

RED DEER CATALINA SWIM CLUB

BYLAWS

These Bylaws have been agreed upon for the governance of the Red Deer Catalina Swim Club ("RDCSC"), a not-for-profit society formed under the *Societies Act*, RSA 2000 c S-14 and they shall govern the conduct of the affairs of RDCSC.

1. Affiliation and Objects

- 1.1. RDCSC is a member of Swim Alberta Association ("SAA") and shall follow the SAA Bylaws, Regulations and Policies governing SAA's members.
- 1.2. RDCSC's objects are stated in the application to form a society.

2. Defining and Interpreting the Bylaws

- 2.1. Definitions. The following words have these meanings in these Bylaws:
 - 2.1.1. *Act*- the Alberta *Societies Act*, RSA 2000 cS-14 as amended from time to time, and any legislation that may be substituted therefor;
 - 2.1.2. *Annual General Meeting* - the annual general meeting of Members of RDCSC as described in Section 5 of these Bylaws;
 - 2.1.3. *Auditor*- an individual appointed by the Members at an Annual General Meeting to audit the books, accounts and records of RDCSC for a report to the Members at the next Annual General Meeting;
 - 2.1.4. *Board*- the Board of Directors of RDCSC;
 - 2.1.5. *Committees* - a committee formed by the decision of the Board to engage in a particular purpose, task or responsibility;
 - 2.1.6. *Competitive Swimmer*- a swimmer registered in one of RDCSC's competitive squads;
 - 2.1.7. *Head Coach*- the Head Coach hired by RDCSC from time to time to oversee and manage RDCSC's competitive and non-competitive swim programs, and to coach swimmers;
 - 2.1.8. *Non-Competitive Swimmer*- a swimmer registered in one of RDCSC's non-competitive squads (which may be called the "Learn To Swim" program, or the "Pre-competitive program" or other similar designations from time to time);
 - 2.1.9. *Director*- an individual elected or appointed to serve on the Board pursuant to these Bylaws;
 - 2.1.10. *Member*- means a voting or a non-voting member of RDCSC in the categories of membership set out in Section 4 of these Bylaws;

- 2.1.11. *Officer* – an individual elected or appointed to serve as an Officer of RDCSC pursuant to these Bylaws;
- 2.1.12. *Ordinary Resolution* – a resolution passed by not less than a majority of the votes cast at a meeting of the Board or a meeting of the Members;
- 2.1.13. *Register of Members* – the register maintained by the Secretary containing the names of the Members of RDCSC;
- 2.1.14. *Registered Swimmer* - a Competitive Swimmer or a Non-Competitive Swimmer who has submitted the appropriate SAA and RDCSC registration forms and has paid the applicable associated fees;
- 2.1.15. *Special Meeting* – a special meeting of Members as described in Section 5 of these Bylaws;
- 2.1.16. *Special Resolution* –
- 2.1.16.1. a resolution passed at a meeting of Members (for which twenty one days’ notice specifying the intention of the resolution has been given) by no less than seventy-five percent (75%) of the votes cast by Members entitled to vote at such meeting; or
 - 2.1.16.2. a resolution proposed and passed as a special resolution at a meeting of Members of which less than twenty-one (21) days’ notice has been given, provided that all the Members entitled to attend and vote at a Members meeting so agree; or
 - 2.1.16.3. a resolution consented to in writing by all Members entitled to vote on such resolution at a meeting of Members;
- 2.1.17. *Staff* – those persons who are paid employees or independent contractors of RDCSC (for example, coaches and office administrators); and
- 2.1.18. *Voting Member* – those Members who are described in paragraph 4.1.1 of these Bylaws.
- 2.2. Head Office – The head office of RDCSC will be located at all times within the City of Red Deer or the County of Red Deer as determined by the Directors by Ordinary Resolution.
- 2.3. Corporate Seal – RDCSC may, but shall not be required, to adopt a corporate seal. If so adopted by an Ordinary Resolution of the Directors, custody and keeping of the seal shall be the responsibility of the Secretary. The seal of RDCSC shall only be used by Officers authorized to do so by the Board.
- 2.4. No Gain for Members – RDCSC shall be carried on without the purpose of financial gain for its Members, and any profits or other accretions to RDCSC will be used in promoting its objectives.
- 2.5. Ruling on Bylaws – Except as provided in the Act, the Board will have the authority to interpret any provision of these Bylaws that is contradictory, ambiguous, or unclear, provided that such interpretation is consistent with the objects of RDCSC.
- 2.6. Interpretation – Words importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate.
- 2.7. Headings – The headings used in the Bylaws are inserted for convenience of reference only.

3. Organization

3.1. RDCSC shall be comprised of:

- 3.1.1. Members;
- 3.1.2. Board of Directors;
- 3.1.3. Officers;
- 3.1.4. Committees; and
- 3.1.5. Staff.

4. Membership

4.1. Categories of Membership. RDCSC has the following categories of membership:

4.1.1. Voting Members

- 4.1.1.1. Competitive Swimmers who is 18 years or older; and
- 4.1.1.2. A parent or legal guardian of a Competitive Swimmer who is under the age of 18, provided that there may be not more than two (2) parents or legal guardians of one Competitive Swimmer that hold memberships in RDCSC at the same time;

4.1.2. Non-Voting Members

- 4.1.2.1. A parent or legal guardian of a Non-Competitive Swimmer; and
- 4.1.2.2. An Associate Member.

