



# Oak Bay Summer Swim Club Bylaws

## **BYLAWS OF THE OAK BAY SUMMER SWIM CLUB (the "Society")**

### **Part 1: Definitions and Interpretation**

#### 1.1 In these Bylaws:

- a) "Act" means the *Societies Act* of British Columbia as amended from time to time;
- b) "Society" means the Oak Bay Summer Swim Club;
- c) "Member" means a person who holds membership in accordance with these bylaws;
- d) "Former Member" means a Member at the conclusion of the Summer Season that immediately preceded the Annual General Meeting but who, at the time of the Annual General Meeting, does not have a Registered Club Swimmer;
- e) "Directors" means the Directors of the Society;
- f) "General Meeting" means a meeting of Society Members;
- g) "Board" means the Directors of the Society;
- h) "Winter Season" means the swim season that runs from October 1<sup>st</sup> each year to April 30<sup>th</sup> of the following year;
- i) "Summer Season" means the swim season that runs from May 1<sup>st</sup> to September 30<sup>th</sup> of each year;
- j) "Registered Club Swimmers" means those swimmers whose registration is complete and whose fees and other expenses as assessed by the Society are paid in their entirety for either the Summer Season or the Winter Season, as determined by the Registrar of the Society.

#### 1.2 The definitions in the Act apply to these Bylaws.

#### 1.3 If there is a conflict between these Bylaws and the Act or regulations under the Act, the Act or the regulations, as the case may be, prevail.

## **Part 2 – Membership**

- 2.1 The following persons hold membership in the Society:
  - a) one parent or guardian for each Registered Club Swimmer, aged 18 years old and younger, as identified as the “primary parent/guardian” in the Registered Club Swimmer’s registration documents; and,
  - b) Registered Club Swimmers aged 19 and over.
- 2.2 Membership in the Society for the Winter Season expires on April 30th of each year.
- 2.3 Membership in the Society for the Summer Season expires on September 30th of each year.
- 2.4 A Member may be expelled from the Society by a secret ballot vote of 2/3 of Members, irrespective of the number of votes that Member may cast, present at any General Meeting if their conduct is determined to be improper, unbecoming, or likely to endanger the interest or reputation of the Society or if the Member has willfully committed a breach of the Society’s constitution, Bylaws or policies.
- 2.5 A Member may not be expelled in accordance with section 2.4 without being given:
  - a) at least fourteen days’ written notice of the charge or complaint against the Member;
  - b) at least fourteen days’ written notice of the date, time, and place of the meeting at which the charge or complaint will be heard; and,
  - c) the opportunity to be heard by the Members at the meeting prior to the vote being called.

## **Part 3 – Directorate**

- 3.1 The Board is the governing and administrative body of the Society.
- 3.2 The Board is responsible for the management of the affairs of the Society.
- 3.3 The Board shall consist of the following elected directors:
  - a) one President;
  - b) one Registrar;
  - c) one Treasurer; and,
  - d) at least two and no more than five, directors at large.
- 3.4 The individual who held the President position immediately prior to the current President holds the position of Past President and is a non-elected Director of the Board.
- 3.5 The Past President is appointed for a term that expires at the next Annual General

Meeting.

- 3.6 Each Director, except for the past President, shall be elected from the membership at the Annual General Meeting.
- 3.7 The election for each Director position, except for the past President, shall be held separately.
- 3.8 Each Director, including the past President, is appointed for a term that expires at the next Annual General Meeting, unless re-elected.
- 3.9 If a Director position, except for the past President position, becomes vacant prior to the Annual General Meeting, the Board, by simple majority, may appoint a Member as a temporary Director to fill the vacant position.
- 3.10 If the Board appoints a Member as a temporary director in accordance with section 3.9, the temporary director is appointed for a term that expires at the next Annual General Meeting.
- 3.11 No act or proceeding of the Directors is invalid, only by reason of there being less than the prescribed number of directors in office.
- 3.12 The Board shall hold a Board meeting within 30 days of the Annual General Meeting and thereafter the Board shall hold a Board meeting not less than once every 60 days.
- 3.13 The Board shall keep the minutes of all Board meetings.
- 3.14 If a Director fails to attend three scheduled Board meetings between Annual General Meetings, the director shall be deemed to have resigned from the Board unless the Board votes by simple majority to allow the director to remain a director of the Society.
- 3.15 The Board may vote to remove a Director before the expiration of their term of office.
- 3.16 A Director may only be removed from office by a vote of at least 2/3 of the Board members, excluding the past President.
- 3.17 A Director may not be removed in accordance with section 3.15 without being given:
  - a) at least fourteen days' written notice of the Board's intention to vote on the Director's removal from office;
  - b) at least fourteen days' written notice of the date, time and place of the meeting at which the vote regarding the Director's removal from office will occur;

- c) the opportunity to be heard by the Board prior to the vote being called; and,
- d) any vote shall be by secret ballot.

