLINARY RIGHTS

The Executive shall have the right to discipline any member(s) for violation of the By-Laws and/or Policies and Procedures, or for any action by the involved member(s) which is deemed to be detrimental to softball.

Such member(s) may be reprimanded, suspended or expelled by the Executive.

If suspended or expelled, no membership fees shall be refunded.

Any disciplined member has the right to appeal, as per Article 4.2 (CASUA By-Laws).

### 3.10 DISSOLUTION OF ORGANIZATION

In the event the organization is dissolved, all remaining monies and records will become the property of the Alberta Softball Umpires Association.

## Article 4. MEMBERS

### 4.1 GOVERNING AUTHORITY

Members shall be subject to the jurisdiction and authority of the CASUA and Executive, except where superseded by Alberta Amateur Softball Association (Softball Alberta) or Canadian Amateur Softball Association (Softball Canada) rules and By-Laws.

### 4.2 RIGHT OF APPEAL

Members shall have the right of appeal to the CASUA on decisions rendered by the Executive. Such member(s) may appeal any said result in writing to the Executive (delivered in-person or via email) within fourteen (14) days of receipt of notification. The Executive must conduct an appeal hearing within fourteen (14) days of the date of receiving notification of the appeal. This hearing is to be chaired by the Past President, or duly appointed member of the CASUA.

#### 4.3 USE OF PERSONAL INFORMATION

- Notwithstanding Alberta's Personal Information Protection Act, each member must submit his/her name, address, date of birth, phone number(s), and e-mail address in order that regular contact may be made for assigning games, meeting notification, and payment (or collection) of fees.
- Information collected by the CASUA will not be distributed to other persons or groups who do not have a demonstrated need through the sport of softball.
- Members are responsible to submit changes of address, phone, or email to the Executive.

### Article 5. OFFICERS

#### 5.1 TITLES

The officers of the CASUA shall be as follows:

- President, Vice-President, Secretary-Treasurer, Assignor and Past President.
- Members can hold more than one position within the Association.

#### 5.2 TERM OF OFFICE

- The President and Assignor shall be elected for two (2) year terms, in odd numbered years.
- The Vice-President and Secretary-Treasurer shall be elected for two (2) year terms in even numbered years.
- The Past President shall serve a two (2) year term concurrent with the newly elected President. If the Past President is unable to serve his/her term, the Members shall elect an Executive at Large at the Annual General Meeting to serve during the same time as the President.
- During the second or subsequent terms of the President, an Executive at Large shall be elected at the Annual General Meeting to serve during the same period at the President.

#### 5.3 NOMINATION AND ELIGIBILITY

- Only those members who are eighteen (18) years of age or older on day of elections may run for office.
- Nomination forms will be accepted by the Nomination Committee until 30 days prior to the Annual General Meeting. Nominations will be accepted from the floor at the Annual General Meeting provided that each nominee is present or has submitted a letter of consent to run for the desired position on the Executive.
- Every nomination must be seconded.

## 5.4 ELECTIONS

- The election of officers, whose terms have expired or resigned, shall take place at the Annual General Meeting of the CASUA and the Executive shall take office at adjournment of said meeting.
- All members in good standing are eligible to vote.
- A member must be present to vote.
- Each member, including members of the Executive, shall be entitled to carry one (1) vote.
- All election of Officers, unless only one (1) person is running for a position, shall be conducted, and voted on by secret ballot, and scrutinized by two CASUA members, who shall be determined prior to the election.
- Where only one (1) person is nominated, that person shall be acclaimed.
- The ballots are to be destroyed after the vote.

## 5.5 VACANCY

- 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 members will be requested to ratify said appointments. If not ratified, an election shall be held, and term of office shall be for the period of the original unexpired term.
- If the office of President becomes vacant, the Vice-President shall assume those duties.

# Article 6. STRUCTURE

## 6.1 BOARD OF DIRECTORS

The Board of Directors shall have full control and management of the business and affairs of the Association, subject to the Bylaws or direction given to it by a majority vote at any meeting, properly called and constituted.