4.2. Associate Members. An Associate Member is any adult person (18 years or older) who has been nominated for membership by a Member and who is approved by a simple majority vote of the Board. The term for the membership of an Associate Member will be one year or such lesser time as may be set by the Board. The Board shall determine any fees to be paid by the Associate Member, and shall set any requirements for the Associate Member to keep their membership in good standing. Associate Members shall be Non-Voting Members.

4.3. Voting Members. A Voting Member is a Competitive Swimmer who is 18 years of age or older, or a parent (natural, adoptive and step parents) and/or legal guardian of a Competitive Swimmer who is under the age of 18, provided that there may not be more than two (2) parents or legal guardians of one Competitive Swimmer that hold memberships in RDCSC at the same time.

4.4. Admission of Members. To be admitted as a Member, a person must:

- 4.4.1. apply for membership with RDCSC, providing all current contact information required by RDCSC;
- 4.4.2. have agreed to abide by RDCSC's Bylaws, rules, regulations, policies and codes of conduct;

- 4.4.3. be an individual who is a Registered Swimmer with RDCSC, or the parent or legal guardian of a Registered Swimmer with RDCSC, or person nominated to be an Associate Member nominated in accordance with Section 4.2 of these Bylaws;
 - 4.4.4. not be an individual who has previously ceased to be a Member of RDCSC and ended their membership at a time where their membership was not in good standing;
 - 4.4.5. complete all registration forms, documents and filings as are required by RDCSC and SAA;
 - 4.4.6. if an Associate Member, pay all fees, dues and other amounts due for membership as determined by the Board; and
 - 4.4.7. except for Associate Members, pay all fees, dues and other amounts due upon registration of a Registered Swimmer (whether for the Member themselves, or for the Member's child under the age of 18).
- 4.5. To continue to be in good standing a Member must have not resigned, withdrawn, been suspended or expelled as a Member, and:
- 4.5.1. In the case of an Associate Member, continue to meet all criteria for membership set out by the Board upon the nomination and approval of such Associate Member;
 - 4.5.2. In the case of Members other than Associate Members, remain a Competitive Swimmer, or the parent or legal guardian of a child who is a Competitive or Non-Competitive Swimmer, who:
 - 4.5.2.1. continues to meet the minimum technical swimming ability standard for the squad in which they are registered, as required by the Head Coach and his assistants;
 - 4.5.2.2. has not been suspended or expelled from membership in RDCSC under these Bylaws or otherwise; and has not had other membership restrictions or sanctions imposed upon them;
 - 4.5.2.3. maintain registration with RDCSC and SAA during the current year;
 - 4.5.2.4. is not subject to a disciplinary investigation or action by the SAA or RDCSC, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board and/or the SAA;
 - 4.5.3. complete and remit all documents and certifications as required by the SAA and RDCSC for the Member and the Member's Competitive or Non-Competitive Swimmer on an ongoing basis;
 - 4.5.4. comply with the Bylaws, rules, regulations, policies, procedures and codes of conduct of RDCSC and, where applicable, the SAA, as they may be from time to time; and

- 4.5.5. pay all fees, dues and other amounts assessed for their respective Registered Swimmer when such amounts become due and owing to RDCSC.
- 4.6. Members who cease to be in good standing may have privileges suspended and will not be entitled to attend and (if a voting Member) vote at meetings of Members, meetings of Committees that the Member sits on, and where the Member is a Director, at meetings of Directors. Such Member will not be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing as set out herein.
- 4.7. Unless otherwise determined by the Board, the membership year of RDCSC will be from September 1 to August 31.

4.8. Membership Fees

- 4.8.1. Membership fees, training fees, fundraising fees and the payment schedule for each upcoming season will be developed by the Board at the end of each swim season, based on the financial and membership information available at the time. The resulting fee schedule will be communicated to Members and potential Members prior to the commencement of the new swim season. The fees will be presented to the membership at the fall Annual General Meeting for discussion. Changes to the fee schedule remain at the discretion of the Board.
- 4.8.2. Payment Date for Fees – The annual membership fees must be paid on or before September 30 of every year, or 30 days after being admitted as a Member, if a Member is admitted after September 30. The annual training fee for each Registered Swimmer shall be paid at the commencement of each swim season, provided that the Board may, but is not required, to provide different payment options for Members. The Board shall have the discretion to set dates for payments of other fees, such as fundraising fees, fees in lieu of volunteer commitments, splash fees, travel fees and other fees applicable to activities that RDCSC undertakes.

4.9. Rights and Privileges of Members

- 4.9.1. Any Member in good standing is entitled to:
- 4.9.1.1. receive notice of meetings of the Members of RDCSC;
 - 4.9.1.2. attend any meeting of the Members of RDCSC;
 - 4.9.1.3. speak at any meeting of the Members of RDCSC;
 - 4.9.1.4. if they are a Voting Member, vote on any resolutions put to the Voting Members at a meeting of the Members of RDCSC;
 - 4.9.1.5. if they are a Voting Member, put their name forward, or be nominated for, any position on the Board; and

4.9.1.6. exercise other rights and privileges given to Members in these Bylaws.

