

# St. John's Legends Swim Club Inc.

## Bylaws

*[Amended November 7, 2018]*

### 1 General

#### Purpose

- 1.1 These bylaws relate to the general conduct of the affairs of the St. John's Legends Swim Club Inc. ('**SJL**' or the "**Club**"), a corporation incorporated under the **Corporations Act**, R.S.N. 1990, c. C-36, as amended (the "**Act**").
- 1.2 The purpose of SJL shall be:
- (a) To maintain and develop a competitive swim team, having as its goals the maximization of all of its members as competitive swimmers and lifelong athletes.
  - (b) The maximization of personal satisfaction and growth on the part of the members through SJL's training, competitive and social programs.

#### Definitions

- 1.3 The following terms have these meanings in these bylaws:
- (a) Board – means the Board of Directors of SJL.
  - (b) Director - means an individual elected or appointed to serve on the Board pursuant to these bylaws.
  - (c) Fees – means a member's commitment to pay the Club which may include, but is not limited to, costs for registration, training programs, commitment to fundraising events, stewardship points and other member participation activities.
  - (d) Good Standing – means the status of a member who has paid all Fees, complied with all policies and procedures of the Club, and is not subject to a disciplinary proceeding.
  - (e) Minor Swimmer – means a registered swimmer who is under the age of 19.
  - (f) Ordinary Resolution – means a resolution passed by not less than a majority of the votes cast at a meeting of the Board or a meeting of members.
  - (g) Special Resolution – means a resolution passed by no less than two-thirds (2/3) of the votes cast at a meeting of the Board or a meeting of the members.
  - (h) Year – means, unless otherwise stipulated, the period starting on September 1<sup>st</sup> and ending on August 31<sup>st</sup>.

#### 1.4 Head Office

The head office of the Club will be located within City of St. John's, NL, as determined by an Ordinary Resolution of the Directors. The Club may establish other offices or places of business as determined by a Special Resolution of the Directors.

1.5 No Gain for Members

The Club will be carried on without the purpose of financial gain for its members. Any profits to the Club will be used in promoting its objectives.

1.6 Ruling on Bylaws

Except as provided in the *Act*, the Board will have the authority to interpret any provision of these bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the purpose of the Club.

1.7 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 Roberts Rules of Order (current edition).

1.8 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 may include bodies corporate, where appropriate.

**2 Membership**

2.1 Categories of Membership and Voting Rights

Each registered swimmer is assigned, upon completion of their registration, one vote for the purposes of meetings of the Club's members. In the case of registered swimmers who are 19 years of age or older, those voting rights are to be exercised by the registered swimmer themselves.

Minor Swimmers, by virtue of being registered swimmers, are assigned one vote upon completion of their registration. However, those voting rights cannot be exercised by the Minor Swimmer. Instead, those voting rights shall be exercised by a parent/guardian of the Minor Swimmer.

For greater certainty, since voting rights vest with each registered swimmer, a parent/guardian of more than one Minor Swimmer may cast up to that number of votes at a meeting of the members. However, in no case will there be more than one vote cast on behalf of the same swimmer at any meeting of the Club.

The Club has four (4) categories of membership:

- (a) Regular Voting Members
- (b) Minor Swimmers
- (c) Associate Members
- (d) Honorary Life Members

2.2 Qualifications for Membership

A Member must possess the qualities identified for one or more of the following categories:

- (a) Regular Voting Member refers to:
  - i. A parent/guardian of a Minor Swimmer; or,
  - ii. A Registered swimmer of legal age.
- (b) Minor Swimmer refers to a registered swimmer who is younger than 19 years of age.
- (c) Associate Member – A registered swimmer who applied for membership for a limited time and for a modified fee. Associate members do not have voting rights. Associate members must also be nominated by the Head Coach, and approved by the Board, before they may hold such status.
- (d) Honorary Life - Any individual who, in recognition of significant achievements or contributions to the Club, has been conferred this designation by Ordinary Resolution at a general or special meeting of the Club. Honorary members are non-voting.

