



**THE SOCIETIES ACT ALBERTA
AMENDED AND RESTATED BYLAWS OF THE EDMONTON KEYANO SWIM CLUB**

ARTICLE 1 – NAME AND CLUB COLOURS

1. The name of the Society shall be the Edmonton Keyano Swim Club.
2. The colours of the Society shall be predominantly red with white and navy blue.

ARTICLE 2 – INTERPRETATION

1. Where used in these bylaws, the following terms shall have the following meanings unless the subject matter of context requires a different interpretation:
 - (a) “Board of Directors” or “Board” means the Board of Directors of the Society
 - (b) “Good Standing” means a person who:
 - i. Has not ceased to be a Member;
 - ii. Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
 - iii. Has completed and remitted all documents as required by the Society;
 - iv. Has complied with the Bylaws, policies, and rules of the Society;
 - v. Is not subject to a disciplinary investigation or action by the Society, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
 - vi. Has paid all required membership dues
 - (c) “Member” means a member of the Society
 - (d) “Ordinary Resolution” means a resolution passed by a majority of the votes cast on that resolution
 - (a) “Society” means the Edmonton Keyano Swim Club
 - (b) “Societies Act” means the Societies Act, R.S.A. 2000, c.-S-14 as amended from time to time
 - (c) “Special Resolution” means:



- i. A resolution passed:
 - (A) At a general meeting or special meeting of which not less than 21 clear days notice specifying the intention to propose the resolution has been duly given; and
 - (B) By the vote of not less than 75% of those Members who, if entitled to do so, vote in person or by proxy
 - ii. A resolution proposed and passed as a Special Resolution at a general meeting or special meeting of which less than 21 clear days notice has been given, if all the Members entitled to attend and vote at the general meeting or special meeting so agree; or
 - iii. A resolution consented to in writing by all the Members who would have been entitled at a general meeting or special meeting to vote on the resolution in person or, where proxies are permitted, by proxy
2. Wherever reference is made to any statute or section thereof, such reference shall be deemed to extend and apply to any amendment to the said statute or section as the case may be.
 3. When construing these bylaws, reference shall be had to the Societies Act, and words and expressions used in these bylaws shall, so far as the context does not otherwise require, have the same meaning as when used in the Societies Act.

ARTICLE 3 – JURISDICTION

1. The territorial jurisdiction of the Society shall be the boundaries of the Province of Alberta.

ARTICLE 4 – MEMBERSHIP

1. Membership Categories

The Society has the following categories of Members:

- (a) Athlete Member – Any individual who is a participant or athlete who is registered with the Society and has agreed to abide by the Society's Bylaws, policies, procedures, rules and regulations (or if the individual is under the age of 18, who has had a parent or guardian agree to abide by the Society's Bylaws, policies, procedures, rules and regulations on behalf of the individual)
- (b) Affiliate Member – Any individual who is a volunteer or official, who is registered directly with the Society, and has agreed to abide by the Society's By-laws, policies, procedures, rules and regulations



- (c) Honorary Member – Any individual approved by Special Resolution of the Board who has contributed greatly to the development or promotion of the Society and has agreed to abide by the Society's Bylaws, policies, procedures, rules and regulations

2. Admittance

Any candidate will be admitted as a Member or renewed as a Member if:

- (a) The candidate Member makes an application for membership in a manner prescribed by the Society;
- (b) The candidate Member was previously a Member in Good Standing at the time of ceasing to be a Member;
- (c) The candidate Member has paid applicable dues as prescribed by the Board;
- (d) The candidate Member agrees to uphold and comply with the Society's governing documents;
- (e) The candidate Member meets any other condition of membership determined by the Board;
- (f) The candidate Member meets one of the applicable definitions listed in Section 4.1; and
- (g) The candidate Member has been approved by Ordinary Resolution by the Board or by any committee or individual delegated this authority by the Board

3. Year

Unless otherwise determined by the Board, the membership year of the Society will be September 1st to August 31st.

4. Dues

Membership dues will be determined annually by the Board.

Any dues, subscriptions, or other monies owed to the Society by suspended or expelled Members will remain due and payable.

Members will be notified in writing of monies payable by them to the Society, and if the monies are not paid in accordance with the Society's membership payment policy, the Member's membership may be suspended or terminated.



5. Duration

Membership duration is accorded on an annual basis and Members will re-apply for membership annually.

6. Transfer

Membership in the Society is non-transferable.

7. Suspension

A Member may be suspended, pending the outcome of a discipline hearing in accordance with the Society's policies related to discipline or dispute resolution, or by Special Resolution of the Board at a meeting of the Board provided the Member has been given notice of and the opportunity to be heard at such meeting.

8. Termination

Membership in the Society will terminate immediately upon:

- (a) The expiration of the Member's annual membership, unless renewed in accordance with these Bylaws;
- (b) The Member fails to maintain any of the conditions of membership described in these Bylaws;
- (c) Resignation by the Member by giving written notice to the Society;
- (d) Dissolution of the Society;
- (e) The Member's death; or
- (f) By Special Resolution of the Board at a duly called meeting, provided fifteen (15) clear days' notice is given and the Member is provided with reasons and the opportunity to be heard. Notice will set out the reasons for termination of membership and the Member receiving the notice will be entitled to submit a written submission opposing the termination and shall be dealt with by the Board in accordance with the Society's Dispute Resolution policy

9. May Not Resign

A Member may not resign from the Society when the Member is subject to disciplinary investigation or action by the Society.



10. Discipline

A Member may be disciplined in accordance with the Society's policies and procedures relating to the discipline of Members.

11. General Rights of Members

All Members in Good Standing, whether voting or non-voting, are entitled to receive all information relative to the activities of the Society which may be circulated or made available from time to time by the Society. All Members in Good Standing, whether voting or non-voting, shall have the right to attend all Members meetings, with the exception of *in camera* meetings, competitions, clinics and other activities sponsored by the Society, and generally shall have access to such resource information and personnel of the Society as are available.

12. Liability of Members

A Member when acting for the Society shall not be personally liable for any loss or damage or depreciation to the property of the Society, except if such Member shall have acted fraudulently, dishonestly or committed acts of gross misconduct or negligence.

ARTICLE 5 – MEETINGS OF THE MEMBERS

1. Annual General Meetings

The Society shall hold an annual general meeting within the Province of Alberta within each fiscal year of the Society at a time and place to be fixed by the Board of Directors of which not less than twenty-eight (28) clear days' notice shall be given to all Members.

2. Extraordinary General Meetings

Extraordinary general meetings of the Members of the Society must be called by the President upon receipt in writing of a request by at least ten (10) Members of the Society with voting rights, of which at least seven (7) of the requesting Members must be present at the actual meeting held. Members must be present at an extraordinary general meeting to vote. No voting proxies shall be permitted at an extraordinary general meeting. Such extraordinary general meetings must be held within twenty-eight (28) clear days from the date of the request and notice of the date, time and place of such meeting and all business to be presented at such meeting shall be given to the Members at least fourteen (14) clear days before the date of such meeting. In the event at least seven (7) of the requesting Members are not present, then the meeting shall not proceed, and no further meeting date need be called in relation to the request.

An extraordinary general meeting may be called by the President of the Society upon request of the Board of Directors and notice of the date, time and place of such meeting and all business to



be presented at such meeting shall be given to the Members of the Society at least fourteen (14) clear days before the date of such meeting. Members must be present at an extraordinary general meeting to vote. No voting proxies shall be permitted at an extraordinary general meeting.

3. Other General Meetings

Meetings of the Members, other than annual general meetings or extraordinary general meetings may be called at any time by the President or by the Board of Directors upon fourteen (14) clear days' notice of the date, time, place and all business to be presented at such meeting to the Members of the Society.

4. Notice

- (a) Notice of any meetings of the Members of the Society shall be given to all persons who are Members of the Society at the time of notice, and shall be sufficient if delivered by hand or mailed by prepaid mail or electronic mail to the last known address of the Member and shall be deemed to be received by the Member within three (3) clear business days of the date of mailing. If the Member's address changes during the season it is incumbent upon the Member to make the Society aware of such address change
- (b) No error or omission in giving notice of any meeting of the Society shall invalidate such meeting or make void any proceedings taken thereat and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat

5. Quorum

A quorum for the transaction of business at any meeting of Members shall be twenty-one (21) Members entitled to vote at such meeting either present or when permitted, represented by proxy. If a quorum is not present within one-half hour after the time for which the meeting had been called, the meeting shall be postponed for not more than twenty-eight (28) clear days to a designated hour and place. At such postponed meeting of Members, those Members present shall constitute a quorum, provided notice in writing of the date, time and place of the postponed meeting has been delivered by hand or sent by prepaid mail or electronic mail to the Members no later than three (3) clear business days after any such meeting has been postponed. All unused votes at meetings will automatically default to the President if a Member is not in attendance or does not provide a proxy to another Member of the Society.

6. Voting

Members have the following voting rights at all meetings of the Members:

- (a) Athlete Members who are 18 years old or older may exercise one (1) vote at all meetings of the Members. Athlete Members who are younger than 18 years old may have one (1) vote exercised at meetings of Members by a parent or guardian



For clarity:

- i. A parent or guardian with multiple children registered with the Society who are younger than 18 years old may exercise one (1) vote;
- ii. Two parents or guardians of a child who is registered with the Society and who is younger than 18 years old may both attend a meeting of the Members but may only exercise one (1) vote; or
- iii. A parent or guardian of an Athlete Member who is 18 years or older may exercise one (1) vote either by the parent or guardian or by the Athlete Member themselves

In all instances the person entitled to vote shall be the person in whose name the membership account with the Society is registered.

- (b) Affiliate Members have no right to vote at meetings of the Members
- (c) Honorary Members may exercise one (1) vote at all meetings of the Members
- (d) Proxies shall be accepted at annual general meetings if held by a Member in Good Standing and completed in the following manner:
 - i. Containing the name and signature of the Member with voting rights for which the attending Member is a proxy
 - ii. Containing the name and signature of the Member bearing the proxy vote
 - iii. Listing any limitations on the use of the proxy
- (e) Every proper motion at general meetings of the Members of the Society shall be decided by a majority of the votes of the Members present unless otherwise required by these bylaws or by the Societies Act; in the case of an equality of votes, the Chairperson of the meeting shall have a casting vote
- (f) Every proper motion shall be decided in the first instance by a show of hands, unless a poll is demanded by any Member or proxy. Upon a show of hands, a declaration by the Chairperson of the meeting that a resolution has been carried or not carried and an entry to that effect in the minutes of the meeting shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of, or against such resolution. If a poll is demanded and such demand is not withdrawn, the question shall be decided by a majority of the votes given by the Members present in person and the poll shall be taken in such manner as the Chairperson of the meeting shall direct. The result of



such poll shall be deemed to be the decision of the Members of the Society upon the matter in question

- (g) Voting at general meetings by the Members of the Society shall not be by secret ballot unless any two persons present and entitled to vote have requested a secret ballot or unless the voting is with respect to the election of a person to an office or a position which is contested
- (h) A resolution consented to in writing by all the Members who would have been entitled at a general meeting to vote on the resolution in person or, where proxies are permitted, by proxy, shall be as effective as a resolution passed at a meeting of the Members of the Society duly convened and held

7. Business of the Annual General Meeting

The business of the annual general meeting shall be:

- (a) To receive and consider the reports of the Board of Directors;
- (b) To receive and consider the report of the auditors of the Society for the most recent fiscal year;
- (c) To appoint auditors for the ensuing year;
- (d) To consider any resolution or resolutions as may be properly brought before the meeting; and
- (e) To elect Members of the Board of Directors

ARTICLE 6 – BOARD OF DIRECTORS

1. Powers

Subject to the provisions of these bylaws and the Societies Act, the Board of Directors shall manage the business and affairs of the Society and exercise all such powers of the Society as are not required to be exercised by the Members of the Society, and without limiting the generality of the foregoing the Board of Directors:

- (a) May from time to time for the purpose of carrying out the objects of the Society borrow money on the credit of the Society, issue, sell or pledge securities of the Society, and charge, mortgage, hypothecate or pledge all or any part of the real and personal property of the Society including book debts, rights, powers, franchises or undertakings to secure any securities or any monies borrowed or other debt, or any other obligation or liability of the Society, provided that no debenture shall be issued by the Society nor any borrowing made in excess of fifty percent (50%) of the value of the assets of the Society as



determined by the Society's auditors from time to time without first obtaining a Special Resolution of the Members of the Society approving such action

- (b) May from time to time appoint such officers and agents and authorize the employment of such persons as they deem necessary to carry out the objects of the Society, and without limiting the generality of the foregoing shall engage a head coach and additional coaching staff to carry out the day-to-day administrative activities of the Society, and such officers, agents and employees shall have such authority and perform such duties as from time to time as may be prescribed by the Board of Director or these bylaws. Such officers, agents and employees need not be directors of the Society or Members of the Society
- (c) May institute and amend policies, procedures and standards for the conduct of its business and affairs, for the purposes of ensuring good governance, administration oversight, control, rigor, provided that such policies, procedures and standards or any amendments thereto shall not be inconsistent with anything herein contained
- (d) May open one or more bank accounts for the Society, designate signing officers in accordance with the provisions of these bylaws, execute all documents and do all things incidental to or in connection with the transaction of the business of the Society and with its chartered bank, credit union, trust company or treasury branch. All cheques, bills of exchange and other orders for the exchange of money, notes or other evidence of indebtedness issued in the name of the Society shall be signed by those persons as are designated by the Board of Directors from time to time or in any other manner as shall from time to time be determined by resolution of the Board of Directors
- (e) May establish such committees, standing or otherwise, as in its discretion it deems necessary or desirable to carry out the business and objects of the Society, and delegate to such committee any of the powers of the Board of Directors, provided however, that each such committee shall have at least one director of the Society as a Member

2. Number of Directors

The Board of Directors shall consist of no less than six (6) Members and not more than eight (8) Members elected by the voting Members of the Society at the annual general meeting or extraordinary general meeting called for that purpose. Other than as provided in Clauses 6.2(b) and 6.2(c), each director shall be elected for a term two (2) years and will hold office until they or their successors have been duly elected in accordance with these Bylaws, provided that no director shall hold office for more than three (3) consecutive terms:

- (a) In the event the Board of Directors determines that there is a need due to the business of the Society, it may appoint up to a maximum of four (4) additional directors whose terms of office shall be until the annual general meeting next following the date of such appointment unless such additional directors are re-elected at the annual general meeting



- (b) Any vacancy occurring in the Board of Directors caused by resignation, suspension, expulsion, removal or death between annual general meetings shall be promptly filled by appointment by the Board of Directors, but the person so appointed shall hold office only until the annual general meeting next following such appointment
- (c) To provide for continuity when more than four (4) board vacancies exist at an annual general meeting, four (4) vacancies shall be for a two (2) year term while all other vacancies shall be for a one (1) year term, with those receiving the most votes receiving the two (2) year term.

3. Qualification of Directors and Removal

- (a) A Member to be eligible for election to the Board of Directors must:
 - i. Be a voting Member in Good Standing of the Society;
 - i. At least 18 years of age;
 - ii. Have the power under law to contract;
 - iii. Not be a full time employee or have an immediate family member who is a full time employee of the Society;
 - iv. Not have an immediate family member who is simultaneously standing for election or already holding office as a Director; and
 - v. Not have the status of bankrupt;
- (b) Any member of the Board of Directors may be removed for any reason by a resolution passed by a majority of the Members in attendance at any general meeting of the Members of the Society
- (c) Any member of the Board of Directors of the Society who, without prior notification to the Board of Directors, is absent from three (3) consecutive meetings of the Board of Directors, may be removed from the Board of Directors by resolution passed by a two-thirds majority of the Directors present at the meeting of the Board of Directors duly held and constituted
- (d) If any member of the Board of Directors demonstrates a lack of interest in the Society by inactivity or is incompetent or unable to handle elected or appointed tasks or conducts their self in a way that is improper, unbecoming or likely to endanger the interest or reputation of the Society, the Board of Directors may, at its own discretion, suspend the member from their position or appointment. If the suspended member does not resolve the problem to the satisfaction of the Board of Directors or give written notice of appeal to



the Board of Directors, within twenty-eight (28) clear days of the suspension, the suspension will be deemed to be a removal from office. In the event a notice of appeal is given, a committee composed of two (2) voting Members of the Society, one (1) chosen by the Board of Directors, and one (1) chosen by the Member so suspended or expelled shall select an arbitrator for arbitration in accordance with the Arbitration Act. The decision of the arbitrator is final. During any such period of suspension, the Board of Directors shall appoint another voting Member to maintain the position

4. Meetings of Directors

- (a) Any meeting of the Board of Directors shall be held at such time and such place as the Board of Directors may from time to time determine, provided however, that at least two meetings of the Board of Directors must be held in the Province of Alberta
- (b) A meeting of the Board of Directors may be convened at any time or place upon proper notice by the President and may be by way of telephone or any other communication facility that permits all persons participating in the meeting to hear each other
- (c) Notice of such meeting shall be given to each member of the Board of Directors not less than three (3) clear business days before the meeting is to take place and such notice may be delivered, telephoned, mailed or electronically mailed and included as a part of the minutes of the previous meeting, provided that any meeting of the Board of Directors may be held at any time without formal notice if all of the members of the Board of Directors are present or those present have waived notice and those absent have signified their consent in writing to the meeting being held in their absence without notice, after such meeting has taken place. Notice of any meeting or any irregularity in any meeting or notice thereof may be waived by any member of the Board of Directors and no error or omission in giving such notice for a meeting of the Board of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any members of the Board of Directors may at any time waive notice of any such meeting and may ratify and approve any and all proceedings taken or had thereat
- (d) A quorum at any meeting of the members of the Board of Directors shall be fifty percent (50%) of the members of the Board
- (e) Each member of the Board of Directors shall have one (1) vote and all matters shall be decided by a majority of votes. In cases of an equality of votes, the Chairperson of the meeting shall have the casting vote
- (a) Resolutions in writing signed by all members of the Board of Directors shall be as effective as a resolution passed at a meeting of the Board of Directors duly convened and held. Such resolutions may be signed in counterparts and all counterparts together shall



constitute one resolution. Faxed, scanned, emailed or photocopies of a counterpart shall be as effective as an original

- (b) A member of the Board of Directors may participate in a meeting of the Board of Directors by means of telephone or any other communication facility that permits all persons participating in the meeting to hear each other and a member of the Board of Directors participating in a meeting by such means is deemed to be present in person at the meeting

5. Duty of Directors

The Board of Directors are in charge of the management of the Society's affairs, they make the strategic and operational decisions for the Society and are responsible for ensuring that the Society meets its statutory and bylaw obligations. The role of an individual director is to act as a fiduciary to the Society, inform themselves, participate in Board meetings and act in the best interests of the Society.

6. Conflicts of Interest

A Director who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Society will disclose fully and promptly the nature and extent of such interest to the Board or committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction, will refrain from influencing the decision on such contract or transaction, and will otherwise comply with the requirements regarding conflicts of interest.

7. Indemnity

Every member of the Board of Directors shall at all times be indemnified and saved harmless out of the funds of the Society from and against all claims, damages, costs, charges, and expenses whatsoever, which such member sustains or incurs in or about any action, suit or proceeding which is brought, commenced, or prosecuted against them, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them or any other Member or members of the Board of Directors in the execution of their office and also from all claims, damages, costs, charges and other expenses which they sustain or incur in, in relation to the affairs thereof except such claims, damages, costs, charges or expenses as are occasioned by their own willful conduct or default.

ARTICLE 7 – OFFICERS

1. Election of Officers



- (a) Immediately following the annual general meeting in each year, the Board of Directors shall meet and shall elect from amongst their membership for a term of one (1) year a President, a Vice President, a Secretary, a Treasurer, and such other officers as the Board may determine from time to time. In default of such election the incumbents, being members of the Board, shall hold office until their successors are elected. In the instance of the election of President consideration should be given to the following qualifications:
 - i. Prior experience as a member of the Society's Board of Directors;
 - ii. Ability and willingness to commit the time to the continued success of the Society;
 - iii. Concurrence with the culture and vision of the Society;
 - iv. Prior experience with amateur sports and not-for-profit boards.
- (b) In the case of any vacancy, the Board of Directors shall appoint another Member to fill such position until the next annual general meeting.
- (c) Upon the appointment of a new Member as President, the prior President shall become the Past President.

2. Duties of Officers

- (a) The President shall:
 - i. Have authority to preside at meetings of Members, the Board of Directors and ad hoc committees;
 - ii. May be a member of an ad hoc committee;
 - iii. Be an ex officio member of all committees;
 - iv. Attend meetings of the Board of Directors;
 - v. With the sanction of the Board of Directors, appoint such special committees with special duties as may be required from time to time; and
 - vi. Perform such other duties as may be specified by the Board of Directors from time to time or by these bylaws
- (b) The Past President shall:
 - i. Be the President immediately prior to a President elect;



- ii. Assist with an orderly transition of the business and affairs of the Society to a President elect for the one (1) year immediately subsequent to the election of a new President. For clarity in the instance of a President serving two (2) consecutive terms, the Past President shall only serve a one (1) year, being the one (1) year immediately subsequent to the appointment of a new President;
 - iii. Be an advisor to the President and the Board of Directors;
 - iv. May be a member of an ad hoc committee;
 - v. Attend meetings of the Board of Directors;
 - vi. Unless also elected as a director, have no right to vote on any matters coming before the Board of Directors; and
 - vii. Perform such other duties as may be specified by the President or Board of Directors from time to time or by these bylaws
- (c) The Vice-President shall:
- i. During the absence or inability of the President, exercise the President's duties and powers and if the Vice-President shall exercise any such duty or power, the absence or inability of the President shall be presumed with reference to it;
 - ii. May be a member of an ad hoc committee;
 - iii. Attend meetings of the Board of Directors; and
 - iv. Perform such other duties as may be specified by the Board of Directors or these Bylaws
- (d) The Treasurer shall cause the following to be completed:
- i. With the sanction of the Board of Directors, appoint such other members of the Board of Directors or such employees of the Society as they deem necessary to assist in the performance of their duties as hereinafter set out;
 - ii. Receive all monies payable to the Society and disburse the same as ordered by the Board of Directors;
 - iii. Issue statements to the membership for dues and notify Members in arrears in respect of dues;



- iv. Keep books and records in accordance with proper accounting practices and account for the receipt and disbursement of all Society funds;
 - v. Present a detailed report at the annual general meeting of the Society. Their records and books shall at all times be open to the inspection of the President, members of the Board of Directors or any auditors named by the Society;
 - vi. Prepare a budget in consort with the Board of Directors and the Head Coach/Director of Swimming;
 - vii. Prepare a mid-term comparison between actual disbursements and budget projections for the Board of Directors' consideration, at a time and in a manner designated by the Board of Directors;
 - viii. Deposit all monies or securities in the name of the Society in such bank, trust company, credit union or treasury branch as the Board of Directors shall direct;
 - ix. Be bonded at the expense of the Society if deemed necessary by the Board of Directors;
 - x. May be a member of an ad hoc committee;
 - xi. Attend meetings of the Board of Directors; and
 - xii. Perform such other duties as may be specified by the Board of Directors or these bylaws
- (e) The Secretary shall cause the following to be completed:
- i. Provide notification as required by these bylaws of all meetings of the Society, the Board of Directors or any ad hoc committee, and make such arrangements as may be required regarding the place of such meetings;
 - i. Maintain accurate minutes of the proceedings of meetings of the Board of Directors, furnishing copies of these to each member of the Board of Directors;
 - ii. Maintain accurate in-camera minutes of meetings of the Board of Directors, only to be disseminated to those in attendance at that meeting or in accordance with any Society in-camera meeting policy.
 - iii. Maintain accurate minutes of the proceedings of all meetings of the Society, providing copies to all Members of the Society;



- iv. Be the custodian of the official corporate seal of the Society, which seal whenever used shall be authenticated by the signature of the Secretary and the President or, in the case of death or inability of either to act, by the Vice-President;
- v. Have charge of all the correspondence and records of the Society and be under the direction of the President and the Board of Directors;
- vi. Submit a list of the Members in accordance with PIPA legislation, to the Board of Directors and a list of the coaching staff to the appropriate agencies, as directed by the Board of Directors and the Head Coach/Director of Swimming;
- vii. May be a member of an ad hoc committee;
- viii. Attend meetings of the Board of Directors; and
- ix. Perform such other duties as may be specified by the Board of Directors or these bylaws

3. Committees

- (a) Appointment of Committees – The Board may appoint such committees as it deems necessary for managing the affairs of the Society and may appoint Members to committees or provide for the election of Members to committees and may prescribe the duties and terms of reference of committees
- (b) 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
- (c) The Board may remove any Member of any committee
- (d) No committee will have the authority to incur debts in the name of the Society

4. Remuneration

The Board of Directors and all officers of the Society shall serve without remuneration; however, the Board of Directors shall have the power to determine remuneration to any member of the Board of Directors for reasonable expenses incurred on approved business of the Society when properly substantiated or authorized payment of honoraria to such persons as may be considered appropriate.

ARTICLE 8 – ACCOUNTS



1. The Board of Directors shall cause accounts to be kept of all monies received and expended by the Society, the matters in respect of which such receipts and expenditures took place and of the assets and liabilities of the Society.
2. The fiscal year of the Society shall end on the 31st day of August in each year or such other date as may from time to time be determined by the Board of Directors.
3. The books, accounts and records of the Society shall be audited at least once each year by a duly qualified accountant.
4. The Society shall appoint auditors for the ensuing year at the annual general meeting.
5. A financial statement setting out the Society's income, disbursements, assets and liabilities, audited and signed by the Society's auditors, shall be approved by the Board of Directors and which financial statements shall be presented to membership at the annual general meeting in each year.

ARTICLE 9 – BOOKS AND RECORDS

1. The Board of Directors shall ensure that all necessary books and records of the Society required by these bylaws or by any applicable statute or law are regularly and properly kept.
2. The books of account, minute book and all other books and records of the Society shall be kept at such place in the Province of Alberta as the Board of Directors direct and shall at all times be open for inspection by any member of the Board of Directors. The books of account, minute book and all other books and records of the Society may be inspected by any Member of the Society at the annual general meeting or at any time upon giving twenty-eight (28) clear days' notice to the Board of Directors or as authorized by the Board of Directors.

ARTICLE 10 – EXECUTION OF DOCUMENTS AND SEAL

1. The Board of Directors may adopt a seal which shall be the common seal of the Society.
2. The common seal of the Society shall be under the control of the Secretary and shall be kept in such place as determined by the Board of Directors. The common seal of the Society shall be affixed to such documents and instruments and authorized by the signature of the Secretary and the President, or in the case of the death or inability of either to act, by the Vice-President.

ARTICLE 11 – AMENDMENT OF BYLAWS

1. The bylaws of the Society shall not be rescinded, altered or added to except by Special Resolution of the Society.
2. Each rescission, alteration or addition to a bylaw of the Society shall be registered with the Registrar of Corporations for the Province of Alberta.



Keyano Bylaw
May 8.2023 Draft(9)

3. Upon dissolution of the Society any assets including gaming assets remaining after paying all debts and liabilities of the Society will be disbursed to eligible charitable organization(s). The Board of Directors of the Society shall have absolute discretion, subject to the Societies Act and legislation regulating gaming proceeds, if any, in determining which charitable organization(s) receive such remaining assets.

DATED at the City of Edmonton, in the Province of Alberta, this _____ day of _____, 2020.