

# ST. JAMES SEALS SWIM CLUB

## CONSTITUTION

1. The name of the Organization is the “St. James Seals (SJS) Swim Club”, a Not for Profit Organization.
  
2. The purposes of the SJS Swim Club are:
  - a. To promote, foster, regulate, and encourage competitive swimming;
  - b. To provide opportunities for social and emotional development through participation in amateur sport;
  - c. To promote an extensive age group program leading to the development of a strong national-senior training program;
  - d. To produce the environment for the physical and mental development of each individual to his or her own level of greatest potential;
  - e. To provide an opportunity to learn sportsmanship and make young athletes aware of team co-operation;
  - f. To foster good health habits among athletes by furnishing a wholesome and worthwhile physical outlet for recreation;
  - g. To provide training and competitive opportunities to the Club athletes.;
  - h. To protect and promote the mutual interest of all members of the Organization.
  - i. To be a member in good standing of Swim/Natation Canada (SNC) and Swim Manitoba, and to at all times comply with the rules and regulations of these Organizations;
  - j. To raise funds necessary for the above purposes by way of subscription and through fund-raising activities as necessary.

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**THE ST. JAMES SEALS SWIM CLUB**

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## **Part 1 – Definitions**

In these By-Laws, unless the context otherwise stated:

- **Organization** means the St. James Seals Swim Club;
- **Directors** means those individual members elected to the Board at the AGM;
- **Member** means any registered member of the Organization as described herein (i.e., regular, associate or provisional);
- **Voting Members** means all members that have paid the monthly/annual subscription fees as described herein;
- **Officer** means any member elected to fill the position of President, Vice-president(s), Secretary, or Treasurer within the Board;
- **Executive** means the five officers of the Board in addition to the past – president and Head Coach (both positions are ex-officio);
- **Board** means the Board of Directors of the SJS Swim Club. It is comprised of the officers and the directors (12 members) who are entrusted to run the day to day operations of the Club;
- **Annual Meeting** means the Annual General Meeting (AGM) of the members;
- **Board Meeting** means meetings of the members of the Board of Directors which are held on a bi-monthly basis. These meetings are open to the general membership to speak, however, voting is restricted to Board members only;
- **Executive Meeting** means a meeting of the officers to consider current/immediate issues of the Organization. The Executive has no power to act without Board approval and can operate only within established by-laws and policies.
- **General Meeting** means a general meeting other than the AGM that is intended to address major issues that deem the support/input of the general membership via a vote. These meetings are held every other month, alternating with Board meetings for a minimum of 3 meetings per swim season;
- **Special (board or parent) Meeting** means a meeting that is called to address a specific item (i.e., special resolution) that requires input from the membership;
- **Special Resolution** means a resolution passed by at least two thirds of the votes cast at a general meeting for which not less than 14 days notice has been given specifying the intention to propose the resolution;
- **Registration** and all references to “**registered**” means the registration of a member upon payment of such fees on a monthly basis;
- **Quorum** means the minimum acceptable number of members of a group needed at a meeting to conduct the business of the organization.
- **Sub-quorum** means a meeting where quorum is not met but decisions/voting are allowed to prevent halting of business. These decisions need to be ratified at the next/earliest meeting.

- **Ratification vote** means a second vote required to approve/confirm a resolution passed at a previous meeting where quorum was not met. To allow business to proceed, quorum will be waived for this vote only.
- **Secret Ballot** means a vote whereby each member indicates in writing, his position either for or against the resolution/motion under consideration;
- **Termination** means the cessation of membership in the Organization in accordance with the provisions herein.

## **Part 2 – Interpretation**

In this By-Law, words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

## **Part 3 – Membership**

- 3.01 Membership shall be open to all parents or guardians of swimmers on the various teams provided the monthly subscription is paid. There shall be three (3) classes of members in the Organization; namely, regular members, associate members and provisional members.
- 3.02 **Regular member** is a parent or guardian of a swimmer. Each family is limited to one “regular member”. Regular members shall have the right to vote, hold a position on the Board, and attend meetings.
- 3.03 **Associate member** is the spouse or partner of a regular member, with the understanding that each regular member is entitled to one associate member. Associate members shall have the same privileges as regular members except that they have no right hold a position on the Executive.
- 3.04 **Provisional member** is an individual who does not have an immediate family member participating in competitive swimming but has provided administrative, financial, volunteer or other support to the Club and whose application is approved by a majority of the Board. The subscription fees will be waived for these members. Provisional members shall have the same privileges as regular members. The Club may have up to three provisional members at any given time but only one may hold a position on the Board