3.18 No Director shall be remunerated or accept any personal benefit, monetarily or otherwise, for serving as a Director.

3.19 A Director shall be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the Society, subject to Board approval.

#### **Part 4 – Role of Directors**

4.1 The President is a voting member of the Board and shall:

- a) chair Board meetings;
- b) supervise other directors, committees, and coaches in the execution of their duties;
- c) ensure that the Society operates in a manner to foster the long-term operation and success of the Society;
- d) represent the Society's interests with regard to the media and other outside bodies, such as government, sport or private funding bodies;
- e) ensure that Members are kept informed of matters of importance to the Society; and,
- f) shall submit an annual report at the Annual General Meeting.

4.2 The Treasurer is a voting member of the Board and shall:

- a) chair meetings in the absence of the President;
- b) monitor and promote the financial solvency of the Society;
- c) supervise the preparation of an annual budget;
- d) maintain all financial records and prepare all financial statements as required;
- e) oversee the maintenance and operation of the Society's financial accounts including the disbursement of, and deposit of, monies belonging to the Society; and,
- f) submit an annual financial report at the Annual General Meeting.

4.3 The Registrar is a voting member of the Board and shall:

- a) chair meetings in the absence of the President and Treasurer;
- b) ensure the Society complies with the rules of the B.C. Summer Swimming Association and Vancouver Island Region related to the registration of all swimmers within the Society and the B.C. Summer Swimming Association; and,
- c) maintain all records relating to the registration of swimmers within the Society.

4.4 Directors at Large are voting members of the Board whose roles and responsibilities will be determined by the Board.

- 4.5 The Past President is a non-voting member of the Board who shall serve in an advisory and consultative capacity.

### **Part 5 – Board Meetings**

- 5.1 The Board may meet at any place, including any electronic or virtual place, appropriate to dispatch business and may adjourn and otherwise regulate its meetings and proceedings, as it sees fit.
- 5.2 Issues to be determined at Board meetings shall be decided by a simple majority of votes of the voting Directors.
- 5.3 If there is no simple majority of votes, the issue is deemed to have failed.
- 5.4 At Board meetings, directors are not permitted to vote by proxy.
- 5.5 A quorum for a Board meeting is at least three directors, not including the past President.
- 5.6 No business shall be transacted at a Board meeting unless the quorum of directors is present.

### **Part 6 – Committees**

- 6.1 The Board may appoint committees as necessary.
- 6.2 The Board shall appoint a chair for each committee formed.
- 6.3 The chair of the committee is directly responsible to the Board.
- 6.4 The Board may delegate any, but not all, of its powers to the committee.
- 6.5 The chair of the committee shall carry out their duties as requested by the Board and shall report to the Board as requested.
- 6.6 The chair of the committee shall keep minutes of all committee meetings and provide a copy of the meeting minutes to the Board. The Board shall maintain committee meeting minutes on file.
- 6.7 Committees may meet and adjourn as the committee deems appropriate.

## **Part 7 – General Meetings**

- 7.1 At least one General Meeting must be held during both the Winter Season and the Summer Season.
- 7.2 The Board shall determine the time and place of the General Meeting.
- 7.3 The Board shall give at least seven days' notice of General Meetings to Members.
- 7.4 The Board may give notice of the Annual General Meeting using the e-mail address that appears on Members' registration documents held by the Society.
- 7.5 The Board shall keep the minutes of all General Meetings. The Board shall maintain all meeting minutes on file.
- 7.6 A quorum for a General Meeting is at least ten Members, irrespective of the number of votes the Members are entitled to cast.
- 7.7 No business shall be transacted at a General Meeting unless the quorum of Members is present.
- 7.8 The order of business at a General Meeting is as follows:
  - a) call to order by the Chair;
  - b) determination of a quorum;
  - c) approval of the agenda;
  - d) approval of the minutes from the last General Meeting;
  - e) address of any unfinished business from the last General Meeting; and,
  - f) address agenda items.
- 7.9 Issues to be decided at a General Meeting shall be decided by a simple majority of votes of Members.
- 7.10 If there is no simple majority of votes, the issue is deemed to have failed.

## **Part 8 – Annual General Meeting**

- 8.1 The Annual General Meeting of the Society shall be held during the month of October in each year on a date to be determined by the Board.
- 8.2 The Annual General Meeting may constitute the Winter Season General Meeting.
- 8.3 The Board shall give notice of the Annual General Meeting at least seven days in advance of the Annual General Meeting.

