#- - -8264

STRATHCONA COUNTY SWIM CLUB BYLAWS

ARTICLE I GENERAL

1.1 Purpose - These Bylaws relate to the general conduct of the affairs of the **Strathcona County Swim Club**, herein referred to as the Club, an Alberta Society incorporated under the *Societies Act*.

1.2 Registered Office - The registered office of the Club will be located within the Province of Alberta.

1.3 Affiliations - The Club will be a member in good standing with Swim Alberta and will follow the published rules of, in declining order of authority, Swimming Natation Canada, Swim Alberta, and the Club.

1.4 No Gain for Members - The Club will be carried on without the purpose of gain for its Members and any profits or other funds to the Club will be used in promoting its Mission, Vision and Values.

1.5 Ruling on Bylaws - Except as provided in the Act, the Board of Directors will have the authority to interpret any provision of these Bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the Mission, Vision, and Values of the Club.

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

ARTICLE II MEMBERSHIP

2.1 Open Membership – Membership in the Club is open to the public.

2.2 Admission of Members – Admission to the Club shall occur according to the following:

- 2.2.1 An individual is eligible for membership if they are a registered swimmer; or for registered swimmers under the age of 18, a designated parent or guardian, who agrees to abide by the Club's Bylaws, policies, procedures, rules and regulations.
- 2.2.2 Application for membership will be completed in a manner prescribed by the Board of Directors of the Club.
- 2.2.3 The enrollment capacity shall be fixed by the Board of Directors and varied from year to year.
- 2.2.4 Candidate Members must have paid their membership dues and other fees to the Club to be eligible for membership.
- 2.2.5 The Candidate Member meets any other condition of membership determined by the Board of Directors.

2.3 Responsibilities of Members - Members will be in Good Standing provided that:

- 2.3.1 The Member has completed and remitted all documents as required by the Club.
- 2.3.2 The Member is abiding by the Club's Bylaws, policies, procedures, rules and regulations.
- 2.3.3 The Member has paid all required membership dues.

2.4 Privileges of Membership - Subject to these Bylaws and other governing documents of the Club, Members in good standing may be entitled to the following privileges:

- 2.4.1 To serve as a Director or Officer of the Club.
- 2.4.2 To be a member of a Committee of the Club.
- 2.4.3 To attend, participate, nominate, and vote at meetings of the Members.
- 2.4.4 To participate in Club activities.
- 2.4.5 To participate in other events associated with the Club.

2.5 Removal of Privileges-

FILED 202
AUG 19 2021
Registrar of Corporations
Province of Alberta

2.5.1 Members that cease to be in good standing, as determined by the Executive Directors of the Club, will not be entitled to vote at meetings of the Members or be entitled to the benefits and privileges of membership until such time as the Board of Directors is satisfied that the Member has met the definition of good standing.

2.6 Disciplinary Action and Suspension-

2.6.1 In accordance with the Club's policies and procedures, a Member may be disciplined.

2.6.2 In accordance with the Club's *Discipline, Complaints and Dispute Resolution Policy* a Member may be suspended.

2.7 Termination – Membership in the Club will terminate upon any of the following:

2.7.1 The expiration of the Member's annual membership, unless renewed in accordance with the Club's Bylaws.

2.7.2 Resignation by the Member by giving written notice and in accordance with the Club's policies and procedures.

2.7.3 The Member failing to maintain any of the qualifications or conditions of membership described in the Club's Bylaws, policies, procedures, rules and regulations.

2.7.4 The Member may be terminated, upon majority resolution of the Board of Directors, for failure to maintain payment of fees and dues to the Club in accordance with the policies and procedures of the Club.

2.7.5 Dissolution of the Club; or

2.7.6 The Member's death.

2.8 Year – Unless otherwise determined by the Club, the membership year of the Club will be September 1st to August 31st.

