

# CALGARY AQUABELLES ARTISTIC SWIMMING CLUB

## BYLAWS



THE CALGARY AQUABELLES ARTISTIC SWIMMING CLUB IS GOVERNED **by** AND IS A MEMBER OF CANADA ARTISTIC SWIMMING (CAS) AND OF ALBERTA ARTISTIC SWIMMING (AAS).

ALL POLICIES OF THESE GOVERNING BODIES CONCERNING PRIVACY AND CONFLICT OF INTEREST APPLY.

## REVISION HISTORY

Date	Description	Approval Date
September 20, 2020	<ul style="list-style-type: none"> <li>▪ Change “synchronized” to “artistic”.</li> <li>▪ Change reference from “Policy and Procedures Manual” to “Policy Manual III – Job Descriptions”</li> <li>▪ Addition of “Indemnification”</li> </ul>	
October 19, 2015	Last approval	

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## BYLAW I: DEFINITIONS AND INTERPRETATION

1. **Name of the Club.** The name of the Club will be the Calgary Aquabelles **Artistic** Swimming Club, also known hereafter as the "Club".
2. **Purpose.** The purpose of these bylaws is to conform to the provisions of the Societies Act, S.A. 2000, c-S-14 and to set out how the Club will promote its Objects as set forth in its constitution.
3. **Conflicts.** In the event of any dispute as to the intent or meaning of these Bylaws, or any Bylaws, policies, procedures, rules or regulations which hereafter may be made, the interpretation by the Board of Directors shall be the final conclusion.

## BYLAW II: MEMBERSHIP

1. **Membership.** Any person, organization, or business that desires to further the Objects of the Club and pays the relevant membership fee may become a member of the Club.
2. **Classes of Membership.** There shall be 3 classes of memberships:
  - a) Voting Members;
  - b) Athlete Members; and
  - c) Honorary Members.
3. **Voting Member.** Voting membership shall be open to all adult persons who actively participate in the Club's **artistic** swimming program and have an Athlete Member for whom they are responsible. Voting Members shall be eligible to vote at general or special meetings of the Club as provided for in Bylaw 5 and 7.
4. **Athlete Member.** Athlete membership shall be open to athletes and coaches who actively train and participate in the Club's **artistic** swimming program at local, provincial, national and international meets and championships. Athlete Members shall be non-voting members.
5. **Honorary Member.** Honorary membership shall be open to all persons, organizations, or businesses who support the Club. Honorary Members shall be non-voting members.
6. **Membership Year.** The membership year commences on July 1 of each year and expires on June 30 of the successive year.
7. **Admission of Members.** No person, organization or business will be admitted as a Member of the Corporation unless:
  - a) The candidate member has made an application for membership in a manner prescribed by the Club;
  - b) The candidate member has been approved by majority vote by the Board or by any committee or individual delegated this authority by the Board;
  - c) For Athlete Members, the candidate member is a member in good standing with **Canada Artistic Swimming** and **Alberta Artistic Swimming**;
  - d) If, at the time of applying for membership the candidate member is currently a Member, the candidate member is a Member in good standing;
  - e) If the candidate member was at any time previously a Member, the candidate member was a Member in Good Standing at the time of ceasing to be a Member;
  - f) If the candidate member has not been a Member, the candidate member was a member in Good Standing with the previous club they were a member of;

- g) The candidate member has paid dues as prescribed by the Board.
8. **Definition:** “Good Standing”. A Member of the Club will be in Good Standing provided that the Member:
- a) Has not ceased to be a Member;
  - b) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
  - c) Has completed and remitted all documents as required by the Club;
  - d) Has complied with the Bylaws, policies, procedures, rules and regulations of the Club;
  - e) Is not subject to a disciplinary investigation or action by the Club, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
  - f) Has paid all required membership dues or debts to the Club, if any.
9. **Suspensions.** Members who cease to be in Good Standing may have privileges suspended and will not be entitled to vote at meetings of Members and, where the Member is a Director, at meetings of Directors, or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of Good Standing as set out above.
10. **Withdrawal of Membership.** Any member may terminate their membership by giving written notice to the Secretary of the Club.
11. **Termination of membership.** The Board of Directors may suspend, expel or terminate the membership of any member for a breach of the Club’s Bylaws, policies, procedures, rules or regulations, with a resolution approved by a 75% majority at a regular Board of Directors Meeting duly called for that purpose.
12. **Liability.** No member of the Club is, in his/her personal capacity, liable for any debts or liabilities of the Club.

