

ISLAND SWIMMING CLUB BYLAWS

PART ONE - INTERPRETATION

1. In these Bylaws, unless the context otherwise requires:
 - a. “Directors” means the Directors of the Society for the time being:
 - b. “Society Act” means the Society Act of the Province of British Columbia from time to time in force and all amendments thereto:
 - c. “Officers” means the Past President, President, Vice-President, Secretary and Treasurer.
2. The definitions in the Society Act on the date of these Bylaws become effective, apply to these Bylaws.
3. Words importing the singular include the plural and vice versa:

PART TWO - MEMBERSHIP

4. Every Member shall uphold the Constitution, comply with these Bylaws and obey all Rules.

Classes of Members

5. (1) The Society has the following classes of Members: Regular, Honorary and Honorary Life.
5. (2) A Regular Member is either:
 - a. In the case of a swimmer under age 18, who is currently enrolled in the Society’s programs and for whom current Annual Membership Fees have been paid, any parent or guardian of the swimmer, or
 - b. In the case of a swimmer who has attained age 18, is currently enrolled in the Society’s program and who has paid current Annual Membership Fees, the swimmer. The swimmer may elect to appoint their parent or guardian to act on their behalf by notifying the Secretary, in writing, of this decision.

5. (3) An Honorary Member is any person who has made an outstanding contribution to the sport of swimming and to the welfare of the Society and has been elected to Honorary membership by a majority of the Members. Honorary members shall be entitled to all the privileges of regular membership while an active participant in the purposes of the Society, and shall be exempt from fees, but no other costs associated with training and competition. Fees for dependents shall not be waived.
5. (4) An Honorary Life Member is any person who has made an outstanding contribution to the sport of swimming and to the welfare of the Society over a period of many years and has been elected to Honorary Life Membership by a majority of the Members. Honorary Life Members shall be exempt from fees, but no other costs associated with training and competition. Fees for dependents shall not be waived. They shall be entitled to all the privileges of regular members for life.
6. Subject to Bylaw Number 5, a person may apply to the Directors for Membership in the Society and, on acceptance by the Directors and payment of the Annual Membership Fee, shall be a Member.
7. A person shall cease to be a Member of the Society:
 - a. By delivering resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society
 - b. On the Member's death
 - c. On being expelled in accordance with the provision of Bylaw Number 8; or
 - d. On being declared a Member not in good standing.
8. A Member may be expelled by a Special Resolution of the Members passed at a General Meeting in accordance with the Society Act.
9. A Member who has failed to pay the current Annual Membership Fee shall be deemed to be a Member not in good standing. If any other Additional Fee, subscription or debt due and owing by a Member to the Society is in arrears after thirty (30) days of non-payment and notification by the Treasurer of such non-payment, the Directors may declare that Member to be a Member not in good standing.

PART THREE – MEETINGS OF MEMBERS

10. An Annual General Meeting of the Society shall be held at least once per calendar year. There may be no more than fifteen (15) months between Annual General Meetings.
11. An Election Meeting shall normally be held concurrently with the Annual General Meeting.

Directors elected at this meeting assume office immediately upon election.

12. An Extraordinary Meeting may be called at any time by the President or by the Directors, and shall be called upon the written request of ten percent of the membership, in accordance with the Society Act.
13. Fourteen (14) days' notice shall be given to all members of the Society for any Meeting of Members by one or more of the following means:
 - a. By posting a notice at the Society's main location of operation
 - b. Personal delivery
 - c. Electronic mail to a Member's last known email address, if any, as provided to the Society by that member
 - d. Mail to a Member's last known postal address, provided that such notice shall be deemed to have been given on the fifth day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove that the notice was properly addressed to the Member's last known postal address, as provided to the Society by that Member, and placed in a Canada Post receptacle
 - e. Display on the Island Swimming Club website or
 - f. Any other method of electronic distribution agreed to by the Directors.
14. The accidental omission to give notice of a Meeting of Members, or the non-receipt of a notice to any of the Members, does not invalidate proceedings at that meeting.

PART FOUR – PROCEEDINGS AT MEETINGS OF MEMBERS

15. The order of business at the Annual General Meeting of the Society shall be:
 - a. Minutes of the last Annual General Meeting and the last General Meeting for the Election of Directors.
 - b. Business arising from the minutes.
 - c. Financial statement.
 - d. Monthly/Annual reports as appropriate.
 - e. New business.

