



KV GIRLS SOFTBALL ASSOCIATION INC.

CONSTITUTION

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Article I: Name

1. The name of the incorporated organization shall be “KV Girls Softball Association Inc. (**KVGSA Inc.**), and herein the Constitution referred to as the “Association” or “KVGSA Inc.” (both are acceptable).

Article II: Jurisdiction

1. The Association recognizes its responsibilities as the governing body of Softball, which includes fast-pitch softball as played by members of this Association in Kennebecasis Valley or in such places as may be designated by the Association.
2. The Association is recognized by and affiliated with the Canadian Amateur Softball Association (“Softball Canada”), the Eastern Canadian Softball Championship Committee (“ECSC”), the Softball New Brunswick (SNB) and is the governing body of amateur softball which includes fast pitch in Kennebecasis Valley.
3. The Association shall be governed by the Constitution, Bylaws, Rules and Regulations and Guidelines as set by the Association, Softball Canada, Softball New Brunswick and the ECSC (as applicable), in the above order.

Article III: Aims and Objectives

1. To promote, develop and regulate softball in the Kennebecasis Valley for the enjoyment, fulfillment of members from playground to podium.
2. To provide the game of Softball with proper safeguards in accordance with the spirit of true sportsmanship.
3. To encourage all eligible and/or potential members to become members of the Association.
4. To establish and maintain by allied membership, alliances with associations devoted wholly or partially to the promotion of the game of Softball.
5. To establish a set of playing regulations and guidelines for the playing of Softball throughout Kennebecasis Valley. (refer to Article II, section 3)
6. To represent Kennebecasis Valley on Softball councils or associations where deemed practical and necessary.
7. To do all such things as may be deemed necessary for the proper promotion and jurisdiction of Softball throughout Kennebecasis Valley.
8. To carry on without purpose of gain to its members and any profit or other accreditation to the Association shall be used in promoting its aims and objectives.

Article IV: Corporate Affairs

1:01 Office of Association

The Office of Association shall be in the Kennebecasis Valley and at such place as the Board may from time to time determine.

1:02 SIGNATURE AND CERTIFICATION OF DOCUMENTS

1. Contracts, documents, or any instruments in writing requiring the signature of the Association, shall be signed by the President and/or another designated officer that may be authorized from time to time by resolution of the Board and all contracts, documents and instruments in writing so signed shall be binding upon the Association without further authorization or formality.
2. The Executive Board by special resolution can appoint an officer or officers on behalf of the Association either to sign specific contracts, and/or documents and/or other instruments on behalf of the Association. Once signed, shall be binding.

1:03 AUDIT OF BOOKS

1. The books and records of the Association shall be kept by the Treasurer and/or his/her appointee under strict supervision of the Treasurer.
2. The books and records shall be presented each year thirty (30) days prior to the Annual General Meeting for a financial review by an independent auditor and/or an accredited accounting firm which shall be chosen at the first regular meeting of the Board following the Annual General meeting of each year.

1:04 BOOKS AND RECORDS

1. The books and records of the Association may be inspected by members of the Association by appointment made through the office of the President, at the Office of the Association. The expenses of travel, housing, and loss of time inspecting the books shall be borne by the requesting member.
2. In the event of dissolution or winding-up of the Association, all its remaining assets, after payment of liabilities, shall be distributed to one or more recognized charitable organizations in the Kennebecasis Valley as determined by the former Board of the Association.

1:05 BOARD RESPONSIBILITIES

1. PRESIDENT

The President shall:

- a. be a position applied for by interested parties in an open application process beginning with a call for interest and applications received a minimum of 30 days prior to the AGM. If no applications are received, the Board may appoint someone to this position.
- b. be elected at the Annual General Meeting for a two (2) year term beginning and ending on odd number years.
- c. be an officer of the Board of Kennebecasis Valley Girls Softball Inc. with full voting privileges.
- d. be allowed an independent vote for the election of Board Members.
- e. preside at annual, executive, board and/or committee meetings.
- f. oversee the development and administration of Softball in the Kennebecasis Valley.

- g. have the authority to appoint any executive member to assist or carry out his/her duties.
- h. have the authority to appoint honorary officers, without voting powers to assist him/her in his/her duties.
- i. act as a delegate and represent Kennebecasis Valley Girls Softball Inc. at Softball New Brunswick meetings with expenses paid by Kennebecasis Valley Girls Softball Inc. and will be the Kennebecasis Valley Girls Softball Inc. representative at ECSC meetings.
- j. attend Regional functions as requested.
- k. prepare a written report on Softball matters prior to the Annual General Meeting.
- l. be responsible for the enforcement of Kennebecasis Valley Girls Softball Inc.'s Constitution, Bylaws, Rules and Regulations and Guidelines.
- m. be responsible for the day-to-day technical operations of the Association.
- n. have the option to create standing committees

2. VICE-PRESIDENT

The Vice-President shall:

- a. be a position applied for by interested parties in an open application process beginning with a call for interest and applications received a minimum of 30 days prior to the AGM. If no applications are received, the Board may appoint someone to this position.
- b. be elected at the Annual General Meeting for a two (2) year term beginning and ending on even number years.
- c. be a member of the Board Kennebecasis Valley Girls Softball Inc. with full voting privileges.
- d. assist the President in the discharge of his/her duties.
- e. act in place of President in the event of his/her absence or disability.
- f. be assigned certain duties with regard to the business of Kennebecasis Valley Girls Softball Inc..
- g. have the authority to appoint honorary officers, without voting powers, to assist him/her in his/her duties.

