



## **BYLAWS**

### **ARTICLE I**

- 1.01 The name of the Society is **CASCADE SWIM CLUB** (hereinafter referred to as "the Club") and the Club colours shall be blue and gold.

### **ARTICLE II**

#### **DEFINITIONS**

2.01

- a. "club year" - the Club Year shall commence on September 1<sup>st</sup> of each year and end on August 31<sup>st</sup> of the following year;
- b. "fiscal year" - the financial reporting period shall be the twelve-month period beginning September 1<sup>st</sup> of each year and ending August 31<sup>st</sup> of the following year;
- c. "member in good standing" - any individual who meets the qualifications for membership as set forth in the Bylaws of the Club and has not been suspended by the Board of Directors is a member in good standing;
- d. "Swimming member" a swimmer who has met the minimum technical swimming ability standard as required by the Head Coach and his assistants, who has not been suspended and who is registered under the Cascade Swim Club name and is a member in good standing;
- e. "Voting member" - each parent, step-parent, or legal guardian of a swimming member in the Olympic Way Group or higher age group and each swimming member 18 years of age is entitled to vote. There will however, be only one voting member per family allowed to vote, "family", for the purpose of these by laws, shall be inclusive of natural parents, step-parents, legal guardians and swimming members;
- f. "Associate member" - any person nominated for membership by the Board of Directors and approved by a simple majority of the voting members present at a general meeting of the Club. An Associate member when approved is considered a member in good standing.

### **ARTICLE III**

#### **MEMBERSHIP**

- 3.01 Any member will cease to be a member when they no longer meet the qualifications set out in Article III of the bylaws. Any member wishing to withdraw from membership may

do so by advising the Club Manager in writing. Any member may be suspended from membership by notice in writing upon a majority vote of the Board of Directors at a regular meeting of the Board of Directors properly held and constituted for the following reasons:

- a. The member is one month or more in arrears for club fees or assessments;
- b. The member fails to meet the officiating qualifications and requirements as established by the Club;
- c. The member fails to meet fund-raising requirements as established by the Club;
- d. Any member may be suspended for cause.

3.02 The suspended member will not be entitled to membership privileges or powers until reinstated.

#### **ARTICLE IV**

##### **CLUB FEES**

- 4.01 Membership, swimming and other fees will be established by the operations staff and approved by the Board Executive Committee and will be published prior to the date set for registration in each Club year,
- 4.02 Such fees will be payable in accordance with the schedule and rules established by the Club's policies.

#### **ARTICLE V**

##### **BOARD OF DIRECTORS**

- 5.01 The Board of Directors will consist of, the Past President and the following eight (8) elected members:  
President, Vice-President, Secretary, Treasurer, Four Directors at Large
- 5.02 Each member of the Board of Directors, with the exception of the one who is the chairperson of a meeting, will be entitled to vote at meetings of the Board of Directors. Notwithstanding the foregoing, the chairperson of all meetings of the Club including Board of Directors meetings will have one vote, only to be cast as the deciding ballot in the event of a tie.
- 5.03 The Board of Directors will, subject to the Bylaws or directions given to it by a majority vote at any annual, general or special meeting of the Club properly called and constituted, have full control and management over the operation of the Club. Meetings of the Board of Directors will be held as often as the business of the Club shall require

but, in any event, will be called by the President at least once a month during the period September through June.

- 5.04 Regular meetings of the Board of Directors will be called by giving 7 days electronic notice or 2 days notice by telephone. A meeting will be held without notice if a quorum of the Board is present, provided that any business transactions at such meeting will be ratified at the next regularly called meeting of the Board; otherwise, they shall be null and void.
- 5.05 The board of Directors may not authorize a single disbursement in excess of \$15,000 without the prior approval of a majority vote at a general meeting of the Club properly called and constituted, unless such disbursements are included in the current budget presented at a general meeting and approved by the Board of Directors. Notwithstanding the foregoing, the Board of Directors will have the authority for a period not exceeding three (3) months from the commencement of the current fiscal year to make any disbursements as are required to manage the Club in its normal course of business, even if a single disbursement exceeds \$15,000.00.
- 5.06 A special meeting of the Board of Directors will be called by the President upon receipt of a written request for such a meeting signed by any three members of the Board of Directors, stating the business to be brought before the meeting. Such meeting will be held within 21 days of the receipt of the written request by giving 7 days electronic notice or 2 days notice by telephone.
- 5.07 Five elected members of the board of Directors will constitute a quorum at special or regular meetings of the Board of Directors,
- 5.08 An Executive Committee comprised of the President, Vice President and Treasurer will have the authority to hire the Director of Swimming and Club Manager, to negotiate the terms and conditions of their employment, to conduct evaluations of performance and shall have the authority to dismiss or rehire the Director of Swimming or Club Manager, subject to ratification of the Board of Directors.
- 5.09 Any member of the Board of Directors, upon a two-thirds vote of all voting members of the Club in good standing, at an annual, general or special meeting of the club properly called and constituted, will be removed from office for any cause which the voting members of the Club may deem reasonable.

