

By-laws

Bylaws are the ruling documents of an organization or the organization's board of directors. Bylaws are critical, because they tell the board how to conduct its business. However, because bylaws are more or less set in stone, it is in the interest of the board to keep them as brief as possible. Bylaws should set forth the basic structure and abilities of the board. Everything else – such as policy recommendations – should be kept elsewhere.

As there is some overlap between the information contained in an Association's by-laws and their constitution, you can combine the two to form one document titled "Constitution and By-laws".

The following is an explanation of the common articles and sections of a Softball Association's By-Laws:

ARTICLE 1 - NAME AND PURPOSE

Article 1 of your By-Laws lays out who your organization is (your name), and outlines your reason for existence (your purpose). Carefully consider each, as they are how you will be known in your community. Your purpose should encompass everything that you plan to do for your community, and should appeal to your members (i.e. players) and to your volunteers (i.e. Coaches, Board Members, etc).

Section 1 - Name:

List the name of your organization, and the province where you are incorporated, for example:

Section 2 - Purpose:

Explain the purpose of your organization, for example:

- *promoting organized athletics sports, games and recreation, and in particular, softball within the Community*
- *encourage healthy active lifestyles*
- *arranging games, matches and competitions, and establishing and granting prizes, awards and distinctions*
- *fostering goodwill and sportsmanship*

and such other complementary purposes not inconsistent with these objectives.

ARTICLE 2 - MEMBERSHIP

Article 2 of your by-laws lays out how membership works within your organization. It explains who is eligible to become a member, as well as how one can remain a member (including Membership Dues/Registration, remaining in good standing, resignation and termination), as well as the rights of your Members. Carefully consider each section and how it will apply to your softball association. Templates have been provided for each section to give you an idea of how to write your Membership By-Laws.

Section 1 - Eligibility for Membership:

The section relating to eligibility for membership should explain who is eligible to become a member of your Softball Association. Your members could include only players (may apply to an adult league with player-coaches), or your membership could include players and all Coaches, Managers and other volunteers.

Section 2 - Membership Dues:

Virtually all Softball Associations must charge a Membership or Registration Fee in order for a person to play within the Association. In Membership Dues section, outline the cost of membership (or your Registration Fee).

Section 3 - Duration of Membership:

Upon acceptance of registration, a registrant becomes a member of your Softball Association. Use this section to outline the length or duration of their membership.

Section 4- Rights of Members:

Outline the voting rights of your Members. Some Softball Associations register teams instead of individual players, so make sure to outline whether the team has one vote or each player has their own vote.

Section 5- Good Standing:

To be a member in good standing means that you have fulfilled the requirements for membership in the organization (i.e. paid your membership dues or registration), and have not voluntarily withdrawn from membership, been expelled or suspended, and are not currently subject to disciplinary action from the Association. In this section of your By-Laws, explain how a Member remains in good standing.

Section 6- Not in Good Standing:

Individuals who are considered Not In Good Standing have not met the above outlined requirements of membership. In this section of your By-Laws, explain the consequences of being considered Not in Good Standing.

Section 7- Resignation & Termination:

From time to time, it may be necessary for a member to resign or to have their membership terminated. In this section, outline the steps that must be taken for a Member to resign or have their membership terminated.

ARTICLE 3 - GOVERNANCE

Governance refers to how your Association is run. It contains by-laws relating to the Board of Directors, Officers, and Committees, as well as important issues like Conflict of Interest, Operating Rules and more. It outlines who is in charge of the administration of your Association, and how they are able to do so.

Section 1 - Board of Directors:

Your Board of Directors should establish its own size and structure and review these periodically. The Board should have enough members to allow for full deliberation and diversity of thinking on governance and other organizational matters. Except for very small organizations, this generally means that the Board should have at least five (5) members. Ideally, your Board should include members with the diverse background (including but not limited to, ethnic, racial and gender perspectives), experience, and organizational and financial skills necessary to advance your Association's mission.

Please Note: Some Softball Associations refer to their Board of Directors as an "Executive Committee". For the purposes of this sample set of by-laws we will continue to use the term "Board of Directors", as traditionally an Executive Committee works under the Board of Directors, and consists of the Officers of the Board (President, Vice President, Secretary and Treasurer), and sometimes the Committee Chairs.

Make sure to include the Board's role, size and compensation within this by-law.

