

BYLAWS OF THE NANAIMO SWIM CLUB

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PART I - INTERPRETATION

1. In these Bylaws, unless the context otherwise requires:
 - a. "AGM" means the Annual General Meeting of the Society;
 - b. "Assistant Head Coach" means the coach who is the assistant to the Head Coach;
 - c. "BCSSA" is the BC Summer Swimming Association;
 - d. "Board" means the Board of Directors of the Society;
 - e. "Directors", means the directors of the Society;
 - f. "Head Coach" means the coach who is the head coach of the Society;
 - g. "Member" means a Voting Member, Honourary Life Member and Non-Voting Member;
 - h. "Ordinary Resolution" means a resolution passed at a general meeting by the Members of the Society by a simple majority of the votes cast in person;
 - i. "Society" means the The Nanaimo Swim Club;
 - j. "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments thereto;
 - k. "Special Business" means:
 - i. All business at an extraordinary general meeting except the adoption of rules of order; and
 - ii. All business transacted at an AGM, except the items in clause 33;
 - l. "Special Resolution" means a resolution passed by a majority of not less than 75% of the votes of those members of the Society who being entitled to do so, vote at a general meeting of the Society of which notice and not being less than fourteen (14) days notice specifying the intention to propose the resolution as a special resolution has been given;

- m. "Summer Season" means the period of any year commencing May 1st and ending August 31st or such other dates as may be established by the BCSSA or the Society;
 - n. "Summer Swim Club" means any group or organization which is affiliated with the BCSSA and whose organized swimming program takes place primarily during the summer season;
 - o. "Summer Swimmer" means a swimmer whose swimming has been so confined to summer swimming as to comply with the BCSSA Rules and Regulations established from time to time by the board of that association;
 - p. "Swim Club" means the Society operating as the Nanaimo White Rapids Swim Club;
 - q. "Swimmer" means any person who competes in swimming, diving, water polo, or synchronized swimming or other water sports;
 - r. "Swimming" means swimming, diving, water polo, and synchronized swimming and includes the training and competition of any kind for any such activity.
2. Words importing the singular shall include the plural and vice versa, and words importing the masculine gender shall include the feminine gender and words importing persons shall include bodies corporate.

PART 2 - MEMBERSHIP

- 3. The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently have become members, in accordance with these Bylaws, and, in either case, have not ceased to be Members.
- 4. The members of the Society shall be composed inter alia of the following members:

Voting Members

- a. Any person over the age of nineteen (19) years who agrees to become a member by signing the Register of Members and who is:
 - i. a parent of a Swimmer;
 - ii. a person standing in loco parentis (eg a step-parent) of a Swimmer; or
 - iii. A Swimmer not under the age of 19 years.
- b. Any person who makes application to the Board and who is accepted as a member;
- c. A Coach of the Swim Club, regardless of age and notwithstanding any other provision of these Bylaws.

Honourary Life Members

- d. Any person who has been elected by majority vote of the Voting Members on the recommendation of the Board in recognition of an outstanding contribution or meritorious service to the Society, and who signs the Register of Members as an Honourary Life Member, and notwithstanding these Bylaws, an Honourary Life Member is such until his death.

Non-Voting Members

- e. Any Swimmer under the age of nineteen (19) years, who agrees to become a member of the Society by signing the Register of Members and who is accepted as a member by the Board.
5. A Member shall cease to be a Member of the Society:
- a. by tendering his resignation in writing to the Secretary;
 - b. upon his death;
 - c. on being expelled by Special Resolution of the Voting Members passed at a general meeting;
 - d. on the first day of May of the calendar year next following the end of the fiscal year of the Society in which he subscribed his name to the Register of Members, unless before May 1 he again becomes a Voting or Non-Voting Member for the upcoming Summer Season in which case his membership continues until May 1 of the following year; and a person may continue his membership from year to year in the same manner.
6. Every Member shall uphold the Constitution and comply with these Bylaws.
7. Every Member is entitled to:
- a. one copy of the Constitution and these Bylaws;
 - b. inspect the books and records of the Society within fourteen (14) days of such request.
8. Members who wish to participate in Swimming shall pay the participation fee as fixed from time to time by the Board. The Board shall have complete discretion in deciding which Members, if any, who have not paid the participation fee shall be allowed to participate in Swimming.

