

# Bylaws of the Okanagan Masters Swim Club

As approved by Special Resolution of the members on November 9, 2021

## 1. Definitions

- 1.1 The society known as the Okanagan Masters Swim club shall hereinafter be referred to as the "Club" or "OMSC".
- 1.2 The Club shall conduct its business on a calendar year from September 01 to August 31<sup>st</sup>, which shall be the same as its fiscal year.
- 1.3 The purposes of the Club shall be as set out in the Constitution.
- 1.4 In these bylaws:
  - i. "Act" means the Societies Act of British Columbia as amended from time to time;
  - ii. "board" means the directors of the Society;
  - iii. "bylaws" means these bylaws as altered from time to time;
  - iv. "special resolution" means a resolution passed at a general meeting by at least sixty seven percent (67%) of the votes cast by the voting members, whether cast in person or by proxy;
  - v. The definitions in the Act apply to these bylaws.
- 1.5 If there is a conflict between these bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

## 2. Membership

- 2.1 A member is defined as a person who has paid the appropriate membership fees and is registered as an OMSC member with Swim BC.
- 2.2 Programming and membership fees are set by the board.
- 2.3 Any person being eighteen (18) years of age or older at the time of registration may become a member upon payment of said membership fees. A person 18 years of age requires parental / guardian consent.
- 2.4 Any member of the Club shall be considered in good standing upon receipt of full payment of fees, upholding the Constitution of the Club, complying with these bylaws, and behaving in accordance with the Code of Conduct of the Club and Swim BC, as amended from time to time.
- 2.5 A member who is not in good standing shall not be entitled to the rights and privileges of members of the Club.
- 2.6 If the board places any limit on the overall number of members accepted into membership at the start of a season, for operational or other reasons, priority will be given to applicants who were members during the previous season.

- 2.7 A member may be disciplined or expelled from membership for breach of the conditions of membership including delinquency of payment, breach of the Code of Conduct, bringing the name and image of the Club into disrepute, or any other breach of the terms of membership which the board may determine at its discretion.
- 2.8 In the event that such a breach is identified, the member in question will be notified in writing, provided an opportunity to rectify the cause or breach within a reasonable time, and failing rectification, may be disciplined or expelled. A member subject to proposed discipline or expulsion will be given a reasonable opportunity to make representations to the board, before it reaches a final decision. The process followed, reasons for the decision, and terms of expulsion shall be communicated in writing to such member within 14 days of the decision.

### **3. Rights and Privileges**

- 3.1 All members in good standing shall have the following rights and privileges:
- i. To attend and participate in all general meetings
  - ii. To one vote at all general meetings
  - iii. To participate in any and all Club swim meets and Club social functions
  - iv. To benefit from administrative functions of the Club
  - v. If so elected at a general meeting, to participate as a member of the board

### **4. Board**

- 4.1 The board must have no fewer than three (3) and no more than nine (9) directors, which at full complement would comprise the President, Treasurer, Secretary, Registrar, Director - Coach Liaison, Communications Director, Vice President, and two Directors at Large. All directors must be ordinarily resident in British Columbia.
- 4.2 The Directors at Large may vote at board meetings.
- 4.3 The board shall, subject to the bylaws or directions given it by majority vote at any general meeting properly called and constituted, have full control and management of the affairs of the Club.
- 4.4 Any person elected to the board becomes a board member if they were present at the general meeting when being elected and did not refuse the appointment. They may also become a board member if they were not present at the general meeting but consented in writing to act as a board member before the election, or within ten days after the election, or if they acted as a board member pursuant to the election.
- 4.5 Any board member, by majority vote at any general meeting properly called and constituted, may be removed from office for any cause which the Club may deem reasonable.

- 4.6 The board may, at any time, appoint a member as a director to fill a vacancy that arises on the board as a result of the resignation, death, incapacity or removal of a director during the director's term of office. Such vacant director position shall be filled at the next general meeting, provided it is so stated in the notice calling such a meeting.
- 4.7 Signatories to the society's bank accounts may not be related. Being related means being a parent, sibling, spouse, child, step-child or business partner of one another.

## 5. Director portfolios

5.1 The **President** shall:

- i. Be an ex-officio member of all committees;
- ii. When present, set the meeting agenda and preside at all meetings of the Club and of the board;
- iii. In the President's absence, a Director may be elected by the meeting to preside.

5.2 The **Vice President** shall:

- i. Assist in the duties of the President;
- ii. In the absence of the President, set the meeting agenda and preside at, or nominate another director to set the meeting agenda and preside at meetings;
- iii. Perform other duties as determined by the board.

5.3 The **Secretary** shall:

- i. Attend all meetings of the Club and of the board, and to keep accurate minutes of the same;
- ii. Have charge of the Seal of the Club, which, whenever used, shall be authenticated by the signature of the Secretary and the President;
- iii. Have charge of all the correspondence of the Club, including but not limited to management and safekeeping of the club's records and archives;
- iv. Send all notices of the various meetings as required.

5.4 The **Treasurer** shall:

- i. Receive all monies paid to the Club and be responsible for the deposits of same in whatever Bank, Trust Company, or Credit Union the board may order;
- ii. Ensure all payments of Club funds are for expenditures authorized by the board and appropriately documented;
- iii. Properly record all club transactions and keep such books as may be directed;
- iv. Present a full detailed account of receipts and disbursements to the board whenever requested;

- v. Prepare annual financial statements including an income statement and statement of financial position for the fiscal year end, and obtain an independent review of the same;
- vi. Submit the annual financial statements to the board for approval, and forward a copy of the approved financial statements to the Secretary for the records of the club;
- vii. If requested by the board, present the annual financial statements to the members at the Annual General Meeting.