Section 2 - Eligibility to Serve on the Board:

Use this by-law to indicate who can become a member of your Association's Board of Directors:

Section 3 - Election of Directors:

Explain how your Board of Directors is elected, including the Election and Term, as well as Nominations.

Section 4 - Term:

This by-law is required for you to outline how long a Board Member's term in office will last. Some Softball Associations set the term for their Board of Directors to one (1) year, while others choose to have two (2) or three (3) year terms. If your Softball Association chooses terms longer than one (1) year, consider staggering the ends of the Directors terms, so that all of your positions do not become vacant at the same time (i.e. half of the Directors expire one year, while the other half expire the following year).

Section 5 - Resignation:

From time-to-time it may become necessary for a Board Member to resign his or her position. Your by-laws should outline the steps that will need to be taken for a Board Member to officially resign his or her position.

Section 6 - Vacate Office:

Eventually, your Softball Association may have to deal with a circumstance where a position on the Board of Directors is vacated. In your by-laws, you will need to outline under what circumstances the office of a Director will be vacated.

Section 7 - Removal:

In the case that a Board Member needs to be removed from office for any reason, your by-laws should outline the process to remove him or her from the position:

Section 8 - Vacancy:

Your by-law should explain what steps must be taken if a position on the Board of Directors becomes vacant.

Section 9 - Number of Meetings:

All volunteers should be aware of the level of commitment their position entails. Use your by-laws to outline how many meetings a Board Member will be expected to attend:

Section 10 - Call of Meeting:

Meetings are a regular occurrence for any Softball Association. Use your by-laws to explain how meetings are to be called:

Section 11 - Notice:

Volunteers will expect a certain amount of notice prior to a meeting being called. Use your by-laws to outline how much notice is required to call a meeting of the Board of Directors:

Section 12 - Meetings without Notice:

Can meetings be held without the notice outlined above? Give your Softball Association

some flexibility to call meetings with less than the required notice outlined above by providing a by-law addressing calling meetings without notice:

Section 13 - Quorum:

What is considered quorum (the minimal number of members of an organization to conduct business) for your Association? Most Associations require a simple majority of members of the Board of Directors. According to the Ontario Corporations Act, quorum at your Board Meetings can be set no lower than two-fifths of your Directors (i.e. if your Board consists of 10 Directors, a minimum of 4 must be in attendance to have quorum):

Section 14 - Chairperson:

On occasion, your Softball Association may have a Board of Directors Meeting where the President is absent or unable to attend. Who chairs the Board Meetings if the President is not in attendance?

Section 15 - Voting:

How are votes taken within your Association?

Section 16 - Closed Meetings:

Are your regular Board Meetings open to the public?

Section 17 - Telephone Meetings:

Depending on your organization, your Softball Association may want to provide flexibility in how you are able to hold your meetings. The following by-law refers to holding telephone meetings for your Board of Directors:

Section 18 - Officers:

The most common board officers are the chair/president, vice-chair/president, secretary, and treasurer (the terms Chair and President meant the same thing - your by-laws dictate which term is used). Committee chairs, while not officially officers, may be included with the officers on the executive committee of the Board.

Section 19 - Duties of Officers:

Outline the duties and responsibilities of the Officers of the Association.

Section 20 - Committees:

Many Softball Associations rely on Committees to complete the work necessary to run their Association. Examples of these Committees include the Executive Committee, Tournament Organizing Committee, Public Relations Committee, etc. This by-law will explain how Committees will work within your Association.

Section 21 - No Remuneration:

Outlines that no one receives remuneration (wage, payment or compensation) in exchange for their volunteer work on your Softball Association Board of Directors or Committee.

Section 22 - Conflict of Interest:

Explains how your Softball Association addresses issues of conflict of interest. Having a clear policy on conflict of interest situations will help to protect your Softball Association from potential legal issues if such a situation does occur. An example of a Conflict of Interest by-law is:

Section 23 - Operating Rules:

Having a by-law regarding Operating Rules allows your Board of Directors to develop rules, policies and procedures regarding the operations of the Association at times other than the Annual General Meeting. By allowing the Board to pass and carry out Operating Rules, the Board is allowed to be more flexible and responsive to situations that may arise. Any Operating Rules should only be in effect until the next AGM, where the membership can approve, reject or amend the rule:

ARTICLE 4 - MEETINGS OF MEMBERS

Your Softball Association should hold at least one (1) meeting of members per year - usually referred to as the Annual General Meeting. Additional general meetings - usually called Special General Meetings, can also be called if provided for in your by-laws.

