

# WEST VANCOUVER OTTERS SWIM CLUB

## BYLAWS

### ARTICLE 1: GENERAL INTERPRETATION

#### **Section (1.):**

- (A.) In these bylaws, unless the context otherwise requires:

“Directors” means the Directors of the Society at the material time.

#### **Section (2.):**

- (A.) The definitions in the *Societies Act* on the date these Bylaws become effective apply to these Bylaws.

### ARTICLE II: MEMBERSHIP

#### **Section (1.): Categories of Membership**

There shall be the following categories of membership:

(A.) Junior Members

A Junior Member shall be a member who is under the age of 19 on the first day of the membership year as defined in Article II, Section (4.); a registered member of Swim BC; participates in the aquatic activities of the Society; and agrees to comply with the Constitution, Bylaws and all Rules and Regulations of the Society, as set forth in the official Handbook, (the “**Handbook**”). A Junior Member shall not be entitled to vote at meetings of the Society.

(B.) Senior Members

A Senior Member shall be a member who is 19 years of age or older; is a registered member of Swim BC; or who is a parent or guardian of a current or past Junior Member of the Society; and agrees to comply with the Constitution, Bylaws and all Rules and Regulations of the Society, as set forth in the official Handbook. A Senior Member shall be entitled to vote at meetings of the Society.

(C.) Volunteer Members

A Volunteer Member shall be a person who was either a Junior or Senior Member of the Society who wishes to continue to support the Society through volunteer work on its behalf. A Volunteer Member shall be entitled to vote at the meetings of the Society. A Volunteer Member will be subject to the Constitution, Bylaws and all Rules and Regulations of the Society, as set forth in the Handbook.

#### **Section (2.): Admission to Membership**

- (A.) The Society shall be open to all persons who are willing to support the purposes of the Constitution and comply with its Bylaws.

- (B.) No individual shall be admitted as a member unless:
- (1.) they have made a written application for membership in the form prescribed by the Board;
  - (2.) they have been approved as a member by the Board; and
  - (3.) they have paid membership dues and/or assessments as determined by the Board.

**Section (3.): Definition of Member in Good Standing**

- (A.) A member of the Society shall be in good standing provided that they:
- (1.) owe no outstanding membership dues, assessments, or other debt to the Society;
  - (2.) have not ceased to be a member;
  - (3.) have not been expelled or suspended from membership, or had other membership restrictions or sanctions imposed upon them;
  - (4.) have complied with the Constitution, Bylaws, and Handbook Rules, Regulations and policies of the Society; and
  - (5.) are not subject to a disciplinary action, investigation or sanction of the Society.

**Section (4.): Membership Dues and Assessments**

- (A.) For the purposes of determining membership categories and payment of membership dues, the membership year shall be August 1<sup>st</sup> to July 31<sup>st</sup>.
- (B.) Annual dues and other assessments shall be determined annually by the Board of Directors as follows:
- (1.) annual dues and assessments shall be due at registration;
  - (2.) installment payments shall be due on the first day of each month, as per the policy published in the Handbook;
  - (3.) at the discretion of the Board, a member's fee may be waived or deferred, in special cases;
  - (4.) Swim BC and Family Membership assessments will not be refunded; and
  - (5.) upon resignation, post-dated dues cheques are returnable, as per the policy published in the Handbook.

**Section (5.): Withdrawal of Membership**

- (A.) A person ceases to be a member of the Society:
- (1.) by delivering their resignation in writing to the Treasurer or by mailing or delivering it to the address of the Society on or before the first day of the month in which the member wishes to resign;

- (2.) on their death;
- (3.) on being expelled; or
- (4.) on having been a member not in good standing for six consecutive months.

#### **Section (6.): Removal from Membership**

- (A.) A member maybe suspended, expelled, or otherwise disciplined as follows:
  - (1.) a member may be suspended for failure to pay membership dues and/or assessments within 30 days of the beginning of the membership year;
  - (2.) a member may be expelled if dues and/or assessments remain unpaid for a further 30 days;
  - (3.) notwithstanding expulsion from membership, a former member remains liable for any membership dues and/or assessments owing prior to the expulsion; and
  - (4.) in addition to suspension or expulsion for failure to pay membership dues, a member may be suspended, expelled, or otherwise disciplined in accordance with the Society's policies and procedures relation to discipline of members, as set forth in the Handbook.
- (B.) A member may be expelled if the majority of the Board finds that the member has acted in contravention to the policies of the Society, found in the Constitution, Bylaws, or the Handbook. The member who is the subject of the proposed expulsion will be sent notice of the proposed expulsion containing reasons. The member will be given an opportunity to be heard by the Board before their expulsion is determined.

#### **Section (7.): Reinstatement**

- (A.) Any member of the Society who has resigned while a member in good standing may be reinstated upon payment of the prescribed dues and/or assessments.