### 2.3 Admission of Members

A person will be admitted as a member of the Club when:

- (a) The candidate is within an allowable number of members as determined by the Board;
- (b) The candidate has made an application for membership in a manner prescribed by the Club;
- (c) If the candidate is a returning member, that member is in Good Standing;
- (d) The candidate has agreed to comply with these bylaws and the policies, procedures, rules and regulations of the Club;
- (e) The candidate has paid Fees as prescribed by the Board; and,
- (f) The candidate has been approved by the Registrar or any group or individual delegated this authority by the Board.

### 2.4 Membership Fees

2.4.1 Membership is accorded on an annual basis and will terminate at the end of the Year. All members will apply/re-apply for membership each year.

2.4.2 Membership fees for the next Year will be determined annually by the Board and presented by the Board at least 30 days prior to the start of the next Year. The method, date and place of payment shall be fixed by the Board and may be varied from year to year.

### 2.5 Withdrawal and Termination of Membership

2.5.1 Any member may resign from the Club by giving written notice to the Club administration as per Club policy.

2.5.2 A member who is subject to disciplinary action may be suspended or expelled from the Club in accordance with the Club's policies and procedures. No member may be suspended or expelled before that member has a chance to present their views on the subject matter of the disciplinary action.

2.5.3 Membership in the Club may be revoked for failing to pay membership fees or monies owed to the Club by the deadline dates prescribed by the Club, or otherwise failing to comply with the registration policies of the Club. Membership may be reinstated upon payment in full of all arrears owing and compliance with all relevant policies.



### **3 Meetings of Members**

- 3.1 Meetings of members will include annual general meetings, general meetings and special meetings.
- 3.2 The Club shall hold an annual general meeting within three (3) months of the end of the fiscal year. Notice to all Club members shall be given fourteen (14) days before the date of such meeting.
- 3.3 A special general meeting of the members may be called at any time by the Board, or upon the written request of ten (10%) percent or more of the voting members in Good Standing. Notice to all Club members will be given least fourteen (14) days before the date of such meeting. Agenda of special meetings will be limited to the subject matter for which the meeting was duly called.
- 3.4 The Club will hold general meetings of members at such date, time and place as determined by the Board.
- 3.5 Notice of meetings shall contain a proposed agenda and sufficient reasonable information to permit members to make informed decisions.
- 3.6 Twenty (20) voting members, including a minimum of five (5) Directors, will constitute a quorum at any meeting of members.
- 3.7 Meetings of members will be closed to the public except by invitation of the Board.
- 3.8 At each annual general meeting of the Club, the following items of business shall be dealt with and shall be deemed to be ordinary business:
  - (a) Minutes of last general meeting;
  - (b) Consideration of the annual report of the Directors;
  - (c) Consideration of the financial statements, including balance sheet and operating statement and the report of any auditors thereon;
  - (d) Election of Directors; and,
  - (e) Other Business.

#### Voting at Meetings of Members

- 3.9 Only members in Good Standing may be entitled to vote at meetings of members.
- 3.10 There will be no voting by proxy.
- 3.11 Votes will be determined by a show of hands unless one voting member requests a secret or recorded ballot.
- 3.12 Except as provided in these bylaws, the majority of votes of members present who vote will decide each issue. In the case of a tie, the chair of the meeting shall cast the determining vote.

## 4 Governance

### Composition of the Board

- 4.1 The Board will consist of up to twelve (12) Directors, and the Head Coach as a non-voting, ex officio member of the Board.
- 4.2 The Board will consist of the following positions:
- (a) President;
  - (b) First Vice President;
  - (c) Second Vice President;
  - (d) Treasurer;
  - (e) Secretary; and,
  - (f) Directors at Large.
- 4.3 Directors at Large may be assigned a portfolio at the discretion of the Executive Committee.
- 4.4 All voting Directors of the Club will serve their term of office without remuneration.