4.10. Suspension of Membership

4.10.1. Decision to Suspend

The Board may suspend a Member for one or more of the following reasons:

4.10.1.1. the Member has failed to abide by the Bylaws;

4.10.1.2. the Member has breached any of the rules, regulations, policies or codes of conduct that RDCSC has in place from time to time; and/or

4.10.1.3. the Member has, by their actions or inaction, done something judged to be harmful to RDCSC or its individual members.

4.10.2. Notice to the Member

4.10.2.1. The affected Member will receive written notice of the Board's intention to deliberate on a possible suspension, and the notice shall set out the reasons for the potential suspension. The Member will receive at least one (1) week notice before the meeting of Directors at which the suspension is to be deliberated and decided upon.

4.10.2.2. The notice will be sent by e-mail to the last known e-mail address of the Member or the notice may, but is not required to be, delivered in person by an Officer of the Board.

4.10.3. Decision of the Board

4.10.3.1. The Member will have an opportunity to appear before the Board to address the possible suspension. The Board may allow another person to accompany the Member. The Member may choose to provide a written statement in addition to, or in substitution for, their in-person appearance.

4.10.3.2. The Board will determine the order of proceedings at the meeting, and may limit the time given to the Member to address the Board.

4.10.3.3. The Board may exclude the Member from its discussion of the matter, including the deciding vote. A vote to suspend will require a 2/3 majority vote held by the full Board.

4.10.3.4. The decision of the Board is final.

4.11. Termination of Membership

4.11.1. Withdrawal from Swim Program

4.11.1.1. Upon notification being given to RDCSC by a Registered Swimmer or their parents/legal guardians that they are withdrawing a Registered Swimmer from a swimming program with RDCSC (which withdrawal is governed by the rules, regulations and policies of RDCSC, including the policies set forth in RDCSC's Parent Handbook), such Registered Swimmer or their parents/legal guardians (depending on the age of the Registered Swimmer) shall be deemed to have also resigned their membership.

4.11.1.2. Upon such resignation, the Member's name shall be removed from the Register of Members. The Member is considered to have ceased being a member on the date his name is removed from the Register of Members.

4.11.2. Deemed Withdrawal

4.11.2.1. In the event that:

4.11.2.1.1. a Competitive Swimmer or a Non-Competitive Swimmer does not complete the annual application for membership and all registration requirements for such swimmer within thirty (30) days of the commencement of registration procedures for a Registered Swimmer, or

4.11.2.1.2. a Member ceases to be in good standing for a period of at least thirty (30) days after being notified of the matters that put them out of good standing, which notice is made in writing by RDCSC (delivered by email at the Member's last email address on file with RDCSC),

and no arrangement satisfactory to the Board has been made with such Swimmer or Member to provide time for them to remedy the matters, then such Swimmer (or their parents/legal guardians, depending on the Swimmer's age) or other Member shall be deemed to have withdrawn from the swimming program and from membership in RDCSC.

4.11.2.2. In this case, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members and this Member will be deemed to have departed without good standing.

4.11.3. Expulsion

4.11.3.1. The Board may, by a 2/3rds majority vote of the full Board, at a meeting of Directors called for such a purpose, expel any Member for any cause that is deemed sufficient to protect the interests of RDCSC. Except for expulsion pursuant to Section 4.11.3.2 for indebtedness, where the Board is contemplating an expulsion of a Member, the Member shall get the same notice and opportunity to address the Board as set out in Sections 4.10.2 and 4.10.3.

4.11.3.2. The Treasurer or any other Officer shall submit to the Board of Directors the name of any Member that refuses or neglects to pay any indebtedness due

to RDCSC within thirty (30) days after formal request for payment has been made in writing, delivered by email or regular mail by RDCSC's Office Administrator or a Director. The Board of Directors may, by a 2/3rds majority vote of the full Board at a meeting of Directors called for such purpose whether the Member shall be expelled or retained. The Member shall not be notified of the meeting, or be entitled to appear at the meeting. The decision made by the Board at such meeting is not appealable by the Member. If the Board decides to retain the Member, with or without suspension, the Board may re-consider and vote again on expulsion for failure to pay indebtedness every twenty (20) days. The Board of Directors shall have the discretion to allow the Member to agree with the Board on a payment plan to allow them time to pay the arrears, but the Board may always reconsider expulsion in the event of the Member's continued refusal or neglect to make payment.

- 4.11.3.3. On passage of a resolution described in Sections 4.11.3.1 and 4.11.3.2, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date their name is removed from the Register of Members and this Member will be deemed to have departed without good standing.

4.12. Continued Liability for Debts Due

- 4.12.1. Although a Member ceases to be a Member by resignation or otherwise, they are liable for any debts owing to RDCSC at the date of ceasing to be a Member, unless the Board decides otherwise by unanimous vote.

4.13. Limitation on the Liability of the Members

- 4.13.1. No Member is, in his individual capacity, liable for any debt or liability of RDCSC.

4.14. Appeals

- 4.14.1. All appeals will be governed by RDCSC's Discipline, Complaints and Appeals Policy.