### **ARTICLE III: GOVERNANCE**

#### **Section (1.): Board Composition and Term**

- (A.) The affairs of the Society shall be managed by a Board of Directors consisting of not less than eight (8) and not more than twelve (12) members.
- (B.) The Directors of the Society shall include the following Officers: President, Vice-Presidents, Secretary, Treasurer, Officials Director, Social Events Director, Travel Coordinator, Fundraising Director, and the immediate Past President. These Officers shall comprise the Executive Board of the Society.
- (C.) Members present at the Annual General Meeting shall elect Directors and Officers.
- (D.) Officers shall serve a one-year term. No Officer shall hold the same office for more than 4 consecutive years.

- (E.) The Board of Directors shall have general charge and control of the affairs, funds and property of the Society.
- (F.) The Directors shall neither receive remuneration for their services nor shall be employed in any capacity by salary or contract with the Society
- (G.) Members of the Board of Directors shall take office as of the date of the Annual General Meeting and shall serve until the next Annual General Meeting held within 12 months.

### **Section (2.): Board Powers**

- (A.) Except as otherwise provided in the *Societies Act* or this Bylaw, the Board has the powers of the Society and may delegate any of its powers, duties and functions. Without limiting the generality of the foregoing:
  - (1.) the Board may make policies, procedures and rules for managing the affairs of the Society and will officially publish them through the Minutes, special notices and the Handbook;
  - (2.) the Board may make policies, procedures and rules relating to the discipline of members, and shall have the authority to discipline members accordingly;
  - (3.) the Board may make policies, procedures and rules relating to the management of disputes within the Society and shall have the authority to deal with all disputes accordingly;
  - (4.) the Board may establish committees, appoint members of committees, and delegate any of its powers, duties and functions to any committee;
  - (5.) the Board may appoint or employ such persons as it deems necessary to carry out the work of the Society based on written terms authorized by the Board; and
  - (6.) except as provided in the *Societies Act*, the Board shall have the authority to interpret any word, term or phrase in these Bylaws, which is ambiguous, contradictory or unclear.

### **Section (3.): Board Elections and Appointments**

- (A.) The Board shall appoint one of their members to be the Nominating Committee Chairperson, who in turn shall choose two Senior Members to comprise the Nominating Committee. A list of nominations shall be announced at the Annual General Meeting.
- (B.) Any two members at the Annual General Meeting of the Society may make an independent nomination for the election.
- (C.) A vacancy occurring on the Board shall be filled by a Senior Member of the Society chosen by a majority of the Directors. Persons so appointed shall serve until the next Annual General Meeting of the Society.

### **Section (4.): Board Resignation and Removal**

- (A.) A Director other than the President may resign with one month's written notice to the President. Should the President resign, two month's written notice is required.



- (B.) A Director may be removed from office by a resolution of the Board, provided the Director has been given notice of and the opportunity to be present and to be heard at the meeting of the Board where a resolution is put to a vote. A Director may also be removed by Special Resolution of the members passed at a General Meeting, provided the Director has been given notice of and the opportunity to be present and to be heard at the General Meeting where such a Special Resolution is put to a vote. Such a Special Resolution to remove a Director must be proposed by a minimum of 20 Senior Members.
- (C.) A Director who fails to attend four consecutive Directors' meetings without good cause may be removed as a Director by the Board.

#### **Section (5.): Meetings of the Board**

- (A.) The Board of Directors shall meet as and when necessary as they shall determine, or at the call of the President. They shall meet at least once every 60 days. Meetings may be held by telephone conference or by video conference.
- (B.) In the absence of the President and Vice-Presidents, the Directors present shall choose a Chairperson from the members present.
- (C.) Each Board member, except the Chairperson, shall be entitled to one vote. In the event of a tie vote, the Chairperson shall have the casting vote.
- (D.) A quorum of the Board of Directors shall be a minimum of 5 Directors.
- (E.) The Directors shall appoint annually at least three signing officers for the Society, one of whom shall be the Treasurer.

#### **Section (6.): Committees**

- (A.) The Board may establish such committees as it deems necessary for managing the affairs of the Society.
- (B.) The Board shall establish terms of reference, budget, and operating procedures for committees, and may delegate any of its powers, duties and functions to any committee.
- (C.) The Board may appoint any individual to any committee and may remove any member of any committee.
- (D.) When a vacancy occurs on any committee the Board may appoint a qualified individual to fill the vacancy for the remainder of the committee's term.
- (E.) A committee must comply with the terms established by the Directors and must report back to the Board at the earliest meeting after completion or resolution of the activity or issue.
- (F.) The members of a committee may meet and adjourn as they determine to be appropriate.