- f. Report of the Nominating Committee
 - g. Receipt of Nominations
 - h. President to vacate chair
 - i. Elections of Directors, by secret ballot if contested
 - j. Destruction of ballots if applicable.
 - k. Adjournment
16. No business other than the election of a chairperson and the adjournment of a meeting shall take place at a Meeting of Members when a quorum is not present.
17. The quorum at a Meeting of Members shall be twenty voting Members or one-half of the voting membership whichever is the lesser number.
18. In the event there is not a quorum at any Meeting of Members within one-half hour from the time specified in the notice, the said meeting shall be automatically adjourned and the unfinished business brought forward at the next meeting, and if there is not a quorum at that meeting within the required time, the Members present shall constitute a quorum. The notice for the following meeting shall be at least fourteen days.
19. Except as otherwise provided herein, or under the Society Act, a question arising shall be decided by a simple majority vote. In case of an equality of votes, the Chairperson shall not have a casting or second vote in addition to the vote to which the Chairperson is entitled as a Member, and the proposed Resolution shall not pass.
20. Roberts Rules of Order will be observed at all meetings of the Society unless in conflict with these Bylaws.
21. Regular Member in good standing present at a Meeting of Members shall be entitled to (1) one vote.
22. Voting shall be by a show of hands unless a secret ballot is requested by a Member.
23. Voting by proxy is not permitted.

PART FIVE - DIRECTORS AND OFFICERS

24. The Board of Directors shall consist of not less than five (5) and not more than nine (9) Members, including the President, Past President, Vice- President, Secretary and Treasurer.
25. At least one month prior to the Election Meeting, the Board of Directors shall appoint a

Nominating Committee consisting of three Members, at least one of whom shall be an officer or ex-officer of the Society.

26. The Nominating Committee shall prepare a slate of candidates for Directors, subject to the consent of each nominee.
27. The Nominating Committee shall, at least fourteen (14) days in advance of the Elections Meeting, publish or otherwise make known the list of nominees.
28. Other nominations may be made in writing or by electronic mail to the Secretary by any two Members, at least fifteen (15) days prior to the Election Meeting, with the consent of the nominee.
29. Any Member in good standing or any Honorary Member or any Honorary Life Member is eligible to hold office. The number of Directors who are Honorary Members or Honorary Life Members shall not exceed twenty-five (25) percent of the Directors at any time.
30. An election of a Director may be by acclamation; otherwise, it shall be filled by ballot.
31. A Director's term of office shall run until the second election meeting following their election, unless or until they cease to be a Director prior to the expiry of their term.
32. The Directors may exercise all the powers and do all the acts and things that the Society may exercise and do which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in General Meeting. The Directors are subject nevertheless to all laws affecting the Society, these Bylaws and rules which are made from time to time by the Society in General Meeting.
33. The Directors have the power to borrow in the name of the Society, and for that purpose to pledge the assets of the Society.
34. No rule made by the Society in a General Meeting shall invalidate a prior act of the Directors that would have been valid if the rule had not been made.
35. If a Director resigns from office or otherwise ceases to hold office, the remaining Directors shall appoint a Member to take the place of the former Director in order to maintain a minimum of five (5) Directors. No act or proceeding of the Directors shall be invalid only by reason of there being less than the prescribed number of Directors in office.

PART SIX - PROCEEDINGS OF DIRECTORS

36. The Directors shall hold a meeting directly following the Election Meeting. At this meeting, the Directors shall pass a resolution naming the Officers and assigning the role of Coaches' Liaison. The Officers shall assume their roles immediately and until the next Election

Meeting.

37. The Directors shall assume responsibility for the Society, and meet as and when necessary or at the call of the President. The Directors shall meet at least four times per year, or as otherwise determined by the Directors to carry on the business of the Society.
38. The Directors may fix the quorum necessary to transact business from time to time and, unless so fixed, the quorum shall be a majority of the Directors then in office.
39. Meetings are to be conducted face to face. If enough Directors are present at a face-to-face meeting to meet the requirement for quorum under section 38, additional Directors may participate fully, including exercising their voting privileges, by any electronic means that permit real time interactive participation with the whole group such as phone or video conference.
40. A Director ceases to be a Director:
 - a. Having been absent for three (3) consecutive regular meetings, and having been given an opportunity to explain such absences, a resolution of the Board confirming the removal of that Director is passed by at least a two-thirds (2/3) majority vote of the Directors in attendance at a meeting of the Board;
 - b. For acts deemed (by the Board or the Members of the Society) to be detrimental to the Society, by a special resolution of the Members of the Society passed at a General Meeting of the Society, provided that
 - i. Notice of the special resolution for expulsion is accompanied by a brief statement of the reason(s) for the proposed expulsion; and
 - ii. The person who is the subject of the proposed expulsion is given an opportunity to be heard at the General Meeting before the resolution is put to a vote.
41. The Directors shall receive no remuneration for their services and no person receiving remuneration or honorariums from the Society may be a Director.

PART SEVEN - DUTIES OF OFFICERS

42. The President shall call and preside at all meetings of the Society and Board of Directors, and shall carry out such further duties as may be imposed from time to time by resolution of the Board of Directors.
43. The Vice-President shall cooperate in all matters with the President and carry out the duties in the President's absence.
44. The Past-President shall assist the President and Vice-President in their duties as

requested by the President.

