


CAROL PREST

Duncan Swim Team Society

Bylaws

Interpretation

1. The definitions in the *Society Act* on the date these Bylaws become effective apply to these Bylaws.
2. Words importing the singular include the plural and vice versa: and words importing a male person include a female person and a corporation.
3. "Mail" shall refer to either, or both, delivered and electronic mail.

Part 1 - Membership

4. 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.
5. Every Member shall uphold the Constitution and comply with these Bylaws.
6. Classes of Members:
 - a. Family Members:
 - (a) Shall be those swimmers who are 19 years or older, who have applied and been accepted as registered Members of the Duncan Swim Team; or
 - (b) Shall be all parents or guardians of swimmers who are under 19 years of age and who have applied and been accepted as registered Members of Duncan Swim Team.
 - b. Special Members:
 - (a) Shall be those organizations, societies and individuals interested in furthering the interests of competitive swimming in the greater Cowichan Valley area who agree to accept an appointment to Membership by the Board of Directors.
 - (b) Shall be entitled to Membership for a period to be decided by the Board of Directors and shall be allowed to have their Membership reappointed, on its expiration, at the discretion of the Board of Directors; and
 - (c) Shall be Members from the date of appointment forward and shall pay dues or fees as decided by the Board of Directors on a case by case basis.
7. All Members in good standing will have:
 - a. All rights and obligations.
 - b. Only one vote.
8. A person may apply to the Directors for membership in the Society and on acceptance by the Directors shall become a Member.
9. The annual and monthly dues for Family Members and their participating fees shall be such amounts as may be determined from time to time by the Board of Directors. Dues and participating fees for all Members shall be due and payable on the first day of each month.

10. A person shall cease to be a Member of the Society:
 - a. By delivering their resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society on or before the first (1st) day of each month in which the Member wishes to resign;
 - b. On their death or, in the case of a corporation, on dissolution;
 - c. On being expelled; or
 - d. On having been a Member not in good standing for a period of two months.
11. All Members are in good standing except a Member who has failed to pay their current annual membership fee or any other subscription or debt due and owing by them to the Society and they are not in good standing so long as the debt remains unpaid.
12. Before a Member is suspended or expelled the Member shall be notified and afforded an opportunity for a hearing before the Board of Directors. Any motion to suspend or expel a Member must be passed by a two-thirds (2/3) majority vote of the Board of Directors.
13. Any Member of the Society who has:
 - a. Resigned in good standing may be reinstated upon the payment of a fee prescribed by the Board of Directors.
 - b. Been suspended for nonpayment of dues or fees, or either subscription or debt due and owing by them, may be reinstated by paying those monies owing and a prescribed fee determined by the Board of Directors.

Part 2 – Meeting of the Members

14. The Annual General Meeting of the Society shall be held at such time and place, in accordance with the *Society Act*, as the Directors decide.
15. The Order of Business shall be:
 - a. Determine if there is a quorum,
 - b. Approve the agenda,
 - c. Business and approval of minutes of the last Annual General Meeting,
 - d. Financial statements and proposed budget for next ensuing year,
 - e. Annual reports of the Officers and Directors,
 - f. Other business,
 - g. Election of Directors and/or Officers, and
 - h. Appoint auditor, if any,
 - i. Adjournment.
16. Every general meeting, other than the Annual General Meeting, is an Extraordinary General Meeting. The Society shall give not less than 14 days written notice of an Annual General Meeting or an Extraordinary General Meeting of the Society to its Members entitled to receive notice of meetings; but those Members may waive or reduce the period of notice for a particular meeting by unanimous consent in writing.
17. The Directors may, whenever they think fit, convene an Extraordinary General Meeting. Notice of the Extraordinary General Meeting shall specify the place, the day and the hour of the meeting and, in case of special business, the general nature of that business.
18. The accidental omission to give notice of the meeting to, or the non-receipt of a notice by, and of the Members entitled to receive notice does not invalidate proceedings at that meeting.

19. A quorum for an Annual General Meeting or an Extraordinary General Meeting shall be one-quarter (1/4) of the regular Membership, but no less than five (5) Members.
20. An Extraordinary General Meeting of the Society must be called by the Board of Directors upon the request, in writing, of 10% or more Members of the Society. The topic for such a meeting must be outlined, from which the agenda shall be declared and published.
21. If within 30 minutes from the time appointed for a Members' meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting, the Members present shall constitute a quorum.
22. No resolution proposed at a meeting need be seconded and the chairman of a meeting may move or propose a resolution.
23. In case of an equality of votes the chairman shall not have a casting or second vote in addition to the vote to which he may be entitled as a Member and the proposed resolution shall not pass.
24. In accordance with Section 7 of these Bylaws, a Member in good standing present at a meeting is entitled to one vote.
25. Voting shall be by a show of hands or by ballot if the Members so determine.
26. Voting by proxy shall not be permitted.
27. Resolutions of the Society shall be passed by a simple majority of votes of those Members present and entitled to vote.
28. Voting rights and Membership of a Member in this Society are not transferable.

