

BY-LAWS
Of
THE NANAIMO RIPTIDES SWIM TEAM ASSOCIATION

Article I – Interpretation

Section 1 – Definitions

- 1.0 This Society shall be known as the Nanaimo Riptides Swim Team Association and hereinafter be referred to as: “The Club”.
- 1.1 In these By-Laws, unless the context otherwise requires, expressions defined in the British Columbia “Society Act” of any statutory modifications thereof in force at the date at which these Regulations become binding shall have the meanings so defined:
- a) “Board” means the Board of Directors of The Club;
 - b) “Directors” means the directors of The Club;
 - c) “Member” means all Members of The Club as more particularly defined herein;
 - d) “Member’s Meetings” means the Annual General Meeting and any Special Members’ Meeting;
 - e) “Registered Address” means the Members’ address as recorded in the register of members;
 - f) “Registration” and all reference to “registered” means the registration of a Member upon the payment of such registration fee as determined from time to time by The Club and the inclusion of such Members’ name on the membership rolls at the head office of The Club;
 - g) “Resolution of the Board” means a resolution passed by a simple majority of the Directors of the Board present and voting during a meeting of the Board;
 - h) “Society” means Nanaimo Riptide Swim Team;
 - i) “Society Act” means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
 - j) “Special Resolution” means a resolution passed by a majority of not less than three-quarters (3/4) of the Voting Members at any Members’ Meeting;
 - k) “Voting Members” means all Senior and Associate Members that are in good standing and whose Membership has not been suspended or terminated.
- 1.2 Unless specified herein, the definitions in the Society Act on the date these by-laws become effective apply to these by-laws.
- 1.3 In these by-laws, words importing the singular shall include the plural and vice-versa; and words importing the masculine gender shall include the feminine; and the word “person” includes all individuals, proprietorships, partnerships, corporations,, associations, trusts, unincorporated associations, governmental bodies and other legal entities.

- 1.4 The Board of Directors shall ensure that all necessary books and records required by the By-Laws of The Club, the Society Act or any other applicable statute or law, including without limitation the minute books of The Club, are regularly and properly kept.

Article II – Membership

Section 1 – Classes of Membership

- 2.1 Membership in the Club shall fall into four (4) categories: Aquatic Membership, Regular Membership, Associate Membership and Honorary Membership. The Club shall maintain a register of Members in the principal office.
- 2.1.1 Aquatic Member - shall be limited to those who are swimmers under the age of nineteen (19) who have met the standard of performance set by The Club; and who are registered members of Swim BC. Aquatic members shall be assessed membership fees. Aquatic members may not hold office and are not entitled to vote;
- 2.1.2 Regular Member – shall be those Members who are the parents or legal guardians of Aquatic members, or Aquatic members nineteen (19) years of age and over. Regular members may hold office and are entitled to vote on the basis of one (1) vote per Aquatic Member. Regular members shall be assessed membership fees at the discretion of the Board;
- 2.1.3 Associate Member – shall be those Members who have been former Regular members of The Club who continue to support The Club. Associate members shall be elected by the membership on an annual basis. Associate members may be assessed a membership fee at the discretion of the Board. Associate members may hold office and are entitled to vote on the basis of one (1) vote per member;
- 2.1.4 Honorary Member – shall be those Members who have made an outstanding contribution to the welfare of The Club. Honorary members shall be elected by a majority vote of the Board. Honorary members may not hold office and are not entitled to vote.
- 2.2 The Club shall be open to all persons who are willing to follow the aims and objectives of The Club and its Policies as declared by the Directors from time to time.
- 2.3 A person may apply to the directors for membership in The Club and on acceptance by the Directors is a Member.
- 2.4 Every Member must uphold all Policies as declared by the Directors from time to time, and comply with these by-laws.