5.5 The **Registrar** shall:

- i. Collect all program and membership fees;
- ii. Monitor and trend membership status for reporting purposes;
- iii. Ensure Swim BC fees are collected and disbursed;
- iv. Have charge of the membership register and database.

5.6 The **Director - Coach Liaison** shall:

- i. Select and appoint contract coaches;
- ii. Appoint head coach if required and commission an annual swim plan;
- iii. Register and require criminal record checks for coaches;
- iv. Set up and manage a coaching roster;
- v. Ensure suitable coaching materials are available to coaches;
- vi. Schedule and convene coach meetings when required;
- vii. Coordinate coach attendance at swim meets when required;
- viii. Keep coaches current on relevant club policies and procedures;
- ix. Provide coach feedback to the board and provide coaches with member feedback.

5.7 The **Communications Director** shall establish and maintain positive relationships with the Club's internal and external stakeholders, by:

- i. overseeing of the brand and related marketing activities;
- ii. promoting and publicizing the club's activities, internally and externally;
- iii. being the primary guardian of the Club's reputation and identity, ensuring correct use of its marks, logos and related imaging.

5.8 The **Directors at Large** shall individually or collectively manage one or more portfolios as determined by the board.

## **6. Terms of Office**

- 6.1 A term of office is two (2) years. The Vice President, Treasurer, Director – Coach Liaison and Directors at Large shall be elected in even numbered years. The President, Registrar, Secretary and Communications Director shall be elected in odd numbered years. If no successor is elected the person previously elected or appointed to the position of note continues to hold office for another term.
- 6.2 The term of the newly elected board members shall commence immediately following the election of board members.

## **7. Meetings**

- 7.1 Meetings of the board shall be held as often as may be required, but at least once every three months, and shall be called by the President.
- 7.2 A general meeting may be called at any time by the Secretary upon the instructions of the President or board by notice in writing (including email) to each member not less than fourteen (14) days prior to the date of such meeting.
- 7.3 Members may send notice to the board, of a matter they propose to have considered at an annual general meeting. Such notice must be in full compliance with S.81 of the Act, may not exceed 200 words in length, must contain the names of and be signed by not fewer than five percent (5%) of the members of the Club. The notice must be received by the board no less than seven (7) days before notice of the annual general meeting is sent.
- 7.4 A special general meeting shall be called by the President or the Secretary upon receipt of a proposal signed by not less than ten percent (10%) of the members of the Club, within sixty (60) days of receipt. The proposal shall set forth reasons for calling such a meeting. Notice shall be given in writing (including email) to each member not less than fourteen (14) days prior to the date of such meeting.
- 7.5 A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.
- 7.6 The Club shall hold an annual general meeting on or before 90 days after fiscal year end in each year. Notice of this meeting shall be given in writing (including email) not less than fourteen (14) days in advance to all members. At this meeting there shall be the following agenda items:
- i. President's report
  - ii. Treasurer's year-end report
  - iii. Communication Director's report
  - iv. Coaching Director's report
  - v. Election of officers

Annual general meetings and special general meetings shall be conducted in accordance with the Principles of Robert's Rules of Order.

## **8. Financial Review**

- 8.1 The annual financial statements shall be reviewed by two members of the Club, selected by the board, who are not board members at the time of selection or review. The books and records of the Club will be made available to the selected reviewers for such purpose.
- 8.2 The reviewers shall review financial statements, provide a written statement regarding their agreement or not with the financial statements as presented, and provide a report highlighting questionable income or expenditures if required.
- 8.3 The annual financial statements and accompanying report from the two reviewers shall be submitted to the Secretary for the records of the Club.
- 8.4 The board shall approve the annual financial statements.
- 8.5 The 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 board member having charge of same. Each member of the board shall at all times have access to such books and records.

## **9. Quorum**

- 9.1 The quorum for the transaction of business at a directors' meeting is a majority of the directors;
- 9.2 The quorum for a general meeting of members who are present in person or by proxy is ten percent (10%) of members in good standing.

## **10. Voting**

- 10.1 Each member in good standing shall have the right to vote at each general meeting of the Club. Remunerated positions, irrespective whether they are also members in good standing, do not have the right to vote at any general meeting of the Club.
- 10.2 A member shall be entitled to appoint another member as proxyholder to attend, act and vote for them at one general meeting and any adjournment thereof. A proxy shall be:
  - i. in writing, including by email;
  - ii. delivered to the Secretary or President prior to the meeting at which the person named in the proxy proposes to vote; and
  - iii. in the form and within the time limit the board may determine from time to time.

- 10.3 Any member in good standing who is 19 years of age or greater may act as proxyholder for one or more other members in good standing, and vote at the meeting at which they act as proxyholder.
- 10.4 At an annual or special general meeting of the members, each member who is present in person or by proxy shall be entitled to one vote. No member shall be entitled to more than one vote, and no proxyholder may hold or vote more than three (3) member proxies. Each proxyholder may vote as a member, as well as voting as a proxyholder, in each vote at the meeting designated in the proxy.
- 10.5 A special resolution is required to make major changes to the Society, including but not limited to its:
- i. Constitution;
  - ii. Bylaws;
  - iii. Legal structure;

## **11. Remuneration**

- 11.1 Unless authorized by the board, no member of the Club shall receive any remuneration for their services;
- 11.2 The Club may, subject to the Act, pay remuneration to a director for services provided by the director to the Club in another capacity.

## **12. Borrowing Powers**

- 12.1 For the purpose of carrying out its objectives, the Club may borrow or raise or secure credit or the payment of money in such matter as it thinks fit, and in particular by the issue of debentures, lines of credit, mortgages, credit or debit cards, or any form of debt, but this power shall be exercised only under the authority of the Club, and in no case without the sanction of a special resolution of the Club.