Part 3 – Directors and Officers

29. The affairs of the Society shall be managed by a Board of Directors.
30. The Board of Directors may exercise all such powers and do all such acts and things that the Society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to the provisions of:
 - (a) All laws affecting the Society;
 - (b) These Bylaws;
 - (c) Rules, not being inconsistent with these Bylaws, which are made from time to time by the Society in general meeting; and
 - (d) Directions given to the Board by Membership at general meetings.
31. No rule made by the Society in general meeting, invalidates a prior act of the Directors that would have been valid if that rule had not been made.

32. Only Members, Family or Special, shall be eligible to become Directors of the Society. Family members must be a member in good standing for one year before becoming eligible to become a Director of the Society.
33. No Director or Officer shall be remunerated for being or acting as a Director or Officer, but a Director or Officer may be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society.
34. The term of office for Directors and Officers shall be determined by the Members of the Society.
35. The numbers of Directors shall not be less than five (5) or greater than seven (7).
36. There shall be only one (1) Member of any one (1) family elected to the Board of Directors of the Society, unless otherwise approved by the Membership.
37. The President, Secretary, and Treasurer shall be Officers of the Society. An Officer must be a Director and ceases to be an Officer when they cease to be a Director.
38. In addition to these Officers, the following shall be Directors, elected as Members of the Board:
 - a. Senior Administrative Manager, an employee of the Society.
 - b. Senior Technical Manager, an employee of the Society.
39. If a Director or Officer ceases to hold office, the remaining Directors shall appoint a replacement in accordance with these Bylaws. No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.
40. The Members may, by special resolution, remove a Director before the expiration of his term of office, and may elect a successor to serve to the next annual general meeting.
41. A quorum of the Directors shall be established by the Directors.
42. In the absence of the President, the Directors present shall choose a chairman from those Directors present.
43. The Board of Directors shall meet as and when necessary as they shall determine, or at the call of the President. They shall meet at least once every sixty (60) days.
44. The Directors shall annually appoint signing officers for the Society, one of whom shall be the Treasurer.
45. The Board of Directors shall have general charge and control of the affairs, funds and properties of the Society.
46. Questions arising at any meeting of the Directors and Committee of Directors shall be decided by a simple majority of votes.
47. In case of an equality of votes the chairman does not have a second or casting vote.
48. No resolution proposed at a meeting of Directors or committee of Directors need be seconded and the chairman of a meeting may move or propose a resolution.
49. A resolution in writing, signed by all the Directors and placed within the minutes of the Director's meeting is as valid and effective as if regularly passed at a meeting of Directors.

Part 4 – General Duties of Directors and Officers

50. The President shall preside at all meetings of the Society and of the Directors. The President is the Chief Executive Officer of the Society and shall supervise the other Officers in the execution of their duties.
51. As mentioned in Section 42 above, in the absence of the President at Board Meetings, the Directors present shall choose a Chairman from those Directors present and this person shall carry out the duties of the President during his absence.
52. The Secretary shall:
 - a. Conduct the correspondence of the Society;
 - b. Issue and ensure notice of meetings of the Society and Directors are distributed;
 - c. Keep minutes of all meetings of the Society and Directors;
 - d. Have custody of all records and documents of the Society except those required to be kept by the Treasurer; and
 - e. Have custody of the common seal of the Society, and
 - f. Maintain the Register of Members.
53. The Treasurer shall:
 - a. Keep such financial records, including books of account, as are necessary to comply with the *Society Act*; and
 - b. Render financial statements to the Directors, Members and others when required.
54. The offices of Secretary and Treasurer may be held by one person who shall be known as the Secretary-Treasurer.
55. In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as Secretary at the meeting.
56. The Senior Administrative Manager, a paid employee of the Society, will manage the day to day administrative activities and internal affairs of the Society and will report to the President. The Senior Administrative Manager will exercise decision-making authority with a duty to disclose all conflicts of interest and, subject to the same duties and responsibilities as all other Directors.
57. A Senior Technical Manager, a paid employee of the Society, will manage the day to day activities and programming activities of the Society and will report to the President. The Senior Technical Manager will exercise decision-making authority with a duty to disclose all conflicts of interest and, subject to the same duties and responsibilities as all other Directors.
58. The Directors may add additional duties to any Directors or Officers or transfer duties among Directors or Officers.

Part 5 – Committees

59. Directors may delegate any, but not all, of their powers to Committees consisting of Directors or Members, as they think fit.