45. The Secretary shall prepare and keep the minutes of all meetings of the Society and Board of Directors; shall call all meetings as instructed by the President or Board of Directors; shall send out all proper notices; shall conduct the correspondence of the Society and generally shall perform and carry out such duties as may be prescribed from time to time by the President or Board of Directors.
46. The Secretary shall keep a copy of the Constitution and Bylaws, together with a copy of the Society Act.
47. The Secretary shall file or cause to be filed with the Registrar of Companies the following:
 - a. Notice of any change of address of the Society, within fourteen days of such change.
 - b. Special resolutions.
 - c. Within thirty days of the Annual General Meeting; a statement in the form of a balance sheet containing general particulars of the Society's liabilities and assets, a statement of its income and expenditures as approved by the membership, and a list of the officers and Directors, with their addresses and occupations.
48. The Treasurer shall be responsible for proper records of account, and banking records of the Society, and shall, from time to time see that the members are provided all necessary information in regard to the finances of the Society; shall present a report to the Directors at all Directors' meetings and a balance sheet and statement of expenses for the year to the Annual General Meeting.

PART EIGHT – FINANCES

49. The fiscal year of the Society shall commence on the first day of September and end on the last day of August each and every year.
50. The general fund of the Society shall consist of all membership fees, other fees, and donations received by the Society, and shall also include monies received in the way of profits arising from any other sources. Upon receipt they shall be deposited immediately in a regular chartered bank, trust company or credit union to the credit of the Society.
51. All projects for fundraising or solicitation of goods shall only be carried out with the approval and authorization of the Board of Directors.
52. No cheques shall be issued against the funds in the accounts unless signed by any two (2)

Directors authorized as signatories by a Director's resolution.

53. Any single expenditure outside of operating expenses and debts of the Society in excess of an amount equal to 10% of previous year's revenues must be approved by special resolution of the Members.
54. If, at any time, in the opinion the Directors, the funds of the Society have accumulated beyond its immediate requirements, the Directors may invest such funds in accordance with the provisions of the Society Act.
55. The Society may borrow or raise or secure monies by the issue of debentures or by way of mortgage upon any real estate of which the Society may become owner or upon a promissory note by authorization of a resolution of the Directors.
56. The Society may acquire and take by purchase, donation, devise or otherwise, all kinds of real estate and personal property, and may sell, exchange, lease, mortgage, let, improve and develop the same and may erect and maintain any necessary building as shall be decided by the Directors.

PART NINE – FEES

57. The Members shall pay the following fees to the Society:
 - a. An Annual Membership Fee to be determined by the Directors
 - b. Such Additional Fees as may be required for Members or any other person to participate in the activities of the Society, which may be determined by the Directors.
 - c. The Directors shall have authority to deal with any request for remission of fees.

PART TEN – INSPECTION OF BOOKS

58. All books and records of the Society may be inspected by any Member.
59. The statement required by the Society Act shall be presented to the Annual General Meeting.

PART ELEVEN – AUDITS OR AUDITING OF ACCOUNTS

60. This part applies only where the Society is required or has resolved to have an auditor.
61. The first auditor shall be appointed by the Directors who shall fill all vacancies occurring in the office of auditor. At each Annual General Meeting the Society shall appoint an auditor to hold office until the next Annual General Meeting.
62. An auditor may be removed by Ordinary Resolution. An auditor shall be promptly informed in writing of appointment or removal. No Director and no employee of the Society shall be auditor. The auditor may attend General Meetings.

PART TWELVE – AMENDMENTS TO CONSTITUTION AND BYLAWS

63. Any proposed amendment to the Constitution and Bylaws shall be submitted in writing to the Secretary by the Directors, or by at least five Members of the Society.
64. The Secretary shall submit the proposed amendment to a Special Meeting of the Society within 45 days after receipt or to the Annual General Meeting, whichever is sooner.
65. Amendments to the Constitution and Bylaws shall be made in accordance with the Society Act.

PART THIRTEEN – WINDING UP

66. The Society may be wound up, dissolved or amalgamated in accordance with the Society Act.

PART FOURTEEN –ARTICLES MOVED AS PART OF B.C. SOCIETIES ACT TRANSITION

67. The operations of the Society are to be carried out in the Greater Victoria area on Vancouver Island in the province of British Columbia.
68. The Society shall be carried on without purpose of financial gain for its members and any profit or accretions to the Society shall be used for promoting its purposes. **This article was previously unalterable.**
69. The Society shall not remunerate any director or officer for being or acting as a director or officer, but may reimburse a director or officer for all expenses necessarily and reasonably incurred while engaged in the affairs of the Society. **This article was previously unalterable.**

70. In the event that the Society should be wound up or dissolved, the remaining assets, after payment of all debts and liabilities, shall be turned over to a recognized charitable organization with purposes similar to those of the Society or if this cannot be done, to another recognized charitable organization, as defined in the Income Tax Act (Canada), in the province of British Columbia, as may be determined by the members of the Society at the time of winding up or dissolution. **This article was previously unalterable.**

71. This article and articles 68, 69 and 70 were previously unalterable.