



OLYMPIAN SWIM CLUB

BYLAWS

Last Revision Date: October 28, 1997 *[filed December 15, 1997]*

Amended August 23, 2000 *[filed August 24, 2000]* – Section 7-B

Amended October 26, 2000 *[filed October 27, 2000]* – Section 6-N

*October 12, 2008 – The font, numeration or bullets of the text of the bylaws have been reformatted from the paper hard copy for ease of reference. The section numbers and wording of the text has not been altered from the October 28, 1997 original except where amended in section 6 and section 7.

BYLAWS OF THE OLYMPIAN SWIM CLUB

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1.0 NAME

The name of the affiliation shall be: OLYMPIAN SWIM CLUB

2.0 AFFILIATION

The club will maintain affiliation with the Canadian Amateur Swimming Association and will adhere to the rules and regulations of that body governing the conduct of Aquatic competitions and related matters. The Club may, from time to time, affiliate with other groups or organizations as are currently active, or may become active, and whose aims are such that, in the opinion of the club, such affiliation is desirable for the furtherance of its aim and programs.

3.0 MEMBERSHIP

3.1 Admission of Members

- 3.1.1 (a) Parents or guardians who have a swimmer or swimmers swimming competitively and who have paid their annual membership or other fees to the Club, are considered to be members of the Club.
- 3.1.2 (b) The mode of admission of any person to membership in the Club shall be decided by the Board of Directors.
- 3.1.3 (c) The enrollment shall be fixed by the Board of Directors and may be varied from year to year.
- 3.1.4 (d) No member of the Club, shall in his individual capacity, be liable for any debt of the Club.
- 3.1.5 (e) The Board of Directors shall have the authority to confer, by resolution duly passed at the meeting of the said Board of Directors, Honourary Membership in the Club who will have the same standing in the Club as any other member.
- 3.1.6 (f) A "member in good standing" shall mean a member of the Club who has observed and fulfilled all the duties or obligations pertaining to membership and has paid in full all annual dues payable as a member.

3.2 Conditions of Withdrawal or Expulsion of Members

- 3.2.1 (a) Any member wishing to withdraw from membership may do so upon a notice in writing to the Board of Directors through its Secretary, but no part of the annual fees or other dues will be refunded to him except by appeal to the Board of Directors and they shall have, sole, exclusive and final authority to determine if a refund under the particular circumstances should be given.
- 3.2.2 (b) Any member who fails to pay the annual fees or other dues within two months of being payable, shall upon a majority resolution of the Board of Directors so deciding thereby cease to be a member, subject however, to reinstatement upon payment of all dues and arrears owing by him/her at the date of reinstatement.
- 3.2.3 (c) Any member who, in the judgment of the Board of Directors, after having received from the said Board of Directors in writing, a reproof of his or her

misconduct and its probable consequence in his or her loss of membership notwithstanding such reproof and warning:

- Continues to act contrary to the principles of the Club, or
- Persistently fails to fulfill his or her essential duties and obligations towards the Club, or
- Continues in any manner directly or indirectly to act to the detriment of the Club

Shall cease to be a member and shall forfeit and lose all rights and privileges of membership in the Club.

3.2.4 (d) If any member to whom such reproof and warning has been given, fails to heed the same and continues the acts or omissions therein complained of, it shall be the duty of the Board of Directors at their regular or any special meeting after such continuance, by resolutions specifying the reason therefore, to formally exclude such members from membership in the Club as from the date of the resolution. A copy of such resolution shall be sent by registered mail or delivered personally to such member.

3.2.5 (e) Any members so excluded from membership may appeal the decision of the Board of Directors and apply for reinstatement in membership. Such appeals shall be made to the Club, either at its next annual general meeting or at any special meeting held prior thereto and if not then taken, the right to appeal shall lapse. The decision of such meeting upon any such appeal shall be final and conclusively binding upon the Club, the Board of Directors and the member concerned.

3.2.6 (f) Pending any appeal any member who has been excluded from membership shall not be entitled to exercise the rights and privileges of membership.

3.2.7 (g) And it is further provided that any member of the club may be excluded from the membership by a resolution passed at an annual general meeting or at any special general meeting of the members of the Club and any member so excluded from membership shall not be entitled to commence any action or institute any proceedings to be reinstated in the membership of the Club, and any member so excluded may be readmitted to membership only by a resolution passed at the annual general meeting or a special general meeting of the Club.

4.0 FEES

4.1 (a) The amount of the annual membership fees or annual fees to be payable by a member during the Club's next fiscal year shall be set at the last General Meeting of the Club's current fiscal year and the amounts thereof may be varied from year to year.

4.2 (b) The method, date and place of payment of the annual fees shall be fixed by the Board of Directors and may be varied from year to year.