2.9 Dues – Membership dues will be in accordance with the following:

2.9.1 Fees and dues will be determined annually by the Board of Directors.

2.9.2 Any dues, subscriptions, or other monies owed to the Club by terminated Members will remain due.

2.9.3 Members will be notified in writing of monies payable by them to the Club, and if the monies are not paid within sixty (60) calendar days of the notice of default, the status of the Member may be terminated upon majority resolution of the Board of Directors.

ARTICLE III MEETINGS OF MEMBERS

3.1 Annual General Meeting – The Club will hold meetings of Members at such date, time and place as determined by the Board of Directors within the Province of Alberta. The Annual General Meeting will be held prior to one-hundred-and-twenty (120) calendar days following the end of the prior financial year or within fifteen (15) months of the last Annual General Meeting, whichever is less. The Agenda of the Annual General Meeting will include, at a minimum, review and approval of the minutes of the previous Annual General Meeting as well as presentation and approval of the audited financial report.

3.2 General Meeting- A General Meeting of the Members shall be held at an interval of not more than eight (8) months following the preceding Annual General Meeting of the Club, on the instruction of the Board.

3.3. Special Meeting – A Special Meeting of the Members may be called by a majority Board of Directors vote or on the instruction of 15% or more of the Members in good standing, providing

they direct their request to the Secretary in writing and state the business to be brought before the meeting. The Special Meeting will address those matters and only those matters.

3.4. Special Resolution

3.4.1. Matters that require Special Resolution include but are not limited to:

3.4.1.1. Changing the Mission, Vision, and Values of the Club

3.4.1.2. Amending the Bylaws of the Club

3.4.1.3. Issuing Debentures

3.4.1.4. Surrendering the Certificate of Incorporation

3.4.2. Special Resolutions will be passed by any of the following:

3.4.2.1. No less than three-fourths (3/4) of the votes cast at a meeting of Members for which at least twenty-one (21) calendar days' notice has been given specifying the intention of the resolution

3.4.2.2. A resolution proposed and passed as a Special Resolution at a meeting of Members of which less than twenty-one (21) calendar days' notice has been given provided there is 100 % agreement of all Members entitled to attend and vote at the meeting

3.4.2.3. A resolution consented to in writing by all Members who would have been entitled at a meeting of the Members to vote on that resolution

3.4.3. The Club shall file every Special Resolution passed by the Club in Accordance with the *Societies Act*.

3.5 Notice – Written or electronic notice of the date of an Annual General Meeting, General Meeting, or Special Meeting of the Members will be given to all Members in good standing and Directors at least twenty-one (21) calendar days prior to the date of the meeting. Additionally, for the Annual General Meeting, Notice will be given to the Auditor or Auditors reviewing the Financials. Notice will include a proposed agenda, reasonable information to permit Members to make informed decisions, nominations of Directors, and the text of any resolutions or amendments to be decided.

3.6 Attendance by Alternate Means – Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means during the meeting if a request is received at least twenty-four (24) hours prior to the meeting and if the Club makes such means available, that permit all participants to communicate adequately with each other. A person so participating in a meeting is deemed to be present at the meeting. The Directors may determine that the meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.

3.7 Error or Omission in Giving Notice - No error or omission in giving notice of any meeting of the Members shall invalidate the meeting or make void any proceedings taken at the meeting.

3.8 New Business – No other item of business will be included in the notice of the meeting of the Members unless notice in writing of such other item of business has been submitted to the Board of Directors a minimum of seven (7) calendar days prior to the meeting of the Members in accordance with procedures as approved by the Board of Directors.

3.9 Quorum – Fifteen percent (15%) of the Club's total membership or twenty (20) Members, whichever is lesser, will constitute a quorum. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

3.10 Closed Meetings – Meetings of Members will be closed to the public except by invitation of the Board of Directors.

3.11 Adjournment – With the majority consent of the Members present and after quorum is

ascertained, the Members may adjourn a meeting of Members and no notice is required for continuation of the meeting if the meeting is held within thirty (30) calendar days. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

3.12 Voting Rights – Members in good standing shall be entitled to one vote. A family with more than one swimmer in the Club are entitled to a maximum of 2 votes, provided both Members are in attendance at the meeting.