5. Meetings of RDCSC

5.1. Annual General Meeting

- 5.1.1. RDCSC will hold its Annual General Meeting on or before November 15 of each calendar year, in Red Deer, Alberta. The Board will set the place, day and time of this meeting and communicate this to the membership. The Board may, by a 2/3rds majority vote, determine to hold the Annual General Meeting by way of an online meeting through a video conferencing platform, broadcast live.
- 5.1.2. The Secretary shall mail or email a notice of meeting to each Member at least twenty-one (21) days before the Annual General Meeting. This notice shall state the place, date and time of the Annual General Meeting, any instructions to attend an online meeting, and any business requiring a Special Resolution. The agenda of the Annual General Meeting

shall be sent to all members of RDCSC at least 7 days prior to the date of the Annual General Meeting.

5.1.3. Agenda for the Annual General Meeting

The following matters shall be done at each Annual General Meeting:

5.1.3.1. Call to Order

5.1.3.2. Establishing Quorum

5.1.3.3. Appointment of Scrutineers

5.1.3.4. Adopting the agenda

5.1.3.5. Adopting the minutes of the last Annual General Meeting

5.1.3.6. President's report

5.1.3.7. Treasurer's report, which shall include a review of RDCSC's financial statements from the previous year, an overview of the budget for the current year and a review of the current fee schedule established by the Board

5.1.3.8. Committee Reports

5.1.3.9. Appointment of Auditors

5.1.3.10. Business specified in Notice of Meeting

5.1.3.11. Electing the Directors to fill vacant seats, and to hold offices of the President, Vice-President, Secretary, Treasurer, and two Directors at Large (or three Directors at Large, if no Past President sits on the Board); and

5.1.3.12. Other specific motions that any Members have given the Board notice of not less than eight (8) days before the date of the meeting.

5.1.4. A Quorum will be achieved if 20% of the number of Voting Members of RDCSC in good standing attend the Annual General Meeting.

5.2. Special Meeting of the Members of RDCSC

5.2.1. Calling of Special Meeting

A Special Meeting may be called at any time:

5.2.1.1. By a resolution of the Board of Directors to that effect; or

5.2.1.2. On written request of at least five (5) Directors. The request must state the reason for the Special Meeting and the motion(s) intended to be submitted at this Special Meeting; or

5.2.1.3. On the written request of at least 1/3 of the Voting Members. The request must state the reason for the Special Meeting and the motion(s) intended to be submitted at such Special Meeting;

and the Board may determine to hold the meeting in person or, if agreed by a 2/3 majority of the Board, online through a video conferencing platform, broadcast live.

5.2.2. Notice – The Secretary shall mail, e-mail or deliver a notice of meeting to each Member at least twenty-one (21) days before the Special Meeting. This notice shall state the place, time, and purpose of the Special Meeting, any instructions to attend an online meeting, and any business requiring a Special Resolution.

5.2.3. Agenda for Special Meeting – The agenda of the Special Meetings shall be sent to all members of RDCSC at least 7 days prior to the date of the Annual or Special Meeting. Only the matter(s) set out in the notice for the Special Meeting are considered at the Special Meeting.

5.3. A Quorum will be achieved if 20% of the number of Voting Members of RDCSC in good standing attend the Special Meeting.

5.4. Procedure at the Special Meeting – Any Special Meeting has the same method of voting as the Annual General Meeting.

5.5. Proceedings at the Annual General Meeting or a Special Meeting (collectively called “General Meetings”)

5.5.1. Attendance by the Public

5.5.1.1. General Meetings will be closed to the public except by invitation of the Board.

5.5.2. Failure to Reach Quorum

5.5.2.1. The President shall cancel the General Meeting if the quorum is not present within one-half (½) hour after the set time for commencement of the General Meeting. If cancelled, the General Meeting shall be rescheduled for that date which is one week following the original General Meeting date, at the same time and place (including online meetings). If quorum is not present within one-half (½) hour after the set time of the second General Meeting, that General Meeting will proceed with the Members in attendance.

5.5.3. Presiding Officer

5.5.3.1. The President shall chair every General Meeting of RDCSC. The Vice-President shall chair a General Meeting in the absence of the President.

5.5.3.2. If neither the President nor the Vice-President is present within one-half (½) hour after the set time for a General Meeting, the Members present shall choose one (1) of the Members to chair the General Meeting.

5.5.4. Adjournment

5.5.4.1. The President may adjourn to a future date any General Meeting with the consent of the Members at the meeting. The business conducted at an adjourned General Meeting shall only be the unfinished business from the initial meeting.

5.5.4.2. No notice is necessary if the General Meeting is adjourned for less than thirty (30) days.

5.5.4.3. RDCSC must give its Members notice when a General Meeting is adjourned for thirty (30) days or more. The Notice of Meeting must be the same as for any General Meeting.

5.5.5. Voting

5.5.5.1. Each Voting Member is entitled to vote at the General Meetings of RDCSC. Unless the Board specifies that a vote shall be by a show of hands, a secret ballot will be used to decide all votes and a Scrutineer may be appointed by the President for the purposes of counting the votes.

5.5.5.2. The President does not have a second or casting vote in the case of a tie vote. If there is a tie vote, the motion is defeated.