### BYLAW III: FEES

**Annual Dues.** The annual dues for Members of the Club shall be set and approved at the General Meeting of the Club, upon recommendation of the Board of Directors.

13. **Special Assessments.** Special assessments may be levied by unanimous vote of the Board of Directors of the Club to cover any special expense to be incurred by the Club.

### BYLAW IV: BOARD OF DIRECTORS AND OFFICERS

#### 1. Board of Directors

- a) The affairs of the Club shall be managed and controlled by a minimum of five to a maximum of twelve-member Board of Directors otherwise known as the Board.
- b) The Board of Directors shall prescribe such policies, procedures, rules and regulations as it deems necessary to ensure the proper operation of the Club, provided in all cases such policies, procedures, rules and regulations are consistent with the letter and intent of these Bylaws.
- c) Each elected Board member shall be elected for a term of two (2) years and shall be entitled to run for re-election thereafter (subject to any restrictions contained within these Bylaws).

#### 2. Composition

The Board shall consist of the elected Officers, Past President, directors at large, and the head coach. The elected Officers shall be:

- a) President
- b) Vice-President
- c) Secretary
- d) Registrar
- e) Treasurer
- f) Director of Revenue
- g) Director of Public Relations
- h) Director of Operations

### **3. Election of Officers**

- a) At the Annual General Meeting of the Club, the Voting Members, if necessary, shall select the Officers and any member at large. Except insofar as the Directors have been elected to specific positions on the Board at an Annual General Meeting, the Directors shall elect, by majority vote, the Officers. The Board may appoint any vacant office as required to complete the term from amongst the members of the Board.
- b) The elected Board members shall take office immediately following the adjournment of the meeting during which they are elected and shall hold office for a two-year term until the conclusion of the Annual General Meeting two years following their election.
- c) No elected Officer may serve more than two consecutive two-year terms in any one office without the approval of a majority of the Voting Members.
- d) To be eligible for election an individual must be a Voting Member in Good Standing and must have their written nomination, signed by a nominator and seconder (both of whom must be Voting Members in Good Standing), given to the Club, prior to the Annual General Meeting. Nominations will be accepted from the floor. Nominations of a person not present at the meeting must carry the person's consent in writing.
- e) There will be a separate election for each vacant position and the first candidate to receive the majority of the votes shall be declared elected. On each ballot, the candidate with the least votes shall be eliminated.
- f) If there is only one candidate for the position, that candidate will be declared elected by acclamation.
- g) The offices of the Treasurer, Director of Operations, Secretary and Director of Public Relations will be up for election during the odd numbered years. The offices of the President, Vice President, Director of Revenue and Registrar will be up for election on the even numbered years.
- h) The Past-President shall be the immediate prior President.
- i) Ex-officio members of the Board include the Head Coach and the Past President who are not entitled to vote.
- j) The Directors shall serve totally without remuneration.

- k) The Board of Directors may appoint a duly elected director to fill any position not filled by election.

#### **4. Removal from Office**

- a) Any director or officer elected or appointed may be removed from their position by a two-third majority vote by the Board.
- b) Removal shall be based upon non-performance of duties, which may be evident, by failure to attend meetings or conduct deemed by the Board prejudicial to the well-being of the Club.

#### **5. Officers Duties**

The Officers are required to perform the duties associated with their positions and conduct the affairs of the Club in accordance with the roles and responsibilities identified in **Policy Manual III – Job Descriptions**.