### Election of Directors

- 4.5 Any voting member in Good Standing, who is age of majority or older, and who has the power under law to contract, may be nominated for election as Director at Large, Secretary, Treasurer, Second Vice President or First Vice President.

The position of Treasurer may be filled by a person who is age of majority or older, and who has the power under law to contract, and who is not a member of the Club where:

- (a) The person has expertise in the area of accounting and/or book-keeping;
- (b) The person's candidacy for Treasurer has been recommended by the Board; and,
- (c) The person is elected to the position of Treasurer at an AGM, or, where the person is temporarily appointed to the position of Treasurer to fill a vacancy, the person's appointment is approved by the members of the Club at the next meeting of the members.

*[Amended, November 7, 2018]*

- 4.6 A candidate for the office of President must meet the eligibility criteria listed in section 4.5, and must have served one (1) prior year as a voting member of the Board prior to being nominated as a candidate for President. In the event that there are no candidates for President that possess the requisite Board experience, the requirement may be waived, for the purposes of the election in question, by a majority of the voting members present at a duly constituted general meeting of the Club.
- 4.7 A retiring member of the Board shall be eligible for reinstatement by election.
- 4.8 The Board may appoint a nominating committee that will be comprised of three (3) members of the Club one of whom will be designated a chairperson.
- 4.9 The nominating committee will be responsible to solicit nominations and prepare a slate of candidates for the election of Directors. Nominations compiled by the nominating committee shall be circulated to voting members not later than one (1) week prior to the election.

- 4.10 Nominations may be made from the floor at a duly constituted meeting of members.
- 4.11 The election of Directors will take place as follows:
- (a) The Secretary and at least three (3) Directors at Large will be elected by the voting members at the general meeting held in even numbered years.
  - (b) The Treasurer and at least three (3) Directors at Large will be elected by the voting members at the general meeting held in odd numbered years.
  - (c) The Second Vice President shall be elected every Year;
  - (d) The First Vice President shall be elected every Year;
  - (e) The President shall be elected every Year.
- 4.12 The following members of the Board shall serve two (2) year terms:
- (a) Treasurer;
  - (b) Secretary; and,
  - (c) Director(s) at large.
- 4.13 The following members of the Board shall serve one (1) year terms:
- (a) President;
  - (b) First Vice President; and,
  - (c) Second Vice President.
- 4.14 The term of office for any Director's position shall begin immediately upon the adjournment of the annual general meeting of the members where that Director is elected.
- 4.15 Subject to the provisions of article 4.11, the term of office for the Director positions listed in article 4.13 shall end upon the adjournment of the first annual general meeting that occurs after the commencement of their term in office.
- 4.16 Subject to the provisions of article 4.11, the term of office for the Director positions listed in article 4.12 shall end upon the adjournment of the second annual general meeting that occurs after the commencement of their term in office.
- 4.17 When any Director position becomes vacant, for any reason, the remaining Board may appoint a qualified candidate to fill the vacancy until such time as the position may be filled by election in accordance with these bylaws. A Director appointed or elected to the Board under this provision shall only hold that office for the remainder of the term in office of the Director being replaced under this section.
- 4.18 A Director may be removed by Special Resolution of the Board, provided that the Director has been given notice of, and the opportunity to be present and to be heard at, the relevant meeting.
- 4.19 A Director who resigns from the Club as a member may, with majority approval of the remaining Directors, continue in their position for the remainder of the year in which their resignation occurred.

#### Meetings of the Board

- 4.20 The meetings of the Board will be held a time and place as determined by the President. The meetings may be attended in person or by teleconference, at the discretion of the President.