Section 2 – Resignations, Suspensions and Expulsions

- 2.5 A Member of The Club who is not in default in the performance of duties or obligations to The Club may resign in good standing, provided however that he or she has paid all outstanding accounts and receipt of written notice has been received by the Registrar or Treasurer. A person ceases to be a Member of The Club:
- 2.5.1 By delivering his or her resignation in writing to the Registrar of The Club or by mailing or delivering it to the address of The Club;
 - 2.5.2 On his or her death;
 - 2.5.3 On being expelled, or;
 - 2.5.4 On having been a member not in good standing for 12 consecutive months.
- 2.6 Any member charged with conduct contrary to the By-Laws, aims and objectives of The Club, may be expelled from the membership by a seventy-five (75%) vote of the Board, provided that no such vote shall be taken until the member has been notified of cause and afforded an opportunity for a hearing before the Board of Directors.
- 2.7 Any member who is sixty (60) days or more in arrears for fees and assessments shall be suspended from membership by notice in writing upon a majority vote of the Board. The member will be reinstated automatically upon payment of fees and assessments in arrears.
- 2.8 Any members whose fees or assessments have not been fully paid as of the date of the Annual General Meeting shall not be entitled to vote, nor shall they be counted for quorum purposes.
- 2.9 Any member who resigns, withdraws, or is expelled by The Club shall forthwith forfeit all right, claim and interest arising from or associated with membership in The Club.

Section 3 – Membership Dues

- 2.10 Aquatic members shall pay fees and assessments in an amount that shall be determined by the Board in consultation with the Coaching staff each year.
- 2.10.1 Fees and assessments shall include membership fees, SwimBC dues, registration fees, fundraising dues, participation fees, and monthly swim fees;
 - 2.10.2 Participation fees refer to all meet fees, travel assessments and travel expenses;

- 2.11 All other fees and assessments shall be such amounts as may be determined from time to time, by the Board of Directors.
- 2.12 Fees and assessments of all members shall be due as determined by the Board of Directors.
- 2.13 At the discretion of the Board of Directors, in consultation with the Head Coach, an Aquatic member's fees and/or assessments may be waived or deferred.
- 2.14 SwimBC fees, membership fees, and fundraising assessments are non-refundable. Other fees or assessments may be refunded following a review, on a case by case basis, by the Board of Directors.
- 2.15 A member of the Club whose resignation has been accepted by the Board of Directors, and has failed to give one calendar months' notice, shall be assessed one month's swim charges.

Article III – Board

Section 1 – General Powers

- 3.1 The business of The Club shall be managed by the Board who may exercise all such powers of The Club as are not required to be exercised in General Meetings.
- 3.2 All business of The Club shall adhere to the provisions of the Society Act, to these By-Laws and to direction given to the Board by the membership at a duly constituted General Meeting. Without limiting the generality of the foregoing, the Board shall have the following powers:
 - 3.2.1 Except as otherwise provided in the Society Act or these By-Laws, all powers of The Club including the power to delegate any of its powers, duties and functions;
 - 3.2.2 To borrow as outlined in the Society Act of BC in such manner as they deem fit, but this power shall not be exercised without the sanction of a Special Resolution by the membership of The Club;
 - 3.2.3 The power to establish committees and to appoint members to committees;
 - 3.2.4 The power to employ such persons as it deems necessary for carrying out the business of The Club; and

- 3.2.5 The power to establish rules, policies and procedures not inconsistent with the Society Act or these By-Laws relating to the management and operation of The Club.
- 3.3 The Board of Directors shall appoint at least three (3) signing officers for the Club, one of whom must be the Treasurer.
- 3.4 Unless authorized at a General Meeting of The Club, no director or member of The Club shall receive any remuneration for these services, but upon resolution of the Board, may be reimbursed for all out-of-pocket and travelling expenses incurred in attending to his/her office. The Treasurer shall report each occasion of these reimbursements and their specified amounts at the monthly Board meetings.
- 3.5 Each Director shall be deemed to have assumed office on the express understanding and agreement and condition that every Director and his/her heirs, executors, administrators, and estate shall from time to time and at all times be indemnified and saved harmless out of the funds of The Club from and against all costs, charges and expenses whatsoever which such director sustains or incurs in or about an action, suit or proceeding which is brought, commenced or prosecuted against him/her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him/her or any other Director in or about the execution of the duties of his/her or their office, and also from and against all costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof; except such costs, charges or expenses as are occasioned by his/her own willful neglect, default or criminal act.