#### **6. Indemnification**

- a) **Will Indemnify - The Club will indemnify and hold harmless out of the funds of the Club each Director and Officer from and against any and all claims, demands, actions, or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer.**
- b) **Will Not Indemnify - The Club will not indemnify a Director or Officer or any other individual for acts of fraud, dishonesty, or bad faith.**
- c) **Insurance - The Club may purchase and maintain insurance for the benefit of its Directors and Officers, as the Board may determine.**
- d) **Responsibility- The Club will not be held responsible for the operation or financial commitment of any Member, committee, individual, organizing body, artistic swimming competition or artistic swimming related activity for which the Club has not explicitly assumed such responsibility in writing.**

### **BYLAW V: MEETINGS**

#### **1. Annual General Meeting**

- a) The Annual General Meeting of the Club shall be held annually within 5 months of the fiscal year end of the Club and place within the Province of Alberta as determined by the Board.
- b) A notice of the time and place of the Annual General Meeting shall be sent to the official mailing list, by ordinary mail, or via electronic mail. The notice shall be sent not less than twenty-one (21) days before the date of the meeting.
- c) The Order of Business at the Annual General Meeting shall be:
  - i) Call to order
  - ii) Reading, correction and adopting minutes of last General Meeting.
  - iii) Ratification of Agenda
  - iv) Business Arising from the Minutes
  - v) Officer and Standing Committee Reports, including financial statements
  - vi) Voting on Motions:
  - vii) New Business
  - viii) Election of Officers

ix) Adjournment

- d) Notice of such meeting will be deemed to have been delivered when emailed to the most recent email address provided to the Club by such member.
- e) The President, or in their absence the Vice-President or in their absence any elected Board member shall preside at the meeting.

## **2. Special Meetings**

- a) The President shall convene a Special Meeting of the Club at a time and place they shall determine when the Board deems it necessary or within six weeks of receipt of a written request from at least 20% of the Voting Members.
- b) A notice of the time and place of a Special Meeting shall be sent to the official mailing list, by ordinary mail, or via electronic mail. The notice shall be sent not less than twenty-one (21) days before the date of the meeting.
- c) The notice of a Special Meeting shall state the nature of the of the business to be transacted at the meeting and no other business shall come before the meeting, or any adjournment thereof, without the unanimous consent of the Voting Members.
- d) Notice of such meeting will be deemed to have been delivered when emailed to the most recent email address provided to the Club by such member.
- e) The President, or in their absence the Vice-President or in their absence any elected Board member shall preside at the meeting.

## **3. Meetings of the Board of Directors**

- a) Meetings of the Board shall be held at such a time and place as the Board may determine. The Board shall meet a minimum of 6 times per year.
- b) The President shall call a meeting upon receipt of a written request from any Board member or at any other time as deemed necessary. A meeting date shall not be later than twenty-one (21) days after the date of receipt of the request.
- c) Notice of non-scheduled meetings may be given by ordinary paid mail or via electronic mail, not less than seven days before the date of a meeting, without the consent of all Board members.
- d) Notice of such meeting will be deemed to have been delivered when emailed to the most recent email address provided to the Club by such Board member.
- e) Formal notice of scheduled meetings need not be given.
- f) If all Board members are present, a meeting may be held without notice.
- g) The President or, in the event of the President's absence, the Vice-President, or in their absence any elected Board member shall chair all meetings of the Board of Directors.

## **BYLAW VI: QUORUMS**

### **1. General Meetings**

- a) At all Annual General Meetings, and Special Meetings of the Club no business shall be transacted unless a quorum is present. For this purpose, a quorum will be present when a majority of the members of the Board and one third of the Voting Members are present. (In the event this is a fractional number, the fraction shall be ignored.)



- b) In the case of the Annual General Meeting, if within thirty minutes of the appointed time, a quorum is not present, then the meeting shall be adjourned to such time and place as fixed by the majority of the voting delegates present, such new date shall be not less than 7 days after the appointed time. At the rescheduled meeting, the members present shall constitute a quorum.
- c) In the case of a Special Meeting, if within thirty minutes of the appointed time a quorum is not present, then the meeting shall be dissolved.