The Board of Directors shall be comprised of:

- The five (5) elected Officers of the CASUA, who comprise the Executive.
  - The Executive handles the day-to-day business of the CASUA.
- Up to seven (7) appointed members, who oversee specific areas of operational responsibility.
  - Appointments are made annually based on the operational objectives of the association.
  - Each appointed member will be provided with a set of expectations and responsibilities by the Executive.

## 6.2 FINANCIAL AUTHORITY

- The financial books of the CASUA shall be vested in the Executive which shall submit full reports through the Secretary-Treasurer.
- Reasonable expenses, as may be approved by the Executive, shall be reimbursed, upon receipts being provided. Eligible expenses would include rental of facilities for meetings/clinics, postage, travel, and accommodation to attend provincial meetings, and other individual items presented for consideration by the Executive.
- Any major expense by any Officer must be approved (by motion at any meeting) by the CASUA.

## 6.3 RESIGNATION AND REMOVAL OF DIRECTORS

Resignation – A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board. This resignation will become effective the date on which the notice is received by the Secretary or at the time specified in the notice, whichever is later. When a Director who is subject to a disciplinary investigation or action of the Society resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

Removal - An elected Officer may be removed from their position by a 75 per cent (75%) vote of the members present 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 CASUA or misrepresentation of the CASUA, or any action that is detrimental to the CASUA and/or the sport of softball. Documentation must be provided to substantiate the removal of an elected Officer. A removed Officer has the right to appeal as per Article 4.2 (CASUA By-Laws).

An appointed Director may be removed from their position at any time by a majority vote of the Executive at a properly-called Executive meeting. Potential reasons for removal include: any action, such as theft from the CASUA or misrepresentation of the CASUA, or any action that is detrimental to the CASUA and/or the sport of softball, or the conclusion of the work for which they were appointed. A removed Director has the right to appeal as per Article 4.2 (CASUA By-Laws).

Vacate Office – The office of any Director will be vacated automatically if:

- The Director resigns;
- At the discretion of the Board and without reasonable excuse, the Director is absent from three (3) consecutive meetings of the Board;
- The Director is found by a court to be of unsound mind;
- The Director dies.



## Article 7. DUTIES OF THE EXECUTIVE

### 7.1 DUTIES OF THE PRESIDENT

The President shall:

- Preside at all meetings of the CASUA.
- At the direction of the Executive, appoint all committees and supervise the activity thereof.
- Be an ex-officio member of all committees.
- Be one (1) of the signing authorities at the CASUA's banking institution.
- Ensure and arrange that the CASUA's books be examined and reported upon in writing by an independent party every year.
- Be one (1) of the delegates representing the CASUA at the Alberta Softball Umpires Association meetings.
- 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 CASUA.
- 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 a specially called Executive meeting.

### 7.2 DUTIES OF THE VICE-PRESIDENT

The Vice-President shall:

- Be a liaison with league representatives.
- In case of absence, resignation, or disqualification, assume the responsibilities of the President.
- Co-ordinate evaluations of umpires.
- Chair the Discipline Committee.

### 7.3 DUTIES OF THE SECRETARY-TREASURER

The Secretary-Treasurer shall:

- Maintain the office of the CASUA, if the CASUA maintains an office, and carry on the official correspondence pertaining to the CASUA and the Executive under the direction of the President and the Executive.
- For Secretary duties,
- Record the minutes of Executive meetings, General meetings, and the Annual General Meeting and distribute such minutes accordingly within 14 days of the meeting.
- Be responsible for the maintenance, printing and distribution of the By-Laws and Policies of the CASUA.
- Keep a record of all members of the CASUA, including addresses, telephone numbers, and e-mail addresses.
- Be responsible for receiving all written notices of motion and the proper distribution of same.
- Distribute the names along with any resumes received for those Members nominated by the membership, no later than 30 days prior to the Annual General Meeting.