PART 3 - MEETINGS OF MEMBERS

9. As a minimum, the Society shall have an AGM each year at a date and time set by the Directors in accordance with the requirements of the Society Act.
10. Every general meeting, other than an AGM, is an extraordinary general meeting.
11. The Board shall convene an extraordinary general meeting:
- a. at the request of the majority of the Board;
 - b. on the requisition often (10%) of the Voting Members;
 - c. if the Board or Directors thinks fit;
- and such meeting shall be convened without delay, in accordance with the Society Act and the Constitution and Bylaws.

12. Notice of a general meeting shall:
 - a. specify the place, day and hour of the meeting;
 - b. in the case of special business, the general nature of that business;
 - c. be posted at the pool a minimum of fourteen (14) days before the scheduled meeting;
 - d. sent by e-mail to the Members of the Society a minimum of fourteen (14) days before the scheduled meeting;
 - e. be sent by fax or regular mail to any Member who has, in writing, requested communication by such media, a minimum of fourteen (14) days before the scheduled meeting.
13. Notice shall be deemed received on the third day following the sending, posting or publication of the Notice.
14. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the Members to receive notice does not invalidate proceedings at that meeting.

PART 4 - PROCEEDINGS AT GENERAL MEETINGS

15. A quorum at a general meeting shall be ten (10) Voting Members.
16. In the event there is not a quorum at a general meeting of the Society within thirty (30) minutes of the scheduled start time of the meeting, the meeting shall be automatically adjourned for fourteen (14) days and shall then be held at the same time and place and if a quorum is not present thirty (30) minutes after the time scheduled for the meeting to start, the meeting shall proceed and the Voting Members present shall constitute a quorum.
17. If a meeting commences with a quorum and is adjourned, no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. In such a case, it is not necessary to give Notice of an adjournment of the business to be transacted at an adjourned general meeting.
18. Except as otherwise provided in these Bylaws, proceedings at general meetings shall be governed by Robert's "Rules of Order".
19. No error or omission in giving notice of any general meeting of the Society, including any adjournment thereof for which notice is required, shall invalidate such meeting or make void any proceedings taken therein.
20. Every Voting Member of the Society shall have one vote at any general meeting and no person shall have more than one vote, regardless of the number of roles they may have within the Society.
21. Voting shall be by a majority show of hands unless a motion is made for a motion to be voted on by ballot and that motion passes by show of hands.

22. The Chairman does not have a casting or deciding vote, so if the vote is a tie, the resolution fails.
23. Voting by proxy is not permitted.
24. Subject to clause 22, no business, other than the election of a chairman and the adjournment or termination of a meeting, shall be conducted at a general meeting unless the quorum requisite is present at the commencement of the business.
25. The President of the Society or, in the absence of the President, the Vice-President, or in the absence of both, one of the other Directors present shall preside as Chairman of a general meeting.
26. If at a general meeting;
 - a. There is no President, Vice-President, or other director present within fifteen minutes after the time appointed for holding the meeting; or
 - b. The President and all the other directors present are unwilling to act as Chairman,the Voting Members present shall choose one of their number to be Chairman.
27. The order of business at an AGM shall be determined by the Board and if not specifically determined shall be:
 - a. Determination of quorum;
 - b. Approval of Minutes of last annual general meeting;
 - c. Business arising from such Minutes;
 - d. Annual report of officers;
 - e. Annual report of committees;
 - f. Financial Statement;
 - g. New business;
 - h. Special business;
 - i. Report of Nominating Committee;
 - j. Election of Directors and Officers;
 - k. Adjournment.
28. Any Member may request a resolution to be presented at a general meeting and the Board shall include such motion on the agenda of the said general meeting as special business as long as:
 - a. the resolution is in writing;
 - b. the resolution is signed by at least ten (10) Members;
 - c. the resolution is received by the Secretary no less than twenty one (21) days before a general meeting.