3.13 Proxy Voting – There will be no voting by proxy.

3.14 Absentee Voting – There will be no absentee voting.

3.15 Determination of Votes – Votes will be determined by a show of hands, orally, and/or electronic ballot at the direction of the Chair of the meeting. A Member may request a secret ballot process which may be facilitated with majority consent.

3.16 Majority of Votes – Except as otherwise provided in these Bylaws, all matters will be resolved by an Ordinary Resolution. An Ordinary Resolution is a resolution passed by a majority of the votes cast on that issue. In the case of a tie, the President of the Club (or designate) shall cast the deciding vote.

ARTICLE IV GOVERNANCE

4.1 Board of Directors – The Board of Directors, herein referred to as the Board, will consist of elected members of the Club. Alternatively, with Board approval, an individual may be appointed as a Director or Officer of the Club. The Board will consist of the following:

- 4.1.1 Executive Directors: The Officers of the Club, known collectively as the Executive Directors, shall be the President, Vice President, Second Vice President or Past President, Secretary, and Treasurer.
- 4.1.2 Directors-at-Large: 2 or more individuals

4.2 Nomination – Club Members will submit their intent to be brought forward for nomination for vacant positions of the Board a minimum of seven (7) calendar days prior to the General Meeting or Annual General Meeting. At such time, names will be presented and stand for nomination. Nominations can be accepted from the floor of a General Meeting to fill a vacant position.

4.3 Incumbents – Current Directors wishing to be re-elected are not subject to nomination but must notify the Executive of the Club of their interest in re-election a minimum of seven (7) calendar days prior to the General Meeting or Annual General Meeting.

4.4 Election – Directors will be elected or re-elected, as decided by the greatest number of votes received, at the General Meeting or Annual General Meeting. If only one valid nomination is received for a position the winner will be declared by acclamation.

4.5 Terms – Directors will serve terms of two (2) years to a maximum of four (4) years and will hold office until they or their successors have been duly elected in accordance with these Bylaws, unless they resign, or are removed from or vacate their office.

4.6 Duties of the Board – The Board is empowered to:

- 4.6.1 Make policies and procedures and manage the affairs of the Club in accordance with the *Societies Act*, these Bylaws, and the mission, vision, and values of the Club.
- 4.6.2 Employ or engage under contract such persons as it deems necessary to carry out the work of the Club.

4.6.3 Determine registration procedures, recommend membership dues, and determine other registration requirements.
4.6.4 Enable the Club to receive donations and benefits for the purpose of furthering the mission, vision and values of the Club.
4.6.5 Make expenditures for the purpose of furthering the mission, vision, and values of the Club.
4.6.6 Perform any other duties as required to carry out the mission, vision, and values of the Club.

4.7 Duties of Executive Directors

4.7.1 The President will be the chair of the Board and will preside at Annual General Meetings, General Meetings, and Special Meetings of the Club. They will also give notice of and preside at Board meetings. The President is excluded from voting at all such meetings except for instances of a tied vote in which case the President will cast the deciding vote on the matter. Unless otherwise designated by the Board, they will be the official spokesperson of the Club. The President will perform such other duties as may from time to time be established by the Board.
4.7.2 The Vice President will, in the absence or disability of the President, perform the duties and exercise the powers of the President, and will perform such other duties as may from time to time be established by the Board.
4.7.3 The Second Vice President or Past President will have duties and responsibilities as established by the Board.
4.7.4 The Secretary will be responsible for: the documentation of all amendments to the Club's Bylaws; will ensure that all official documents and records of the Club are properly kept; cause to be recorded the minutes of all meetings; will give due notice to all Members of the Club of scheduled meetings; and will perform such other duties as may from time to time be established by the Board.
4.7.5 The Treasurer will, subject to the powers and duties of the Board: keep proper accounting records as required by the *Societies Act*; will cause to be deposited all monies received by the Club in the Club's bank account; will supervise the management and the disbursement of funds of the Club; when required will provide the Board with an account of financial transactions and the financial position of the Club; will prepare annual budgets; and will perform such other duties as may from time to time be established by the Board.
4.7.6 Collectively the Executive Directors will: administer the affairs of the Club between board meetings; have the power to dispose of matters requiring immediate attention; ensure that a list of registered Members is maintained; will prepare and submit to each Meeting of the Members and other meetings a report of all activities since the previous Meeting of the Members or other meetings; and may be designated as signing authorities for the Club.

