



**RED DEER CATALINA SWIM CLUB
BY-LAWS**

(Approved 18/11/2009)

These By-Laws have been agreed upon for the government of the Red Deer Catalina Swim Club, until such time as they are altered in accordance with the provisions of the Societies Act.

By-Law #1 – Affiliation:

The organization is an integral part of the Swimming/Natation Canada (1990) and Swim Alberta Association and shall have the same objectives and follow all the Swimming By-Laws and Constitution of the parent organizations except where otherwise stated in the Red Deer Catalina Swim Club By-Laws.

By-Law #2 - Definitions:

IN THESE BY-LAWS:

- (a) The word "AMATEUR" means an amateur as defined by the By-Laws of Swimming/Natation Canada and regulations passed thereunder.
- (b) The word "CLUB" shall mean a body corporate or division thereof or organized group of persons and having as its or their main objective instruction of swimming and participation in competitive swimming or either of them.
- (c) The word "BOARD" means the Board of Directors of Red Deer Catalina Swim Club.
- (d) The word "DIRECTOR" means any person elected or appointed to the Board.
- (e) The word "OFFICER" means any officer listed in By-Law # 8.
- (f) The words "REGISTERED SWIMMER" shall mean a swimmer registered with Red Deer Catalina Swim Club and affiliated with Swim Alberta Association and Swimming/Natation Canada.
- (g) The word "MEMBER" refers to a registered swimmer over the age of 18, parent/guardian of a registered swimmer, or an approved associate member of a registered swimmer.
- (h) The words "ASSOCIATE MEMBER" refers to any adult person approved by the Board of Directors.
- (i) The letters "RDCSC" shall mean the Red Deer Catalina Swim Club.

By-Law #3 - Organization:

1. The organization of RDCSC shall comprise:

- (a) A Board of Directors
- (b) Officers, and
- (c) Members who shall be the affiliated RDCSC

By-Law #4 - Domicile:

The domicile of the headquarters of the Society shall be in Red Deer, Alberta.

By-Law #5 - Membership:

1. Admission of Members.

No individual will be admitted as a Member unless:

- (i) The candidate has made an application for membership in a manner prescribed by the RDCSC;
- (ii) The candidate has met certain criteria with regard to swimming standards that may be set by the coach and approved by the Board of Directors from time to time;
- (iii) The candidate has been approved by majority vote as a member by the Board or by any committee or individual delegated this authority by the Board;
- (iv) If, at the time of applying for membership the candidate is currently a Member, the candidate is a Member in good standing;
- (v) If the candidate was at any time previously a Member, the candidate was a Member in good standing at the time of ceasing to be a Member; and
- (vi) The candidate has paid dues as prescribed by the Board.

2. Every member shall uphold the constitution and comply with these by-laws.

3. A person shall cease to be a member of RDCSC

- (a) by delivering his resignation in writing to the secretary of RDCSC or by mailing or delivering it to the address of the RDCSC
- (b) on being expelled.
- (c) on having been a member not in good standing
- (d) on not having completed the annual application for membership within 30 days of the new fiscal year and been admitted as described in Bylaw 5.1 Admission of Members

4. (a) A member may be expelled by special resolution of the Board of Directors.

(b) The notice to the member of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.

(c) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at a meeting before the special resolution is put to a vote.

5. The Secretary shall submit to the Board of Directors the name of any member which refuses or neglects to pay any indebtedness due to the RDCSC within thirty (30) days after formal demand for payment has been made by the Office Administrator. The Board of Directors shall decide within thirty (30) days thereafter whether the club member shall be dropped or retained.

6. Any member may be expelled or granted a pardon for just cause by a two-thirds majority vote of the entire Board of Directors.

7. All members are in good standing except a member who's account has been in arrears for sixty (60) days or any other subscription or debt due and owing to RDCSC and is not in good standing so long as the debt remains unpaid.

By-Law #6 - Management:

1. The management of the RDCSC shall be vested in a Board of Directors.
2. The President, Vice-President, Past President, Secretary, Treasurer and two (2) additional directors elected for this purpose shall form a Board which shall be responsible for carrying on any routine business of the RDCSC in the interval between the Annual General Meetings.

