



The Saint John and Fundy Aquatic Club (TIDE) By-Laws



Article 1 – Interpretation

1. Legal Name and Address

1. Legal Name

- i. The legal name of the organization shall be the Saint John Fundy Aquatic Club Inc. As appropriate, the operating name of the organization is Saint John Fundy TIDE Swim Team both herein referred to as “TIDE”, “Team” and/or “Club”.

2. Address

- i. The mailing address for the team shall be approved by the Board, registered as required with the Government of New Brunswick and published on the club website.

2. Affiliations

1. TIDE shall be affiliated with and subject to the Governance, By-laws and Rules and Regulations of Swimming New Brunswick and Swimming / Natation Canada.

3. Terms

1. The terms “Bylaws”, “here of”, “herein”, “hereunder” and similar expressions refer to these Bylaws taken as a whole and not to any particular Bylaw or section and include any document or instrument which amends or is supplementary to these Bylaws. The word “Bylaw” followed by a number shall mean the particular Bylaw being part of these Bylaws.

4. Singular, Plural and Gender

1. Words importing the singular number only include the plural and vice versa, and words importing the use of any gender include all genders.

5. Notice

1. Whenever a period of notice is required under these Bylaws, the day on which notice is given shall not be counted as part of the notice period, but the day appointed by the notice for the event to which the notice relates shall be counted as part of the notice period.

6. Rules of Order

1. All TIDE meetings shall be guided by the current version of Roberts Rules of Order in as they apply.

7. Definitions

1. Annual Meeting

- i. Means the general meeting of the Members

2. Board

- i. Means the Board of Directors of TIDE

3. Board Meeting

- i. Means an official meeting of the Board of TIDE

4. By-laws

- i. Means the By-laws of TIDE as amended from time to time

5. Coach
 - i. Means a person registered with TIDE as a coach
6. Director
 - i. Means a member of the Board of TIDE
7. Financial Statement
 - i. Means the Financial Statements of TIDE
8. Fiscal Year
 - i. Means the fiscal year of TIDE as set by the By-laws
9. In Writing or Written
 - i. Means printing, typewriting, or any electronic means of communication by which words are capable of being visibly reproduced at a distance point of reception, including email and fax.
10. Member
 - i. Means those person(s) who become Members pursuant to the TIDE By-laws
11. Member in Good Standing
 - i. Means a member who is not in arrears if any payments owing to TIDE, SNB or Swimming Canada or whose rights have not been suspended.
12. Officials
 - i. Means those persons who work as Referee, Starter, Chief Timer, Timekeepers, Inspector of Turns and/or Stroke Judge during the managing of a Swim Meet
13. Person
 - i. Means to include any individual, firm, company, corporation, unincorporated body of persons or association.
14. Presiding Officer
 - i. Means the individual charges with chairing a meeting of the members, parent meeting or Board Meeting
15. Quorum
 - i. Means the minimum number of voting members required to be present to constitute an official Annual Meeting, Special Meeting or Board Meeting.
16. Rules & Regulations
 - i. Means the Rules & Regulations and Policies of TIDE as approved by the Board
17. Simple Majority
 - i. Means one more than half of those entitled to vote and are present at a meeting.
18. Special Meeting
 - i. Means a meeting of TIDE Members called for a specific purpose
19. SNB
 - i. Means Swimming / Natation New Brunswick
20. Special Resolution
 - i. Means a resolution passed by a majority of not less than three-fourths (3/4) of those entitled to vote and are present at a meeting
21. Swimming Canada
 - i. Means Swimming / Natation Canada
22. TIDE
 - i. Means the Saint John Fundy Aquatic Club Inc or Saint John Fundy Swim Team or Saint John Fundy Swim Club

Article 2 – Membership

1. Members

1. Membership in TIDE is open to the following provided all associated fees for TIDE, SNB and Swimming Canada have been paid.

i. Swimmers

1. Swimmers who are 18 years old shall be entitled to membership

2. Swimmers who are under 18 years old shall be entitled to membership

a. A guardian who is a minimum of 18 years old shall hold the rights to the membership.

ii. Non-swimmers

1. Who are 18 years old shall be entitled to membership and would include;

a. TIDE Board volunteers

b. Officials registered with Swimming Canada and approved by the Board

c. Other volunteers actively involved with TIDE and approved by the Board

2. Membership Fees

1. Annual membership fees for each level of swimming shall be established and approved by the Board

i. Membership fees are required to be paid in whole at the time of registration or in installments as determined by the board.

