Proposed Amendments to the Baseball Nova Scotia Bylaws

Current/Previous Bylaws	Proposed Change / Addition
Article 1; (g) - "**Officers"** means the President, Vice President Operations,Vice President Girls Baseball, Vice President Finance, Secretary and Supervisor of Umpires and "**Officer**" means any one of them.	Article 1; (g) - "**Officers"** means the President, Vice President, Treasurer, and Secretary, and "**Officer**" means any one of them.
Rationale: Change with new Board structure.	

Current/Previous Bylaws	Proposed Change / Addition
2.2 Membership Admission – No Member will be admitted to BNS unless such potential Member: (a) has submitted his/her name and paid the required dues to BNS (except Life Members) on or before the current registration date. (b) has, agreed at all times to abide by and comply with these Bylaws of BNS, the rules of play and tournament regulations published by BNS from time to time and all rulings of those individuals charged to conduct the affairs of BNS.	2.2 Membership Admission – No Member will be admitted to BNS unless such potential Member: (a) has submitted their name and paid the required dues to BNS (except Life Members) on or before the current registration date. (b) has been registered by a recognized member Association, Independent Team, or League, per the BNS Club Licensing Policy, or has been registered as an individual member by order of the Board. (c) has, agreed at all times to abide by and comply with these Bylaws of BNS, the rules of play and policies published by BNS from time to time and all rulings of those individuals charged to conduct the affairs of BNS.
Rationale: Language now gender neutral. Reference to the Club Licensing Policy as only recognized clubs can register members. Reference to BNS Board reserving the right to grant individual memberships as needed (Board members, committee members, etc.)	

Current/Previous Bylaws	Proposed Change / Addition
2.3 Membership Year Unless otherwise determined by the Board, the membership year of BNS shall be April 1st to March 31st.	2.3 Membership Year Unless otherwise determined by the Board, the membership year of BNS shall be August 1st, to July 31st.
Rationale: The previous date does not align with current registration deadlines or the AGM. In theory, the membership would reset on April 1st, making members from the previous summer ineligible to vote at the April AGM.	

Current/Previous Bylaws	Proposed Change / Addition
3.7 Entitlement to Attend and Vote- All Members in Good Standing and eighteen (18) years of age and older, are entitled to attend all meetings of Members of BNS and vote at such meeting.	3.7 Entitlement to Attend and Vote- All Members in Good Standing and eighteen (18) years of age and older at the time of the meeting, are entitled to attend all meetings of Members of BNS and vote at such meeting.
Rationale: Clarification on the age requirement to vote at an AGM	

Current/Previous Bylaws	Proposed Change / Addition
3.8 Attendance Members shall be required to attend all meetings in person to vote.	3.8 Attendance Members shall have the option to attend all meetings in person or virtually via a preapproved platform to vote. If attending a meeting virtually, requests for virtual link must be received at least 24 hours prior to the meeting.
Rationale: The change to options for attendance aligns with changes in the Societies Act that allows for hybrid meetings of members to take place.	

Current/Previous Bylaws	Proposed Change / Addition
4.2 Composition The Executive shall consist of the following positions: (a) The President; (b) Vice-President Operations; (c) Vice-President Girls Baseball; (d) Vice-President Finance; (e) Secretary; (f) Supervisor of Umpires; (g) Executive Director (non-voting member); and (h) Technical Director (non-voting member).	4.2 Composition The Executive shall consist of the following positions: (a) The President; (b) Vice-President (c) Secretary; (d) Treasurer (e) Executive Director (non-voting member)
Rationale: The new Composition of the Executive aligns better with the recommendations for a society from the Registry of Joint Stocks.	

Current/Previous Bylaws	Proposed Change / Addition
4.4 Supervisor of Umpires The Supervisor of Umpires shall be elected by the members of BNS Umpires' Division, provided such representative must be a Member in Good Standing of BNS and must be a qualified umpire.	Rescinded
Rationale: The Supervisor of Umpires will no longer be a Board position per the changes in the Composition section. The relationship between BNS and BNSUD can be better represented with an MOU and committee focused on umpiring. The Policy and Procedure manual to be updated with an Umpires Committee to ensure consistent communication and discussion between representatives of BNS and BNSUD.	