By-Law #7 - Board of Directors:

1. The Board of Directors of RDCSC shall consist of seven directors as follows ;
 - (a) The Past President shall be a director and President, Vice-President, Secretary, Treasurer and two (2) other Directors elected by the voting delegates at an Annual General Meeting shall be Directors.
 - (b) If a vacancy occurs among the above noted Directors, The President, by resolution of the Board of Directors, may fill the vacancy by appointment to continue the unexpired term of office until the next Annual or General Meeting.
2. The Board of Directors shall meet as often as required to manage the business of the RDCSC and shall be called by the President or any two Directors.
3. Resignation of any Director shall become effective upon receipt of written notice to the President or Secretary of RDCSC.
4. Any Director or Officer may be removed by special resolution of the Society.
5. There shall be no remuneration for Directors or Officers.

By-Law #8 - Officers:

1. The Officers of RDCSC shall consist of: President; Vice-president; Secretary; Treasurer and Past President.
2. The selection of the Past President shall be automatic.

By-Law #9 - Duties of Officers:

1. The President shall:

- (a) Preside at all meetings of RDCSC and of the Board of Directors,
- (b) Call the Annual Meeting, Special Meetings of RDCSC and meetings of the Board of Directors.
- (c) Nominate special committees to consider and report on questions referred to them.
- (d) Be an ex-officio member of all committees.

2. The Vice-President shall:

- (a) In the absence of the President perform the duties of the President and be granted the same authority.

3. The Secretary shall:

- (a) Keep an accurate record of the proceeding of the Board of Directors and any RDCSC meetings,
- (b) Keep a register of the members in RDCSC, with the addresses and telephone numbers of the officers of each club and inform the Secretary of Swim Alberta Association (S/NC) accordingly,
- (c) Have charge of the Seal of the society which whenever used shall be authenticated by the signature of the Secretary and the President, or, in case of death or inability of either to act, by the Vice-President.

4. The Treasurer shall:

- (a) Be responsible for the collection and have charge of all monies belonging to RDCSC,
- (b) Pay all accounts when properly certified by the minutes of Directors,
- (c) Submit an interim financial statement at all meetings of the Board of Directors and an audited report at the Annual Meeting of RDCSC,
- (d) Ensure that auditors are elected at the Annual Meeting and,
- (e) Have the financial records available for scrutiny by official delegates to the Annual Meeting, on reasonable notice.

By-Law #10- Board of Directors Meetings:

1. All meetings of the Board shall be open.

2. Only Directors may be eligible to vote.

3. Visitors may be permitted to address the meeting and participate in debate with the permission of the Chairman.

4. Each Director, except the President shall have one vote on all matters brought forward at Board Meetings. The President shall have a vote in the event of a tie vote.

5. A total of five (5) members of the Board must be present at a Board meeting to constitute a quorum.

By-Law #11-Meetings of the Society:

1. (a) That an Annual General Meeting of the members shall be held preferably on or before November 15 in each year, at a time and place to be decided upon by the Board of Directors.

(b) Notice in writing to the last known address of each member shall be delivered personally or in the mail, or by email eight (8) days prior to the date of the meeting.

(c) At this meeting, there shall be elected President, Vice-President, Secretary, Treasurer, and two (2) additional directors.

(d) The officers and directors so elected shall form a Board, and shall serve until their successors are elected and installed,

(e) Any member in good standing shall be eligible to any office in RDCSC.

(f) General Meetings of RDCSC may be called at any time by the Secretary upon the instructions of the President or Board by notice in writing to the last known address of each member, delivered in the mail or in person or by email, eight (8) days prior to the date of such meeting.

(g) A Special Meeting of the members shall be called by the President or Secretary upon receipt of a petition signed by one-third of the members in good standing, setting forth the reasons for calling such meeting, which shall be by letter either in person or by mail to the last known address of each member, delivered in the mail eight (8) days prior to the meeting.

(h) An accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

2. Twelve (12) members in good standing shall constitute a quorum at any meeting.

3. The order of business at the Annual General Meeting shall be:

(a) Credentials of members,

(b) Minutes of the previous Annual Meeting and any Special Meetings held during the year,

(c) Unfinished business, either arising from the minutes read or other,

(d) Reports from the Directors,

(e) Report from Standing Committees,

(f) Business arising from the Reports,

(g) Revision of By-Laws,

(h) Notices of Motion,

(i) Establishment of Affiliation, Registration and Monthly Fees,

(j) Election of Auditors,

(k) New Business,

(l) Election of Directors, and

(m) Adjournment.