1. The Board, at their discretion, may approve alternate payment arrangements on a case-by-case review.

3. Voting as Members

1. Swimmers

i. Are entitled to one (1) vote per registered swimmer.

2. Non-swimmers

i. Are entitled to one (1) vote only if they are not voting as a Swimmer or as a Guardian of a swimmer.

ii. Are only entitled to one (1) vote, regardless of the number of non-swimmer positions held at that time.

3. Loss of voting privileges

i. Voting privileges may be suspended by the Board for failure to pay membership fees in accordance with the By-laws.

ii. Voting privileges may be suspended by the Discipline Committee if a member is suspended through the Board discipline process and the penalty included loss of voting privileges.

4. Loss of Membership

1. A Member shall suffer loss of membership if Membership fees are not paid in accordance with the By-laws, as determined by the Board.

2. A Members shall suffer loss of membership if suspended through the Board approved discipline process and the penalty included loss of membership.

Article 3 – Meetings of Members

1. Annual Meeting

1. Timing

- i. The Annual Meeting shall be held at the end of season banquet, normally held in June or July of each year.

2. Quorum

- i. Shall be a minimum of 20 members or 25% of total swimmer membership, whichever is least.

3. Notice

- i. Shall be a minimum 21 days.
- ii. Shall be distributed to all Members in writing in accordance with the minimum notice period
- iii. Shall be posted on the TIDE website

4. Order of Business

- i. Confirmation of Quorum
- ii. Approval of Financial Statements
- iii. Election of Directors
- iv. Amendments to By-laws
- v. Review of amendments to Rules & Regulations
- vi. Board Update
 1. Year in Review
 2. Next season update
- vii. New Business
 1. As determined by Members during agenda approval

2. Special Meeting

1. Timing

- i. A Special Meeting may be held at any time, as deemed necessary by the Board.
- ii. A Special Meeting must be called if a written application signed by a minimum of 25% of Members is submitted to the Board.

2. Quorum

- i. Shall be a minimum of 20 members or 25% of total swimmer membership, whichever is least.

3. Notice

- i. Shall be a minimum 21 days.
- ii. Shall be distributed to all Members in writing in accordance with the minimum notice period
- iii. Shall be posted on the TIDE website

4. Order of Business

- i. No other business shall be discussed at this Special General Meeting other than those specific reasons stated in the application.

3. Voting

1. At all Meetings of Members voting shall be by show of hand and decisions reached by a simple majority except for;
 - i. Elections of Directors by secret ballot
 - ii. Amendments to the By-laws by Special Resolution

- iii. Where secret ballot is requested by the Members in accordance with Robert's Rules of Order.

Article 4 – Board of Directors

1. Authority

1. The affairs and business of TIDE shall be managed or supervised by a Board who shall serve without remuneration and may exercise all such powers and do all such acts and things as may be exercised or done by TIDE and are not by the Bylaws, Governance Documents, or Statute expressly directed or required to be done by TIDE at meetings of the Members.
2. Subject only to those rights of appeal as provided for in the Governance Documents of TIDE, SNB and/or Swimming Canada, all decisions, rulings and interpretations of the Board are final and binding upon the Members.

2. Composition of the Board

1. The TIDE Board Shall be Comprised of no less than eight (8) members and no more than twelve (12) members.
2. Board Positions
 - i. President
 - ii. Vice President
 - iii. Secretary
 - iv. Treasurer
 - v. Registrar
 - vi. Meet Committee Chair
 - vii. Technical Chair/Coach Liaison
 - viii. Directors-at-large x 4
 - ix. Past President
3. Qualifications
 - i. Board members shall be TIDE Members, be 18 years of age, at the time of being elected, and reside in the Province of New Brunswick.