Section 2 – Board Positions

- 3.6 The Board of Directors shall consist of: President, Vice-President, Secretary, Registrar, Treasurer, and other positions as required by the Board.
- 3.7 The Officers of The Club shall be the President, Vice-President, Secretary, Registrar and Treasurer, and such other officers as the Board of Directors may from time to time determine. These positions will be elected by the Directors at the first Board meeting following the Annual General Meeting. Each Officer shall have and perform the powers, functions, and duties specified in these By-Laws and in their individual Job Descriptions. Any member holding office of President, Vice-President, Secretary, Registrar or Treasurer shall not be permitted to hold more than one of those offices at a time.
- 3.7.1 The President shall be the Principal Executive Officer of The Club and shall, in general, supervise and control all of the business and affairs of The Club. The President shall call, and if present, preside at all meetings of The Club. He/She shall sign all instruments which require the President's signature and be the official spokesperson of The Club. The President shall be responsible for acquiring, with the Board of Directors, sanction, training and aquatic facilities for

The Club's annual activities. The President shall be responsible for appointing all committees as necessary, and shall be an ex-officio member of all committees. He/She shall be responsible for upholding these By-Laws. He/She shall, in general, perform all duties incidental to the office of the President and such duties as may be prescribed by the Board of Directors from time to time.

- 3.7.2 The Vice-President shall assist the President, and shall be vested with all the powers and duties of the President in their absence or inability to act. He/She shall, in general, perform all duties incidental to the office of the Vice-President and such duties as may be prescribed by the Board of Directors from time to time.
- 3.7.3 The Secretary shall record and keep the Minutes of the regular meetings of the Board of Directors, General Meetings, and any Special General Meetings. The Secretary shall have custody of the By-Laws and record any amendments when approved by the membership and the Registrar of Companies. He/She shall file all appropriate reports with the Registrar of Companies as outlined in the Societies Act. The Secretary shall attend to the correspondence of The Club and the filing thereof. He/She shall cause an up to date copy of the By-Laws of The Club to be circulated to the membership when necessary. He/She shall cause notice of all meetings to be given to the membership as provided in Article 4 Section 1. He/She shall, in general, perform all duties incidental to the office of the Secretary and such duties as may be prescribed by the Board of Directors from time to time.
- 3.7.4 The Registrar shall keep a current registry of the names, addresses, phone numbers, SwimBC registration numbers, class of membership and other information as required, of all members of The Club. He/She shall keep record of the date upon which any person ceases to be a member of The Club. He/She shall, in general, perform all duties incidental to the office of the Registrar and such duties as may be prescribed by the Board of Directors from time to time.
- 3.7.5 The Treasurer shall make all the financial arrangements for The Club as directed by the Board of Directors, and shall be the custodian of the funds of The Club. He/She shall be responsible for proper books of account and banking records of The Club, and shall prepare and file a report for each meeting of the Directors or the membership, and an annual report for the Annual General Meeting. The Treasurer shall monitor and report to the Board all revenues and expenditures and He/She shall, in general, perform all duties incidental to the office of the Treasurer and such duties as may be prescribed by the Board of Directors from time to time.

Section 3 – Elections and Terms of Office

- 3.8 The Directors shall be elected at the Annual General Meeting by ballot or by acclamation. The number of Directors shall not be less than five (5), and shall not exceed fifteen (15). There shall only be one (1) member of any one (1) family elected to the Board of Directors at one time.
- 3.9 All Directors elected at a duly constituted Annual General Meeting shall take office at the Annual General Meeting and shall serve until the end of their term at the appropriate Annual General Meeting. Each director shall hold office for a term of two (2) years.
- 3.10 The office of a Director shall be automatically vacated if the Director:
- 3.10.1 delivers a written resignation to the Board;
 - 3.10.2 fails to remain a Member in good standing;
 - 3.10.3 becomes of unsound mind or is found to be mentally incompetent or is physically unable to carry out his/her duties;
 - 3.10.4 dies; or
 - 3.10.5 is removed from office in accordance with Section 3.12.
- 3.11 The Board of Directors, at any duly constituted meeting, shall elect Directors to fill vacancies created by ineligibility or resignation of any Director. Any Director so elected shall serve until the next Annual General Meeting of The Club.
- 3.12 If there are reasonable grounds, any Director may be removed by the affirmative vote of three quarters (3/4) majority of the Board of Directors.
- 3.13 Any Director who fails to attend two (2) consecutive Directors' meetings, without cause, shall cease to be a Director, with formal notification from the President.