29. A Special Resolution shall be required to:
- a. amend the Constitution;
 - b. amend these Bylaws;
 - c. expulsion of a Member from the Society;
 - d. restrict the borrowing powers of the Directors;
 - e. Issuing Debentures.

Subject to these Bylaws, all other resolutions at any general meeting shall be Ordinary Resolutions.

PART 5 - BOARD OF DIRECTORS AND OFFICERS

30. The number of Directors shall be no less than seven (7) and no more than fourteen (14) and their term of office shall be from the date of one AGM to the date of the next AGM, unless:
- a. a Director resigns;
 - b. a Special Resolution is passed at a general meeting to remove a Director;
 - c. a Director fails to attend three (3) consecutive meetings of the Board without good cause as determined by the Board; or
 - d. a successor is not elected or acclaimed at a general meeting in which case the Director will hold office until the next AGM.
31. The Board shall include the following elected Officers:
- a. President;
 - b. Vice-President;
 - c. Secretary;
 - d. Treasurer;
 - e. Two at-large Members;
 - f. The Immediate Past President shall also be a member of the Board so as to provide the President with continuity of direction to the Board; and

The following positions will be non-voting members of the Board:

- g. Head Coach
 - h. Assistant Head Coach.
32. The Board shall fill any vacancy on the Board by appointment and the appointee shall hold office until the next AGM.

33. The Board may exercise all the powers and do all the acts and things that the Society may exercise and do, and which are not by these Bylaws or by statute or otherwise directed or required to be exercised or done by the Society in a general meeting, but subject, nevertheless to:
 - a. all laws affecting the Society;
 - b. the Constitution and Bylaws of the Society; and
 - c. rules, not being inconsistent with these Bylaws, which are made from time to time by the Society at a general meeting.
34. No rule made by the Society in a general meeting invalidates a prior act of the Directors that would have been valid if that rule had not been made.
35. No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.
36. No Director shall be remunerated for being or acting as a Director but a Director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society.

PART 6 - PROCEEDINGS OF DIRECTORS

37. The Board shall meet:
 - a. at least every sixty (60) days;
 - b. as determined by the President;
 - c. if a director gives the Secretary written notice of a request for a meeting, and in such case a meeting shall be convened within seven (7) days unless waived in writing by all of the Directors prior to the commencement of the meeting.
38. Notice of a meeting shall be given to each Director no less than seven (7) days before the meeting by e-mail or such other method as may be requested by a Director in writing who does not have access to e-mail.
39. The quorum at a meeting of the Board shall be not less than half its members.
40. In the event there is not a quorum at a meeting of the Board within fifteen (15) minutes of the scheduled start time of the meeting, the meeting shall be automatically adjourned for seven (7) days and shall then be held at the same time and place and if a quorum is not present fifteen (15) minutes after the time scheduled for the meeting to start, the meeting shall proceed and the Directors there present shall constitute a quorum.
41. Except as otherwise provided in these Bylaws, proceedings at meetings of the Board shall be governed by Robert's "Rules of Order".
42. Every Director shall have one vote at any general meeting and no person shall have more than one vote, regardless of the number of roles they may have within the Society.