Current/Previous Bylaws	Proposed Change / Addition
4.5 Non-Elected Positions Each of the Executive Director and Technical Director, if and when appointed by the Board, will attend all meetings of the Executive and may participate in such meetings to the extent permitted by the Executive but will not be entitled to vote.	4.4 Non-Elected Positions – The Executive Director, if and when appointed by the Board, will attend all meetings of the Executive and may participate in such meetings to the extent permitted by the Executive but will not be entitled to vote.
Rationale: The Technical Director is not required to attend all meetings of the Executive, unless otherwise invited. Operations Manager, Program Manager, and Performance Coach can also attend meetings with an invite.	

Current/Previous Bylaws	Proposed Change / Addition
4.3 Term – Once elected: (a) the President, Vice-President Girl's Baseball and Secretary shall serve a term of two (2) years beginning immediately after the Annual General Meeting in which they were elected and ending immediately after the second Annual General Meeting following the election in which they were voted in. Election for President, Vice-President Girl's Baseball and Secretary shall take place in years ending in even numbers. (b) the Vice-President Operations, Vice-President Finance and Supervisor of Umpires shall serve terms of two (2) years beginning immediately after the Annual General Meeting in which they were elected and ending immediately after the second Annual General Meeting following the election in which they were voted in. Election for Vice-President Operations, Vice-President Finance and Supervisor of Umpires shall take place in years ending in odd numbers.	4.5 Term – Once elected: (c) the President, and Secretary shall serve a term of two (2) years beginning immediately after the Annual General Meeting in which they were elected and ending immediately after the second Annual General Meeting following the election in which they were voted in. Election for President and Secretary shall take place in years ending in even numbers. (d) the Vice-President and Treasurer shall serve terms of two (2) years beginning immediately after the Annual General Meeting in which they were elected and ending immediately after the second Annual General Meeting following the election in which they were voted in. Election for Vice-President and Treasurer shall take place in years ending in odd numbers.
Rationale: New Term rules align with new Officer roles	

Current/Previous Bylaws	Proposed Change / Addition
5.2 Composition The Board of Directors shall consist of no more than eleven (11) Directors, which shall be composed of the Officers and five (5) Regional Directors.	5.2 Composition (a) The Board of Directors shall consist of no more than nine (9) Directors, which shall be composed of the Officers and five (5) Directors. (b) No more than 66% of the Board shall be composed of the same gender at any one time (excluding ratio imbalances caused by vacant positions)

Rationale: Per the Canadian Sport Governance Code, Boards should be moving from regional representation structure to a competency-based structure. The same goes for roles representing specific segments of membership.

The gender ratio is to ensure a more balanced perspective in Board representation.

Current/Previous Bylaws	Proposed Change / Addition
5.3 Regions There shall be one Regional Director representing each of the following regions of the Province: (d) Southern Nova Scotia; (e) Northern Nova Scotia; (f) Cape Breton; and (g) two Regional Directors representing the Halifax Region. The geographic limits of each region noted above shall be established, reviewed and revised from time to time by the Board.	5.3 Directors There shall be five (5) Directors elected for their relevant and diverse skills, experiences, and competencies, while respecting inclusion and diversity.
Rationale: Reference to Regions and Regional Directors are better served at a committee level to ensure regional interests and concerns are represented. The Policy and Procedure manual is to be updated with reference to Regional Councils, Regional Directors, and their role within Baseball Nova Scotia.	

Current/Previous Bylaws	Proposed Change / Addition
5.4 Election of Regional Directors - Each Regional Director shall be elected at a meeting of Members from the region to be represented by that Regional Director. This meeting shall be called by the incumbent Regional Director for the region or, if such Regional Director is absent, any five (5) Members from that region, and shall take place in such region within sixty (60) days of the Annual General Meeting. The Regional Director shall take office for a one (1) year term beginning immediately following his or her election and ending at the regional meeting held within sixty (60) days of the next Annual General Meeting.	5.4 Election of Directors - Each Director shall be elected at the Annual General Meeting. Directors shall take office for a one (1) year term beginning immediately following their election and ending at the next Annual General Meeting.
Rationale: The new election format aligns with the new Board composition.	

