



1. Background & Context Setting:

- What are Bylaws?
- Why are we doing this?
- Scope of the review

2. Club Bylaws: Current vs Proposed

3. Summary of proposed changes

- What does this mean to me?

4. Next steps

- Proposed Timeline
- Your vote counts



What are Bylaws?

- When a not-for-profit organisation is formed, you have to create bylaws. •

Bylaws set out the rules for governing and operating the organisation. •

Bylaws can be modified as the needs of the organisation change over time.

- Bylaw changes have to be instigated by the Board of Directors and follow a process of consultation with its members.
- Any bylaw changes require EKSC members to agree to the changes through a 75% majority vote at the Annual General Meeting.
- Subject to member majority agreement at an AGM, the bylaw changes are submitted to Alberta Corporate Registry.



Why are we doing this?

- The last time the Club Bylaws were amended was 2013 - and the changes at that time were minimal.
- Every year for the past few years, EKSC Board of Directors have suggested the need to review the Club Bylaws - but this has never proceeded, due to time pressures and other commitments.
- In January 2020, the EKSC Board approved the terms of reference for a Bylaws Working Group to be convened and to start the review process.
- The Bylaws Working Group comprises of 5 EKSC Members all of whom have volunteered their time, skills and experience to undertake the review and make proposed changes to the existing Bylaws.
- The review has looked at the operational needs of EKSC both now, and in the future; taken best practice from other swim clubs and their bylaws, and also considered Swim Alberta bylaws and their suggested bylaw template for new competitive swim clubs.



Specific scope of the Review

There were 4 specific areas the Bylaws Working Group were asked to consider as part of the review process:

1. **Bylaw Framework**: to consider the adoption of the Swim Alberta bylaws template and if it is/could be applicable to EKSC.
2. **Board Member tenure and vacancies available**: to address areas of concern in the current bylaws which see 6 Board Members having to step down this year - and propose revisions which ensure continuity and protection for the Club in the number of Board member vacancies available at any point in time and the tenure they should hold. To also factor in any unforeseen changes to Board members during a 12-month period such that the Club is not exposed to too many vacancies at any point in time and propose interim arrangements should this occur.
3. **Role tenures and voting rights review**: to review the length of tenure required and whether voting rights are awarded for the role of 'past-president' and also the roles of 'associate members'.
4. **Updating the Bylaws**: to review the existing bylaws and ensure all aspects are updated and applicable to how EKSC currently operates, and flexible enough to support its future strategic direction



proposed:

Overview of the sections within the Club Bylaws and the key changes

Article 1: Name & Club Colours *No change.*

Article 2: Interpretation Additional definitions included for clarity. Article 3:

Jurisdiction *No change.*

Article 4: Membership Types of membership, and additional references to EKSC policies which underpin membership obligations.

Article 5: Meeting of the Members Greater clarity on calling Extraordinary General Meetings, what constitutes a quorum, voting rights of each type of member

Article 6: Board of Directors When, and how many Directors can be elected, their term of election, 'who' can be elected, clarity in 'duties' of directors and when 'conflicts of interest' should be declared

Article 7: Officers Clarity in the term for 'past-president', establishment of Committees

Article 8: Accounts Additional words included for clarity. No fundamental change. Article 9: Books and

Records Minor formatting, no fundamental change.

Article 10: Execution of Documents and Seal

No change. 6





Where there are proposed changes, these are captured in the following slides ...

7



Article 2: Interpretation

Brief list of definitions of key reference words which are used further in the Bylaw document.

Definitions for the following have been included for clarity:

- What a person in ‘good standing’ means.
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- What constitutes an ‘ordinary resolution’
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- What constitutes a ‘special resolution’

List of definitions needs improving and clarifying

Referred to the Swim Alberta bylaws template and formatted it in a similar way



Article 4: Membership

This entire section has been updated to link to the Swim Alberta recommended bylaw template, and provide greater clarity in the areas specified.