## **ARTICLE VI**

### **PRESIDENT**

- 6.01 The President shall, when present, preside at all meetings of the Club and of the board of Directors, in his absence the Vice-President will preside at any such meetings, and in

the absence of both, a chairman may be elected by the meeting to preside at the meeting. The President will act as chairperson of the Executive Committee.

6.02 The President will ensure development and board review of all policies and procedures

#### **ARTICLE VII**

##### **VICE-PRESIDENT**

7.01 The Vice-President will be a member of the Executive Committee and will assume the duties of President in the President's absence.

#### **ARTICLE VIII**

##### **SECRETARY**

8.01 It will be the duty of the Secretary to attend all meetings of the club and of the Board, and to keep accurate minutes of the meetings. He or she will have charge of the Seal of the Society which seal whoever used will be authenticated by the signature of the Secretary and the President, or in the case of the death or inability of either to act, by the Vice-President. In case of the absence of the Secretary, his or her duties will be discharged by such officer as may be appointed by the Board.

8.02 The Secretary, through a designated member of the Club Staff, will also keep a record of all the members of the Club and their addresses and send all notices of the various meetings as required.

#### **ARTICLE IX**

##### **TREASURER**

9.01 Is a member of the Board Executive committee

9.02 Oversees finances of the organization

- a. Treasurer or his designate shall monitor the integrity of the Clubs financial reporting processes and internal controls for finance, accounting, and legislated compliance
- b. Assist the Board in fulfilling its oversight responsibilities by ensuring a full detailed account of receipt and disbursements to the Board of Directors monthly
- c. Ensure the books, accounts and records of the Club are audited at least once each year by a duly qualified accountant or by two members of the Club (Auditors) elected for that purpose at the Annual General Meeting. In the event a member elected for the purpose of auditing the financial statements is unavailable to fulfill that role, another member can be appointed by the Board of Directors to fulfill that role.

- d. Oversee the review and approval of the Clubs fully audited financial statements by the Board of Directors and presentation of approved financials at the Annual General Meeting. A copy of the financial statements will also be provided to the Secretary for the records of the Club.
- e. Assist in the financial operations of the Club and shall designate a staff member responsible for the deposit of those monies in whatever Bank, Trust Company, Credit Union or Treasury Branch the Board may order
- f. Oversee the accounting for the funds of the Club and ensure such books are kept in accordance with the direction of the Board
- g. Ensure members of the Board of Directors have access to such books and records at any time to fulfill their requirements as a member of the Board of Directors
- h. Ensure the books and records of the Club are available for inspection by any member of the Club at the Annual General Meeting, provided for in these bylaws, or at any time upon giving reasonable notice and arranging a time satisfactory to the Treasurer or his delegate having charge of the books and records

#### **ARTICLE X**

##### **PAST PRESIDENT**

- 10.01 As an ex-officio member of the Board of Directors, the Past President is responsible for the orderly and timely transition of both duties and records between the outgoing and newly elected members of the Board of Directors. If a Past President is not present on the Board, this duty falls to the President if not newly elected. If that is the case, then the Secretary shall fulfill this duty.

#### **ARTICLE XI**

##### **DIRECTOR OF SWIMMING**

- 11.01 The Director of Swimming will report to the Executive Committee of the Board of Directors in accordance with the policies established by the Board of Directors. The Director of Swimming is responsible for the establishment and execution of a comprehensive swimming program consistent with the overall goals of the Club and subject to the financial constraints of the Club. Duties include but are not limited to the selection, hiring and managing staff as he or she deems may be required (including establishing an ongoing program to develop and enhance the skills of the coaching staff) and arranging participation in selected meets which will provide competition consistent with the development needs of the swimming members of the Club.

## **ARTICLE XII**

### **CLUB MANAGER**

- 12.01 The Club Manager will report to the Executive Committee and Director of Swimming. The Club Manager will be responsible for the administrative duties of the Club, including but not limited to arranging use of pools and other equipment, enlist and train sufficient volunteer help from the membership to carry out all necessary duties of hosting or attending swim meets or other functions; develop and execute as deemed fit financial growth strategies; pay all accounts in an orderly and timely fashion; attract new members to the club; and be responsible for communicating all aspects of the program to the membership in a timely manner.