- 4.21 Notice of Board meetings shall be given by email to all Directors at least three (3) days in advance of the scheduled meeting. If all Directors waive their entitlement to notice, no notice is required.
- 4.22 At any meeting of the Board, a quorum will consist of one-half (1/2) of Directors holding office. *[Amended, November 7, 2018]*
- 4.23 Each Director is entitled to one vote, excluding the President who is only entitled to vote to break a tie. Voting will be communicated orally or by a show of hands unless a Director requests a secret ballot. Resolutions will be passed in accordance to the bylaws.
- 4.24 There shall be no voting by proxy at meetings of Directors.

#### Powers of the Board

- 4.25 Except as otherwise provided in the *Act* or these bylaws, the Board has the powers of the Club and may delegate any of its powers, duties, and functions.
- 4.26 The Board may make policies and procedures, and manage the affairs of the Club in accordance with the *Act* and these bylaws.
- 4.27 The Board may make policies and procedures relating to discipline of members, and will have the authority to discipline members in accordance with existing policies and procedures.
- 4.28 The Board may make policies and procedures relating to management of disputes within the Club and all disputes will be dealt with in accordance with existing policies and procedures.
- 4.29 The Board may employ or engage under contract such persons or services as it deems necessary to carry out the work of the Club.
- 4.30 No act of the Board or a Director will be nullified if it is discovered after the fact that the Director was improperly appointed or elected.
- 4.31 Board members may not be employees of the Club during their term on the Board.

#### Conflict of Interest

- 4.32 A Director who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Club will disclose fully and promptly the nature and extent of such interest to the Board, will refrain from voting or speaking in debate on such contract or transaction. Said Director will absolutely refrain from influencing the decision on such contract or transaction; and will otherwise comply with the requirements of the *Act* regarding conflict of interest.

### **5 Executive Committee**

- 5.1 The Executive Committee will be comprised of the President, First Vice President, Second Vice President, Secretary and Treasurer.

#### Duties of Executive Committee

- 5.2 The President shall:



- (a) Be responsible for the general supervision of the operations of the Club, including the supervision of Club;
- (b) Preside as Chair-person at the annual, special and general meetings of the Club and at meetings of the Board and/or the Executive Committee;
- (c) Be a signing officer of the Club;
- (d) Be an official spokesperson of the Club; and,
- (e) Perform such other duties as may from time to time be established by the Board.

5.3 The First Vice President shall:

- (a) Assist the President in fulfilling her/his duties;
- (b) Assume the duties of the President when the President is incapacitated or unavailable;
- (c) Be a signing officer of the Club;
- (d) Be responsible for advising the Board on issues related to the Club bylaws and policies; and,
- (e) Perform such other duties as may from time to time be established by the Board.

5.4 The Second Vice President shall:

- (a) Assist the President and First Vice President in fulfilling their duties;
- (b) Assume the duties of the President/First Vice President when the President/First Vice President is/are incapacitated or unavailable;
- (c) Be a signing officer of the Club;
- (d) Be responsible for advising the Board on issues related to Club registration; and,
- (e) Perform such other duties as may from time to time be established by the Board.

5.5 The Treasurer shall:

- (a) Be a signing officer of the Club;
- (b) Ensure that proper accounting records are kept;
- (c) Supervise the management and the disbursement of funds of the Club;
- (d) When required, provide the Board with an account of financial transactions and the financial position of the Club;
- (e) Prepare annual budgets; and,
- (f) Perform such other duties as may from time to time be established by the Board.

5.6 The Secretary shall:

- (a) Be a signing officer of the Club;
- (b) Maintain and archive Club documents;
- (c) Keep attendance records of all Board and executive meetings;
- (d) Record and have charge of the minutes of all meetings of members, the Board and/or the Executive Committee;
- (e) Prepare and submit the Club's annual corporate return; and,
- (f) Perform such other duties as may from time to time be established by the Board.

5.7 The Executive Committee does not possess the authority to act independent of the Board as a whole, unless such authority is conferred either by these bylaws or by resolution of the Board.

5.8 The Executive Committee shall have the authority to:

- (a) Oversee the implementation of policies and directives already approved by the Board;
- (b) Act on specific matters if given prior approval by the Board; and,
- (c) Approve unbudgeted expenditures up to \$500.