4.3 (c) The amount of any fees other than the annual fees to be payable by a member and the method, date, and place shall be fixed by the Board of Directors and the amounts thereof may be varied from year to year.

5.0 SEAL

5.1 (a) The Club may adopt a seal to be used for all proper purposes of the Club.

- 5.2** (b) The seal of the Club shall be kept in the custody of the Secretary of the Club who shall keep the same in a secure depository at the office of the Club.
- 5.3** (c) The seal of the Club shall not be affixed to any instrument except by authority of a resolution of the Board of Directors or by authority of a resolution passed at a meeting of the Club. The affixing of the seal shall be attested by the signature of at least two (2) of the officers or Directors of the Club.

6.0 BOARD OF DIRECTORS

- 6.1** (a) The Board of Directors of the Club shall consist of President, Vice-President, Secretary, Treasurer, Past President, and no less than three (3) members of the Club, each of whom at the time of election and throughout their term of office shall be members of the club.
- 6.2** (b) It shall be the duty of the Board of Directors to:
- Make all the decisions in regard to the financing and functioning of the Club
 - Establish constituent committees if necessary and supervise their functioning
 - To make all decisions relating to the aims of the Club.
 - To do such acts as the Club may by resolution so request
- 6.3** (c) The business of the Club shall be managed by the Directors who may exercise all the powers of the Club as are met by The Societies Act or by the application for incorporation or by those by-laws required to be exercised by the Club in general or special meetings.
- 6.4** (d) Any member in good standing shall be eligible for any position on the Board of Directors.
- 6.5** (e) Each Director shall be elected at the last general meeting of the fiscal year and will hold office from July 1st to June 30th of the following fiscal year.
- 6.6** (f) Of the Directors elected, four (4) will be elected as Officers of the Club with the following specific titles:
- President
 - Vice-President
 - Secretary
 - Treasurer
- 6.7** (g) The past President will automatically become a member of the Board of Directors.
- 6.8** (h) A minimum of three (3) Directors shall be elected as Directors at Large. The number of Directors to be elected and their respective areas of representation shall be determined by the members prior to the election of Directors at the last general meeting of the fiscal year.
- 6.9** (i) Meetings of the Board of Directors shall be held as often as the circumstances may require at such time and place as the President shall decide.
- 6.10** (j) An emergency meeting of the Board of Directors may be held at the request of not less than (3) three Board members.

- 6.11** (k) Meetings of the Board of Directors shall be held upon two (2) days notice by either ordinary post or telephone.
- 6.12** (l) Decisions on voting questions arising at any meeting of the Board of Directors shall be decided by a majority of votes.
- 6.13** (m) It shall be the responsibility of each Director to attend all meetings. If the attendance of a Director is irregular, or if any Director is absent from three (3) consecutive meetings without valid reasons, or for such other cause, such Director shall be liable to removal from office upon resolution by the Board of Directors to that effect. Such resolution shall be carried by a simple majority.
- ~~**6.14** (n) Two-thirds (2/3) of the Directors shall constitute a quorum for the transaction of business by the Board of Directors.~~
- Date: October 26, 2000
OSC Executive Director Jean-Pierre Fiset sent to Alberta Registries
"I hereby certify that the following special resolution was passed at a meeting of the Members of the Olympian Swim Club on October 24, 2000."
Bylaw 6-N (6.14) is changed to read:
6.14 Two-thirds (2/3) of the directors with a minimum of six (6) present in person or by telephone, shall constitute a quorum for the transaction of business by the Board of Directors. Directors may vote in person at the time of the meeting or by way of facsimile or Electronic mail to be received within five (5) business days of the meeting.
- 6.15** (o) The list of Officers and Directors shall be filed with the Registrar of Companies, in accordance with The Societies Act.

7.0 EMPLOYEES AND AGENTS

The Board of Directors may from time to time appoint such employees and agents as they deem necessary to carry out the objectives of the club and such agents and employees shall have such authority and shall perform such duties as from time to time may be prescribed by the Board. These employees and agents will include but not be limited to the following:

- 7.1** **(a) Head Coach:** The Head coach will be appointed by the Board of Directors and shall be responsible for the complete organization of training systems, methods and coaching staff necessary for the training, discipline and motivation of the swimmers. The Head Coach will be hired under contract which is to be legally prepared, approved by a majority of the Board of Directors, and signed by the President and one (1) other signing officer.
- ~~**7.2** **(b) Assistant Coaches:** Coaching assistants will be appointed by the Board of Directors on the recommendation of the Head Coach.~~
- Date: August 23, 2000
Jean-Paul Fiset OSC Executive-Director sent to Alberta Registries
"I hereby certify that the following special resolution was passed at a meeting of the members of the Olympian Swim Club on June 21, 2000."
Bylaw 7-B (7.2) is changed to read:
7.3 **Assistant Coaches:** The Board of Directors will appoint Coaching assistants on the recommendation of the Head Coach. The senior coaching Assistants will be hired under contract, which is to be legally prepared, approved by a majority of the Board of Directors and signed by the President and one signing Officer.