43. **Voting shall be by a majority show of hands and if the vote is a tie the Chairman does not have a casting or deciding vote, so the resolution fails.**
44. **Voting by proxy is not permitted.**
45. **In all instances where a vote is not unanimous either in carrying or defeating the motion, the number of dissenting votes will be recorded and any Director who so requests shall have his dissent recorded in the minutes.**
46. **The President, or in his absence, the Vice-President, shall be the Chairman for that meeting and, if neither is present within fifteen (15) minutes of the scheduled start of the meeting, the Directors present shall choose one of the attending Directors to be the Chairman for that meeting.**
47. **For a first meeting of Directors held immediately following the election of directors at an annual general meeting of members, or for a meeting of the Directors at which a Director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be constituted, if a quorum of the Directors is present.**
48. **A resolution in writing, signed by all the Directors and placed with the minutes of the Directors is as valid and effective as if regularly passed at a meeting of Directors.**
49. **Deeds, transfers and contracts on behalf of the Society shall be signed by any two of the President, Vice-President, Secretary or Treasurer or as otherwise determined by the Board in writing.**
50. **When there are issues between Board meetings it shall be acceptable practice to forward motions via e-mail to the Board members. All discussions or comments thereon shall be:**
 - a. **by e-mail;**
 - b. **if held verbally by telephone or in person, have notes recorded of the discussion and then disseminated by e-mail or by such other electronic means as was set out above to the Directors;**
 - c. **communicated to all Directors;**
 - d. **be published by the Secretary as soon as may be reasonably possible following the meeting.**
51. **Any Board Meeting conducted by phone or e-mail requires the prior written consent of all of the directors. Such consent may be provided by facsimile or e-mail.**
52. **The Board may prescribe or amend policies from time to time. Any such prescription or amendment made:**
 - a. **must be submitted for approval by Ordinary Resolution by the Voting Members at the AGM immediately following such prescription of amendment;**
and
 - b. **if the Ordinary Resolution fails, the prescription or amendment is revoked,**

but any actions undertaken during the time of same shall not be held to be invalid.

53. Any Member may present a request to the Board for consideration of an issue and the Board shall consider it and advise the requesting Member immediately following the next scheduled Board of Directors meeting.
54. Any Member is entitled to attend any meeting of the Board except in camera meetings.

COMMITTEES

55. The Directors may delegate any, but not all, of their powers to committees as they think fit, such committees to include, but not be limited to:
 - a. Finance Committee;
 - b. Coach Selection Committee;
 - c. Nominating Committee.
56. A committee may be composed of Directors and Members and their powers will be delegated by the Board. In exercising their powers they shall conform to any rules imposed on it by the Directors, and shall report every act or thing done in exercise of those powers to the next meeting of the Board.
57. A committee shall elect a chairman for its meetings but if no chairman is elected, or if at a meeting the chairman is not present within thirty (30) minutes after the time appointed for holding the meeting, the Members present shall choose one of their number to be chairman of the meeting.
58. The Members of a committee may meet and adjourn as they think proper.
59. A committee shall follow the same rules of process and procedure as the Board.

PART 7 - DUTIES OF OFFICERS

60. Subject to the direction of the Board, the President shall:
 - a. Take on the duties prescribed in these Bylaws;
 - b. Ensure that the Society maintains a fiscally responsible and viable business plan;
 - c. Supervise the other Directors and coaches in the execution of their duties;
 - d. Liaise with various government, sport and private funding bodies as required;
 - e. Represent the Society's interest with regard to the media;
 - f. Oversee the preparation of the agenda for Board Meetings and general meetings;
 - g. Acts as Chairman of general meetings and Board Meetings; and
 - h. Participate as a member of the Finance Committee.