Current/Previous Bylaws	Proposed Change / Addition
5.5 Failure to hold Regional Meeting If, for any reason, a regional meeting is not held in the time prescribed in Section 5.4, the Board shall appoint a Regional Director for such region to hold office for the same term as if such Regional Director had been elected at a properly constituted meeting.	Rescinded
Rationale: Regional meetings will now take place at a committee level, and not be By Law required.	

Current/Previous Bylaws	Proposed Change / Addition
5.7 Nomination Members in Good Standing, who are at least eighteen (18) years of age may nominate themselves for election to the Board or may be nominated by any other Member in Good Standing and who is entitled to vote at meeting of Members. All nominations for election to the Board, other than for a position as a Regional Director, must be delivered to the Secretary not less than twenty (20) days before the Annual General Meeting. Nominations for a position as a Regional Director shall be delivered to the Secretary not less than twenty (20) days before the Regional Meeting called to elect such Regional Director. Notwithstanding the foregoing, nominations for position on the Board may be accepted at any time prior to the election of the Board at the Annual General Meeting or the election of a Regional Director at a Regional Meeting, as the case may be, in the sole discretion of the President.	5.6 Nomination Members in Good Standing, who are at least eighteen (18) years of age may nominate themselves for election to the Board or may be nominated by any other Member in Good Standing and who is entitled to vote at meeting of Members. All nominations for election to the Board, must be delivered to the Nominating Committee Chair not less than twenty (20) days before the Annual General Meeting. Notwithstanding the foregoing, nominations for position on the Board may be accepted at any time prior to the election of the Board at the Annual General Meeting as the case may be, in the sole discretion of the President.
Rationale: Removal of reference to Regional Directors and Regional Meetings. Addition of Nominating Committee and Chair to handle the nominations process.	

Current/Previous Bylaws	Proposed Change / Addition
N/A	5.7 Nomination Committee 5.7.1 The Board shall appoint a Nomination Committee at least 3 months prior to the Annual General Meeting to conduct the nomination process and provide a slate of nominated candidates for election to the Board at Annual and Special meeting where elections take place. 5.7.2 Unless determined otherwise by the Board, the Nomination Committee shall be bound the Nomination Committee's terms of reference as set forth by the Board and the Baseball Nova Scotia Policy and Procedure Manual. The Nomination Committee shall consist of three (3) persons. No person intending to run for the Board in the next election, eligible to serve on the Nomination Committee. 5.7.3 The Nomination Committee shall accept

	nominations from applicants responding to calls for candidates and from Members; 5.7.4 The Nomination Committee shall choose a slate of candidates to be submitted to the Membership from the applicants. 5.7.5 All nominations must be submitted to the Nomination Committee at least twenty (20) days prior to elections at the Annual General Meeting, 5.7.6 The names submitted to the members from the Nomination Committee will be presented at the Annual General Meeting for the purpose of selecting Board members, 5.7.7 The Nomination Committee will develop a process for selection of a slate of candidates in compliance with Article 5 of these By Laws. 5.7.8 The Chair of the Nomination Committee will be selected by the President and ratified by the Board. Members of the Nomination

	Committee will be selected by the Chair of the Nominating Committee and ratified by the Board.
Rationale: The addition of a Nominating Committee allows for a transparent and effective process to identify suitable candidates to be considered by membership at the Annual General Meeting.	
Current/Previous Bylaws	**Proposed Change / Addition**
N/A	5.14 Term Limits Each Board member shall be subject to a consecutive term limit of 8 years (comprised of multiple 2 year terms for Officers, and multiple 1 year terms for Directors). *Any period of time spent on the Board prior to 2027 will not apply to term limits.
Rationale: It's considered good governance practice to institute Term Limits for any Board of Directors. The term limit is consecutive, and individuals would be eligible to run again in the future.	