- 7.4** **(c) Team Secretary:** A Team Secretary will be appointed by the Board to staff the Club office at which all Club correspondence, records, files, and equipment are maintained and to carry out additional duties as may be prescribed by the Board.
- 7.5** **(d) Team Manager:** The Team Manager will be appointed annually by the Board and shall be responsible for all the arrangements necessary for entering Club members in competitive swimming. (Eligibility and selection of entrants shall be recommended by the coaching staff.) These duties shall include the submission of entry forms, arrangement for payments of entry fees and notification of all entrants as to time and place of events.

8.0 DUTIES OF DIRECTORS AND OFFICERS

- 8.1** **(a)** The function of the Officers shall be to administer the affairs of the Club between Board meetings. The Officers shall have the power to dispose of emergency matters requiring immediate attention. The Officers shall further be charged with the responsibility of examining all proofs of printed matter and approving same for publication. The Officers and the Team Manager shall be designated as signing authorities for the Club, two of whom must endorse all cheques, drafts, notes and orders for the payment of monies.
- 8.2** **(b)** All Officers shall be subject to removal from office by resolution of the Board at any time by a simple majority and thereupon shall also cease to hold office as a Director and the Board shall immediately appoint any other member of the Club to fill the unexpired term of the person(s) so removed.
- 8.3** **(c)** The duties of the officers of any of the hereinabove mentioned offices may be delegated at the discretion of the Board of Directors. The Board of Directors may delegate the power of office to any other Board member providing that a majority of the Board of Directors so present desire.
- 8.4** **(d) PRESIDENT** - the President shall: be the chief executive officer of the Club; call all meetings, and preside at all Board meetings; be a member of the Board of Directors; sign all documents requiring the President's signature; be on all standing and temporary committees; shall appoint all committees not otherwise provided for; not vote on motions from the floor; having the deciding vote in the event of a tie; have the right to vote in elections.
- 8.5** **(e) VICE-PRESIDENT** – The Vice-President shall: be vested with all powers of the President; shall perform all the duties of the President in the President's absence, disability or refusal to act as President; have such powers and duties as may from time to time be delegated or assigned to him by the Board of Directors; shall be a voting member of the Board of Directors; have signing authority.
- 8.6** **(f) SECRETARY** – the Secretary will: record and have charge of the minutes of the Club's general meetings and meeting of the Board of Directors; sign such documents that may be required; keep attendance records of all Board and Executive meetings; be a voting member of the Board of Directors; perform such other duties as the Board may from time to time require of him. In addition the Secretary will give official correspondence of the Club under direction of the Board. The Secretary shall keep a record of all the members of the Club and their addresses. The Secretary shall also possess signing authority.

- 8.7 (g) TREASURER** – The Treasurer shall: have the care and custody of the funds and securities of the Club and deposit them in the name of the Club in such banks as the Board may direct; may with one other officer sign all cheques, drafts, notes, and orders for the payment of monies pertaining to the Club fund; and shall take payment and dispose of the same under the direction of the Board; will at all reasonable times exhibit those books and accounts to any other persons upon application; will sign or countersign such documents as require his signature; shall perform all duties incidental to his office or that are properly required of him by the Board; and will submit annually the books of the Club to such persons as have been delegated by the membership to audit in the preparation of the financial statement, which statements shall be presented to the membership at a general meeting.
- 8.8 (h) PAST PRESIDENT** – The past President shall: automatically become a member of the Board of Directors for one year following his or her term as president.
- 8.9 (i) DIRECTORS AT LARGE** – All Directors elected without specified duties referred to in Clause 6 are defined as Directors at Large and shall have duties as decided by the Board.

9.0 GENERAL MEETINGS

- 9.1 (a)** The Club shall hold an Annual General Meeting on or before October 31st in each Club year and notices to all Club members shall be given in writing at least one week before the date of such meeting. The Annual General Meeting shall receive reports from committee chairmen and officers of the Club summarizing the previous year's activities. The budget for the current year shall be presented by the Club Treasurer for ratification by the Club's members.
- 9.2 (b)** General meetings shall be held at intervals of not more than eight months following the immediate preceding Annual General Meeting of the Club, on the instructions of the Board of Directors. Notices to all Club members shall be given in writing at least one week before the date of such meeting.
- 9.3 (c)** Special General Meetings may be called on the instruction of fifteen (15) Club members in good standing, providing they direct their request to the Secretary and state the business to be brought before the meeting. Notice of such a meeting shall be given to all members at least one month before the date of such meeting. The Club shall file every "Special Resolution" passed by the Club with the Registrar of Companies in accordance with The Societies Act.
- 9.4 (d)** No business shall be transacted or considered at any special meeting save that only for which the said meeting was convened.
- 9.5 (e)** Every general meeting or special meeting of the Club shall be presided over by the President or in his absence, by the Vice-President and in the absence of both the President and the Vice-President, the Chairman of the meeting shall be elected from amongst the members present.
- 9.6 (f)** In the absence of the Secretary, a Secretary for the meeting shall be elected from amongst the members present.

