
Bylaws

as approved by the EMSUA on January 22, 2006

Table of Contents

- Article I. General
- Article II. Aims and Objectives
- Article III. Membership
- Article IV. Officers
- Article V. Executive
- Article VI. Committees
- Article VII. General Meetings
- Article VIII. Nominations and Elections
- Article IX. Finance
- Article X. Revenue
- Article XI. Borrowing Powers
- Article XII. Books and Records
- Article XIII. Remuneration
- Article XIV. Seal
- Article XV. Amendments
- Article XVI. Affiliation with Provincial Associations
- Article XVII. Dissolution

Article I

General

1. The name of the Association shall be the Edmonton Minor Softball Umpires Association.
2. Members of the female gender shall have equal rights and privileges with those of the male gender and shall be eligible for any office in the Association and where the masculine gender is used in these Bylaws, the same shall be construed as including the feminine gender where the context or the party referred to so requires.
3. The procedures of meetings of the Association and of the Executive shall be generally guided by Robert's Rules of Order with the exceptions outlined in the Societies Act and these Bylaws.

Article II

Aims and Objectives

1. To foster, develop and promote the officiating of amateur softball within the City of Edmonton and the surrounding areas.
 2. To foster, develop and promote amateur softball, with a focus on youth, within the City of Edmonton and the surrounding areas.
 3. The Association shall operate without the purpose of personal gain or profit of its Members and any profits or other accumulated matters of the Association shall be used to further the Aims and Objectives of the Association.
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Article III

Membership

1. ELIGIBILITY - Membership shall be open to any resident of Alberta who is at least Fourteen (14) years of age during the year of membership and who supports the Aims and Objectives of the Association.
2. ADMISSION TO MEMBERSHIP - Upon payment of the annual membership dues, anyone applying and meeting the requirements of Article III, Subsection 1, may become a Member upon approval of the Executive.
3. DURATION - Membership shall be in effect from April 1 of the current year and shall expire on March 31 of the subsequent year, except for an Officer whose membership shall be in effect for an additional month for the purpose of conducting the business of the Association at the start of a new membership year.
4. GOOD STANDING - A Member in Good Standing is a Member who has fully paid all membership dues and other fees and claims owed to the Association to the satisfaction of the Executive, and who is not the subject of probation or suspension.
5. LIFETIME MEMBERSHIP - Lifetime membership may be bestowed on a current or former Member by a Resolution of the Association. The Lifetime Member shall be entitled to all privileges, rights and responsibilities of membership as a Member of the Association. A Lifetime membership may be revoked if the Lifetime Member, in the opinion of the Association, is deemed to be acting in a manner detrimental to the Association.
6. WITHDRAWAL FROM MEMBERSHIP - Any Member who desires to withdraw from membership in the Association must notify the Executive in writing to that effect. Withdrawal will become effective upon approval by the Executive. Any refund of membership dues is governed by Article X.
7. DISCIPLINE - The Executive may discipline, suspend or expel any Member of the Association who, in the opinion of the Executive, may be deemed to be acting in a manner detrimental to the Association, provided such Member is given the opportunity to have a proper hearing. The Executive may also discipline, suspend or expel any Member for failure to pay membership dues or other fees and claims owed to the Association within the time required by the Executive. Any refund of membership dues is governed by Article X.

Article IV

Officers

1. The Officers of the Association shall be a President, Three (3) Vice Presidents, an Assigner, a Secretary, a Treasurer and Four (4) Directors. Each Director shall represent one of the Four (4) Zones of the City of Edmonton and preferably reside in that area.
2. Each Officer must be a Member in Good Standing with the Association throughout the term of his office.
3. The duties of Officers shall be as follows:
 - a. The President shall preside at all meetings of the Association and of the Executive. He shall appoint such committees as are deemed necessary subject to the approval of the Executive. He shall be an ex-officio member of all committees except the Nominating Committee established in Article VIII, Subsection 3. He shall also perform such other duties as usually pertain to the Office of President.
 - b. The First Vice President shall, in the absence of, or at the request of, the President, preside at all meetings of the Association and of the Executive. He shall be responsible for the recruitment and coordination of Association membership and the keeping of accurate records thereof. He shall also perform such other duties as may be assigned to him by the President or the Executive.
 - c. The Second Vice President shall be responsible for the coordination of tournaments sponsored by the Association. He shall also perform such other duties as may be assigned to him by the President or the Executive.
 - d. The Third Vice President shall be responsible for the promotion of the Association. He shall also perform such other duties as may be assigned to him by the President or the Executive.
 - e. The Assigner shall be responsible for the assignment of umpires to all games under the auspices of the Association, with the exception of Zone League Games and Zone Playoffs. He shall make a reasonable effort to enforce all assigning guidelines as determined by the Association or the Executive. He shall also perform such other duties as may be assigned to him by the President or the Executive.