3. TREASURER

The Treasurer shall:

- a. be a position applied for by interested parties in an open application process beginning for a call for interest, and applications received a minimum of 30 days prior to the AGM. If no applications are received, the Board may appoint someone to this position.
- b. be elected at the Annual General Meeting for a two (2) year term beginning and ending on odd years.
- c. be a member of the Board of Kennebecasis Valley Girls Softball Association Inc. with full voting privileges.

- d. keep an accurate record of all monies received and spent, with a dual signature bank account. The other signing officer to be the President or Vice-President or both.
- e. Secure sponsors for season and invoice.
- f. Send thank you cards to sponsors at end of season.
- g. Seek funding for programs each season.
- h. Apply for federal and provincial students grants.
- i. Submit annually, if deemed necessary by the board, the financial records to an independent auditor and/or an accredited accounting firm for a financial review prior to the Annual General Meeting.
- j. Submit his/her audited financial report to Kennebecasis Valley Girls Softball Inc.'s Annual General Meeting.
- k. have the authority to appoint an honorary officer(s), without voting powers, to assist him/her in his/her duties.
- l. sign off on all expenses and purchasing processes
- m. prepare all monthly and annual financial statements.
- n. prepare the annual budget with input from the executive board.
- o. prepare annual tax receipts for participants as requested.

4. SECRETARY

The Secretary shall:

- a. be a position applied for by interested parties in an open application process beginning for a call for interest, and applications received a minimum of 30 days prior to the AGM. If no applications are received, the Board may appoint someone to this position.
- b. be elected at the Annual General Meeting for a two (2) year term beginning and ending on even years.
- c. be a member of the Board of Kennebecasis Valley Girls Softball Association Inc. with full voting privileges.
- d. create and distribute the agenda for all Board meetings.
- e. record meeting minutes and distribute to board.

5. COORDINATORS

All coordinators shall:

- a. be members of the Board of Kennebecasis Valley Girls Softball Association Inc. with non-voting privileges for a two year term.
- b. preside at their respective Workshop/Meetings.
- c. liaison with the Board for information exchange.
- d. coordinate and contribute information regarding their respective categories for inclusion in Kennebecasis Valley Girls Softball Associations Inc.'s website/social media.
- e. prepare written reports of projects as required.
- f. coordinators and tasks associated with these roles can be added and removed as the Board sees fit.

6. TECHNICAL DIRECTOR

The Technical Director:

- a. be a position applied for by interested parties in an open application process beginning for a call for interest, and applications received a minimum of 30 days prior to the AGM. If no applications are received, the Board may appoint someone to this position.
- b. be elected at the Annual General Meeting for a two (2) year term beginning and ending on even years.
- c. be a member of the Board of Kennebecasis Valley Girls Softball Association Inc. with voting privileges.
- d. supervise and/or implement all Technical Programs of the Association including specialist training including pitching, catching, hitting, skills clinics, etc.

7. EXECUTIVE DIRECTOR

The Executive Director shall:

- a. be a position applied for by interested parties in an open application process beginning for a call for interest, and applications received a minimum of 30 days prior to the AGM. If no applications are received, the Board may appoint someone to this position.
- b. be elected at the Annual General Meeting for a two (2) year term beginning and ending in odd years.
- c. be a member of the Board of the Association with full voting privileges.
- d. oversee the administration of the KVGSA Association.
- e. Maintain the Constitution
- f. keep accurate records of the membership.
- g. produce reports on matters pertaining to registration upon request by the Board.
- h. Oversee all Coordinators, Directors, Managers.

8. PAST MEMBER

The Past Member role shall:

- a. be held by an outgoing member of the Board as voted by the Board
- b. be a non-voting member for a one (1) year term
- c. participate in thorough training and handover of responsibilities for the duration of the 1 year term
- d. ensure continuity during governance and role transitions and organizational change, to help ensure the appropriate succession of Board Positions, and to provide continuity to the organization by providing historical context for issues

1:06 ANNUAL GENERAL MEETING

1. The Annual General Meeting of Kennebecasis Valley Girls Softball Association Inc. shall be held within the first 8 weeks of every year.
2. The President of Kennebecasis Valley Girls Softball Association Inc. shall preside at all meetings of Kennebecasis Valley Girls Softball Association Inc. with usual privileges.
3. All elections shall take place at the Association's Annual General Meeting.
4. Nominations to office of Kennebecasis Valley Girls Softball Association Inc. shall be made from the floor with the term of office as described in Article 1:07. The election of positions of President and Treasurer will be based on an open application process prior to the Annual General Meeting and voted on at the Annual General Meeting. In the case where no applications are made, the Board can appoint someone to the positions of President and Treasurer.
5. Nominees may be present. If not present the Nominee must give a letter of approval to let their name stand for election to Executive Director.
6. If no nominations are received then *the board will appoint someone to the position.*
7. There shall be no Proxy Vote Procedures. Voting members must be present.
8. At the Annual General Meeting five (5) voting members shall form a quorum.
9. The Minutes of all meetings shall be available upon request to all registered voting members of Kennebecasis Valley Girls Softball Inc. no later than six (6) weeks after the meeting. This includes Annual General Meetings and Board Meetings.