5.5.5.3. A Voting Member may not vote by proxy or by absentee ballot, and must attend a General Meeting in person (whether at the physical location of the meeting, or online if the meeting is held by videoconference, broadcast live).

5.5.5.4. A majority of votes of the Voting Members present decides each issue and resolution unless the issue is required by the Act or these Bylaws to be decided by a Special Resolution.

5.5.5.5. The President declares a resolution carried or lost. This statement is final and does not have to include the number of votes for and against the resolution.

5.5.5.6. The President decides any dispute on any vote. The President shall act reasonably and in good faith, and their decision is final.

5.5.5.7. In the event that voting will take place for the forming of a new Board, the Chair of the Nominations Committee (or in absence of such committee, the President) will put out a call for nominations in advance of the meeting. Nominations will be consolidated and a list of candidates will be made available to the membership at least 48 hours prior to the General Meeting. Nominations will close eight (8) days

prior to the General Meeting at which the vote will take place, provided that the Board shall have discretion to accept late nominations.

5.5.6. Failure to give notice of a meeting – No action taken at a General Meeting is invalid due to:

5.5.6.1. Accidental omission to give any notice to any Member;

5.5.6.2. Any Member not receiving any notice; or

5.5.6.3. An error in any notice that does not affect the meaning.

5.5.7. Written Resolution of all the Voting Members – All Voting Members may agree to and sign a resolution in lieu of holding a General Meeting. This resolution is as valid as one passed at a General Meeting, and the matter of the resolution does not need to be heard at a General Meeting. The date on the resolution is the date it is passed.

6. Governance of RDCSC

6.1. The Board of Directors

6.1.1. Governance and Management of RDCSC

6.1.1.1. The Board governs and manages the affairs of RDCSC. The Board, in concert with the Head Coach, will be responsible to determine the need for, and if necessary, hire a paid administrator to carry out the office management functions of the Club.

6.1.2. Powers and Duties of the Board

The Board has the power of RDCSC, except as stated in the Act. The powers and duties of the Board include:

6.1.2.1. Promoting the objectives of RDCSC;

6.1.2.2. Promoting membership of RDCSC;

6.1.2.3. Maintain and protecting RDCSC's assets and property;

6.1.2.4. Develop an annual budget for RDCSC;

6.1.2.5. Paying all expenses for operating and managing RDCSC;

6.1.2.6. Paying persons for services and protecting persons from debts of RDCSC;

6.1.2.7. Investing any extra monies realized by RDCSC;

6.1.2.8. Financing the operations of RDCSC, and raising monies;

6.1.2.9. Making policies for managing and operating RDCSC;

6.1.2.10. Approving all contracts for RDCSC;

6.1.2.11. Maintaining all accounts and financial records of RDCSC;

6.1.2.12. Making policies, rules and regulations for operating RDCSC;

6.1.2.13. Selling or disposing of any of the property of RDCSC; and

6.1.2.14. Without limiting the general responsibility of the Board, delegating certain powers and duties to paid and unpaid staff as appropriate; but

the Board may not authorize an expenditure that exceeds \$20,000.00 and that is not already included in the budget approved at the last General Meeting unless such expenditure is approved by Special Resolution at a Special Meeting.

6.1.3. Election to the Board

Any Voting Member wishing to run for the position of a Director/Officer or a Director at Large position must submit their name (or have their name submitted by nominator) to the Chair of the Nominations Committee (or in absence of such committee, to the President) no less than eight (8) days before an Annual General Meeting or other General Meeting at which Directors and Officers are to be elected. Only Voting Members in good standing will be eligible to be elected to the Board.

6.1.4. Composition of the Board and Length of Term

The Board consists of seven (7) Directors, all of whom are elected by the Voting Members at an Annual General Meeting, subject to the provisions of Section 6.1.5.3 of these Bylaws. Of the Directors, four will hold the offices of: President, Vice-President, Secretary and Treasurer. There may be a Past President and two Directors at Large (who hold no position as an officer), or there may be three Directors at Large. Each Member elected to the Board will serve a term consisting of two years before having to stand for re-election, except that a President who has completed his/her term may choose to stay on the Board for a third year, in the office of "Past President". If there is no sitting Past President, then the seventh seat on the Board will be designated as a "Director at Large" position, and it will be for a term of one year. The rotation of the Board positions will be managed by the Board so that, as far as possible, each season at least two Director positions will be up for election at the Annual General Meeting. Any Voting Member in good standing may run for a Board position, however, only one Member from the same immediate family may serve as a Director at a time. There is no maximum number of terms or number of years that a Member may serve as a Director.

6.1.5. Resignation or removal of a Director

- 6.1.5.1. Any Director may resign from their position by giving the Board at least thirty (30) days' notice in writing. The resignation takes effect either at the end of the 30 day notice period, or upon such other date as the resigning Director and the Board may agree.
- 6.1.5.2. Voting Members may remove any Director before the end of that Director's term by way of a majority vote at a Special Meeting called for the purpose of removing that Director.
- 6.1.5.3. If a Director position becomes vacant during the year, the Board shall put out to the Members (via email and on RDCSC's website) a call for volunteers or nominations of Voting Members to fill that Director position. The volunteers and nominees will be considered by the Board, and the Board will appoint one Voting Member to fill the position. If a unanimous choice cannot be arrived at by the Board, then a Board vote will take place to select the new Director by majority vote. The President will decide a tied vote. The term of such appointed Director shall end at the next occurring Annual General Meeting. The appointed Director may submit their name to be re-elected to their position at the vote to be held at the Annual General Meeting.