- Athlete
- Affiliate
- Honorary

- General rights of members
- Liability of members

4.1 Membership

Categories: • Athletes

- General
- Associate

Re-naming of membership types, with greater clarity on each type

Additional paragraphs added: • What being 'admitted' as a member means

- The year membership applies: 1 Sep - 31 Aug
- 'Dues' required
- Duration of membership: annually
- Member 'transfer', 'suspension', 'termination', 'may not resign', 'discipline'

Greater distinction between the various types of members - links to changes in voting rights in a later section

Greater clarity provided in all these instances: mirroring how the Club currently operates

No changes to how this is currently applied through the existing Club policies

4. Membership

Remaining section on membership fees, validation, cancelling a membership, and general rights of members

Membership Categories



Article 5: Meeting of the Members (slide 1 of 2)

<p>5.2 Extraordinary General Meeting (EGM): can be called by the President on receipt of at least 10 voting members requesting an EGM, and of which 7 of whom must be present at the meeting. Can also be initiated by the President on request of the Board of Directors.</p>	<p>Greater clarity to enable EGM's to be initiated by at least 10 members, 7 of whom must be present at the actual meeting. No proxy voting allowed in these instances</p>	<p>Current bylaws are not clear enough, so this is being strengthened</p> <p>If circumstances are such to call an EGM, then those attending are entitled to vote and 'voting by proxy' in these instances will not be allowed</p>
<p>5.5 Quorum: 10% members</p>	<p>Proposal to change this to an absolute Number of members: 21</p>	<p>Current bylaws are not clear as to how 10% is calculated. 21 is easier to administer at either an AGM or EGM, and is currently approx. 10% of paying members 21 is also recommended by Swim Alberta in their bylaw template.</p>

Note: There will be no changes to the Annual General Meeting provisions within the current bylaws.

10



Members (slide 2 of 2)

Article 5: Meeting of the

<p>Voting: Every member has one vote and voting by proxy is allowed at all meetings</p>	<p>Athlete Members: 1 vote allowed Honorary Members: 1 vote allowed Affiliate Members: no votes allowed</p> <p>For clarity: only 1 vote per 'registered account' irrelevant of how many athletes may be swimming.</p> <p>The person entitled to vote, is the one whose name the membership account is registered in</p>	<p>Greater clarity provided on who can vote and how many votes per 'family' are allowed. Detailed section included in proposals will cover the majority of circumstances.</p> <p>Reasoning is to make it simple to understand and easy to apply.</p> <p>Proxy voting has been removed from EGM's (see earlier notes)</p>
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Directors (slide 1 of 3)

Article 6: Board of

<p>6.1 Powers Details the powers that the Board of Directors have in carrying out their duties on behalf of the Club.</p>	<p>Clarified the reasons for where the Board will amend policies, procedures & standards: <i>'for the purposes of ensuring good governance, administration oversight, control, rigor'</i></p>	<p>Greater clarity No major change</p>
<p>6.3 Qualification of Directors & Removal Refers to 'qualification' as being a voting member of the Society. Largely focuses on how a Director can be removed.</p>	<p>Added an additional section for what makes a Member eligible for election to the Board of Directors:</p> <ul style="list-style-type: none">• Be a voting Member in Good Standing of the Society• At least 18 years of age• Have the power under law to contract• Not have the status of bankrupt	<p>Taken from the Swim Alberta bylaw template. Reasonable statement to add to protect the Club, reassure Members for those appointed to such positions, and provides clarity to those wishing to be elected to the Board.</p>



Directors (slide 2 of 3)

Article 6: Board of

<p>6.2 Number of Directors Can only be elected at an AGM.</p> <p>No less than 6, and no more than 8 to be elected to the Board for 2 years tenure, and max of 3 consecutive terms</p> <p>The Board may appoint a further 4 directors for a specific reason only up to the next AGM</p> <p>Any Board vacancy arising, should be promptly filled as soon as possible by an</p>	<p>Board Members can be elected at either an AGM or EGM called for that purpose</p> <p>No change to number (between 6 - 8), term (2 yrs) or consecutive terms allowed (3) BUT elected Directors will hold office until new appointees have been elected</p> <p>Additional section added for where there are more than half the members of the Board standing down in any year: ‘one half the director to be elected shall be for a 1 year term and one half the director to be elected shall be for a 2-year term, with those receiving the most votes</p>	<p>Provides greater flexibility for when Directors can be elected</p> <p>Ensures greater continuity and stability should there be a delay in appointing individuals to the Board for whatever reason by the current Directors staying in their roles until this is completed</p> <p>Provides continuity and stability should the Club have the majority of the Board changing in a 12 month period (as is the case in 2020) and attempts to re-set the tenures to ensure consistency in future years</p>
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<p>appointment to the Board of Directors (BoD) and only up to the next AGM</p>	<p><i>holding office for 2 years'.</i></p>	
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Directors (slide 3 of 3)