Section 4 – Nominations

- 3.14 Only Regular members and Associate members may hold office on the Board.
- 3.15 Not less than sixty (60) days prior to the Annual General Meeting the Board shall appoint a nominating committee consisting of at least three (3) members, none of whom may be a Director standing for re-election. The nominating committee shall prepare a slate of candidates for the positions of Directors open for election and shall obtain the candidates' written consent to stand for election. At least fourteen (14) days

prior to the Annual General Meeting of The Club, the Nominating Committee shall submit the slate of proposed Directors to the Board. The list of nominees shall accompany the notice for the Annual General Meeting.

- 3.16 Any Regular or Associate member, in good standing, may approach the Nominating Committee and request that their name be placed on the slate of proposed Directors at the Annual General Meeting.
- 3.17 Nominations of Regular or Associate members in good standing shall be accepted from the floor at the Annual General Meeting prior to elections, provided that the nominee is present to accept or has provided written acceptance of the nomination prior to the election being so held.
- 3.18 Where the number of nominations corresponds to the number of vacancies on the Board, the Nominees shall be declared elected by acclamation.
- 3.19 If the number of nominees validly nominated for election to the Board exceeds the number to be elected:
 - 3.19.1 The President shall appoint the Secretary to act as Scrutineer;
 - 3.19.2 The Administrator shall cause to be prepared and handed to each Voting Member a ballot containing, in alphabetical order, the names of all nominees for election to the Board and a notice stating the number of nominees to be elected;
 - 3.19.3 Any ballot which is marked in favour of more nominees than are to be elected shall be invalid;
 - 3.19.4 The Secretary and Administrator shall count from the valid ballots the number of votes cast in favour of each nominee and then shall prepare, sign, and present to the Annual General Meeting a written list of those nominees elected to the Board; and
 - 3.19.5 The written list of those Nominees elected to the Board prepared and signed by the Secretary and Administrator shall be final and conclusive as to the election of those Nominees to the Board, and the President at the Annual General Meeting shall declare such nominees elected as Directors of the Board.

Section 5 – Meetings of the Board of Directors

- 3.20 The Board shall meet as and when necessary, as they shall determine, or at the call of the President. They shall meet at least quarterly.
- 3.21 A quorum shall be a majority of the Board of Directors.

- 3.22 Meetings of the Board may be called by the President with notice in writing or electronic mail at least forty-eight (48) hours prior to the meeting. No formal notice is required if all Directors are present or those absent have indicated their consent to the meeting being held without formal notice. The accidental omission to give notice to or non-receipt of any notice by any Director shall not invalidate any resolution passed or any proceedings taken at such meeting.
- 3.23 Every Director in attendance at every Board meeting shall have one (1) vote. Except as otherwise required by these By-Laws, at all Board meetings, every question shall be decided by a majority of votes cast. In the case of an equality of votes, the motion shall deem to be defeated. Proxies are not accepted at a meeting of the Board.
- 3.24 In the absence of the President and Vice-President, the Directors present shall choose a chairperson from those Directors present.

Article IV – Meetings

Section 1 – Annual General Meetings

- 4.1 The Annual General Meeting of The Club shall be held not more than ninety (90) days after the fiscal yearend of The Club, and not more than fifteen (15) months after the previous Annual General Meeting. The day and time of the Annual Meeting shall be determined by the Board.
- 4.2 The order of business of the Annual General Meeting shall be:
1. Call to Order
 2. Reading and approval of Minutes of last Annual General Meeting
 3. Business arising from the Minutes
 4. Annual Reports of Officers and Directors
 5. Presentation of Annual Financial Statements
 6. Annual Report of Head Coach
 7. Other Business
 8. Election of Directors
 9. Adjournment
- 4.3 A quorum at an Annual General Meeting shall consist of ten (10) percent of Regular and Associate members eligible to vote.
- 4.4 Written notice of the date, time and place of each Annual General Meeting shall be provided to all Voting Members not less than fourteen (14) days before the time fixed for holding of the meeting. The notice shall state the general nature of all matters to be considered at the Meeting in sufficient detail to allow all Voting Members to form a

reasoned judgment in respect of such matters and shall include a draft copy of any resolution, other than for the election of directors or appointment of auditors, to be considered at such meeting.