Current/Previous Bylaws	Proposed Change / Addition
ARTICLE 7 – Officers 7.1 President - The President shall: (a) be the chief officer and spokesperson for BNS; (b) be a member of all committees of BNS and the BNS Umpires Division; (c) chair all meetings of BNS, the Board of Directors and the Executive; (d) hear all appeals and decide their disposition; (e) have the power to make appointments as required, from time to time and (f) prepare an annual report for presentation at the Annual General Meeting. 7.2 Vice-President Operations – The Vice-President Operations shall: (g) work directly with office staff to prepare the BNS Handbook on an annual basis; (h) lead committees that oversee the Bluenose League and championship play (including dealing with proposed structural and rule changes);	**ARTICLE 7 – Officers** 7.1 President – The President shall: (a) Keep the Board focused on advancing the vision, mission, and strategic plan of SNS. (b) Ensures the Board develops strategies, plans, and policies to guide BNS. (c) Ensures that the Board attends to its internal governance functions, including those relating to the orientation of new Board members and to the Board's evaluation of its own performance, including accountability for completing their tasks according to policies and bylaws. (d) Provides direction and support to the Directors, including committees, and remains positive, constructive, and professional at all times. (e) Plays a leading role in communicating externally the vision, mission, and values of BNS and providing information about BNS activities that is consistent with the views of the Board of Directors.

(i) work directly with the Technical Director to ensure all proper coaching standards are being met by coaches who are Members of BNS (including , but not limited to, NCCP requirements); (j) consult with the Discipline Committee to ensure proper procedures are used for all aspects of the disciplinary process, including, but not limited to investigations, sanctioning and appeals;; (k) assist and consult with office staff when necessary to facilitate efficient operations of BNS; (l) assist in the performance of all Presidential duties and carry out those duties during the absence of the President, or in other matters as the President may request; and (m) carry out such duties as are assigned from time to time by the President and the Executive. 7.3 <u>Vice-President Girls Baseball</u>- The Vice-President Girls Baseball shall:	(f) Represents BNS at meetings and events of Baseball Canada. (g) Serves as ex-officio member of all BNS committees. (h) Chairs meetings of the Board, Executive, and the members. (i) Monitors financial planning and reports with the Treasurer and is one of the financial signings authorities for the Association. 7.2 Vice President – The Vice President shall: (a) In the President's absence, presides at meetings. (b) Reports to and closely works with the President to assist in the President's duties. (c) Works with the President to assist in developing the agendas for meetings. (d) Advises the President and the Directors on selecting volunteers for committees. (e) Assists the President by taking on responsibility as necessary for communication with Directors and Committee Chairs.

(n) be responsible for the promotion of girls baseball throughout Nova Scotia;

(o) work with associations to create female baseball opportunities at the local level;

(p) lead the Girl's Baseball committee to develop initiatives for BNS to increase female participation in baseball in Nova Scotia;

(q) be responsible for the planning and execution of Girl's Day events;

(r) collaborate with the Female High Performance programs to promote girls baseball opportunities at the Provincial Level; and

(s) carry out such duties as are assigned from time to time by the President and the Executive.

7.4 Vice-President Finance - The Vice-President Finance shall:

(t) receive all moneys, pay all accounts and keep an accurate and detailed record of receipts and disbursements for each fiscal year of BNS;

(u) shall present a financial report for approval at all

(f) Performs other duties as assigned by the President.

(g) Serves as an officer of the Association; and

(h) Acts as one of the financial signing authorities.

7.3 Treasurer – The Treasurer shall:

(a) Presents financial reports at each Board meeting and as requested by the President or Vice President. This can be comprised of cash position on date of meeting, cash roll forward, and an analysis of future financial commitments.

(b) Provides a general analysis of the Association's financial standing upon request.

(c) Advises the Board on the feasibility of future financial commitments.

(d) Ensures an accurate record of all monies received and disbursed is kept in a timely manner.