Article 6: Board of

<p>Duty of Directors: Not specified in current bylaws - new section</p>	<p>6.5 Duty of Directors Section taken and inserted from Swim Alberta bylaw template: role of BoD is to make strategic & operational decisions so Club meets statutory & bylaw obligations. Role of a director is to act as a fiduciary to the Club, inform themselves, participate in Board meetings and act in the best interests of the Club</p>	<p>Provides clarity in the role of the Board and also each individual Director appointed to the Board and what they are there to do</p>
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<p>Conflicts of Interest: Not specified in current bylaws - new section</p>	<p>6.6 Conflicts of Interest Section taken and inserted from Swim Alberta bylaw template: requests individuals to declare any such instances and remove themselves from the debate and decision-making</p>	<p>Good governance and control in specifying what needs to happen should there be any perceived conflict of interest</p>
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Article 7: Officers

<p>7.1 Election of Officers Executive roles are elected by the new Board immediately following an AGM & remain in role until successors are appointed</p>	<p>Inclusion of statement that <i>'upon the appointment of a new Member as President, the prior President shall become the Past President'</i></p> <p>Additional aspects for consideration in appointing to the role of President</p>	<p>Missing from the current bylaws so added for completeness</p>
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<p>7.2 Duties of Officers Duties outlined for the President, Vice-President, Treasurer and Secretary</p>	<p>Minor amendments to wording with specific detail of the duties of Past President which were omitted from the current bylaws. Specific change for the Past-President role to have only 1 year tenure and no voting rights if individual has not been elected to the Board</p>	<p>Based on feedback from Members and Swim Alberta advisers to limit the tenure and voting rights of the Past-President role</p>
<p>Committees No reference in current bylaws</p>	<p>7.3 Committees New section added to capture the establishment and role of Committees</p>	<p>Recognizes the role of Committees and reflects how EKSC has operated over the past 2 years</p>





Summary of the proposed changes



16
2)

What does this mean to me? (slide 1 of

A summary of the key changes in the proposed Club Bylaws are:

<p>Membership categories • Athlete,</p> <ul style="list-style-type: none"> • Affiliate • Honorary 	
<p>Voting rights</p>	<ul style="list-style-type: none"> • 1 vote per registered member ('athlete' and 'honorary') • 'Affiliate' members will not be entitled to vote
<p>What constitutes a Quorum</p>	<ul style="list-style-type: none"> • 21 members present at an AGM or EGM
<p>Extraordinary General Meeting</p>	<ul style="list-style-type: none"> • Greater clarity on the ability to call an EGM by at least 10 members, 7 of which have to be present at the convened EGM • The right to elect individuals to the Board at an EGM if such a meeting has been called for that purpose • No voting by proxy allowed at an EGM



2)

A summary of the key changes in the proposed Club Bylaws
are:

Election of Directors & their tenure

- No change to number (between 6 - 8), term (2 yrs) or consecutive terms allowed (3) BUT elected Directors will hold office until new appointees have been elected
- Where there are more than half the members of

the Board standing down in any year: *‘one half the director to be elected shall be for a 1 year term and one half the director to be elected shall be for a 2-year term, with those receiving the most votes holding office for 2 years’.*

President • Additional points for consideration added in appointing an individual to the role of President

Past-President • Shall be for 1 year only upon the appointment of a new President with no voting rights (unless individual has been elected onto the Board)

Sections not referenced in the current bylaws which will be included:

- Clarity in what being a ‘member’ means
- What makes a Member eligible for election to the Board of Directors
- Duties of Directors
- Conflicts of Interest

- Role of Committees



We would encourage you to provide any feedback you have on the above proposals by **Friday, October 31, 2023**

We will review all feedback and will be tabling the changes to our Club Bylaws at the AGM which will be held in early June.

The decision to accept the changes proposed will be subject to a 75% majority vote of members that vote.



Your vote counts

19



Next steps of the process:

1.	Current Club Bylaws reviewed and proposed changes drafted by Bylaws Working Group	End Feb 2020	<input type="checkbox"/>
2.	Proposed changes presented to the EKSC Board	March - June 2020	<input type="checkbox"/>
3.	'Open House' for Members on the proposed changes	October 19-29, 2023	
4.	Review feedback & make revisions as appropriate	As Needed	
5.	Submit final proposals to EKSC Board for approval	As Needed	
6.	Table proposals for changes to the Club Bylaws at the AGM	November 1, 2023	

7.	If approved by Members at the AGM, submit revised Club Bylaws to Corporate Registry	November 2023	
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