3. Powers of the Board

1. For the purpose of carrying out the objects of TIDE, the Board shall manage the affairs of TIDE and shall implement all of the resolutions, exercise all of the powers and do all such acts and things as may be exercised or done by TIDE and are not by these Bylaws expressly directed or required to be done at a meeting of the Members or otherwise. The powers and duties of the Board includes, without limiting the generality of the foregoing, the following:
 - i. Supervision of the collection of fees and funds of TIDE
 - ii. Supervision of the expenditures of funds of TIDE
 - iii. to borrow, raise or secure the repayment of money in such manner, and upon such terms and conditions as the Board deems fit, and in particular by the issue of bonds, debentures, security agreements, mortgage, charge or other security on the whole or any part of the present and future property (both real and personal) of TIDE, provided, however, that none of these powers shall be exercised except in accordance with the sanction of a resolution passed by a Special Resolution of the Members;

- iv. To establish and define the Governance Policies of TIDE exclusively and without interference from any other body, subject always to the Governance Documents of SNB and Swimming Canada.
- v. To interpret and enforce the Governance Documents of SNB and Swimming Canada as necessary.
- vi. To recommend, draft and prepare changes to the By-laws, for approval of the Members at the Annual Meeting.
- vii. To manage the Human Resources of TIDE, including but not limited to all decisions related to the management of staff, contractors and other Human Resources matters.

4. Roles of the Board

1. President

- i. Shall be subject to the overall management and supervision of the Board and indirectly the affairs and operations of TIDE.
- ii. Shall preside at and chair all meetings of Members and Board meetings.
- iii. Shall represent TIDE at SNB and Swimming Canada meetings as required.
- iv. Shall represent TIDE at all Government of New Brunswick meetings as required.
- v. Shall be an ex-officio member of all committees.
- vi. Shall maintain contact with the swimming community, the corporate sector, media and general public and speak on behalf of TIDE on issues related to the sport.

2. Vice President

- i. Shall be subject to the roles of the President in the event of absence, resignation, suspension, removal, resignation or at the request of the President.
- ii. Shall chair committees as assigned by the Board.

3. Secretary

- i. The Secretary shall be the recorder of Meetings of Members and Board meetings, will produce minutes of the meetings and furnish copies of these to each Board member.
- ii. The secretary shall assist in preparing official club correspondence.
- iii. Shall chair committees as assigned by the Board.

4. Treasurer

- i. Shall prepare a financial report for presentation at the Annual Meeting.
- ii. Shall maintain the books of TIDE and be prepared to show any collections or disbursements to the Board as requested.
- iii. Shall prepare the annual budget with the assistance of the Finance Committee for presentation to the Board
- iv. Chair the Finance Committee

5. Tenure and Election

1. All elected directors are elected to two (2) year terms except the Directors at large, which shall be one year terms, and the Past President.
2. All elections of Board members will be done by secret ballot if a position is contested.