1:07 VOTING MEMBERS

1. Each member of the Board, per Bylaw 1:07 shall have one (1) vote each at all meetings.
2. The Board shall appoint any person on an interim basis to fill any vacancy on the Board. The term of office as to be defined in the original vacancy.
3. The President must attempt to fill any vacant position on the Board within sixty (60) days of the position becoming vacant.
4. A Member of the board can only hold one voting position.
5. Each age category (division) shall have one (1) vote at the AGM for voting of Board Members.
6. Voting Board Members:
 1. President
 2. Vice President
 3. Executive Director
 4. Technical Director
 5. Secretary
 6. Treasurer

1:08 ORDER OF BUSINESS

1. The agenda for the Annual General Meeting shall be as follows:
 - a) Approval of the Agenda
 - b) Welcome
 - c) President's Address
 - d) Financial Report
 - e) Constitution
 - f) Election of Officers
 - g) New Business
 - h) Softball New Brunswick Update
 - i) Adjournment

1:09 RULES OF ORDER

The following are the regulations for the governing of the Association during the time of business, and business shall be disposed of in the following order:

1. No person shall be permitted to speak at the Annual General meeting unless they are registered as an official voting delegate or given permission by the chair.
2. All motions shall be decided by a majority of votes, except where a two-thirds (2/3) vote governs. In the cases of a tie, the Presiding Officer shall cast the deciding vote.
3. No delegate shall speak twice on the same subject without permission of the chair, unless in explanation, or mover of the reply.
4. A delegate desiring to speak or submit a motion shall rise and remain standing until recognized by the chair. Upon being recognized the delegate shall respectively address that chair stating their name and shall confine their remarks to the question and shall not be interrupted unless on a point of order.
5. Upon a point of order being raised while a delegate is speaking or when called to order by the Presiding Officer, the delegate shall at once take his seat when the point of order shall then be stated by the delegate objecting.
6. The Presiding Officer shall decide, without debate, on the point of order.
7. They will then instruct the delegate.
8. No amendment to a motion shall be in order after an amendment to an amendment.
9. When a motion is under debate, no motion shall be entertained except to table, or amend, and these motions shall take precedence in the order named.

10. An amendment which changes entirely the subject of the original motion shall not be entertained as an amendment or substituted for the motion under debate.
11. No delegate, except one who has voted with the majority, shall be allowed to move for reconsideration and in this connection the word "majority" shall apply to the vote by which the question was first decided.
12. After the motion has been stated by the Presiding Officer, it becomes the property of the Association, but may be withdrawn at any time previous to amendment upon agreement of mover and seconder.
13. There shall be no debate upon any question after it has been put to a vote by the Presiding Officer.
14. When a vote is called it shall be taken by each delegate holding up their right hand, unless a standing vote is called for. On a standing vote, the Presiding Officer shall count aloud those standing against and the vote shall be decided by the majority of votes cast.

1:10 PERIOD OF OFFICE

Members of the Board of the Association shall continue office until their respective successor is duly elected or appointed as provided in the By Laws of the Association unless the Member resigns in writing to the President, the Member ceases to be an active Member of the Board or the Member is suspended due to improper conduct while a member of the Board.

1:11 THE BOARD

1. The Board shall conduct at least eight meetings per year.
2. The Board Shall:
 1. Send all expense reports to the President for approval
 2. Promote softball at all classes of competition
 3. Be responsible for the establishment and implementation of the Strategic Plan
 4. Make amendments to the Rules and Regulations and Guidelines when deemed necessary
 5. Coordinate the operation of softball within each age class
 6. Recommend projects based on the identified needs within each class
 7. Make decisions which are in the best interests of all members
 8. Be prepared to be involved in committee work
 9. Conduct themselves in a proper manner at all times while in the public eye during softball functions and performing official duties on behalf of the Association.

Article V: Amendments to Constitution

1. Amendments to the Constitution shall be made by resolution from members in good standing with the Association.
2. Any proposed change to the Constitution must be forwarded, in writing, to the Executive Director, thirty (30) days prior to the start of the Annual General Meeting.
3. A two-thirds (2/3) majority of registered eligible voting members at the Annual General Meeting is required to pass amendments into law with these laws coming into effect immediately.
4. When no Notice of Motion has been given the Constitution can be brought to the floor at the Annual General Meeting by a (90%) ninety percent vote of the voting members in attendance.