## **2. Board Meetings**

A majority of the Board members personally present or via other means of communication constitutes a quorum. If within thirty minutes of the appointed time for the meeting a quorum is not present, the meeting may be adjourned to such a time and place as fixed by the majority of those present, such new date shall not be less than 48 hours after the appointed time. At the adjourned meeting the members present shall form a quorum.

## **BYLAW VII: VOTING**

### **1. Annual General and Special Meetings**

- a) Each Voting Member shall have the right to vote.
- b) Voting shall normally be a show of hands unless one delegate requests it to be a ballot.
- c) In all affairs of the Club, other than the amendments to the Bylaws and special resolutions, a simple majority is sufficient to conform any motion or resolution. In the case of amendments to the Bylaws and special resolutions, a 75% majority is required to confirm the passage of such a motion or resolution.
- d) Any Voting Member, who is unable to attend a meeting of the Club, may vote by proxy, provided that written notice of such proxy is given to the Secretary prior to the commencement of the meeting. Any individual who carries a proxy must be a Voting Member in Good Standing. No individual (other than a Board member) may carry more than two (2) proxies. A proxy is only valid for the meeting it is given; the notice of proxy must be signed by the carrier of the proxy and the person whose proxy is being carried by the carrier.

### **2. Board Meetings**

- a) Each Board member, with the exception of the President and Ex-Officio members, is entitled to a single vote. The President may vote to break a tie.
- b) Voting shall be by a show of hands unless one member requests a vote by ballot.
- c) Any matter which cannot be resolved because of an unbroken tie shall be tabled until the next meeting.

### **3. Voting by Mail, Phone, or E-Mail**

- a) The President may on their initiative, by written request from 20% of the Voting Members or by carried motion at a Board, Annual or Special General Meeting, submit to a vote by mail or e-mail any special matter of general interest. This is for the welfare of the Club.
- b) The President may also, on their initiative or carried vote at a Board Meeting, submit any matter to a mail, e-mail, or phone vote.
- c) For a mail or e-mail vote, the information shall be sent to the Voting Members with a clear statement of the question to be voted upon with the request that each vote be returned within a specified time, no less than ten days or exceeding thirty days from the date of the statement. Within five days of the

closing of the mail or e-mail vote, the results shall be mailed (either regular or electronic method) to the Board and membership.

- d) The non-receipt of a mail or e-mail ballot shall indicate abstention.
- e) The non-receipt of a mailed or e-mailed vote has otherwise met the requirements of this section of the Bylaws.
- f) The Secretary shall prepare and circulate a resolution for all electronic votes.

#### BYLAW VIII: FINANCIAL

- 1) The Clubs fiscal year is July 1 to June 30.
- 2) The Board of Directors shall be responsible for the payment of all accounts of the Club in accordance with the procedures and regulations outlined in the Policy and Procedures Manual.
- 3) The Board of Directors shall appoint such officers to execute all contracts, deeds, bills of exchange and other instruments and documents on behalf of the Club and the officers may seal the said documents with the Club seal. All cheques and other documents shall carry the signature of at least two Board members.
- 4) The Board of Directors shall appoint an internal auditor or auditor committee annually and an internal audit will be made of the financial records before the Annual General Meeting, or as often as the Board of Directors deems necessary.
- 5) Any Voting Member of the Club may inspect the books, records and manuals of the Club at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each member of the Board of Directors shall at all times have access to such books and records.

#### BYLAW IX: BORROWING POWER

The Club shall not borrow or incur any liability in excess of its annual budget plus its accrued financial assets, without the approval and sanction of a special resolution of the Club. However, lesser amounts of borrowing than referred to above may be authorized by resolution of the Board of Directors.

#### BYLAW X: AMENDMENTS

- 1) These Bylaws may be amended by a special resolution of the Club Voting Members. The proposed amendment by a Voting Member or Members shall be submitted in writing to the Board of Directors at least twenty-eight (28) days before being submitted to a meeting of the Club. The nature of any meeting called to consider a special resolution shall contain a copy of the resolution, together with the names of the proposers.
- 2) A special resolution shall pass by three quarters of the Voting Members present at a general meeting of which notice has been duly given, specifying the intention to propose a resolution as a special resolution.