For Treasurer duties,

- Be the principal signing authority at the CASUA's banking institution.
- Be responsible for keeping a full and accurate account of all moneys received and deposit same in the name of and to the credit of the CASUA in such depository as may be designated by the Executive.
- Disburse all moneys pursuant to the direction of the Executive and present an annual written financial report to the end of the fiscal year to the Members at the next Annual General Meeting of the CASUA.
- Produce a statement of assets, liabilities, revenue, and expenditures of the CASUA to the Executive prior to the Annual General Meeting.

#### 7.4 DUTIES OF THE ASSIGNOR,

The Assignor shall:

- Coordinate with association and league representatives to obtain schedules and establish the procedure for updates and cancellations to games.
- Be responsible for assigning officials to exhibition, league and playoff games that are covered by the CASUA.
- Provide reports to the CASUA Tournament Director of officials available for tournaments as indicated in the scheduling program used by the CASUA.
- Maintain records and produce reports as required to ensure accuracy of fees payable to officials and forward those records to the Secretary-Treasurer for prompt payment.
- Maintain records, produce reports, and distribute invoices to association and league representatives as required to allow for prompt payment of officials.

#### 7.5 DUTIES OF THE PAST PRESIDENT,

The Past-President shall:

- Offer wise counsel to the Members and the Executive.
- Perform such duties as requested by the Executive.
- Chair the nomination committee.
- When available, chair disciplinary appeal hearings.

### Article 8. FINANCIAL MATTERS

#### 8.1 INSPECTION OF THE ACCOUNTS

The books and records of the CASUA may be inspected by any member of the CASUA (in good standing) anytime but must give two (2) weeks written notice and arrange a time satisfactory to the officer in charge of same. Each member of the Executive shall always have access to said books and records. The books will remain in the possession of the officer in charge of same.

- The books and records shall be audited annually. Such audit shall be arranged by the President.
- The appointed auditor must be either:
  - A qualified person who is not a member of the Executive, or
  - Two (2) members of the CASUA appointed by Executive.
- A written report concerning the standing of the books is to be submitted at the Annual General meeting.

## 8.2 BORROWING POWERS

The CASUA will have no borrowing privileges with any financial institutions or through other means, unless approved by the CASUA at a properly called meeting.

## 8.3 REMUNERATION

The Board of Directors will serve their term of office without remuneration for their services on the Board, unless received in the form of an honorarium following a motion made and passed at an Annual General Meeting.

## 8.4 SIGNING AUTHORITY

- There are two (2) signatures required for all banking matters.
- The President and Secretary-Treasurer, and one other designated Executive member shall have signing authority for purpose of banking for the CASUA.
- If 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 9. MEETINGS

### 9.1 ANNUAL GENERAL MEETING

- The CASUA shall hold an Annual General Meeting on or before the last day of April in each year, of which there shall be twenty-one (21) days' notice in writing by letter or email to the members.
- Executive officers will present annual reports at this meeting.
- At the meeting, there shall be an election of members for executive positions whose 2 (two) year terms have expired at the time of the Annual General Meeting.
- 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 Article 4.5 (a).
- The new and continuing officers shall form the Executive and shall serve until their successors are elected.

### 9.2 GENERAL MEETING

A General Meeting of the CASUA may be called by the President. Members shall be notified of such meetings following the procedures detailed in Article 9.1.

### 9.3 SPECIAL MEETINGS

In addition to the foregoing meetings, special meetings may be called by:

- The President, and/or
- A majority of the members of the Executive, and/or
- Thirty-three (33) percent of CASUA members.

For a special meeting to occur, twenty-one (21) days written notice must be presented to the President, Vice-President and/or Secretary-Treasurer. Such written notice shall state reason(s) for the Special Meeting and, in the case of a call by the members, the names of those persons who request the meeting (to satisfy the thirty-three (33) percent membership requirement). Written notice may be delivered in person, or via email or FAX. If delivered via email/FAX, the onus is on the individual delivering the notice to ensure it has been received.

### 9.4 EXECUTIVE MEETINGS

- Meeting of the Executive must be held at least thirty (30) days prior to a General Meeting or the Annual General Meeting. The exact time and place of such meetings shall be determined by the Executive.
- The Executive will hold meetings as deemed necessary to carry on the business of the CASUA.