- 4.5 Notice may be given personally, by mail or electronic mail to Members at the address or electronic address provided to The Club.
- 4.6 The omission of notice or the non-receipt of notice shall not invalidate any resolution, act or any proceedings taken at any Annual General Meeting.
- 4.7 Resolutions of The Club shall be passed by a majority vote of those members present and entitled to vote.
- 4.8 Special Resolutions shall require three-quarters (3/4) vote of those members present and entitled to vote and shall be required to:
 - 4.8.1 Amend the By-Laws of The Club;
 - 4.8.2 Issue debentures.
 - 4.8.3 Borrow funds

Section 2 – Extraordinary General Meetings

- 4.9 Every General Meeting other than the Annual General Meeting is an Extraordinary General Meeting.
- 4.10 Extraordinary General Meetings of The Club must be called by the Board of Directors upon the request in writing of ten (10) percent or more of the Regular Members of The Club. The topic for such a meeting must be outlined, from which the agenda shall be declared and published.
- 4.11 Notice for Extraordinary General Meetings shall be as outlined in Article IV, Section 4.4.
- 4.12 The omission of notice or the non-receipt of notice shall not invalidate any resolution, act or any proceedings taken at any Extraordinary General Meeting.

Article V – General

Section 1 – Fiscal Policies

- 5.1 The fiscal year of The Club shall be determined by the Board of Directors and the year-end of The Club shall be August 31st.

- 5.2 All fees, assessments and other monies shall be received in the name of and behalf of The Club shall be deposited into a financial institution to the credit of The Club. Such financial institution shall be determined by the Board of Directors with a simple majority vote.
- 5.3 The Board of Directors of The Club shall, from time to time, authorize designate members or employees to deposit and withdraw funds from such bank accounts.
- 5.4 Expenditures shall be in accordance with the budget or otherwise authorized by the Board of Directors.
- 5.5 All fund-raising or other activities shall not be undertaken without prior approval and authorization of the Board of Directors.
- 5.6 A copy of the Annual Financial Statement of The Club may be inspected by a voting member who is in good standing at such time and place as the Board of Directors may designate.
- 5.7 The Board of Directors may cause a seal to be made for the use of The Club, and the custody and use thereof shall be determined by the Board of Directors.

Section 2 – Audit

- 5.8 This part only applies where The Club is required or resolved to have an auditor.
- 5.9 The first auditor shall be appointed by the Board of Directors.
- 5.10 At each Annual General Meeting The Club shall appoint an auditor to hold office until they are re-elected or their successor is re-elected at the next Annual General Meeting.
- 5.11 The remuneration of the Auditor shall be fixed by the Board of Directors.
- 5.12 An auditor may be removed by ordinary resolution.
- 5.13 An auditor shall be informed forthwith in writing of their appointment or removal.
- 5.14 No director or employee of The Club may serve as auditor.

Section 3 – Committees

- 5.15 The Board of Directors may from time to time appoint committees to assist it in carrying out its duties.

- 5.16 Such committees shall be composed of members of The Club, whether Directors or otherwise, and the duties of such committees shall be specified by the Board of Directors from time to time.
- 5.17 The Board of Directors shall establish such procedures as it deems fit for the operation of committees and, subject to the Society Act and these By-Laws, may delegate any of its powers, duties or functions to a committee.
- 5.18 Such committees shall report on their activities in exercise of the powers delegated by the Board of Directors at each monthly meeting of the Board.

Section 4 – Conflict of Interest

- 5.19 It is the duty of a Director or Officer who has, or potentially has, a conflict of interest with The Club, or is, whether directly or indirectly, interested in a transaction, contract or proposed transaction to declare his/her interest at a meeting of the Board.
- 5.20 Any Director or Officer who is in a conflict of interest situation must refrain from voting in respect of any matter, proposed matter, contract or proposed contract in which such Director or Officer is so interested.

Section 5 – Amendments and Rules of Order

- 5.21 The By-Laws of The Club may be amended by a Special Resolution at an Annual General Meeting of The Club as outlined in Article IV, Section 4.4.
- 5.22 Robert's Rules of Order, (most recent edition), will be in place during all meetings to be the guideline on matters of procedure not specifically covered by the By-Laws of The Club.