



BYLAW PROPOSAL

PROPOSED BY: Rules & Revisions Committee

DATE RECEIVED: 12/14/2022

BYLAW: 401-405

Changes to Bylaws 401-4-5 will be effective upon adoption

PROPOSED AMENDMENT: Cite the bylaw (or subsection thereof) that you wish to change and write the bylaw as it would appear with your proposed revisions. Bylaw changes underlined.

PART IV-OFFICERS AND BOARD OF DIRECTORS Subpart A-Officers

Bylaw 401. OFFICERS

Section 1.

The officers of ASA are the President, Vice President, Secretary, Treasurer, Past President (for a period of two years and without a vote) and the **Regional Directors.**

Section 2.

The officer representing a geographic region within ASA is its **Regional Directors.**

Bylaw 402. ELECTIONS

Section 1.

- (a) The President, **Director of Competition** and Secretary of ASA are elected for terms of 2 years at Annual General Meetings of ASA held in even-numbered years.
- (b) The Vice President, Member-at-Large and Treasurer of ASA are elected for terms of 2 years at Annual General Meetings of ASA held in odd-numbered years.

Section 2.

Each **Regional Director** is elected for a term of 2 years. A **Regional Director** shall be elected by a majority of the eligible voting members of his/her **Region.**

1. **Regional Directors** of **Central, South East and South West Regions** shall be elected in even-numbered years.
2. **Regional Directors** of **North East and North West Regions** shall be elected in odd-numbered years.
3. Each Organizational Member within the District shall have voting powers as outlined in Bylaw 301, Section 1.

4. Elections of **Regional Directors** shall be held within **45** days either side of the Annual General Meeting **at a time and place to be determined by the ASA Board of Directors** or at the Annual General Meeting itself.

Section 3. An officer referred to in this bylaw commences the officer's term of office after the adjournment of the meeting at which the officer was elected or appointed or, if filling a vacancy before the expiration of office, immediately after elected to fill the vacancy.

Bylaw 403. GOVERNANCE

Section 1. The President of ASA **in conjunction with the CEO**, shall supervise

No changes are planned to the responsibilities of the Vice President, Director of Competition, Secretary, Treasurer or Past President except to change the numbering of the Sections.

Section 2. The Vice President
Section 3. The Director of Competition
Section 4. The Secretary
Section 5. The Treasurer

Section 6. The responsibilities of the Member at Large shall be to assist the President in all business of ASA and to perform responsibilities assigned by the Board of Directors.

Section 7. The Past President

Section 8. The responsibilities of the **Regional Directors** of ASA shall include but not be limited to the following:

- (a) Direct the business of the **Region**
- (b) Report in writing at each Board of Directors' meeting on the state of the **Region**
- (c) Be present, where possible, at Annual General Meetings of the clubs/league in the **Region**.
- (d) Oversee and promote growth within the **Region and**,
- (e) Perform other responsibilities as assigned by the Board of Directors or the President.

Section 9. **The CEO shall be appointed by the President subject to the approval of the BOD.**

- (a) **The CEO shall report to the President and where appropriate, to the BOD.**
- (b) **The duties of the CEO are to conduct the business and management affairs of ASA, including personnel policies and employment as approved by the BOD.**
- (c) **The CEO shall perform other duties as approved by the President and the BOD.**

Bylaw 404. REMOVAL

Section 1. **With three (3) weeks written notification and after showing just cause and by a two-thirds (2/3) majority, the Board of Directors may remove an officer not performing the duties of the office for which he or she was elected.**

Bylaw 405. VACANCIES

Section 1. If any office, including the President, becomes vacant for any reason, the remaining members of the Board of Directors shall:

- a. Decide if the position needs to be filled prior to the next AGM**
- b. If affirmative, post notification of the vacancy**
- c. Appoint an individual to the office to fill the balance of the term or until the next AGM, whichever comes first.**

Section 2. If the office of a **Regional Director** becomes vacant, the organization members of the **Region** shall elect an individual to fill the vacancy for the balance of the term **within 45 days.** If such election is not held, the Board of Directors shall **appoint** an individual to the office to fill the balance of the term or until the next AGM, whichever comes first.

HOW THE BYLAW WOULD BE CHANGED: Write the bylaw tracking your proposed changes. Underline new language and strike out language that you wish to delete.

PART IV-OFFICERS AND BOARD OF DIRECTORS Subpart A-Officers

Bylaw 401. OFFICERS

Section 1. The officers of ASA are the President, Vice President, ~~Director of Tournaments, Director of Leagues, Director of Development, Director of Community Relations, Sergeant at Arms,~~ Secretary, Treasurer, Past President (for a period of two years and without a vote) and the ~~District~~ **Regional Commissioner** **Director.**

Section 2. The officer representing a geographic region within ASA is its ~~District~~ **Regional Commissioners** **Director.**

Bylaw 402. ELECTIONS

Section 1.