## 9.5 ORDER OF BUSINESS

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

## 9.6 PROCEDURES FOR MEETINGS

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

# Article 10. ATTENDANCE

## 10.1 EXECUTIVE MEETINGS

- An Executive officer who is absent from two (2) consecutive or a total of four (4) meeting in a one-year period can be removed from the Executive upon a carried motion at the next Executive meeting.
- A notice of motion to remove the member will be distributed before the next Executive meeting.
- 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 the Executive.

## 10.2 GENERAL MEETINGS AND ANNUAL GENERAL MEETINGS

All members shall attend the Annual General Meeting or a General Meeting. Notification shall be provided to the President in advance where extenuating circumstances prevent attendance.

# Article 11. RULES OF PROCEDURE

## 11.1 QUORUM

- A quorum for a General Meeting, Special Meeting or the Annual General Meeting shall be ten (10) per cent of the members of the CASUA.
- In the event quorum is not attained, the Executive may call another meeting at a time and place of their choosing.
- A quorum for an Executive Meeting shall be sixty (60) per cent of the members of the Executive.

## 11.2 VOTING

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

## Article 12. COMMITTEES

### 12.1 COMMITTEES

- The CASUA will maintain certain Standing Committees from year-to-year.
- The Executive may appoint ad hoc committees as is deemed necessary.

## Article 13. AMENDMENTS

### 13.1 AMENDMENTS

The By-Laws of the CASUA shall not be rescinded, altered or added to except by special resolution passed by a minimum of seventy-five (75) per cent of such members entitled to vote as are present in person at a meeting for which twenty-one (21) days written notice has been given, specifying the intention to propose a special resolution has been duly given to the Executive of the CASUA. No rescission or alteration of, or addition to a By-Law has effect until it has been approved by the Executive and members.

## Article 14. INDEMNIFICATION

### 14.1 EXECUTIVE OFFICER INDEMNIFICATION

The CASUA shall indemnify its Executive officers and directors, and former Executive officers and directors, 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 or directors of the CASUA, including an action by or on behalf of the CASUA:

- If they acted honestly and in good faith with a view to the best interests of the CASUA; and
- 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
- If they gave notice to the CASUA of the civil, criminal or administrative action or proceeding immediately upon becoming aware of it and cooperated with the CASUA in the defence of the action or proceeding to such extent as may be reasonable in the circumstances.

## Article 15. SEAL

### 15.1 SEAL

There is no seal for the CASUA.

APPROVED AND ACCEPTED: September 14, 2020

Signature: \_\_\_\_\_

Print Name: \_\_\_\_\_

Address: \_\_\_\_\_ City/ Town: \_\_\_\_\_ Province: \_\_\_\_\_ Postal Code: \_\_\_\_\_

---

Signature: \_\_\_\_\_

Print Name: \_\_\_\_\_

Address: \_\_\_\_\_ City/ Town: \_\_\_\_\_ Province: \_\_\_\_\_ Postal Code: \_\_\_\_\_

---

Signature: \_\_\_\_\_

Print Name: \_\_\_\_\_

Address: \_\_\_\_\_ City/ Town: \_\_\_\_\_ Province: \_\_\_\_\_ Postal Code: \_\_\_\_\_

---

Signature: \_\_\_\_\_

Print Name: \_\_\_\_\_

Address: \_\_\_\_\_ City/ Town: \_\_\_\_\_ Province: \_\_\_\_\_ Postal Code: \_\_\_\_\_

---

Signature: \_\_\_\_\_

Print Name: \_\_\_\_\_

Address: \_\_\_\_\_ City/ Town: \_\_\_\_\_ Province: \_\_\_\_\_ Postal Code: \_\_\_\_\_

---

WITNESS

Signature: \_\_\_\_\_

Print Name: \_\_\_\_\_

Address: \_\_\_\_\_ City/ Town: \_\_\_\_\_ Province: \_\_\_\_\_ Postal Code: \_\_\_\_\_