## **6 Committees**

- 6.1 The Board may appoint such committees as it deems necessary for managing the affairs of the Club. The Board may appoint members of committees or provide for the election of members of committees. The Board 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.
- 6.2 A quorum for any committee will be the majority of its voting members.
- 6.3 The Board may establish the terms of reference and operating procedures for all committees.
- 6.4 The Board may remove any member of a Committee, or disband any Committee, by majority vote of the Board.

## **7 Finance and Management**

- 7.1 The fiscal year of the Club will be September 1<sup>st</sup> to August 31<sup>st</sup>, or such other period as the Board may determine in exceptional circumstances
- 7.2 The banking business of the Club will be conducted at such financial institution as the Board may designate.
- 7.3 The necessary books and records of the Club required by these bylaws or by applicable law will be necessarily and properly kept. Books and records may be inspected by any member of the Club at any time, upon giving reasonable notice and arranging a time satisfactory to the Director having charge of that duty.
- 7.4 All written agreements and financial transactions entered into in the name of the Club will be signed by two of the following: the President, the First Vice-President, Second Vice President, Treasurer or Secretary. The Board may authorize other persons to sign on behalf of the Club.
- 7.5 The Club may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.
- 7.6 The Board will ensure that funds of the Club that are not required to meet current expenditures are invested to the best advantage of the Club. Investments shall be limited to deposit instruments that are fully guaranteed by the Canadian Deposit Insurance Corporation, the Government of Canada or the Government of Newfoundland and Labrador.
- 7.7 The Board may borrow money upon the credit of the Club as authorized by a majority of not less than three-fourths (3/4) of voting Club members at a meeting of the membership.

## **8 Amendment of Bylaws**

- 8.1 These bylaws may only be amended, revised, repealed, or added to by a Special Resolution of the voting members present at a meeting of the membership duly called to amend, revise, or repeal these bylaws. Upon affirmative vote and registration in accordance with the Act, any amendments, revisions, addition, or deletions will be effective immediately.
- 8.2 At a meeting where an amendment of the bylaws is being considered, notice of the meeting shall include the text of the proposed amendments.

## **9 Notice**

- 9.1 In these bylaws, written notice will mean notice which is hand-delivered or provided by mail, email or other similar technologies so used in the future to the address of record of the Club, Director, or member, as the case may be.
- 9.2 Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or e-mailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, seven (7) days from date of post mark.

## **10 Indemnification**

- 10.1 The Club will indemnify and hold harmless out of the funds of the Club each Director, their heirs, executors and administrators from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director.
- 10.2 The Club will not indemnify a Director or any other person for acts of fraud, dishonesty, bad faith and/or or acts that are criminal in nature.
- 10.3 The Club will, at all times, maintain in force such Directors liability insurance as may be approved by the Board.

## **11 Adoption of these Bylaws**

- 11.1 These bylaws were ratified by a Special Resolution of the members of the Club present and entitled to vote at a meeting of members duly called and held on \_\_\_\_\_.
- 11.2 In ratifying these bylaws, the members of the Club repeal all prior bylaws of the Club provided that such repeal does not impair the validity of any action done pursuant to the repealed bylaws.

## **12 Transition Provisions**

- 12.1 Upon the adoption of these bylaws, the modifications outlined in this section shall be made to facilitate the initial implementation of the form and intent of these bylaws.
- 12.2 The 2017 annual general meeting will be conducted in the month of May. There will not be an annual general meeting in the fall of 2017.
- 12.3 Starting in 2018, the annual general meetings of the Club will be held in accordance with article 3.2 of these bylaws.

12.4 At the 2017 annual general meeting, the Directors elected to positions referenced in 4.11(a) will be elected for a one (1) year term. Starting in 2018, persons elected to those positions shall serve a two (2) year term in accordance with the terms of article 4.11(a).

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary