

By-Laws of the Dartmouth Crusaders Swim Club

ARTICLE I: GENERAL

1.1 Purpose

These Bylaws relate to the general conduct of the affairs of the Dartmouth Crusaders Swim Club (DCSC), incorporated under the Nova Scotia Societies Act.

1.2 Definitions

The following terms have these meanings in these Bylaws:

- a) **Act** - the Nova Scotia Societies Act, as amended from time to time, and any legislation that may be substituted therefor.
- b) **Association** - Dartmouth Crusaders Swim Club (DCSC)
- c) **Board** - the Board of Directors of the Association.
- d) **Committee** - an ad-hoc group appointed by the Board for a specific function
- e) **Director** - an individual elected or appointed to serve on the Board pursuant to these Bylaws.
- f) **Officer** - an individual elected or appointed to serve as an Officer of the Association pursuant to these Bylaws.
- g) **Ordinary Resolution** - a resolution passed by not less than a majority of the votes cast at a meeting of the Board, meeting of a Committee, meeting of the Executive, or a meeting of Members.
- h) **SNS** - Swim Nova Scotia
- i) **Special Resolution** - a resolution passed by no less than three-fourths of the votes cast at a meeting of Members and filed with the Registry of Joint Stock Companies appointed under the Companies Act of Nova Scotia within fourteen (14) days after the resolution is passed and authenticated by a Director, Secretary or other authorized officer of the Association.

1.3 No Gain for Members

The Association will be carried on without the purpose of gain for its Members and any profits or other accretions to the Association will be used in promoting its objectives.

1.4 Conduct of Meetings

Unless otherwise specified in the Act or these Bylaws, meetings of Members and meetings of the Board will be conducted according to Robert's Rules of Order (current edition).

1.5 Interpretation

Words importing the singular will include the plural and vice versa; words importing the masculine will include the feminine and vice versa; words importing persons include bodies corporate.

ARTICLE II: MEMBERSHIP

2.1 Categories of Membership

The Association has the following categories of membership:

- a) **Swimmer Member** - any individual, who is a registered year-round swimmer and has applied for membership, has agreed to abide by the Association's bylaws, policies, rules, and regulations, and is registered with the Association.
- b) **Parent Member** - any individual, who is a parent or guardian of a Swimmer Member under eighteen (18) years of age who has applied for membership, has agreed to abide by the Association's bylaws, policies, rules and regulations, and is registered with the Association.
- c) **Member-at-Large** - Any individual who is interested in the affairs of the Association, has applied for membership, has agreed to abide by the Association's bylaws, policies, rules and regulations, and is registered with the Association in accordance with Section 2.2
- d) **Honorary Member** - any individual approved by a two-thirds vote of the Board of Directors for significant contributions to swimming in Nova Scotia or to the Association's affairs.

2.2 Admission of Members

No individual will be admitted as a Member of the Association unless:

- a) The candidate member has made an application for membership in a manner prescribed by the Association;
- b) The candidate member has agreed to comply with these bylaws and the policies and procedures of the Association;
- c) The Candidate member is and has always been a member in good standing, unless by approval of the Board of Directors;
- d) 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;
- e) The candidate member has paid dues as prescribed by the Board; and
- f) The candidate member has been approved by a majority vote as a member by the board or by any committee or individual delegated this authority by the Board.

2.3 Membership Duration and Dues

- a) Unless otherwise determined by the Board, the membership year of the Association will be September 1st - August 31st.
- b) Membership is accorded on an annual basis as determined by the Board of Directors, and all Members, excluding Honorary Members, will re-apply for membership each year.
- c) Membership dues for all categories of Membership will be determined annually by the Board of Directors.

2.4 Withdrawal and Termination of Membership

- a) **Resignation** - A Member may resign by delivering written notice of such resignation per the association's Policies and Procedures, and the resignation will take effect upon delivery.
- b) **May Not Resign** - A Member may not resign from the Association when the Member is subject to a disciplinary investigation or action of the Association.
- c) **Arrears** - A Member will be expelled from the Association for failing to pay membership dues or money owed to the Association by the deadline dates prescribed by the Association, or otherwise fails to comply with all other registration policies of the Association by an ordinary resolution of the board.
- d) **Discipline** - In addition to expulsion for failure to pay membership dues, a Member may be suspended or expelled from the Association in accordance with the Association's policies and procedures relating to discipline of Members.

2.5 Good Standing

A Member of the Association 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 Association;
- d) Has complied with the Constitution, Bylaws, policies, rules and regulations of the Association;
- e) Is not subject to a disciplinary investigation or action by the Association, 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.

2.6 Cease to be in Good Standing

Members who cease to be in good standing, as determined by the Board of Directors, Discipline or Appeal Panels, 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.

ARTICLE III: MEETINGS OF MEMBERS

3.1 Types of Meetings

Meetings of Members will include Annual General Meetings and Special Meetings.

3.2 Special General Meeting

A Special General Meeting of the Members may be called at any time by the President, the Board, or upon the written request of sixty percent (60%) or more of voting Members. The agenda of special meetings will be limited to the subject matter for which the meeting was duly called.

3.3 Location and Date

The Association will hold meetings of Members at such date, time, and place as determined by the Board. The Annual General Meeting will be held within fifteen (15) months of the last Annual General Meeting.

3.4 Notice

Notice of meetings of Members will be posted on the Association's Website at least thirty (30) days prior to the date of the meeting. Written notice (may be done electronically) will be given to all voting Members at least thirty (30) days prior to the date of the meeting. Notice will contain a proposed agenda and reasonable information to permit Members to make informed decisions.

3.5 Adjournment

Any meetings of Members may be adjourned to any time and place as determined by the Board and such business may be transacted at such adjourned meetings as might have been transacted at the original meeting from which such adjournment took place. No notice will be required for any adjourned meeting.

3.6 Agenda

The agenda for the Annual General Meeting will at least include:

- a) Call to order
- b) Establishment of Quorum
- c) Appointment of Scrutineers
- d) Approval of the Agenda

- e) Declaration of any Conflicts of Interest
- f) Approval of Minutes of the previous Annual Meeting
- g) Board, Committee and Staff Reports
- h) Financial Report
- i) Business as specified in the meeting notice
- j) Election of new Directors
- k) Adjournment

3.7 New Business

Any Member who wishes to have new business placed on the agenda of a meeting will give written notice to the Association at least ten (10) days prior to the meeting date or upon the sole discretion of the President or designate.

3.8 Quorum

Not less than ten (10) voting Members will constitute a quorum.

3.9 Closed Meetings

Meetings of Members will be closed to the public except by invitation of the Board.

3.10 Voting Privileges for Member Meetings

Members will have the following voting rights at all Meetings of Members:

- a) Swimmer Members may attend meetings of members but are not entitled to vote;
- b) Parent Members may attend meetings of members and are entitled to one vote per family.
- c) Members-at-Large are entitled to one vote; and
- d) Honorary Members may attend meetings of members but are not entitled to vote.

3.11 Scrutineers

At the beginning of each meeting, the Board may appoint two or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.

3.12 Determination of Votes

Votes will be determined by a show of hands, in writing, or orally unless a secret or recorded ballot is requested by the majority of those Members voting.

3.13 Majority of Votes

Except as specified in the Act or these Bylaws, each issue will be decided by the majority vote of Members present. In the event of a tie, the motion is defeated.

ARTICLE IV: GOVERNANCE

4.1 Composition of the Board

The Board will consist of not fewer than seven (7) and not more than nine (9) Directors, comprised of:

- a) Four (4) to Six (6) Directors-at-Large
- b) Director, Administration
- c) Director, Communications
- d) Director, Competitions

4.2 Election or Appointment of Directors

Any individual who:

1. Is eighteen (18) years of age or older,
2. Meets the requirements defined in Section 4.5,
3. Has the legal capacity to contract,
4. Is a member of the Association in good standing, and
5. Complies with the Association's Conflict of Interest Policy,

may be nominated for election as a Director.

4.3 Restrictions

If more than one family member holds a position on the Board of Directors, voting rights will be restricted per Section 4.23 of these bylaws.

4.4 Nominating Committee

The Board shall appoint a Nominating Committee consisting of three individuals.

4.5 Nomination

To nominate an individual for election as a Director:

- a) A completed application form must be submitted,
- b) The nominee must provide written consent, and
- c) The application must be submitted to the DCSC Office fourteen (14) days prior to the Annual General Meeting.

Note: Nominations from the floor will not be accepted.

4.6 Incumbents

Individuals currently on the Board of Directors wishing to be re-elected are not subject to nomination but must notify the Nominating Committee fourteen (14) days before the election of their interest for re-election.

4.7 Circulation of Nominations

Valid nominations will be circulated to voting Members at the Annual General Meeting prior to the elections.

4.8 Decision

Elections shall be decided by voting Members as follows:

- **One Valid Nomination:** The candidate is elected by acclamation.
- **Multiple Valid Nominations:** The candidate receiving the highest number of votes is elected. In case of a tie, the nominee with the fewest votes is removed, and voting continues until only one or two nominees remain or a winner is declared.

4.9 Elections

Elections will take place as follows:

- a) 50% of the Directors-at-Large, Director-Administration and Director-Competitions will be elected by voting members at the alternate Annual General Meeting to those listed in subsection b; and
- b) The remaining Directors, along with the Director of Communications will be elected by voting members at the next Annual General Meeting.

4.10 Elected Directors' Terms

Elected Directors shall serve two-year terms, remaining in office until successors are appointed unless they resign or are removed.

4.11 Head Coach /Club Manager

The Head coach/Club Manager will be appointed by the Board of Directors by way of Ordinary Resolution. The Head Coach /Club Manager will be an advisor of the board and attend all meetings of the Board unless otherwise advised.

4.12 Immediate Past President

The Immediate Past President is the most recent former President who completed their term and was not re-elected or removed. They may attend Board meetings upon request.

4.13 Appointed Directors Terms

Appointed Directors serve one-year terms, holding office until successors are appointed unless they resign or are removed.

4.14 Resignation

A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board. This resignation will become effective the date on which the request is approved by the Board. Where a Director who is subject to a disciplinary investigation or action of the Association resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

4.15 Vacate Office

A Director's office is automatically vacated if:

- a) They miss two (2) consecutive meetings without Presidential approval,
- b) They are deemed of unsound mind by a court,
- c) They become bankrupt,
- d) They pass away,
- e) They are convicted of a crime involving fraud or dishonesty, or any offense impacting their ability to manage Association affairs,
- f) They contravene the Code of Conduct.

4.16 Code of Conduct Compliance

- (a) Code of Conduct Compliance: All Directors of the Association shall adhere to the Association's established Code of Conduct.
- (b) Exclusion from Acting: A Director who is found to have contravened the Code of Conduct may be temporarily excluded from all duties and responsibilities associated with their position as a Director, effective immediately upon determination of such contravention.

- (c) Process for Determination: 1. Any allegation of a contravention of the Code of Conduct shall be reviewed by the Board. 2. The affected Director shall be given the opportunity to respond to the allegation before a decision is made. 3. A majority vote of the Board shall be required to confirm the contravention.
- (d) Outcome of Determination: 1. If a contravention is confirmed, the Director may face exclusion from duties, disqualification from serving on the Board for a specified period, or permanent disqualification, depending on the severity of the violation. 2. The duration of exclusion or disqualification shall be determined by the Board, with consideration of the nature of the contravention.
- (e) Notification and Restoration: The Board shall notify the director and the Association of the outcome. The director may be eligible for restoration of duties or re-appointment after the specified period, pending satisfactory resolution of the matter.

4.17 Removal

A Director may be removed by special resolution of the voting Members present at an Annual General Meeting or Special Meeting, provided the Director has been given fourteen (14) days written notice of and the opportunity to be present and to be heard at such a meeting.

4.18 Vacancy

Where the position of a Director becomes vacant for whatever reason and there is still a quorum of Board Members, the Board may appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office.

4.19 Meetings of the Board

The meetings of the Board of Directors will be held at any time and place as determined by the President or a majority of the Board of Directors.

4.20 Notice

Written notice, served other than by mail, of Board Meetings, will be given to all Directors at least three (3) days prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. No Notice of a meeting of the Board of Directors is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence. The notice shall specify the time and place of the directors meeting.

4.21 Number of Meetings

The Board will hold a minimum of (9) meetings per year.

4.22 Quorum

At any meeting of the Board of Directors, a quorum will consist of at least fifty percent of voting Directors holding office.

4.23 Voting

Each Director is entitled to one vote. Voting will be by a show of hands or orally unless a majority of Directors present request a secret ballot. Resolutions will be passed upon a majority of the votes being in favor of the resolution. The President is entitled to a second vote in the event of a tie. If two members of the Board of Directors are from the same family, only one of them is eligible to cast a vote on any matter presented to the board. The family members may decide among themselves who will exercise the voting right for each decision.

4.24 No Proxies

Directors may not vote via proxy at meetings of Directors.

4.25 Closed Meetings

Meetings of the Board will be closed to Members and the public. Upon approval of the President, any person(s) may be permitted to present a pre-approved item that will be added to a specified Board meeting agenda.

4.26 Meetings by Telecommunications

A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Any Director who is unable to attend a meeting may participate in the meeting by telephone or other telecommunications technology. Directors who participate in a meeting by telephone or other telecommunications technology are considered to have attended the meeting.

4.27 Powers of the Board

Except as otherwise provided in the Act or these Bylaws, the Board has the powers of the Association. Without limit the generality of the foregoing, the Board may:

- a) Implement policies, procedures, and rules for managing the affairs of the Association;
- b) Implement policies, procedures, and rules relating to the registration of Members and shall have the authority to register Members accordingly;
- c) Implement policies, procedures, and rules relating to the discipline of Members, and shall have the authority to discipline Members accordingly;
- d) Implement policies, procedures, and rules relating to the management of disputes within the Association and shall have the authority to deal with all disputes accordingly;

- e) Implement policies, procedures, and rules relating to the direction and control of monies, funds, investments, and securities of the Association and shall have the authority to manage these accordingly;
- f) Establish committees, appoint members of committees, and delegate any of its powers, duties and functions to any committee; and
- g) Employ or engage under contract such persons as it deems necessary to carry out the work of the Association.
- h) Borrowing Powers - The Board may borrow money up to a total of Ten Thousand Dollars (\$10,000) upon the credit of the Association as it deems necessary. Anything in excess would require membership approval by vote.

ARTICLE V: OFFICERS AND EXECUTIVE COMMITTEE

5.1 Composition

The Officers will be appointed/elected by the Board of Directors, from amongst the Directors, excluding the Past President and Head coach/Manager, who are ex-officio, within thirty (30) days after the Association's Annual General Meeting and will be comprised of the following:

- a) President
- b) Vice-President
- c) Treasurer
- d) Secretary

5.2 Duties of Officers

- a) **President:** Chairs Member and Board Meetings, oversees Association management, and holds other duties delegated by the Board.
- b) **Vice-President:** Assumes Presidential duties if the President is absent or incapacitated, along with other assigned duties.
- c) **Treasurer:** Manages financial affairs, prepares financial statements, and organizes the annual audit.
- d) **Secretary:** Prepares minutes, issues notices, maintains corporate records and performs other assigned duties.

5.3 Removal

An Officer may be removed by Special Resolution of the Board or by Special Resolution of the voting Members in a meeting, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such a Special Resolution is put to a vote.

5.4 Executive Committee

The Executive Committee will be comprised of the Officers.

5.5 Authority

The Executive Committee will have the authority to oversee the implementation of Board policies during intervals between meetings of the Board and will perform such other duties as are prescribed by these Bylaws or may be prescribed from time to time by the Board.

5.6 Call of Meeting

Meetings of the Executive Committee will be held at any time and place as determined by the President or upon the request of any two (2) Executive Committee Members.

5.7 Notice

Written notice, served other than by mail, of Executive Committee Meetings, will be given to all Executive Committee Members at least three (3) days prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. No Notice of a meeting of the Executive Committee is required if all Officers waive notice, or if those absent, consent to the meeting being held in their absence.

5.8 Number of Meetings

The Executive Committee will hold at least four (4) meetings per year.

5.9 Quorum

A quorum will consist of three (3) of the Executive's voting members.

5.10 Voting

Each Executive Committee member is entitled to one vote except the Head Coach/Manager who is not entitled to vote. Voting will be by a show of hands, electronically or orally on a conference call unless a majority of Executive Committee Members present request a secret ballot. Resolutions will be passed upon a majority of the votes being in favor of the resolution. The President is entitled to a second vote in the event of a tie.

5.11 No Proxies

Executive Committee members are not entitled to vote via proxy.

5.12 Closed Meetings

Executive Committee meetings are closed to members and the public.

5.13 Standing Committees

The Association will have the following standing committees whose duties and responsibilities will be determined by the Board of Directors and will be subject to Sections 5.15 - 5.21 of these Bylaws:

- a) Competitions Committee
- b) Officials Committee
- c) Communications Committee
- d) Fundraising Committee
- e) Finance Committee
- f) Other Committees, as appointed by the Board of Directors pursuant to Section 5.14

5.14 Appointment of Committees

The Board may appoint such committees as it deems necessary for managing the affairs of the Association and may appoint members of committees or provide for the election of members of committees, may prescribe the duties of committees, and may delegate to any committee any of its powers, duties, and functions except where prohibited by the Act, the Constitution or these Bylaws.

5.15 Quorum

A quorum for any committee will be the majority of its voting members.

5.16 Terms of Reference

The Board may establish the terms of reference and operating procedures for all Committees, and may delegate any of its powers, duties, or functions to any Committee.

5.17 Vacancy

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.

5.18 President Ex-officio

The President, or designate as appointed by the President, will be an ex-officio (non-voting) member of all Committees of the Association.

5.19 Removal

The Board may remove any member of any Committee.

5.20 No Remuneration

All Directors, Officers, and members of Committees will serve their term of office without remuneration except for reimbursement of expenses as approved by the Board.

5.21 Conflict of Interest

Directors, Officers, or Committee members with an actual or perceived conflict of interest regarding an Association contract or transaction must:

1. Fully disclose the nature and extent of the interest,
2. Refrain from voting or debating on the matter, and
3. Comply with Act requirements on conflicts of interest.

ARTICLE VI: FINANCE AND MANAGEMENT

6.1 Fiscal Year

The fiscal year of the Association will be September 1 - August 31, or such other period as the Board may from time to time determine.

6.2 Bank

The Association's banking business will be conducted at such financial institutions as the Board may designate.

6.3 Financial Review

At each Annual General Meeting, the Members will appoint an auditor to audit the Association's books, accounts, and records. The auditor will hold office until the next Annual General Meeting unless removed by ordinary resolution. The auditor must not be an employee or a Director of the Association.

6.4 Books and Records

The required books and records of the Association, as mandated by these Bylaws or applicable law, will be duly and properly maintained. Members may inspect the annual financial statements and the minutes of membership and Board meetings at the Association's registered office with

one week's notice during regular business hours. All other books and records may be inspected by any member, with reasonable notice, within two days prior to the Annual General Meeting at the Association's registered office during normal business hours.

6.5 Signing Authority

All written agreements and financial transactions conducted in the Association's name must be signed by any two of the following: President, Vice-President, Treasurer, Head Coach/Manager, or Past President, as authorized by the Board of Directors

6.6 Contracts

Contracts, deeds, bills of exchange, and other instruments and documents may be executed on the Association's behalf by any two of the following: President, Vice-President, Treasurer, Head Coach/Manager, or Past President, or by others as authorized through a resolution by the Board of Directors.

6.7 Borrowing

The Association may borrow funds upon such terms and conditions as the Board may determine.

6.8 Disbursement of Funds

No member or employee of the Association may disburse Association funds in their custody without adhering to authorized policies and procedures.

6.9 Intellectual Property

No person, entity, or organization may use any intellectual property of the Association without prior written authorization from the Board of Directors.

6.10 Custody of the Seal

Custody of the Association's seal shall be the responsibility of the Secretary, with its use directed by the President and the Secretary.

ARTICLE VII: AMENDMENT OF BYLAWS

7.1 Voting

These Bylaws may only be amended, revised, repealed, or added to by a special resolution of the members. A special resolution in accordance with the Societies Act requires a three-fourths (3/4) affirmative vote of the voting Members present.

7.2 Notice in Writing

Written notice of a proposed bylaw amendment must be delivered to the Board thirty (30) days prior to the meeting at which it will be considered and to voting Members fifteen (15) days prior to that meeting.

7.3 Waiver of Notice

Notwithstanding any other provision in these Bylaws, the notice requirements in Article 7.2 may be waived by an affirmative vote of not less than three-fourths (3/4) of the Members present and eligible to vote.

ARTICLE VIII DISSOLUTION

8.1 Dissolution

Upon the Association's dissolution, any remaining funds or assets, after settling all debts, will be distributed to one or more organizations with objectives similar to those of the Association, as determined by the Board of Directors.

ARTICLE IX INDEMNIFICATION

9.1 Will Indemnify

The Association will indemnify and hold harmless, from the Association's funds, each Director and Officer, along with their heirs, executors, and administrators, from and against any claims, demands, actions, or costs arising from their service as a Director or Officer.

9.2 Will Not Indemnify

The Association will not indemnify a Director or Officer or any other person for acts of fraud, dishonesty, or bad faith.

9.3 Insurance

The Association will maintain Directors and Officers liability insurance as approved by the Board of Directors.

Approved Nov 23, 2024