61. Subject to the direction of the Board, the Vice-President shall:
- a. Co-operate in all matters with the President and in his absence, act in his stead;
 - b. Direct the administration of the Society and without limiting the foregoing, be responsible for proper conduct of the office of the Society;
 - c. Ensure proper conduct of the business of the Society, and without limiting the foregoing, be responsible for:
 - i. Adequate and proper insurance for the Society; and
 - ii. Adequate and proper custodianship of all records relating to his office;
 - iii. Constitution, Bylaws and Rules and Regulations of the Society;
 - iv. Interpret rules for the membership;
 - v. Participate as a member of the Finance Committee;
 - vi. Ensure the Rule book is current;
 - vii. Prepare and submit new rules for the Society as deemed suitable;
 - viii. submit the request of any Member for fundraising or solicitation of goods to the Board for approval.
62. Subject to the direction of the Board, the Secretary shall, in accordance with these Bylaws:
- a. Supervise the correspondence of the Association;
 - b. Ensure that notices of general meetings are issued to all Members;
 - c. Ensure that notices of Board Meetings are issued to all Directors;
 - d. Ensure that minutes are prepared for all Board and general meetings;
 - e. Maintain a Minute Book of such minutes, such book to also include:
 - i. a copy of the Constitution;
 - ii. a copy of the Bylaws;
 - iii. a copy of the Society Act;
 - iv. an up-to-date register of all Members showing their:
 - (1) name;
 - (2) address;
 - (3) e-mail address;
 - (4) occupation;
 - (5) date of admission;
 - (6) date of ceasing to be a member;
 - v. all documents required to be filed with the Corporate Registry;
 - vi. copies of all annual financial statements of the Society;
 - f. Ensure that there is compliance with the rules of the BCSSA and the Vancouver Island Region related to:
 - i. registration of all Swimmers for the said Association;
 - ii. remittance of all collection of registration fees;
 - iii. registration of Swimmers for meets;
 - iv. Publication of all meet results;
 - g. Ensure there is compliance with the Society Act including filing all documents required by that Act or Regulation;
 - h. Keep on file all correspondence sent or received by the Society; and
 - i. In the absence of the Secretary at a general meeting or a Board Meeting the Directors shall appoint a designate to act as Secretary for that meeting.

63. Subject to the direction of the Board, the Treasurer shall:
- a. Ensure fiscal solvency and responsibility of the Society and establish a budgetary process to be followed;
 - b. Supervise the preparation of an annual budget, and prioritize budgetary expenditures and policies;
 - c. Maintain the financial records, including books of account, necessary to comply with the Society Act;
 - d. Present monthly financial statements to the Board of Directors, annual financial statements to the Members, and other statements to government officials and others as required;
 - e. Oversee the issuing of cheques;
 - f. Forthwith deposit any monies received to the credit of the Society;
 - g. Disburse moneys according to Society's rules and regulations;
 - h. Establish and maintain a standing committee for finance; and
 - i. Present financial statements at the AGM.

PART 8 - COACHES

64. The number and qualifications of coaches shall be as determined by the Board on the advice of the Coach Selection Committee.
65. The Head Coach shall be hired as soon as possible following the AGM, unless the Board has previously, and with the approval of the Coach Selection Committee, extended the term of the current Head Coach.
66. The Board shall, on the recommendation of the Coach Selection Committee, appoint such other persons to the positions of Assistant Head Coach and assistant coaches.
67. The coaches shall perform the duties required of them by the Board.

PART 9 - BORROWING

68. In order to carry out the purpose of the Society the Directors may, on behalf of the Society and in the name of the Society, raise or secure the payment or repayment of money in such manner as they decide and in particular, but without limiting the generality of the foregoing, by the issue of debentures.
69. No Debenture shall be issued without the sanction of a Special Resolution.
70. The Members may by Special Resolution restrict the borrowing powers of the Directors but a restriction so imposed expires at the next AGM.

PART 10 - PROVISIONS FROM THE SOCIETY'S PRE-TRANSITION CONSTITUTION

71. The operations of the Society are to be chiefly carried on in the City of Nanaimo and within the organized territories surrounding and adjacent to the said City.

72. **Upon the winding up or dissolution of the Society, and after payment of all debts and liabilities, the remaining property of the Society shall be distributed or disposed of to a charitable organization having a similar charitable purpose. This provision was previously unalterable.**