(e) Authorized to sign the Association's cheques.

(f) Organizes authorization of new signing authorities on the Association's bank account.

meetings of Members, including the Annual General Meeting; (v) shall be a signing officer on all bank accounts and financial matters; (w) carry out such duties as are assigned from time to time by the President and the Executive; and (x) annually complete and provide to Secretary a Statement of Income and Expenditures and Balance Sheet as required by Registry of Joint Stock Companies 7.5 Secretary - The Secretary shall: (y) keep a true and accurate account of all Member's meetings, meeting of the Executive and meetings of the Board, including any meetings or polls held via electronic means; (z) Ensure filing with the Registry of Joint Stock Companies (i) a list of the Executive, and in the event of any change, notice within fourteen (14) days of such change;	(g) Presents a financial report at the Annual General Meeting. (h) Presents a proposed operating budget at the March Board of Directors meeting. (i) Ensures that all statutory reporting and requests for financial information are conducted in a timely fashion in accordance with the bylaws/Board policies. (j) Serves as a member of the Board of Directors and attends all meetings as such. (k) Assists the President in the performance of their duties, whenever requested to do so. (l) Represents the Association before other Associations or Organizations as requested by the President 7.4 Secretary – The Secretary shall: (a) Ensures that accurate minutes of Executive meetings, Special meetings, and the AGM are taken and approved, including: ○ Date, time, location of meeting. ○ Those present and absent. ○ Items discussed.

(ii) a copy of every special resolution passed by BNS, in duplicate, within fourteen (14) days of passage; (iii) a copy of the annual financial statements within fourteen (14) days of the Annual General Meeting at which such statements are accepted by BNS. (aa) provide notice of all meetings to Members, the Board or the Executive, as the case may be; (bb) maintain a current list of all members of the Board including their email addresses and other contact information; (cc) maintain a current list as provided from annual registration data of all Members including their email address (where available) and contact information (dd) be the custodian of the corporate records, minute book and seal of BNS; and (ee) carry out such other duties as are assigned from time to time by the	○ Attached copies of reports; and ○ Motions presented and disposition of such motions. (b) Ensures the final copy of the minutes is distributed to all parties entitled to attend the meeting. (c) Serves as custodian of records by ensuring the records of the Association are maintained as required by law and made available when required by authorized persons. (d) Works with the Treasurer to ensure the relevant membership fees are paid; and (e) Together with the Executive Director, is responsible for the nomination process for the election of Directors and Executive Committee members. 7.5 Directors – Each Director shall: (a) Attend all meetings of the Board, as required. (b) Provide diverse insight and guidance during discussions and communications amongst the Board.

President or the Executive. 7.6 Regional Directors – Each Regional Director shall: (ff) be responsible for the organization and administration of all BNS activities within their respective regions, including: (i) providing information to the Board on the proper classification for teams from their respective regions who apply to participate in the Nova Scotia Baseball Championships; (ii) co-ordinate play downs within their respective regions leading to the Nova Scotia Baseball Championships; and (iii) Assist, as required, with all inter-regional play downs leading to the Nova Scotia Baseball Championships; (gg) submit to the President not less than fifteen (15) days prior to the Annual	(c) Actively participate in the strategic planning process of BNS, including annual development of outcomes (d) Participate in ad-hoc and/or standing committees as needed or required per BNS Policy and Procedures. (e) Works with Officers in carrying out the required duties of the Board. (f) Carry out other duties as directed by the President.

General Meeting a written annual report on activities within their respective regions. (hh) convene and chair an annual meeting within their respective regions, within 60 days of the Annual General Meeting of BNS, for the purpose of electing a Regional Director who will serve during the ensuing year and provide BNS with notice of the time and location of such meeting not less than fourteen (14) days prior to the meeting; and (ii) carry out such duties as are assigned from time to time by the President or the Executive. 7.7 Supervisor of Umpires – The Supervisor of Umpires shall: (jj) be a Member of the BNS Umpires' Division; (kk) advise BNS, the Board and the Executive regarding the qualification and classification of umpires; (ll) investigate complaints of impropriety or incompetence on the part of umpires when directed to do so by the	

	President or the Executive; (mm) assign umpires for all games leading to the Nova Scotia Baseball Championships or Atlantic Championships Played within Nova Scotia; (nn) if desirable, appoint regional representatives to assist in his or her duties within the region; and (oo) carry out such other duties as are assigned from time to time by the President or the Executive.	
Rationale: The updated job descriptions align with the new proposed Board structure, and have been updated to reflect the organization's current structure.		