6.1.6. Meetings of the Board

- 6.1.6.1. The Board shall hold meetings at regular intervals throughout the year, but not less than once quarterly.
- 6.1.6.2. The President shall call all meetings of the Board. The President must call a meeting of the Board upon the written request of any two or more Directors, which request must state the business to be done at the requested meeting.
- 6.1.6.3. There will be a minimum of five (5) days' notice given by telephone or e-mail to all Directors to call a Board meeting, provided that the Directors, by unanimous agreement, may waive such notice and hold a Board meeting at any time.
- 6.1.6.4. A majority of the Directors present at any Board meeting is a quorum.
- 6.1.6.5. If there is no quorum, the President shall adjourn the meeting to a new date set by the President, to be no less than five (5) days from the original meeting date, unless agreed otherwise by the Directors unanimously (including any absent Directors).
- 6.1.6.6. Each Director, including those who hold the offices of President and Past President, has one (1) vote.
- 6.1.6.7. Except as provided for in Section 6.1.5.3 of these Bylaws, the President does not have second or casting vote in the case of a tie vote, in which case a tie vote means the motion is defeated.

- 6.1.6.8. Meetings of the Board are open to Members of RDCSC to attend and observe, except that no persons other than Directors may attend any “in camera” meetings or portions of meetings of the Board. The Board shall determine what meetings, or portions of meetings, shall be held “in camera”, and what business will be transacted then by the Board. Members attending at a Board meeting are only permitted to participate in a discussion if and when invited to do so by the Board. A majority of the Directors present may ask any person who is in attendance at Board meeting, but who is not a Director, to leave.
- 6.1.6.9. All Directors may agree to and sign a resolution. Such unanimous written resolution is as valid as one passed at any Board meeting. It is not necessary to give notice or to call a Board meeting to pass such unanimous resolution. The date on the written resolution is the date it is passed and the date it becomes effective.
- 6.1.6.10. A meeting of the Board may be held in person, by conference call, by video conference, or by any other electronic means. Directors who participate by telephone, computer or other electronic means where they are able to hear the other Directors, and other Directors are able to hear them is considered to be present at the meeting.
- 6.1.6.11. Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.

6.2. Officers

- 6.2.1. The Officers of RDCSC are the President, Vice-President, Secretary, Treasurer and Past President.

6.3. Duties of the Officers of RDCSC

6.3.1. The President:

- 6.3.1.1. Supervises the affairs of the Board;
- 6.3.1.2. When present, chairs all meetings of Members and the Board;
- 6.3.1.3. Is an ex officio member of all Committees;
- 6.3.1.4. Acts as a spokesperson for RDCSC;
- 6.3.1.5. Calls for the Annual General Meeting, Special Meetings and the meetings of the Board;
- 6.3.1.6. Approves constitution of special committees as required;
- 6.3.1.7. Sits on the Personnel Committee that is responsible for all hiring of employees of RDCSC;

6.3.1.8. Is responsible for the administration of any performance reviews for the Head Coach and staff as required under the terms of their contracts for matters associated with professional development and compensation; and

6.3.1.9. Carries out other duties as assigned by the Board.

6.3.2. The Vice-President:

6.3.2.1. Presides at a Members meeting or Board meeting in the President's absence. If the Vice-President is absent, the Voting Members elect a Chairperson for a Members meeting, and the Directors elect a Chairperson for a Board meeting;

6.3.2.2. Initiates an annual review by the Board of all RDCSC Bylaws and Policies; and

6.3.2.3. Carries out other duties assigned by the Board.

6.3.3. The Secretary:

6.3.3.1. Attends all Members meetings and Board meetings ;

6.3.3.2. Maintains and files accurate minutes of all Members and Board meetings;

6.3.3.3. Along with the President and Vice-President, manages the Board's correspondence;

6.3.3.4. Ensures that all notices of meetings and agendas for meetings are sent;

6.3.3.5. Ensures that the annual return, changes in the directors of the organization, amendments in the bylaws and other corporate documents are filed in accordance with the Act;

6.3.3.6. Maintains copies of RDCSC's Bylaws, Policies, Codes of Conduct, rules and regulations; and

6.3.3.7. Carries out other duties assigned by the Board.

6.3.4. The Treasurer:

6.3.4.1. Makes sure all monies paid to RDCSC are deposited in an account in RDCSC's name at a designated bank/credit union as chosen by the Board;

6.3.4.2. Ensures detailed account of revenues and expenditures is presented to the Board at each Board meeting or as requested;

6.3.4.3. Ensures the annual financial statements and budget for RDCSC is prepared and presented to the Members at the Annual General Meeting;

6.3.4.4. Chairs the Finance Committee of the Board;

6.3.4.5. Ensures that RDCSC's bank is kept up to date with the names of those Directors and any employees who have signing authority for RDCSC accounts, and authority for online access to accounts and/or to bill payment approval systems;