- 3.05 Each family will be given a copy of the ***Constitution and By-laws*** of the Organization at the time of registration if requested (or access via the club website). Every member shall uphold the constitution and comply with these by-laws. Breach of these rules may result in the suspension of the offending member from the Organization.
- 3.06 The amount of the monthly/annual subscription for regular members shall be determined by the Board.
- 3.07 A person shall cease to be a member of the Organization by delivering his resignation in writing to the President or Secretary of the Organization or by mailing it to the address of the Organization, or on being expelled, or if such person does not pay any subscription on the date due and such subscription remains unpaid after 30 days' written notice demanding payment has been given by the Treasurer.
- 3.08 A member may be expelled by a special resolution passed at a special meeting. The notice for such a meeting will identify the name of the member considered for cancellation along with a brief statement of the reason(s) for the proposed expulsion. The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the meeting before the special resolution is put to a vote. The vote will be held by secret ballot. To be carried, the special resolution must have not less than 65% of the votes cast.
- 3.09 An accurate list of the membership will be maintained by the Club registrar. This list is to be available at all meetings to determine quorum.

#### **Part 4 – Meetings of Members and Voting Rights**

- 4.01 The AGM shall be held at such time and place as determined by the Board. The business at the AGM shall include: minutes of the previous AGM; business arising from the minutes; reports from the officers, directors and committees; report from the head coach; approval of the financial statements for the past fiscal year; approval of the budget for the current fiscal year; proposed by-law changes; resolutions; dissolution of the current Board; and election of members of the Board for the following term.
- 4.02 An annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last AGM. Notice for the AGM shall be provided to all members not fewer than 30

days prior to the AGM.

- 4.03 Notice of all other meetings shall be at least fourteen days in advance. Notification (i.e., date/time/place) will be on the club website ([www.sealsswimclub.com](http://www.sealsswimclub.com)) and via the Organization's bulletin board located in the St. James Civic Centre. The notice will include the proposed agenda for the meeting. The 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.
- 4.04 A minimum of two General meetings shall be scheduled during the regular swimming season (Oct thru June). The business at the General meetings shall include: minutes of the previous meeting; business arising; reports from the president, board, head coach and registrar; presentation of the budget, and new business.. (Revised June 2009)
- 4.05 Special meetings may be called by a majority vote of the Board or by a petition signed by at least 15 members of the Organization. Notice of a special meetings shall include a description of the matter(s) to be decided, including sufficient background information on these matter(s) along with a draft copy of the resolution to be motioned. No new items will be entertained/transacted at such meetings. The special meeting will be convened without undue delay with a maximum of 14 days.
- 4.06 Ten percent of the current membership shall constitute a quorum for the AGM. At all other general meetings, a quorum will be comprised of 51% of the board members. The treasurer will present a balance and income statement at all meetings signed by three board members. A member must be present to vote, there will be no voting by proxy.
- 4.07 Fifty-one (51) percent of the Board membership shall constitute a quorum at board meetings. Proxy by writing will be allowed.
- 4.08 If at any time during a meeting there ceases to be a quorum present, business will be suspended for up to 15 minutes until there is quorum or the meeting will be terminated.
- 4.09 A simple majority (50% plus 1) of members present at any meeting shall be required to pass a motion. Special meetings and amendments to the By-laws will require 65% agreement with the motion for it to pass. Following each vote, the chair will declare whether a resolution has been carried or defeated.
- 4.10 Voting shall be by a show of hands, unless any member requests a secret ballot. If a secret ballot is requested, votes will be tallied by the secretary. The ballots will then be destroyed.

- 4.11 The President is entitled to vote for each motion. In the event of a tie, the motion will be subject to a second discussion. Following this discussion, a second vote shall be cast. If there is another tie, the motion will be defeated.
- 4.12 Amendments to the By-laws shall be effective on the date adopted. Notification of approved amendments shall be sent to members within two weeks.
- 4.13 Roberts Rules of Order shall be used as a guideline at all meetings of the general membership and Board.