- f. The Secretary shall attend all meetings of the Association and of the Executive and shall keep accurate Minutes of the same. He shall be responsible for replying to correspondence of the Association, under the direction of the President or the Executive. He shall also perform such other duties as may be assigned to him by the President or the Executive. The Secretary shall be in possession of a current copy of the Bylaws of the Association.
 - g. The Treasurer shall collect all dues, fees and other moneys of the Association and shall deposit Association funds as the Executive may direct. He shall make disbursements only upon authority of the Association. He shall arrange for an audit of the books and records of the Association at the close of the fiscal year. He shall present a financial report at each Executive Meeting and an audited financial statement and a proposed budget at each Annual General Meeting. He shall also perform such other duties as may be assigned to him by the President or the Executive.
 - h. Each Director shall represent a Zone of the City and act as a liaison with the sport executive of his Zone. He shall be responsible for the assignment of umpires to all Zone League Games and Zone Playoffs. He shall also perform such other duties as may be assigned to him by the President or the Executive.
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Article V

Executive

1. MEMBERS - The Executive shall be comprised of the elected and appointed Officers of the Association and the Past President. The position of Past President shall be held by a Member in Good Standing who last held the position of President and who is not currently an Officer. The Past President shall be accorded all rights and privileges of an Officer.
 2. POWERS - The Executive shall constitute the governing body of the Association with the power to disburse moneys, appoint committees and generally perform all such acts of administration as may be deemed necessary or expedient for the proper functioning of the Association. All the powers of these Bylaws shall be vested in the Executive subject to any directions given to the Executive by a Resolution of the Association.
 3. MEETINGS - Meetings of the Executive shall be held as often as the business of the Association requires.
 - a. QUORUM - Six (6) members of the Executive shall constitute a quorum, provided, however, either the President or the First Vice President is in attendance.
 - b. NOTICE - Due notice of all Executive Meetings shall be given to all Members.
 4. VACANCIES - A vacancy occurs in an office due to either the resignation of the Officer or the absence of the Officer from the business of the Executive for a period of three consecutive months. A vacancy occurring in an office may be filled for the balance of the term by the Executive, subject to ratification at the next Annual General Meeting.
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Article VI

Committees

1. The President, with the approval of the Executive, may appoint such committees as shall be deemed necessary for the Association.
 2. The duties of a committee shall be determined by the Executive at the time of the formation of the committee.
 3. A committee shall be disbanded as of the subsequent Annual General Meeting unless a term of service not to exceed Twelve (12) consecutive months is specified by the Executive at the time the committee is formed. A committee may also be disbanded at any time by an order of the Executive.
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Article VII

General Meetings

1. General Meetings shall consist of one Annual General Meeting and any number of Special General Meetings within a fiscal year.
 2. An Annual General Meeting shall be held by the Association within Ten (10) months of its fiscal year-end.
 - a. If a scheduled Annual General Meeting fails to take place due to a lack of a quorum, the Executive shall schedule an Annual General Meeting to take place by the end of the current fiscal year with the quorum requirement, as outlined in Article VII, Subsection 6, waived, provided, however, either the President or the First Vice President is in attendance.
 3. A Special General Meeting may be called at any time by the Executive. The Executive shall, upon written request of One-third (1/3) of the Members, call a Special General Meeting for the consideration of any matter specified in such request.
 4. Members must be given due notice for all General Meetings as required by The Societies Act and these Bylaws.
 5. Each Member in Good Standing shall be entitled to One (1) vote at any General Meeting.
 6. A quorum for an Annual General Meeting shall be Twenty (20) Members in Good Standing, provided, however, either the President or the First Vice President is in attendance, while a quorum for a Special General Meeting shall be Seventy-five percent (75%) of Members in Good Standing, provided, however, either the President or the First Vice President is in attendance.
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Article VIII

