


CAROL PREST

BYLAWS OF VICTORIA SYNCHRONIZED SWIMMING CLUB

Part 1-Definitions-

- 1) **Individual Membership-** shall be given to a person who meets the following criteria:
 - a) Is a synchronized Swimmer registered with Victoria Synchro
 - b) Is at least 19 years of age
 - c) Participates in the programme of the society

- 2) **Friends of the Society Membership-** shall be granted to any person that the Members of the society by two-thirds (2/3) majority vote shall deem worthy by merit or interest. Honorary Members shall be exempt from fees and shall be entitled to all privileges of the society.

- 3) **Family Membership-**shall be given to the parents or guardians of a minor child who swims under the jurisdiction of this society, and whose fees are paid. A family membership shall have one vote, unless that family has more than one swimmer registered as a swimmer with Victoria Synchro, in which case the family shall have one vote per swimmer.

- 4) **Directors-**shall be elected by the Members of the Society at the Annual General Meeting and shall hold the office until the next Annual General Meeting, unless earlier removed in accordance of the By-Laws.

- 5) **Officers-** means an individual elected or appointed as President, Vice-President, Treasurer and Secretary pursuant to these Bylaws

- 6) **Bylaws-** means the bylaws of the Society as filed with the Registrar and as may be altered from time to time in accordance with the Societies Act;

- 7) **Constitution** means the constitution of the Society as filed with the Registrar, and may be altered from time to time in accordance with the Societies Act;

Part 2

Article I-Membership

Terms under of which a person may be admitted to the Society

- 1) 1)There shall be the following classes of Membership:
 - a) Individual Membership
 - b) Friends of the Society Membership (known previously as Honorary Membership)
 - c) Family Membership
- 2) The Fees for each class of Member, if any, shall be determined by the Directors
- 3) The Directors shall determine when fees, if any, shall be paid
- 4) It is the Duty of each Member in order to remain in good standing with the society and pay when all of the fees that are required of the Member.

Article II Termination of Membership

Conditions under which Membership in a Society ceases:

- 1) A Member shall cease to be a Member if he or she fails to pay his or her fees on the due date for the payment of fees and default continues for a period of three months from due date. A Member will be given 30 Days written notice prior to the 90 days, to have their account brought up to date.
- 2) An Individual Member, Honorary Member or Family Member may be expelled from the Society by a Resolution passed by two-thirds (2/3) of the Members entitled to vote at a Special Meeting called for that purpose.
- 3) At a meeting described in Article II clause 2, a member has a right to speak on his or her own behalf.
- 4) Any Member who wishes to withdraw from Membership in the Society may notify the Secretary or President of the Society of such notice and the Member shall cease to be a Member pursuant to the policy in our registration policy.

Article III Meeting of Membership

- 1) The Annual General Meeting shall be held during the month of September in each year, at a place within Victoria, British Columbia and on a day to be fixed by the Board of the Directors, in accordance with the Society Act as the Directors decide.

- 2) Every Notice of an annual or special meeting of the society shall state the nature of the business of the meeting and such notice shall be given to every Member 14 days before the Annual or Special meeting.
- 3) Notice of any annual or special meeting shall be deemed to be given to every Member, if mailed, emailed or hand delivered. If notice is given by mail then notice shall be deemed to have been received on the 5th business day after it was mailed. If notice is given by email it shall be deemed to have been received on the day following the day the email is sent. If notice is given in person, it shall be deemed to have been received on the day of delivery.
- 4) The Directors, or any two Members of the Society, or ten (10%) per cent of the Membership, but in no case less than two Members of the society may call a special meeting of the Society for any purpose.
- 5) Any persons calling a meeting of the Membership of the Society pursuant to Article III, clause 4 shall be responsible for the administration and preparation of the meeting.
- 6) The rules of procedure at an annual, general or special meeting shall be determined by Directors or if any member objects the Roberts' Rules of Order shall apply.

Quorum for the General and Special Meetings:

- 7) A quorum for the transaction of business at any annual or special meeting of the Society shall be 6 (six) member of the Membership as they appear on the Membership rolls.
- 8) Those Members entitled to vote at any meeting of the Members of the Society shall be as follows
 - a. Individual Members
 - b. Family Members who shall be entitled to one vote for each synchronized swimmer in the family who participates in the Society Programme.
- 9) Those Members entitled to a vote described in Article III, Clause 8, shall only be allowed to vote so long as they are good standing. A Member is not in good standing if the Member has failed to pay his current fees, or any other subscription or debt due and owing by him to the society is not in good standing so long as the debt remained unpaid.
- 10) Voting by proxy is not permitted.

Article IV Director and Officers

- 1) The Directors of the Society shall be the subscribers to this Constitution and these By-Laws. The Directors shall all resign (not retire) at the first annual meeting. Thereafter, the number of Directors shall be determined at the Annual General Meeting each year, but in no event shall the number of position of Directors be less than four in number.

Appointment of Directors:

- 2) The Directors of the Society shall be elected by the Members of the Society at the Annual General Meeting and shall hold the office until the next Annual General Meeting, unless earlier removed in accordance of the By-Laws.
- 3) Any vacancy in the Directors may be filled by appointment by the Directors. Meeting of the Directors may be called by the President, two or more Members of the Directors, or by two or more Members.