- a. A committee so formed, in the exercise of the powers so delegated, shall conform to the terms of reference of the committee and any rules that may from time to time be imposed on it by the Directors.
 - b. Unless specified under the terms of reference for the committee, a committee may elect a Chair for meetings. If no Chair is elected, or if at any meeting the Chair is not present within thirty (30) minutes after the time appointed for holding the meeting, the Directors or Members present shall choose one of their number to be Chair of the Meeting.
 - c. The Members of a committee may meet and adjourn as they think proper.
60. Standing committees shall be the Meets Committee, Communications and Registrar Committee, Fundraising Committee and other such committees as deemed necessary by the Board from time to time.
61. The Communications and Registrar Committee shall maintain the SwimBC registrations of all active swimmers.
62. The Directors shall form a Nomination Committee by June 1st of each year.
- a. One Director will be Chair of this committee, which will have two additional appointees from the Membership.
 - b. The Committee will solicit nominations for election to Board positions at the Annual General Meeting.
 - c. Nominations will be posted four (4) weeks in advance of the Annual General Meeting.
 - d. In addition to nominations made by the Nominating Committee, nominations for election to the Board of Directors may be made:
 - (a) In writing by any voting Member, seconded and with written agreement from the nominee, submitted to the Board prior to the Annual General Meeting.

Part 6 - Seal

63. The Directors may provide a common seal for the Society and they shall have power from time to time to destroy it and substitute a new seal in place of the seal destroyed.
64. The common seal shall be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons prescribed in the resolution or if no persons are prescribed, in the presence of the President and Secretary or President and Secretary-Treasurer.

Part 7 – Borrowing

65. All borrowing powers exercisable under the "Society Act" by the Society shall be exercisable by the Board of Directors in such manner as they deem fit, but the Membership may, by special resolution, restrict the borrowing powers of the Directors. Such a restriction so imposed expires at the next Annual General Meeting.

Part 8 – Auditor

66. This part applies only where the Society is required or has resolved to have an auditor.

67. The first auditor shall be appointed by the Directors who shall also fill all vacancies occurring in the office of auditor.
68. At each Annual General Meeting the Society shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting.
69. An auditor may be removed by ordinary resolution.
70. An auditor shall be informed forthwith in writing of appointment or removal.
71. No Director, Officer or employee of the Society shall be an auditor.
72. The auditor may attend general meetings.

Part 9 – Notice to Members

73. A notice may be given to a Member, either personally or by mail to him at his registered address.
74. A notice sent by mail shall be deemed to have been given on the second day following that on which a notice is posted and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canada Post Office receptacle.
75. Notice of an Annual General Meeting or an Extraordinary General Meeting shall be given to:
 - a. Every Member shown on the Register of Members on the day notice is given; and
 - b. The auditor if Part 7 applies.
76. No other person is entitled to receive a notice of an Annual General Meeting or an Extraordinary General Meeting.

Part 10 – Fiscal Policies

77. The fiscal year of the Society shall be from the first (1st) September through thirty-first (31st) August the next year following.
78. All dues, fees and other monies shall be received in the name of and on behalf of the Society, and shall be deposited immediately by the Treasurer in an account in a chartered bank, credit union or trust company, to the credit of the Society. Expenditures shall be in accordance with the budget or as otherwise authorized by the Board of Directors.
79. All projects for fund-raising or solicitation of goods shall have prior approval and authorization of the Board of Directors. No Members of the Society shall participate in such activities without carrying proper credentials provided by the Society.

Part 11 – Inspection of Records

80. All books and records of the Society may be inspected by any voting Member in good standing at such time and place as the Board of Directors may designate, but within one (1) week of such a request in writing.

Part 12 – Standing Rules

81. The Board of Directors may establish, amend and rescind Standing Rules to attain the objects, purposes and policies of the Society, and for the conduct of all business of the Society that is not inconsistent with these Bylaws or the *Society Act*. The Board of Directors shall take such measures as may be required for the enforcement of such Standing Rules. Standing Rules established, amended or rescinded by the Board of Directors shall be subject to ratification at the next Annual General Meeting of the Members, provided that Standing Rules may be acted upon and enforced by the Board of Directors prior to submission to the Members.

Part 13 – Amendments and Rules of Order

82. The Constitution and Bylaws of the Society may be amended by special resolution at a meeting of the Society, as outlined in Part 2 of the *Society Act*.
83. "Roberts Rules of Order" shall be the authority on matters of procedure not specifically covered by the Bylaws of the Society.

Non-Profit Clause

84. The purposes of the Society shall be carried out without purpose of gain for its Members and any profits or other accretions to the Society shall be for promoting its purposes. **This provision was previously unalterable.**

Dissolution Clause

85. In the event of the dissolution of the Society, funds and assets of the Society remaining after the satisfaction of its debts and liabilities, shall be given or transferred to such organization or organizations with similar purposes in British Columbia, as may be determined by the Members of the Society at the time of dissolution provided that such organization or organizations shall be registered as a charity recognized by Revenue Canada Taxation as being qualified as such under the provisions of the *Income Tax Act* of Canada from time to time in effect. If effect cannot be given to the aforementioned said provisions then such funds shall be given or transferred to a suitable level of local government. **This provision was previously unalterable.**