## **ARTICLE XIII**

### **MEETINGS & ELECTIONS**

- 13.01 Club shall hold an Annual General Meeting ("AGM") before December 31<sup>st</sup> in each calendar year. Notice of this AGM shall be 21 days' notice in writing, such notice to be published in the Club newsletter and posted on the Club website or by email to each voting member.
- 13.02 A general meeting of the Club may be called at any time by the Secretary upon the instructions of the President or Board of Directors by 7 days notice in writing, such notice to be published in the Club newsletter and posted on the Club website or by email to each voting member.
- 13.03 A special meeting will be called by the President or Secretary upon receipt by him or her of a petition signed by one-third of the voting members of the Club in good standing stating the reasons for calling such meeting. Notice of any special meeting will be in accordance with the notice provisions for general meetings.
- 13.04 Elections for the Board of Directors will occur at each AGM in the following manner:
- i) in odd numbered years, the President, Vice-President and two Directors at Large, and
  - ii) in even numbered years, the Secretary, Treasurer and two Directors at Large
- 13.05 Each elected member of the Board of Directors is elected for a two-year term commencing from the date of the AGM of the year of his or her election unless that person is elected to fulfill a term of a departed Board of Director member.
- 13.06 Any vacancies to the elected Board of Directors shall be filled by appointment by the Board of Directors. Should this vacancy occur in the first year of the departed member's

term, then the Board of Directors appointment shall be submitted to the membership at the next AGM for ratifications for the final year of the two-year term.

- 13.07 Any nominations for the position of President must be submitted to the Board of Directors in writing at least 10 days prior to the date of the AGM. These nominations must be seconded and co-signed by another voting member of the Club.
- 13.08 Members of the Board of Directors must be voting members in good standing for the 12-month preceding their elections or appointment or be associate members. The Board of Directors may not have more than two associate members holding positions on the Board excluding the role of Past President.
- 13.09 Ten voting members, not including members of the Board of Directors, will constitute a quorum at any general, annual or special meeting of the Club.

#### **ARTICLE XIV**

##### **VOTING**

- 14.01 Any voting member who has not withdrawn from membership nor has been suspended nor expelled as provided in these by laws will have the right to vote at any meeting of the Club. Such votes must be made in person and not by proxy or otherwise.

#### **ARTICLE XV**

##### **REMUNERATION**

- 15.01 Unless authorized at any meeting and after notice of same shall have been given no member of the Club acting in any capacity in a volunteer role will receive any remunerations for his services except with respect to the following designated non-volunteer positions: Director of Swimming, Club Manager, head coach, coach, office administrator, office secretary or any other such position as established at a general meeting.

#### **ARTICLE XVI**

##### **BORROWING POWERS**

- 16.01 For the purpose of carrying out its objects, the Club may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Club, and in no case shall debentures be issued without the sanction of a special resolution of the Club.

**ARTICLE XVII**  
**SIGNING OFFICERS**

- 17.01 The signing officers of the Club for the purposes of banking and general operations of the Club will be the members of the Board of Directors and any other members of the Club, including club management, approved by the Board of Directors. Two signatures will be required for the operations of any Club account and one of those signatures must be either the Treasurer or President.

**ARTICLE XVIII**  
**COMMITTEES**

- 18.01 The Board of Directors will have the authority to establish working committees to carry out the business of the club and to define the scope and duties of such committees.
- 18.02 The appointment of chairpersons to each committee will be ratified by the Board of Directors.
- 18.03 A Committee chairperson will have the authority to appoint additional committee members as he or she may deem necessary.

**ARTICLE XIX**  
**HOUSE RULES**

- 19.01 There will be House Rules relating to the general operation of the Club. These House Rules will include matters relating to duties and responsibilities of members of the Board of Directors, certain Club Policies and Procedures as determined from time to time by the Board of Directors and club operations staff. House Rules will be determined or changed by a majority vote of the Board of Directors; however, these Bylaws take precedence over any House rule.

**ARTICLE XX**  
**DISSOLUTION**

- 20.01 Upon the dissolution of the Club for any reason, all funds in the Club's possession generated from bingo shall be forwarded to Swim Alberta in trust on condition that the funds be used to further the interests of swimming in Alberta.

**ARTICLE XXI**  
**AMENDMENTS**

- 21.01 The Bylaws of the Club may be rescinded, altered, or added to by a "Special Resolution".