#### **Section (7.): Titles and Duties of Officers**

- (A.) The President shall:
  - (1.) preside at all meetings of the Society and of the Directors;

- (2.) serve as the Chief Executive Officer of the Society and must supervise the other officers in the execution of their duties;
  - (3.) sign all instruments and agreements on behalf of the Society;
  - (4.) have such other powers and duties as may be assigned to the President from time to time by the Board of Directors;
  - (5.) be the official spokesperson for the Society and the official representative when possible;
  - (6.) be an *ex officio* member of all committees; and
  - (7.) have other powers and duties as described in their job descriptions described in the Handbook.
- (B.) The Vice-President shall:
- (1.) carry out the duties of the President during the President's absence or where authority is delegated;
  - (2.) be responsible for seeing that insurance policies, subject to the approval of the Board of Directors, are kept in good standing;
  - (3.) be responsible for acquiring and monitoring all training and aquatic facilities for the Society;
  - (4.) be responsible for long-term planning for the Society; and
  - (5.) have other powers and duties as described in their job descriptions described in the Handbook.
- (C.) The Secretary shall:
- (1.) have custody of all records and documents of the Society, except those required to be kept by the Treasurer;
  - (2.) issue notices of meetings of the Society and Directors;
  - (3.) oversee the Minutes of all meetings of the Society and Directors;
  - (4.) maintain up-to-date documentation as required by the *Societies Act* and any other governing legislation; and
  - (5.) have other powers and duties as described in their job description described in the official Handbook.
- (D.) The Treasurer shall:
- (1.) keep the financial records including books of account, necessary to comply with the *Societies Act*;
  - (2.) render financial statements to the Directors, members and others when required;

- (3.) be the custodian of all funds for the Society;
  - (4.) maintain the Register of Members;
  - (5.) keep up-to-date information on all members, including addresses, Swim BC numbers, classes of membership, and dates of membership and resignations; and
  - (6.) have other powers and duties as described in their job description described in the Handbook.
- (E.) The Officials Director shall:
- (1.) coordinate clinics;
  - (2.) coordinate certification and registration of officials; and
  - (3.) ensure sufficient numbers of officials from the Society attend meets as required.
- (F.) The Social Events Director shall:
- (1.) organize social events for the Society throughout the year;
  - (2.) coordinate volunteers for social events;
  - (3.) delegate responsibility to the volunteers; and
  - (4.) report to the Board on budgets for social events as well as outcomes.
- (G.) The Travel Coordinator shall:
- (1.) make necessary arrangements for travel of Junior Member to swim meets;
  - (2.) ensure the chaperones meet all of the requirements of the Society;
  - (3.) prepare an appropriate budget for travel costs; and
  - (4.) arrange for appropriate transport and accommodation for swimmers and chaperones.
- (H.) The Fundraising Director shall:
- (1.) organize fund raising events for the Otters throughout the year;
  - (2.) coordinate the involvement of volunteers for fundraising events;
  - (3.) delegate responsibility to the volunteers; and
  - (4.) report to the Board on budgets for fundraising events as well as outcomes.

**Section (8.): Conflict of Interest**

- (A.) A Director, Officer or committee member who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Society shall:

- (1.) disclose fully and promptly the nature and extent of such an interest to the Board, Executive Board or committee, as the case may be;
- (2.) refrain from voting or speaking in debate on such contract or transaction;
- (3.) refrain from influencing the decision on such contract or transaction; and
- (4.) otherwise comply with the requirements of the *Societies Act* regarding conflict of interest.

#### **Section (9.): Indemnification**

- (A.) The Society shall indemnify and hold harmless out of the funds of the Society each Director and Officer from and against any and all claims, demands, actions or costs that may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer. The Society shall not indemnify a Director or Officer or any other person for acts of fraud, dishonesty or bad faith.

### **ARTICLE IV: MEETING OF MEMBERS**

#### **Section (1.): Annual General Meeting**

- (A.) The Annual General Meeting of the Society shall be held each year in September or October, at such time and place as may be determined by the Board of Directors.
- (B.) The Secretary shall issue notice in writing of the Annual General Meeting to be given to all member not less than 14 days in advance. This notice shall contain particulars of any proposed Special Resolutions. Non-receipt of such notice by any member shall not invalidate the proceedings at these meetings.
- (C.) The Agenda shall include, in no particular order: acceptance of and any business arising from the Minutes from the previous year's meeting, an up-to-date P&L and Balance Sheet, annual reports of Officers, Directors and the Head Coach, any proposed Special Resolutions, and the proposed slate and election of new Officers, Directors, Committee Chairs and Coordinators.

#### **Section (2.): General Meetings**

- (A.) Every general meeting, other than the Annual General Meeting, is an extraordinary meeting, and shall be held, in accordance with the *Societies Act*, at the discretion of the Directors at a time and place they may choose.
- (B.) Notice of a general meeting must be given to all members no less than 13 days in advance and shall specify the place, day and hour of the meeting, and in, case of special business, the general nature of that business.