6.3.4.6. Recommends policies on banking and the investment of funds to the Board;

6.3.4.7. Establishes policies for Board and committee expenditures;

6.3.4.8. Arranges annual audit of RDCSC's financial records; and

6.3.4.9. Carries out other duties assigned by the Board.

6.3.5. The Past President:

6.3.5.1. Shall assist with the orderly transition of Directors to and from the Board, and shall assist the President in the President's duties; and

6.3.5.2. Carries out other duties assigned by the Board.

6.4. Board Committees

6.4.1. Establishing Committees

6.4.1.1. The Board may appoint committees to advise the Board or execute tasks on behalf of RDCSC.

6.4.2. General Procedures for Committees

6.4.2.1. A Director or a Member appointed by the Board chairs each committee created by the Board;

6.4.2.2. The Chairperson of each committee shall call the meetings of that committee. Each committee shall:

6.4.2.2.1. Record minutes of its meetings;

6.4.2.2.2. Distribute these minutes to the committee members and to the Board;

6.4.2.2.3. Provide reports to the Board at the request of any Director either verbally or in writing as requested by the Director; and

6.4.2.2.4. Notwithstanding the foregoing, where a committee is comprised of one person, then no minutes of meetings need be kept, but such

committee shall provide reports to the Board as set out in Section 6.4.2.2.3.

6.5. Standing Committees

6.5.1. The Board will establish the following standing committees:

6.5.1.1. Personnel Committee; and

6.5.1.2. Finance Committee; and

6.5.1.3. Grant Application Committee.

6.5.2. The Personnel Committee:

6.5.2.1. Consists of the President and a minimum of two other Directors, and they will choose a Chairperson from among them. The Board may, but shall not be required, to appoint additional Members to this committee.

6.5.2.2. Is responsible for:

6.5.2.2.1. Upon the Board identifying the need of RDCSC to hire an employee, developing for the Board's approval a job description, qualifications, and performance appraisal system for the Head Coach and any other paid employees of RDCSC, other than the Assistant Head Coach and other coaches, whose job description, qualifications and performance appraisal are the primary responsibility of the Head Coach;

6.5.2.2.2. Recommending to the Board the salary or wage that RDCSC intends to offer for any vacant position

6.5.2.2.3. advertising positions for which RDCSC intends to hire an employee and otherwise seeking qualified applicants;

6.5.2.2.4. interviewing candidates for such positions;

6.5.2.2.5. recommending one or more candidates for such positions to the Board for approval;

6.5.2.2.6. At the Board's direction, offering an employment position to an applicant;

6.5.2.2.7. Recommending policies on personnel to the Board, including recruiting, hiring, evaluation and dismissal, contracts of employment, salary and employee benefits;

6.5.2.2.8. Acting as a mediator for personnel issues; and

6.5.2.2.9. Carrying out such related duties as may be requested by the Board.

6.5.3. The Finance Committee

6.5.3.1. Consists of the Treasurer, who is the Chairperson, and a minimum of two (2) other Directors. The Board may, but shall not be required, to appoint additional Members to this committee.

6.5.3.2. Is responsible for:

- 6.5.3.2.1. Recommending budget policies to the Board; and
- 6.5.3.2.2. Investigating and making recommendations to the Board for acquiring funds and equipment; and
- 6.5.3.2.3. Carrying out other related duties as may be requested by the Board.

6.5.4. Grant Application Committee

6.5.4.1. Consists of a minimum of two Directors, who will choose a Chairperson from among themselves. The Board may, but shall not be required, to appoint Members to this committee.

6.5.4.2. Is responsible for:

- 6.5.4.2.1. Identifying grants and other funding opportunities that RDCSC may be eligible for;
- 6.5.4.2.2. Consulting with the Board and the Head Coach as to the proposed use or project that funding shall be applied for;
- 6.5.4.2.3. Preparing grant and funding applications for approval by the Board, and submitting approved applications;
- 6.5.4.2.4. Monitoring the award of grants and other funding;
- 6.5.4.2.5. Working with the Board and Treasurer to appropriately spend and track any funds awarded to RDCSC pursuant to its applications;
- 6.5.4.2.6. Ensuring that RDCSC complies with any reporting requirements for such grants/funding; and
- 6.5.4.2.7. Carrying out other related duties as may be requested by the Board.

7. Finance and Other Management Matters

7.1. The Registered Office

7.1.1. The Registered Office of RDCSC is currently located in Red Deer, Alberta at #2, 4810 – 50 Avenue. The Registered Office may only be changed by the majority vote of the Directors.

7.2. Finance and Auditing

7.2.1. The fiscal year of RDCSC begins September 1 and ends August 31 of each year.

7.2.2. There must be an audit of the books, accounts, and records of RDCSC at least once each year. This audit will be carried out by two (2) Members of RDCSC, with support from the Treasurer. It is preferable if the auditors have some experience in this regard. At each Annual General Meeting of RDCSC, the Treasurer will present the audited financials to the membership.

7.3. Cheques and Contracts of RDCSC

- 7.3.1. Any two members of the Board of Directors may endorse cheques drawn on the monies and accounts of RDCSC, and may authorize the release or transfer of funds electronically from RDCSC's accounts. The President or Vice-President may authorize the office administrator employed by RDCSC to be one of two signatories on cheques or one of two authorizing releases for amounts required to pay regular expenses associated with the running of RDCSC, but in all cases, a second signature or authorization must be made by a Director.
- 7.3.2. All contracts of RDCSC must be signed by one or more Directors or other persons authorized to do so by resolution of the Board.