4. (a) Each affiliated swimmer shall be entitled to one vote to a maximum of 2 per registered family. For registered swimmers under the age of 18, a parent/guardian/associate member is entitled to cast their vote on behalf of the swimmer. Swimmers who are under the age of 18 are not entitled to cast a vote on their own behalf.
(b) There shall be no voting by proxy. No person shall carry more than one (1) vote.
(c) In all voting matters, a simple majority of the authorized voting delegates registered and in attendance shall decide except as otherwise provided.
(d) Directors, except the President shall be entitled to vote at all meetings of RDCSC. The President shall have a vote in the event of a tie vote.

5. All decisions reached at the Annual or Special Meetings shall be binding on all members.

6. Notices of Motion shall be in writing and must be in the hands of the secretary not later than thirty (30) days prior to the date of the Annual and Special Meetings. The Secretary shall immediately upon receipt of such Notice of Motion forward a copy to each Director of RDCSC.

8. The agenda of the Annual and Special meetings shall be sent to all members of RDCSC eight (8) days prior to the date of the Annual or Special Meetings.

By-Law #12 - Annual Fees:

1. The annual RDCSC membership fee, monthly fees and payment schedule(s) shall be established at the Annual Meeting or a Special Meeting.

By-Law #13 - Resolutions:

No decision or resolution that has been passed at a Board of Directors Meeting of RDCSC shall be rescinded without a Notice of Motion and voted on by the Board of Directors.

By-Law #14 – Finance and Auditing:

1. The financial books, accounts and records of RDCSC shall be audited at least once each year by a duly qualified accountant or by two members of the society elected for that purpose at the Annual Meeting.

2. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the next Annual Meeting of RDCSC.

3. The financial year of the RDCSC shall be September 1 to August 31.

4. The books and records of the society may be inspected by any member of RDCSC at the Annual Meeting or at anytime upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same.

5. Each member of the Board shall at all times have access to such books and records.

By-Law #15 - Borrowing Money:

For the purpose of attaining its objectives, the Association may borrow or receive or secure the payment of money as approved by special resolution of RDCSC at an Annual or Special Meeting.

By-Law #16 - Seal:

The Board of Directors may adopt a seal to be used for all proper purposes of the society and such seal shall be affixed to any documents requiring a seal, by such Officers as may be authorized from time to time by the Board of Directors. Custody of the Seal is to be the responsibility of the Secretary.

By-Law #17 - Records of Society:

1. Minutes shall be kept by the Secretary of all Board of Directors Meetings, and of all Annual and Special meetings.

2. The Treasurer shall open books and records for the purpose of showing receipts and expenditures of the RDCSC. Such books shall be available for inspection by any member on reasonable notice.

By-Law #18 - Returns:

The Secretary shall file with the Registrar pursuant to the provision of the Societies Act all returns required under the Statute.

By-Law #19 – Policies and Procedures Manual:

1. Policies and Procedures are defined as general organizational guidelines for the benefit of the Board of Directors, RDCSC Officers and members.

2. Standing Orders may be:
 - (a) issued by the Board of Directors, or
 - (b) recommendations from RDCSC officers or Committee Chairmen in their respective reports to the Annual Meeting, if approved by a simple majority of those in attendance at the Meeting, and
 - (c) decisions or resolutions passed at the Annual, or Special meetings of the RDCSC.

3. All Policies and Procedures may be reviewed annually by the Board of Directors.

By-Law #20 - Parliamentary Practices:

In the absence of rulings in the By-Laws of the RDCSC, the proceedings of Meetings of the Board of Directors and of the RDCSC shall be conducted in accordance with established parliamentary practices.

By-Law #21 – Protection and Indemnity of Directors and Officers:

1. Each Director or Officer holds office with protection from the Society. The Society indemnifies each Director or Officer against all costs or charges that result from any act done in their role for the Society. The Society does not protect any Director or Officer for acts of fraud, dishonesty or bad faith.

2. No Director or Officer is liable for the acts of any other Director, Officer or employee. 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 the Society. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in his role for the society, unless the act is fraud, dishonesty or bad faith.

By-Law #22 - By-Laws:

1. The By-Laws shall be reviewed bi-annually by the Board of Directors, and

2. The By-Laws of this society shall not be rescinded, altered, or added to except by “Special Resolution” of this Society, which means:

(a) a resolution passed

(i) at a general meeting of which not less than 21 days notice specifying the intention to propose the resolution has been duly given, and

ii) by the vote of not less than 75% of those members who attend, if entitled to do so, and vote in person.

(b) a resolution proposed and passed as a special resolution at a General Meeting of which less than 21 days' notice has been given, if all the members entitled to attend and vote at the General Meeting so agree, or

(c) a resolution consented to in writing by all the members who would have been entitled to at a general meeting to vote on the resolution in person.