- (c) The President, ~~Director of Tournaments, Director of Development, Sergeant at Arms,~~ **Director of Competition** and Secretary of ASA are elected for terms of 2 years at Annual General Meetings of ASA held in even-numbered years.

- (d) The Vice President, ~~Director of Leagues~~, Member-at-Large and Treasurer of ASA are elected for terms of 2 years at Annual General Meetings of ASA held in odd-numbered years.

Section 2. Each ~~District Commissioner~~ **Regional Director** is elected for a term of 2 years. A District Commissioner shall be elected by a majority of the eligible voting members of his/her ~~District~~ **Region**.

5. ~~District~~ **Regional Commissioners** **Directors** of ~~Districts I South, II, IV, VI and VII~~ **South Central, South East and South West Regions** shall be elected in even-numbered years.
6. ~~District~~ **Regional Commissioners** **Directors** of ~~Districts I North, III, V, and VII~~ **North North East and North West Regions** shall be elected in odd-numbered years.
7. Each Organizational Member within the ~~District~~ **Region** shall have voting powers as outlined in Bylaw 301, Section 1.
8. Elections of ~~District~~ **Regional Commissioners** **Directors** shall be held within ~~90~~ **45** days either side of the Annual General Meeting **at a time and place to be determined by the ASA Board of Directors** or at the Annual General Meeting itself.

Section 3. An officer referred to in this bylaw commences the officer's term of office after the adjournment of the meeting at which the officer was elected or appointed or, if filling a vacancy before the expiration of office, immediately after elected to fill the vacancy.

Bylaw 403. RESPONSIBILITIES OF OFFICERS GOVERNANCE

No changes are planned to the responsibilities of the Vice President, Director of Competition, Secretary, Treasurer or Past President except to change the numbering of the Sections.

Section 2. The Vice President
Section 3. The Director of Competition
Section 4. The Secretary
Section 5. The Treasurer

Section 6. The responsibilities of the Member at Large shall be to assist the President in all business of ASA and to perform responsibilities assigned by the Board of Directors.

Section 7. The Past President

Section 8. The responsibilities of the **Regional Directors** of ASA shall include but not be limited to the following:

- (f) Direct the business of the **Region**
- (g) Report in writing at each Board of Directors' meeting on the state of the **Region**
- (h) Be present, where possible, at Annual General Meetings of the clubs/league in the **Region**.
- (i) Oversee and promote growth within the **Region and**,
- (j) Perform other responsibilities as assigned by the Board of Directors or the President.

Section 9. **The CEO shall be appointed by the President subject to the approval of the BOD.**

(d) The CEO shall report to the President and where appropriate, to the BOD.

(e) The duties of the CEO are to conduct the business and management affairs of ASA, including personnel policies and employment as approved by the BOD.

(f) The CEO shall perform other duties as approved by the President and the BOD.

Bylaw 404. **REMOVAL**

Section 1. Any officer referred to in Bylaw 401 or the Immediate Past President when serving as a member of the Board of Directors may be removed from office by a two-thirds vote of the members entitled to vote for that office.

With three (3) weeks written notification and after showing just cause and by a two-thirds (2/3) majority, the Board of Directors may remove an officer not performing the duties of the office for which he or she was elected.

Section 2. Any officer referred to in Bylaw 401 or the Immediate Past President, who is absent for two (2) consecutive meetings or a total of three (3) meetings of the Board of Directors during their term of office for any reason, other than in performing duties associated with their ASA responsibilities, may be removed from office by a majority vote of the Board of Directors.

Section 3. Any officer referred to in Bylaw 401 or the immediate Past President when serving as a member of the Board of Directors, who has either been removed from office for cause or resigns from office, may not be appointed as a Board of Director of this Association for a period of no less than two (2) years from the date of removal or resignation.

Bylaw 405. **VACANCIES**

Section 1. If any office, including the President, becomes vacant for any reason, the remaining members of the Board of Directors shall:

d. Decide if the position needs to be filled prior to the next AGM

e. If affirmative, post notification of the vacancy

f. Appoint an individual to the office to fill the balance of the term or until the next AGM, whichever comes first.

Section 2. If the office of District ~~a~~ **Regional Commissioner-Director** becomes vacant, the organization members of the ~~district~~ **Region** shall elect an individual to fill the vacancy for the balance of the term **within 45 days.** ~~This election must take place within a period of sixty thirty (60 30) days of said occurrence. During the sixty (60) days, the Board of Directors may appoint an Acting District Commissioner.~~ If such election is not held, the Board of Directors shall elect

appoint an individual to the office to fill the balance of the term or until the next AGM, whichever comes first.

RATIONALE: Explain the rationale for your proposal and the intended effect of the change.

1. Restore changes made 3 years ago that were not included in the most recent Bylaws posted to the website.
2. Simplify and amalgamate provisions for removal by incorporating them into the ASA Hearing Manual.