## **Part 5 – Board of Directors**

- 5.01 The affairs of the Organization shall be managed by the Board. The Head Coach will manage the swim program including but not limited to (i.e., placement of swimmers in groups, practice schedule, participation in meets....) whereas the Board will manage the day to day and financial aspects of the organization.
- 5.02 The Board shall consist of the Officers (five positions) and the Directors (five positions) elected by the members of the Organization along with the Past President and Head Coach (both ex-officio).
- 5.03 The Officers of the Board shall consist of:
- President
  - Vice-President (Finance)
  - Vice-President (Operations)
  - Secretary
  - Treasurer
  - Past President (If the immediate past president is unable to continue with this position, it may be filled by the preceding past president or left vacant).
  - Head Coach
- 5.04 There is an inherent expectation that Board members will assume leadership roles in various portfolios. Once elected to the Board, the Officers and Directors will meet within 24 hours to assign responsibility for these portfolios. Notwithstanding, any regular member can fill a vacancy in a portfolio.

Club Registrar/Registration Coordinator  
Fundraising Coordinator  
Bingo Coordinator  
Pups Liaison/Coordinator  
Marketing/Public Relations Coordinator  
Hospitality Coordinator  
Social/Awards Brunch Coordinator  
Swim-a-thon Coordinator  
Equipment Coordinator  
Travel/Billet Coordinator

There are two additional portfolios that can be filled by any member of the club. However, the member must meet the qualifications for these positions as set out by Swim Manitoba/SNC.

Meet Manager/Coordinator  
Officials Coordinator

- 5.05 To avoid the risk of conflict of interest, only one member per family may hold a permanent position on the Executive except under extraordinary circumstances such as a lack of nominees/volunteers.
- 5.06 The Officers and Directors shall be elected for a two year term whenever possible. The start date of the term will coincide with the AGM where elections for the positions are held. Commencement of these terms will be staggered to avoid complete changeover of the Board in any given year (i.e., only half of the positions on the Board will expire in a given year).
- 5.07 Officers and Directors may not hold the same position for more than two consecutive terms (four years), except under extraordinary circumstances such as a lack of nominees/volunteers.
- 5.08 In the event that an Officer or Director vacates a position during a term, the Board may appoint an interim replacement to serve until the next general meeting when a ratification vote will be held.
- 5.09 In the event that a Board position can only be filled by the associate member of an Officer/Director, only one vote will be allowed per family at Board meetings.
- 5.10 The Head Coach or designate shall be a member of the Board with a right to vote except on matters pertaining to salaries. The Head Coach will not be allowed to hold any other position on the Board. In the event that the



position of Head Coach becomes vacant, the Board shall select an alternate from among the remaining coaches to serve until the position has been filled.

- 5.11 The Board shall hold regular meetings every other month from September until June inclusively. All members are invited to attend these meetings and may ask questions at the end of the meeting only. However, voting is restricted to Board members only.
- 5.12 Special Board meetings may be called by the President or by any four members of the Board. Forty-eight hours notice shall be given for any special meeting. Notice shall include a description of the matter(s) to be decided, and any background information on the matter(s). The agenda for this meeting will be limited to the matter(s) for which the meeting was called.
- 5.13 Officers and Directors are expected to attend all Board meetings except under extraordinary circumstances (i.e., illness/convalescence, work commitment...). If an officer/director is absent for more than two consecutive meetings, the member will be asked to resign from the Board.

## **Part 6 – Duties of Officers, Directors and Coordinators**

### 6.01 President

- chair all general/board/executive meetings
- oversee the general management/operation of the Organization
- sign contracts, documents and instruments
- participate in recruitment/hiring of coaching staff
- prepare a report on the activities of the Organization at all meetings
- act as the official spokesperson for the Organization
- act as the direct contact with the City of Winnipeg in association with the Head coach
- act as the direct contact between the Organization and Swim Manitoba/other clubs
- maintain communication with any other member of the Organization who holds a position on the board of Swim Manitoba
- delegate any of the above tasks as deemed necessary
- be a member, ex-officio, of all committees of the Organization

### 6.02 Vice-President (Finance)

- chair all meetings in the absence of the President
- assist/carry out any duties as requested by the President