- i. If only one (1) person is nominated for a role that person will be acclaimed to the role without a Ballot.
 3. All elected members of the Board will be chosen by the Members at an Annual Meeting in accordance with the following schedule;
 - i. Even Number Years
 1. President
 2. Secretary
 3. Registrar
 - ii. Odd Number Years
 1. Vice President
 2. Treasurer
 3. Meet Committee Chair
 4. Technical Chair/Coach Liaison
 - iii. Other Considerations
 1. Directors at large voted in annually
 2. Past President
 - a. If appointed by the Board annually at the first Board meeting after the Annual Meeting.
6. Vacancies
 1. The office of a member of the Board shall be vacated on any one of the following conditions;
 - i. Upon resignation in writing to the Board
 - ii. If a member becomes of unsound mind or otherwise incapable of performing the business of the Association
 - iii. If a member absents themselves from three consecutive meetings of the Board without satisfactory reason as determined by the Board by unanimous resolution as per the By-laws
 2. Removal of Board member by Resolution
 - i. A Board member may be removed by a unanimous resolution of the Board.
 1. All eligible Directors must cast a vote for a unanimous decision and an abstention will count as a no vote.
 - ii. Any Board of member removed by unanimous resolution of the Board will have the option to appeal the removal at a Special Meeting of members.
 1. The Special Meeting must be requested by the removed Board member within 14 days of the removal by letter to the President.
 3. Filling of Vacancies
 - i. Should a vacancy occur on the Board, the Board may appoint a person to fill the vacancy until the next Annual Meeting by a simple majority vote.
 - ii. The interim member will be granted full rights associated with this position.
7. Meetings of the Board
 1. The Board shall meet a minimum of eight (8) times annually and not less than one (1) time quarterly.
 2. Each eligible member of the Board shall have one (1) vote per resolution
 - i. The President will only vote in the event of a tie.
 3. Quorum

- i. A majority of eligible Board members but not less than five (5) Board members shall constitute a quorum.
4. All Board meeting minutes will be made available to Members by request after they have been approved by the Board with the exception of in Camera section of the minutes including but not limited to;
 - i. Any discussions around Human Resources and Salary
 - ii. Any discussions that may affect the privacy of another Member at the discretion of the Board.

Article 5 – Financial Management

1. Fiscal Year

1. The fiscal year of TIDE shall be from September 1st to August 31st of the following year.

2. Examination of Financial Statements

1. The books and financial records of TIDE shall be compiled annually no later than January 31, by the Treasurer and the books shall be examined annually by an independent, certified accountant.
2. The independent, certified accountant will be approved annually by the Board.

3. Authorization of Expenditures

1. Signing Authority

- i. All cheques or other means of dispersing funds must be approved by a minimum of two (2) members with signing authority.
 - a. The TIDE shall have four (4) Board members with signing authority which will include the President, Vice President and (two) 2 other members as passed by resolution of the Board.
 - b. A person with signing authority shall not sign any cheque made out to them self.

2. Budgeted expenditures can be authorized by two (2) Board members with signing authority.

3. Non-budgeted expenditures of TIDE funds for materials, equipment or service shall have prior approval of the Board for any expenditure exceeding \$500.

- i. The Board may obtain expenditures approval between regularly scheduled Board meetings, in writing, through electronic means by a simple majority vote.

4. Access to Financial Records

1. All Members of TIDE will have access to the financial records of TIDE at the Annual Meeting
2. All Members of TIDE will have access, given reasonable notice and no more than 45 days delay, to the financial records of TIDE throughout their term of membership.

Article 6 – Management of Governance Documents

1. Amendments to By-laws

1. Amendments to the By-laws may be proposed by the Board or a Member

- i. All proposed amendments must be presented to the Board no later than 30 days prior to the Annual Meeting or Special Meeting called for that purpose.
 2. All proposed amendments to the By-laws shall be forwarded to the Members no later than 21 days prior to the Annual Meeting or Special Meeting called for that purpose.
 3. All amendments to the By-laws shall be passed by a Special Resolution of the Members.
 4. All approved amendments shall be in affect from the date of adoption.
2. Amendments to Rules, Regulations and Policies
1. The Board may, from time to time, pass rules and regulations for the betterment of TIDE, including, without limiting the foregoing, to improve governance, organization and administration of TIDE as the Board, in its sole and absolute opinion and discretion may consider desirable.
 2. Upon the Board approving and adopting a Rule, Regulation or Policy, it shall be distributed to the Members in writing with amendments summarized and the approved adoption date for the Rule, Regulation or Policy.

Article 7 - Dissolution

1. The TIDE shall be dissolved upon special resolution of Members.
2. In the event of the dissolution of TIDE, its assets, after payment of its liabilities and expenses, including any refund of unearned membership fees, shall be transferred to such non-profit organizations with the same or similar objectives of the TIDE as determined by the dissolving special resolution or as may be otherwise required by law.