Duties and Powers of the Directors:

- 4) The management and administration of the affairs of the Society shall be vested in the Directors. In addition to the powers and authority given by the By-Laws or otherwise expressly conferred upon them, the Directors may exercise all such powers of the Society and do all such acts on its behalf as are not by the society at a general or special meeting, and the Directors shall have full power to make such rules and regulations as they deem necessary, provided that such rules and regulations are not inconsistent with the Constitution of the Society and these By-Laws.

Directors Meetings

- 5) The Directors shall determine their own procedure. The Directors may from time to time set quorum necessary to conduct business, and unless so set the quorum is a majority of the Directors then in office.
- 6) (a) Questions arising at a meeting of the Directors and committee of Directors must be decided by a majority of votes;
(b) In the case of a tie vote, the chair does not have a second or casting vote.
- 7) A Resolution in writing signed by all the Directors either personally or via email and placed within the minutes of the Directors shall be valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted.
- 8) Any Director may participate in a meeting of the Board of Directors, or of any committee of the Board of Directors, by means of telephone or electronic conferencing, provided that all persons in attendance at the meeting may communicate with such Director contemporaneously with each other, and in such event, the Directors shall be considered present at such meeting, and shall have the right to vote at such meeting.
- 9) No Director shall receive remuneration for his or her duties.

Removal of Directors:

- 10) Directors shall cease to hold office upon their ceasing to be Members of the Society .

- 11) Directors may be removed from office by a Special Resolution passed by two-thirds (2/3) of the Members that attend and are entitled to vote at a Special Meeting called for that purpose.
- 12) No less than two Members can require the Directors to call a Special Meeting of the Members of the Society for removing any member Directors, and/or substituting a new member in that position.

Officers of the Society

- 13) The board of Directors shall consist of not less than Four(4) and not more than sixteen(16) Members, including the:
 - President
 - Vice-President
 - Secretary
 - Treasurer.

Election of officers:

- 14) The officers of the Society shall be elected by the Members of the Society at the Annual meeting. If the positions of elected directors is not filled within 30 days of the AGM, then a Special General Meeting will be called.

Duties and Powers of the Officers:

- 15) The President shall be the Chief Officer of the Society.
- 16) The Vice-President shall generally assist the President and shall in the event of the absence or disability of the President perform his or her duties and possess his or her authority.
- 17) The secretary must oversee the following:
 - a. Conduct the correspondence of the society;
 - b. Issue notices of meetings of the society and Directors;
 - c. Keep minutes of all meetings of the society and directors;
 - d. Have custody of all records and documents of the society except those to be required to be kept by the treasurer.
- 18) The Treasurer must
 - a. Keep financial records, including books of accounts, necessary to comply with the Society Act; and
 - b. Render financial statements to the Directors, Members and others when required. These statements are to be kept electronically, and be able to be accessed by the aforementioned;
- 19) In the absence of the secretary from a meeting, the Directors must appoint another person to act as secretary at the meeting.

20) All cheques and financial statements of the society must include two (2) signatures, from any two (2) Board members eligible to sign.

21) No officer shall receive remuneration for his or her duties.

Removal of Officers:

22) Officers of the Society may be removed in the same fashion as the Directors of the society as set out in these By-Laws.

23) An Officer shall cease to hold office upon his or ceasing to be a member of the society. Unless appointed as a 'Friends of the Society' (Honorary Member).

Article V Borrowing Powers

1) The Officers shall have the power to raise or secure the payment of money or in such manner as the society shall think fit and without limiting the generality of the forgoing the Society may issue debentures or debenture stock, perpetual or otherwise charging upon all or any of the Society's present or future property and to purchase, redeem or pay off any such security; PROVIDED that debentures shall not be issued without the authority of a Special Resolution of the Society requiring seventy-five (75%) per cent vote of the Members of the Society. In addition, the power of the officers to borrow shall be limited in as much as the consent of seventy-five (75%) per cent of the Members entitled to vote shall be obtained prior to borrowing.

Article VI-Audits of the Accounts of the Society

- 1) This part applies only if the Society is required or has resolved to have an auditor.
- 2) The first auditor must be appointed by the Directors who must also fill all vacancies occurring in the office of the auditor.
- 3) At each annual general meeting the society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.
- 4) An auditor may be removed by ordinary resolution.
- 5) An auditor must be promptly informed in writing of the auditor's appointment or removal.
- 6) The auditor may attend general meeting.

Article V111-Inspection of records of the Society

- 1) The books and records of the society shall be opened to the inspection of Members at all reasonable times.

Article IX-Altering By-Laws

- 1) The By-Laws of the Society may be amended at any general, special or annual meeting of the Society by a special resolution adopted by 2/3rds majority vote of the Members of the Society present at any special annual or general meeting.
- 2) Notice to amend any By-Laws or to introduce a new one shall be given in writing at a meeting of the Society. Previous change to the meeting or circulated to the Members fourteen days in advance of the meeting at which it is intended to be considered.
- 3) On being admitted to Membership, a member is entitled, without charge, to a copy of the Constitution and By-Laws of the Society.