- orientate all new families to the Organization/policies/activities
- assist the treasurer with maintenance of family accounts\*
- work closely with the fundraising, bingo and swim-a-thon coordinators regarding the Organizations financial affairs
- distribute consent forms to all eligible swimmers for all meets
- collect completed forms and fees for each meet
- work closely with the treasurer and officials coordinator for each meet

#### 6.03 Vice-President (Operations)

- chair all meetings in the absence of the President
- assist/carry out any duties as requested by the President
- orientate all new families to the Organization/policies/activities
- work closely with the meet manager, hospitality and officials coordinators when hosting/attending meets
- maintain a listing of Club assets

#### 6.04 Secretary

- arrange for the meeting place for all general/board meetings
- send notice/agenda of meetings to all registered families
- keep accurate minutes of all general/board meetings
- organize minutes of previous years' in an archive (up to five years)
- maintain custody of the Seal of the Organization
- act as the communication link by forwarding information to members (i.e., minutes of meetings, courses for officials offered at Swim Manitoba....) and other clubs as requested
- prepare/distribute the club newsletter (minimum of six per regular season)

#### 6.05 Treasurer

- keep accurate records of all financial transactions
- prepare/present the financial statements for the preceding year at the AGM for approval by the general membership
- receive and deposit monies/cheques
- make disbursements to cover expenses of the Organization upon receipt of original proof of purchase
- present/distribute an up-to-date financial statement at each meeting
- collaborate with the auditor on an annual basis and implement relevant recommendations
- pay the fees to register coaching staff with provincial/national bodies as needed
- maintain an accurate statement of each family account\*

\* this is assuming the Organization establishes such accounts

6.06 Past President

- advise/assist the Officers as needed/requested
- provide corporate memory and continuity to the Board/Organization
- chair the Nominations/Disciplinary Committees when needed

6.07 Club Registrar/Registration Coordinator

- collect fees for registration
- maintain an accurate list of paid swimmers and members
- provide an current membership list at each meeting to determine quorum
- submit registration information to Swim Manitoba and SNC based on the respective policies of each of these organizations

6.08 Fundraising Coordinator

- investigate various fundraising options for the Organization/families
- present fundraising options at General meetings
- facilitate selection/timing of fundraising projects
- coordinate all fundraising efforts
- collect fees/order forms during fundraising events
- prepare deposits of these monies to assist the treasurer
- prepare/present a financial statement for each fundraising activity at the next general meeting
- address any concerns/unpaid dues following any mandatory fundraising activity

6.08 Bingo Coordinator

- obtain list of eligible bingo events from Swim Manitoba
- explain the roles/responsibilities of members working at Bingo
- notify families of available shifts
- distribute/allocate shifts as equitably as possible
- confirm/remind members of the shifts once allocated
- keep an accurate list of shifts worked
- submit list to Treasurer quarterly
- notify the President of any infractions from members immediately

6.09 Pups Liaison/Coordinator

- represents/advocates the needs and interests of the non-competitive swimmers within the Organization
- acts as a resource for new swimmers/families
- encourages non-competitive families to partake in club activities/meetings

6.10 Marketing/Public Relations Coordinator

- seek financial and other support from community/business sectors
- prepare advertising for meet programs
- obtain advertising opportunities within the community to attract new members to the Organization (i.e., local libraries, schools....)
- organize/participate in community activities that demonstrate the spirit of sport and kinship (i.e., 12 hour splash, Run for Cancer...)
- form/maintain positive relation with community groups
- send letters to acknowledge/thank individuals and businesses that support the Organization
- ensures the club banner is displayed at meets

6.11 Hospitality Coordinator

- plans/prepares/serves food and drink for officials and coaches at meets hosted by the Organization or when requested by Swim Manitoba for Provincial/National swim meets
- determines the number of volunteers required for each session
- obtains food/drink to be served
- obtains food/drink for certain meetings of the Organization (i.e., coffee/donuts at AGM and General meetings) when requested

6.12 Social/Awards Brunch Coordinator

- coordinate/plan social gatherings run by the Organization such as Awards Brunch, Club Wind-Up....
- reserve banquet room for Awards Brunch to be held in the fall
- select menu, obtain audiovisual equipment as needed for such gatherings
- notify members of social activities
- collect monies from ticket sales
- assist when requested with additional club activities such as bowling parties, winter sleigh rides...to promote team unity/spirit