Section 1 - Types of Meetings:

There are two (2) types of meetings of members: the Annual General Meeting, and the Special General Meeting. Use this by-law to outline the types of meetings that you will have with your membership.

Section 2 - Notice:

In order to call a meeting of members, you must ensure that you give proper notice. This section outlines what notice is required to be given to your membership.

Section 3 - Annual General Meeting:

Explain how and when Annual General Meetings (AGMs) should be called. The by-law should also indicate the maximum time allowed between your AGMs.

Section 4 - Special General Meeting:

Include in your by-laws the process that will need to be followed to call a Special General Meeting.

Section 5 - Business at Meetings:

What business must be discussed at the Annual General Meeting? What business can be discussed at either the Annual General Meeting or a Special General Meeting?

Section 6 - Quorum:

A quorum is the number of members of a group or organization required to be present to transact business legally, usually a majority.

Section 7 - Voting:

Use this by-law to outline how voting will take place at your Association's meetings, and what will be voted on by your members.

ARTICLE 5 - FINANCE AND MANAGEMENT

Good financial practice requires Boards to have policies for the handling of money. The policies are examples of setting a Financial/Fiscal Year, controls put on check-signing authority, borrowing money, and keeping financial records.

Section 1 - Financial Year:

A Financial Year, also called a Fiscal year, is simply any accounting period of 12 months. What will be your Association's financial year? Some Associations base their Financial

Year on the calendar year (January 1 - December 31), while others base it on the government's Fiscal Year of April 1 - March 31:

Section 2 - Bank:

Where will your Association do your banking? What type of company will your Board need to choose?

Section 3 - Signing Authority:

Which Board Member will have responsibility for the financial transactions of the Association? Who will have the authority to sign contracts on behalf of the Association? It is important to have these things laid out so that there is no confusion in the future.

Section 4 - Property:

Will your Association be able to acquire, lease or sell things?

Section 5 - Borrowing:

Will your Association be able to borrow money? Who decides when the Association can begin looking to borrow money? This section outlines whether your Association may borrow funds, and who (i.e. the Directors) will decide the terms and conditions of when money may be borrowed.

Section 6 - Books and Records:

This section ensures that your Association keeps financial records as required by law.

Section 7 - Non-Profit:

This section ensures that your Association will be a not-for-profit organization, and will not be run as a money-making venture for its members or Board.

Section 8 - Dissolution:

From time to time an organization finds that it must dissolve itself. What happens to the assets of the Association if it were to dissolve? In this section, your Association should lay out where its assets, after payment of liabilities, will be directed. Most organizations direct that assets should be given to another local organization with a similar mandate.

ARTICLE 6 – INDEMNIFICATION

The word 'indemnify' means to secure against loss. Softball Associations must always utilize sound risk management and plan ahead for any foreseeable problems. The Indemnification section outlines part of the risk management pertaining to the Board of Directors.

Section 1 - Will Indemnify:

In what areas will your Association indemnify – secure against loss- its Board of Directors and Officers? It is common to list the following: any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer.

Section 2 - Will Not Indemnify:

This section is where your Association will list what actions for which you will not indemnify an Officer or Director (or any other person). An Association will usually list acts of fraud or dishonesty in this section.

Section 3 - Insurance:

Will your Association require the Board of Directors to purchase and maintain insurance for the Board of Directors (Directors & Officers Liability Insurance – often called D&O)? Some organizations require the purchase of D&O insurance, while others outline that the association 'may' purchase and maintain the insurance.

ARTICLE 7 – AMMENDMENT OF THE BY-LAW

In time, it may become necessary to make changes to your by-laws. How will changes be made?

Section 1 - Special Resolution:

Special resolutions are those which require specified majorities, usually either two-thirds or three-quarters of the members present and entitled to vote. These types of resolutions generally relate to changes to the organizations constitutional documents and therefore, as a precautionary measure, a three-quarters or two-thirds majority is required. In this section, you will identify that changes to your by-laws require a special resolution, and you will also specify whether a three-quarters or two-thirds majority is required.

References:

Provincial Women's Softball Association. By-Laws & Operating Rules 2010. Toronto: PWSA, 2010.

Ontario Amateur Softball Association. 2010 Softball Official Constitution and By-Laws 87th Edition. Toronto: OASA, 2010.