Current/Previous By Law	Proposed Change/Addition
Article 10 – Disputes and Appeals 10.1 Any Member (in this Article the "**Applicant**"), may request resolution of a dispute, other than a game protest or membership suspension, by submitting a written appeal to the President within thirty (30) days of the decision being appealed. The written appeal shall include a detailed explanation of the appeal, all supporting documentation, the review fee set by the Board from time to time, payable to BNS by money order, bank draft or certified cheque and confirmation that a copy of the request for dispute settlement has been received by each opposing party in the dispute. Confirmation of receipt shall include a delivery receipt from the opposing party, a courier or certified mail or registered mail. 10.2 The President shall appoint a committee to rule on the dispute, such committee shall include at least two people and shall not include the President. 10.3 All parties to the dispute shall have the right to make representations on the dispute in writing, by telephone or in person, as decided by the committee.	**Article 10 – Disputes and Appeals** 10.1 Any Member may request the resolution of a dispute or appeal a decision — excluding suspensions issued pursuant to the BNS Discipline Grid — in accordance with the Discipline and Complaints Policy and Appeals Policy, as outlined within the Safe Sport Policy suite. Appeals arising from discipline administered under the Discipline Grid shall be governed by the process set forth in the BNS Handbook.

10.4 The fee paid shall be refunded to the Applicant if the committee rules in favor of the Applicant otherwise it shall be forfeited. 10.5 Any Member may appeal any decision made by staff of BNS or a committee appointed pursuant to Article 11.2 by submitting a written appeal to the President within seven (7) days of the decision being appealed. The written appeal shall include a detailed explanation of the appeal, all supporting documentation, a non-refundable appeal fee set by the Board from time to time, payable to BNS by money order, bank draft or certified cheque and confirmation that a copy of the request for appeal has been received by each opposing party in the dispute under appeal. Confirmation of receipt shall include a delivery receipt from the opposing party, a courier or certified mail or registered mail. 10.6 All parties to the appeal shall have the right to make representations on the appeal in writing, by telephone or in person, as decided by the President and the President may consult with any person who may, in the opinion of the President have relevant information for the appeal.	

10.7 The President's decision on any appeal shall be final.	
Rationale: Disputes and Appeals sections are not commonly included in By Laws, as an organization's policies often provide a more in-depth process to address such areas. As previous BNS Policies may have been less defined, thus necessitating the need for include of Disputes and Appels in the By Laws. The current suite of policies provides guidance in these areas.	
Current/Previous Bylaws	**Proposed Change / Addition**
Article 11 – Umpires Division 11.1 Membership in the BNS Umpires' Division hereinafter referred to as the "BNSUD" shall be determined in accordance with the By-Laws of the BNSUD. 11.2 Subject to the authority of BNS, the BNSUD shall be empowered to regulate the registration, classification and discipline of umpires. 11.3 The BNSUD shall organize and administer umpires' clinics to promote the development of umpiring skills throughout Nova Scotia. 11.4 The BNSUD shall elect the Supervisor of Umpires to serve on the Board in accordance with the terms of these Bylaws.	11.1 – 11.4 Rescinded 11.1 The Baseball Nova Scotia Umpires Division shall elect the Supervisor of Umpires to serve as BNSUD's official representative to Baseball Nova Scotia, Baseball Canada, or in any required meeting or committee.
Rationale: A section outlining relationship with Officials or Umpires is not common or necessary in organizational By Laws. The relationship is better defined by an MOU between the PSO and Umpires division.	