Nominations and Elections

1. All Officers of the Association shall be elected at Annual General Meetings of the Association. Any office not filled at an Annual General Meeting may be filled by the Executive subject to Article V, Subsection 4.
 2. The term of office for an Officer shall be a period of Two (2) years and Officers shall be elected in the following manner: the President, the Third Vice President, the Assigner, the Secretary and the Directors of the Northeast and Southeast Zones to be elected in one fiscal year; and, the First Vice President, the Second Vice President, the Treasurer and the Directors of the Northwest and Southwest Zones to be elected in the next fiscal year.
 3. A Nominating Committee, which may be a Nominating Chair acting alone or with a Member or Members of the Association, shall be appointed prior to the Annual General Meeting and shall conduct the elections at the Annual General Meeting.
 4. Nominations may be made from the floor provided the nominee is present or has given written consent to his nomination. The nominee must be a Member in Good Standing at the time of his nomination. Only those nominated shall be eligible for elections.
 5. Elections shall be by secret ballot. If there is only one nominee, the Secretary shall be directed to cast a single ballot for that nominee and the nominee shall be declared elected.
 6. A majority of those in attendance and entitled to vote shall be required to elect anyone to office. In the case of a majority vote not being obtained on the first ballot, the candidate having the least number of votes shall be dropped from the list of nominees and the ballot shall be taken again. This procedure shall be repeated until one candidate has the majority of votes required.
 7. An Officer elected at an Annual General Meeting shall assume his office within One (1) month of the date of his election.
 8. Officers shall be elected in the following order: President, Third Vice President, Assigner, Secretary, Second Vice President, First Vice President, Treasurer, Northeast Zone Director, Northwest Zone Director, Southeast Zone Director and Southwest Zone Director.
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Article IX

Finance

1. The fiscal year of the Association ends March 31 in each year.
 2. The Association's books and accounts shall be audited at least once a year. Any Two (2) Members in Good Standing, excluding the Executive, may conduct the annual audit.
 3. The Association may operate such bank accounts as may be deemed necessary and signing Officers shall be any Two (2) of the President, the Treasurer and Three (3) other Officers so named by the Executive.
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Article X

Revenue

The annual membership dues of the Association shall be such sum as is approved by the Executive from year to year. There will be no refund of membership dues should a Member choose to leave the Association or be expelled from the Association.

Article XI

Borrowing Powers

For the purpose of carrying out its objectives, the Association may borrow, raise or secure the payment of money in such manner as it deems fit, but this power shall be exercised only under the authority of the Association. In no case shall debentures be issued without the sanction of a Special Resolution of the Association.

Article XII

Books and Records

The books and records of the Association may be inspected by any Member of the Association at the Annual General Meeting, or at any time upon giving reasonable notice and arranging a time satisfactory to the Officer or Officers having charge of the same.

Article XIII

Remuneration

Officers and Members of the Association shall not receive any remuneration for their services on behalf of the Association unless authorized by a Special Resolution of the Association.

Article XIV

Seal

The Seal of the Association shall be in the possession of the Secretary and whenever used shall be by the signatures of the President and the Secretary, or, in the case of the death or inability to act of either, then by Two (2) of the President, the First Vice President and the Secretary.

Article XV

Amendments

These Bylaws may be amended by a Special Resolution of the Association passed by a majority of no less than Seventy-five percent (75%) of such Members entitled to vote as are present in person or by their proxies at a General Meeting of which not less than 21 days notice specifying the intention to propose an amendment has been duly given.

Article XVI

Affiliation with Provincial Associations

1. It shall be a major policy of the Association to affiliate each year with the Alberta Softball Umpires Association or any successor association with similar objectives and with the Alberta Amateur Softball Association or any successor association with similar objectives.
 2. Delegates to meetings of the above associations shall be appointed by the Association or the Executive. Provision for partial or full expenses of such delegates may be made by the Association or the Executive.
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Article XVII

Dissolution

The Association may be dissolved by a Special Resolution of the Association. After payment of all liabilities, the Association's remaining assets shall be distributed to one or more recognized charitable organizations in Alberta as determined by a majority vote of the last Executive of the Association.