10.0 VOTING POWER AT MEETINGS

- 10.1** (a) Any member in good standing shall have the right to vote at a General Meeting or Special General Meeting of the Club.
- 10.2** (b) At any meeting of this club, a resolution put to a vote at the meeting shall be decided by a show of hands unless a poll is demanded by at least five (5) members entitled to vote, and such a poll shall be demanded within three (3) minutes of the announcement by the Chairman of the meeting of the result of the vote and upon a poll being demanded it shall be taken forthwith in such a manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting.
- 10.3** (c) On a show of hands every member present in person and entitled to vote shall have one (1) vote.
- 10.4** (d) Such votes must be in person and not by proxy or otherwise.
- 10.5** (e) Except, as hereinafter provided, a quorum at any general meeting or at any special general meeting shall be twenty (20) members in good standing of the Club entitled to vote, provided, however, that if at the time appointed holding of any general meeting there is not present the required quorum, such meeting shall then stand adjourned for one-half (1/2) hour at the same date and place. The members then present and entitled to vote shall be a quorum and shall be competent to transact the particular business for which the said meeting was convened.
- 10.6** (f) Decisions on voting questions at any meeting shall be decided by a majority of votes unless otherwise specified.

11.0 REMUNERATION

- 11.1** (a) Unless authorized at a General Meeting, no Member of the Club shall receive any remuneration for his services.
- 11.2** (b) The Directors of the Club shall act as such without remuneration. The Board of Directors may authorize payment of out-of-pocket expenses properly incurred by its Directors while acting as official representatives of the Association in fulfilling the responsibilities of the Association.

12.0 ELIGIBILITY FOR ELECTION TO DIRECTOR

A Director at the time of election must be a member of the Club in good standing. The retiring members of the Board of Directors are eligible for reinstatement by election, provided they are again willing to accept nomination at the end of the preceding term. A director may not hold any one position or office on the Board of Directors, as defined in Clause 8, for more than three consecutive terms.

13.0 BORROWING POWERS

For the purpose of carrying out its aims, the Club may borrow or secure funds, as authorized by a majority of not less than three-fourths (3/4) of Club Members, as are present in person, at a General Meeting of which one month's notice specifying the intention to borrow or secure monies has been given to all Club Members in good standing.

14.0 AUDIT OF THE BOOKS AND FINANCIAL STATEMENTS

- 14.1** (a) The books of the Club and the annual financial statement, kept and prepared by the Treasurer, shall be audited at least once per year by an independent auditor. The audited annual financial statement shall be filed in accordance with the requirements of The Societies Act.
- 14.2** (b) Books and records of the Club may be inspected by any member of the Club at any time upon giving reasonable notice and arranging a time satisfactory to the officers or officer having charge of that duty.
- 14.3** (c) For financial matters, the Club's fiscal year shall begin on each September 1st and end on the following August 31st.
- 14.4** (d) The auditor or auditors shall make during the year such other investigations and reports upon the affairs of the Club as the Board of Directors may require him or them to do.
- 14.5** (e) The Directors shall cause true accounts to be kept;
- Of all the assets of the Club;
 - Of all monies received and expended by the Club;
 - Of all the credits and liabilities of the Club

15.0 AMENDMENT OF THE BY-LAWS OF THE CLUB

The By-Laws of the Club may be rescinded, altered or added to by a "Special Resolution" passed by a majority of not less than three-fourths (3/4) of the Club members as are present in person, at a General Meeting of which one month's notice specifying the intention to propose the "Special Resolution" has been duly given to all Club Members in good standing.

16.0 MISCELLANEOUS

16.1 Election of Directors

A nominating Committee to prepare a slate of candidates for the Board of Directors shall be appointed by the outgoing Board of Directors at least one month prior to the last General Meeting of the Club's fiscal year. The Committee Chairman shall be the immediate Past President

16.2 General Provisions

16.2.1 (a) For the purpose of carrying on its work and accomplishing its objectives, the

Club may acquire funds from the following sources:

Fees from members, dues, subscriptions, collections, donations, bequests, devices (either in money or kind), proceeds from entertainments and concerts and from any other source approved by a general meeting of the Club.

16.2.2 (b) The funds of the Club shall be dealt with by the Board of Directors in accordance with the provisions of the Application of Incorporation and Bylaws of the Club and by special resolution of the members of the Club.