#### **Section (3.): Quorum for Meetings**

- (A.) A quorum at both the Annual General Meeting and general meetings shall consist of 12 Senior Members in good standing.
- (B.) In the event that there is no quorum at either the Annual General Meeting or the general meeting, within one-half hour of the time for which the meeting was called, the said meeting



shall automatically adjourn for two weeks. The members shall be notified of the adjournment, and the adjourned meeting shall then be held at the same hour and place as originally scheduled, unless otherwise notified, and business conducted and completed whether or not a quorum is present.

**Section (4.): Voting at Meetings**

- (A.) A member in good standing present at an Annual General Meeting or a general meeting of members is entitled to one vote.
- (B.) Voting is by show of hands.
- (C.) Voting by proxy is not permitted.

**Section (5.): Resolutions**

- (A.) Resolutions of the Society, except for Special Resolutions, shall be approved by a majority vote of those members present.
- (B.) Special Resolutions require a three-quarter vote of those members present. Special Resolutions include:
  - (1.) amending the Constitution and Bylaws of the Society;
  - (2.) subscribing to, becoming a member of and/or cooperating with any other society or association whose objectives are similar to those of the Society;
  - (3.) removing any Director before the completion of their term of office, as set out in Article III (4.)(B.);
  - (4.) removing a member as set out in Article II (6.); and
  - (5.) issuing of a debenture.

**ARTICLE V:  
FINANCE AND MANAGEMENT**

**Section (1.): Fiscal Year**

- (A.) The fiscal year of the Society shall be from August 1<sup>st</sup> through July 31<sup>st</sup>.

**Section (2.): Funds**

- (A.) All dues and fees and any other money shall be received in the name of and on behalf of the Society and shall be deposited immediately by the Treasurer in a chartered Bank or Credit Union to the credit of the Society.
- (B.) Expenditures shall be in accordance with the budget or as otherwise authorized by the Board of Directors.
- (C.) Cheques drawn on the Society's funds shall require the signature of two authorized signing Officers.

- (D.) All projects for fundraising or solicitation of goods must have prior approval and authorization by the Board of Directors.

### **Section (3.): Auditors and Inspection of Records**

- (A.) At the discretion of the Board of Directors, the books of account of the Society may be audited by a designated accountant.
- (B.) If the books are audited, a copy of the audited statement shall be distributed to all Board members within 45 days of the Society's fiscal year end.
- (C.) All books and records of the Society may be inspected by any member in good standing at such time and place as the Directors may designate, within one week of the request.

### **Section (4.): Signing Authority**

- (A.) The Directors shall appoint annually at least three financial signing Officers for the Society, one of whom shall be the Treasurer.

### **Section (5.): Borrowing Powers**

- (A.) All borrowing powers allowed under the *Societies Act* shall be exercisable by the Board of Directors in such manner as they deem fit.
- (B.) A debenture shall not be issued without the sanction of a Special Resolution.

### **Section (6.): Coaching Services**

- (A.) The Board of Directors shall be responsible for negotiation the terms of engagement of persons and/or organizations to provide coaching services to the Society. The Board of Directors will appoint a committee to negotiate contracts for coaching services that must be approved by the Board of Directors. All such contracts are to be in writing and include the duration of the contract, duties, compensation and all other financial terms. All coaching services contracts require approval by a resolution passed by a majority of the Board of Directors.
- (B.) A Contract for Coaching Services entered into by the Society may not be terminated without a Special Resolution of the Board of Directors.
- (C.) Should a new Head Coach be hired by the Society, the process shall include recommendation by the Coaching Committee and then appointment by the Board of Directors, based upon a majority vote.

## **ARTICLE VI: CONSTITUTION, BYLAWS AND RULES OF ORDER**

### **Section (1.): Constitution and Bylaws**

- (A.) On being admitted to membership, each member is entitled to, and the Society must give the member without charge, a copy of the Constitution and Bylaws of the Society.

- (B.) These Bylaws must not be altered or added to except by Special Resolution, as outlined in Article IV, Section (5.)(B.)(1.).

**Section (2.): Rules of Order**

- (A.) *Roberts Rules of Order* shall be the authority on matters of procedure not specifically covered by the Bylaws of the Society.

**Section (3.): Adoption of Bylaws**

- (A.) These Bylaws are ratified by a Special Resolution of the Members of the Society at an Annual General Meeting duly called and held on Thursday, October 13, 2016. In ratifying these Bylaws, the Members repeal the prior Bylaws of the Society, provided that such repeal does not impair the validity of any action done pursuant to the repealed Bylaws. The Bylaws shall come into force upon their acceptance by the British Columbia Registrar of Companies.