6.13 Swim-a-thon Coordinator

- determines date of event and confirms pool rental
- distributes sponsor forms to swimmers
- confirms participation of each swimmer
- organizes snack for swimmers upon completion of the swim-a-thon
- awards prizes whenever possible to deserving participants
- completes a report for the Treasurer detailing the monies raised from the event

6.14 Equipment Coordinator

- arrange for the purchase and sale of team apparel

- ensure equipment is paid for in advance (exception – swim caps and T-shirts for dryland training)
- explore new options for apparel and present to Board/General membership
- prepare deposit for Treasurer as needed
- conduct an annual inventory of apparel

#### 6.15 Travel/Billet Coordinator

- reserve a block of rooms for out of town meets
- provide members with the contact information for hotel(s)
- liaison with Swim Manitoba for billeting when necessary

#### 6.16 Meet Manager/Coordinator

- must be certified as Meet Manager according to the rules of SNC
- complete/submit applications for meets to Swim Manitoba
- responsible for the overall management of swim meets hosted by the Organization
- assist with the flow of the meet wherever necessary
- submit all results to Swim Manitoba as required

#### 6.17 Officials Coordinator

- must be certified as an Officials Chair according to rules of SNC
- responsible to the Meet Manager and Referee(s) of any meet hosted by the organization
- explain the role/responsibilities of officials at meets to members
- explain the volunteer commitment of parents (refer to club policy in Handbook) to members at the beginning of the season
- distribute consent forms to all eligible swimmers
- collect completed forms and fees for each meet
- recruit volunteer officials for all meets
- submit names of volunteer officials for each session of the meet
- organize/conduct training clinics (i.e., lane timers, stroke and turn judges....)
- inform members of training sessions offered through other clubs or Swim Manitoba
- submit names of all certified officials to Swim Manitoba

## **Part 7 – Execution of Instruments and Contracts**

- 7.01 All contracts, documents or instruments requiring the signature of the Organization must be signed by two Officers. Once so signed, these

documents shall be binding upon the Organization without any further authorization or formality.

- 7.02 All funds received by the Organization shall be deposited to the account held by the Organization. All withdrawals from this account shall be made by cheque bearing the signatures of two authorized Officers.
- 7.03 Signing authority will be given to the President, Vice President (Finance), and Treasurer.
- 7.04 All single item purchases over \$750 must be authorized by the Board.
- 7.05 In the event of dissolution of the Organization, any profits accrued by the Organization shall be used to ensure complete payment of all outstanding accounts and other liabilities. Once this is done, all other profits remaining will be forwarded to Swim Manitoba.
- 7.06 A financial review of the club's finances be conducted on an annual basis by an independent source. The review is to be submitted to the board at least two weeks prior to the AGM.

## **Part 8 – Seal**

The seal, an impression whereof is stamped in the margin hereof, circular in form and bearing the name of the Organization, shall be the seal of the Organization, provided however, that the Directors may by resolution from time to time, adopt any other seal as the seal of the Organization.

The seal of the Organization shall be kept in the custody of the President or Secretary.

## **Part 9 – References**

Prior to revising the Seals Constitution and By-Laws, an extensive search was conducted via the internet to access information from existing clubs and Organizations. This document reflects standards of many swim organizations/clubs across Canada. Care was taken to incorporate those aspects that best fit into the philosophy of the St. James Seals Swim Club. The following resources and individuals were instrumental in preparing this document.

Centre for Sport and Law Inc., St. Catherines, Ontario (rmc@sportlaw.ca)  
Community Legal Education Association, Winnipeg, Manitoba, ph.943-2382  
Companies Office, Winnipeg, Manitoba, ph.945-4994 (Shane Lasker)  
Etobicoke Swim Club  
Oakville Aquatic Club  
Rod G. Davidson – Professional Registered Parliamentarian (e-mail, April 2007)  
Saskatoon Goldfins Swim Club  
Scarborough Swim Club  
Sport Manitoba  
St. John's Legends Swim Club  
Swim Manitoba  
Swim New Brunswick  
Swim Ontario  
Volunteer Canada

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