- 8.4 The Board shall give notice of the Annual General Meeting to Members and those who were Members at the conclusion of the Summer Season that immediately preceded the Annual General Meeting but who, at the time of the Annual General Meeting, do not have a Registered Club Swimmer ("Former Member").
- 8.5 The Board may give notice of the Annual General Meeting using the e-mail address that appears on the registration documents held by the Society.
- 8.6 The order of business at an Annual General Meeting is as follows:
- a) call to order by the Chair;
  - b) determination of a quorum;
  - c) approval of the agenda;
  - d) approval of the minutes from the last General Meeting;
  - e) handle unfinished business from the last General Meeting;
  - f) receive the President's annual report;
  - g) receive the Treasurer's report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements;
  - h) receive any other reports of directors' activities and decisions since the previous Annual General Meeting; and,
  - i) elect directors.
- 8.7 Voting by Members at the Annual General Meeting is to occur in the manner set out in Part 9 of the Bylaws.
- 8.8 Former Members are entitled to vote at the Annual General Meeting during the election of the directors only.
- 8.9 Former Members are not permitted to vote at the Annual General Meeting on any other matters arising at the Annual General Meeting.
- 8.10 Former Members are entitled to one vote per each Registered Club Swimmer in that Member's family who were registered at the conclusion of the immediate preceding Summer Season.
- 8.11 Former Members are not permitted to vote by proxy at the Annual General Meeting.

## **Part 9 – Voting at General Meetings**

- 9.1 At a General Meeting, voting shall be by a show of hands, an oral vote or another method to be determined by the Chair, which discloses the intention of the voting Members, unless, before or after such a vote, two or more Members request a secret ballot or a secret ballot is directed by the Chair of the meeting, in which case voting must be done by secret ballot.
- 9.2 Each Member is entitled to one vote per each Registered Club Swimmer in that Member's family.
- 9.3 If a Member is unable to attend a General Meeting, voting by proxy is permitted.
- 9.4 Proxy votes must be in the form set out in Form "A".
- 9.5 If voting by proxy vote, the Member must complete Form "A" and provide it to the Registrar or Registrar's delegate at least three hours in advance of the start of the General Meeting.
- 9.6 If the proxy vote is not in compliance with sections 9.4 and 9.5, the vote is deemed invalid and not counted.

## **Part 10 – Extraordinary General Meetings**

- 10.1 The Board or 10% of Members, irrespective of the number of votes that Member may cast at a General Meeting, may call an extraordinary General Meeting, upon giving seven days' notice of such meeting to the Board and the Members of the Society.
- 10.2 Extraordinary General Meetings shall be governed by the Bylaws regarding general meetings.

## **Part 11 – Rules and Regulations**

- 11.1 The Board and the Members shall abide by the Rules and Regulations of the B.C. Summer Swimming Association.

## **Part 12 – Coaches**

- 12.1 The Board is responsible for hiring coaches, as required, upon hearing recommendations from any committee appointed to assist with the hiring decision.



12.2 Coaches shall perform the duties required of them by the Board.

### **Part 13 – Financial Matters**

13.1 The Society shall raise funds and accept donations to fulfill the objectives of the Society.

13.2 The President, Registrar, and Treasurer shall be signatories on the financial accounts of the Society and any cheques issued by the Society must be signed by any two of the three signatories.

13.3 Any contract or other record to be signed by the Society must be signed on behalf of the Society:

- a) by the President, on the advice of the Board; or,
- b) if the President is unable to provide a signature, by one or more Members of the Board authorized by the Board to sign the record on behalf of the Society.

### **Part 14 – Personal Gain**

14.1 The purpose of the Society shall be carried out without gain or profit to its Members and any profits or other accretions to the Society shall be used in promoting its purposes.

### **Part 15 – Dissolution of the Society**

15.1 If the Society should, at any time, be wound up or dissolved, the remaining assets after payment of all debts and liabilities shall be provided to the Vancouver Island Regional Swimming Association for disbursement as it sees fit to one or more other Vancouver Island Region swim clubs.



## Form "A"

# Oak Bay Summer Swimming Club Proxy Voting Ballot

I (print name) \_\_\_\_\_ am the parent or guardian of  
(number) \_\_\_\_\_ Registered Club Swimmer(s). The Registered Club Swimmer(s)' name(s)  
is/are:

- a) \_\_\_\_\_
- b) \_\_\_\_\_
- c) \_\_\_\_\_
- d) \_\_\_\_\_
- e) \_\_\_\_\_

In accordance with the Bylaws of the Oak Bay Summer Swimming Club, I authorize (named  
Member) \_\_\_\_\_:

(Check Appropriate Box)

- to exercise my vote(s) generally on any matter to be voted on; or
- to exercise my vote(s) on the following specified matter(s) to be voted on: (specify):
  - \_\_\_\_\_;
  - \_\_\_\_\_;
  - \_\_\_\_\_;
  - \_\_\_\_\_. (e.g. to vote on the election of Treasurer only)

I agree that this proxy pertains only to the General Meeting of \_\_\_\_\_,  
20\_\_\_\_\_ and is irrevocable.

I further understand that this proxy is void if any required information is omitted or if it is not  
received by the Registrar or delegate of the Registrar three hours prior to the start of the above  
noted General Meeting.

\_\_\_\_\_  
Signature of Member

\_\_\_\_\_  
Date (Month/Day/Year)