7.4. Keeping and Inspection of the Books and Records of RDCSC

- 7.4.1. The Secretary shall arrange for the keeping of RDCSC's Minute Book at the Registered Office of RDCSC, and shall only remove it with the approval of the Board.
- 7.4.2. The Secretary shall keep minutes of all meetings of Members and of the Board. Minutes of in camera meetings or portions of meetings shall be kept separately from minutes of meetings where proceedings were not determined by the Board to be held "in camera".
- 7.4.3. The Board keeps and files all necessary books and records of RDCSC as required by the Bylaws, the Act, and any other statute or law.
- 7.4.4. A Member wishing to inspect certain minutes, documents or financial records of RDCSC must give reasonable notice to the President or the Secretary of RDCSC of the Member's wish to do so, and identify what minutes, documents or financial records the Member wishes to inspect. A Member shall not be given access to in camera minutes, personal information of other Members or staff of RDCSC, or other information, documents or records that the Board determines in its sole discretion, acting reasonably, to be confidential, or contain confidential, personal or sensitive information.
- 7.4.5. Unless otherwise permitted by the Board, such inspections will take place at the Registered Office, during normal business hours and under the supervision of a Director or RDCSC staff.

7.5. Fundraising

- 7.5.1. RDCSC may raise funds to meet its objectives and operations. The Board shall decide the type, goal, use of funds and timing of all fundraising activities, taking into account the recommendations of any fundraising committee that may be struck from time to time.

7.6. Payments

- 7.6.1. No Member, Director or Officer of RDCSC shall receive any payment for their services as a Director, Officer, Member, committee member or volunteer. Notwithstanding the foregoing, RDCSC may:

- 7.6.1.1. establish a system of awarding points to Members for acting in certain capacities for RDCSC (including Director, Officer, committee member and volunteer); and
- 7.6.1.2. offer an honorarium or small gift to employees (who may also be Members) and coaching volunteers (who may also be Members);

and the awarding of points for Members acting in these capacities and the offering of honorariums or small gifts to such employees and coaching volunteers shall be deemed not to be "payment", and shall be permitted.

- 7.6.2. Reasonable expenses incurred by a Director, Officer, Member, committee member and volunteer while carrying out duties of RDCSC may be reimbursed upon Board approval.

7.7. Protection and Indemnity of Directors and Offices

- 7.7.1. Each Director and Officer holds office with protection from RDCSC. RDCSC shall indemnify and hold harmless out of the funds of RDCSC each Director and Officer and their heirs, executors and administrators from and against 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 and/or Officer. RDCSC shall not indemnify or protect any Director and Officer from all costs or charges that result from that person's own acts of fraud, dishonesty, or bad faith.
- 7.7.2. No Director or Officer is liable for the acts of any other Director, Officer or employee of RDCSC. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with RDCSC. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in his or her role for RDCSC, unless the act is fraud, dishonesty or bad faith.
- 7.7.3. RDCSC shall, at all times, maintain in force such directors and officers liability insurance as may be approved by the Board.

8. Amending the Bylaws

- 8.1. These Bylaws may be cancelled, altered or added to by a Special Resolution at any Annual General or Special Meeting of RDCSC.
- 8.2. The twenty-one (21) day notice given in advance of an Annual General Meeting or Special Meeting of RDCSC must include details of any proposed resolution to change the Bylaws.
- 8.3. The amended bylaws take effect after both the approval of the Special Resolution at the Annual General Meeting or Special Meeting and the acceptance of such amended bylaws by the Corporate Registry of Alberta.

9. Distributing Assets and Dissolving RDCSC

- 9.1. RDCSC does not pay any dividends or distribute its property among its Members.

- 9.2. If RDCSC is dissolved, any funds or other assets remaining after paying all the debts of RDCSC are to be paid to one or more not for profit organizations in Alberta with objects similar to those of RDCSC.
- 9.3. Where it is anticipated that funds or other assets will be remaining after all debts of RDCSC are paid, then prior to dissolution the Voting Members shall select, by majority vote, one or more organizations to receive the funds or other assets by special resolution. In no event shall any Member receive any assets of RDCSC.

10. Policies and Procedures

- 10.1. Policies and Procedures are defined as general organizational guidelines for the benefit of the Directors, Officers, Members and employees of RDCSC.
- 10.2. Policies may be enacted by the Board at its discretion, or upon recommendation from an RDCSC Committee, or as a result of a request or requirement of SAA or Swimming Canada. All Members of RDCSC will be required to abide by any Policies and Procedures in effect from time to time.
- 10.3. All Policies or Procedures will be reviewed annually by the Board.

11. Adoption of These Bylaws

- 11.1. These Bylaws are ratified by a Special Resolution of the Members of RDCSC present and entitled to vote at a Meeting of Members duly called and held on October 24, 2022.
- 11.2. In ratifying these Bylaws, the Members of RDCSC repeal all prior Bylaws of RDCSC, provided that such repeal does not impair the validity of any action done pursuant to the repealed Bylaws when they were in force.