4.8 Duties of Directors at Large- The Directors at Large will have duties and responsibilities as established by the Board.

4.9 Delegation of Duties – At the discretion of the Executive Directors and with approval by Ordinary Resolution of the Board, any Executive Director may delegate any duties of that office to appropriate staff or committee of the Club, or to another Director.

4.10 Meetings of the Board – A meeting of the Board will be held as per the following:

4.10.1 The Board will hold at least four (4) meetings per membership year or as often as circumstances require.
4.10.2 Meetings will be called by the President of the Club with written or electronic notice at least two (2) calendar days prior to the meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.

4.10.3 Quorum shall be constituted as a majority of the elected Board of Directors.

4.10.4 Each Director is entitled to one vote. Voting will be by a show of hands, written, or orally unless a majority of Directors present request a secret ballot. Resolutions will be passed upon a majority of the elected Board of Directors. In the event of a tie, the President or designate shall determine the resolution.

4.10.5 Members of the Club may attend board meeting of the Club by invitation of the Executive or by providing a written request to a member of the Executive. Club members that are not elected or appointed to the Board are not entitled to vote at board meetings.

4.11 Special Meeting of the Board- A Special Meeting of the Board may be called by a majority Board vote, providing they direct their request to the Secretary and state the business to be brought before the meeting.

4.12 Written Resolutions – A resolution in writing signed by a majority of Directors is as valid as if it had been passed at a meeting of the Board.

4.13 In Camera – In camera meetings of the Board will be closed to members and the public except by invitation of the Board.

4.14 Participation/Holding by Electronic Means – A meeting of the Board may be held by telephonic or electronic means. Directors who participate in a meeting by such manner are considered to have attended the meeting. Resolutions passed at such meetings will be considered valid.

4.15 Standard of Care – Every Director will:

4.15.1 Act honestly and in good faith with a view to the best interests of the Club.

4.15.2 Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

4.15.3 Follow all Bylaws, policies, guidelines, and procedures of the Club.

4.16 Resignation of Office – A Director may resign from the Board at any time by presenting his or her written notice of resignation to the Board. This resignation will become effective the date on which the notice is received by the Secretary or at the time specified in the notice, whichever is later. When a Director who is subject to a disciplinary investigation or action of the Club resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

4.17 Removal – An elected Director may be removed:

4.17.1 By Ordinary Resolution of the Members at an Annual General Meeting or Special Meeting provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting.

4.17.2 If without reasonable excuse, the Director is absent from three (3) consecutive meetings of the Board.

4.17.3 In exceptional circumstances by calling a Special Meeting of the Board, with twenty-one (21) calendar days' notice to all Board members including the Director being removed, and by unanimous vote of the remaining Board members.

4.18 Vacancy – Where the position of a Director becomes vacant for whatever reason, the Board may appoint a qualified Member to fill the vacancy for a term expiring not later than the next Annual General Meeting or General Meeting, whichever occurs first.

ARTICLE V COMMITTEES

5.1 Appointment of Committees – The Board may appoint such committees as it deems necessary for managing the affairs of the Club and may appoint members of committees or provide for the election of members of committees.

5.2 Delegation of Duties- The Board will prescribe the duties and terms of reference of committees and may delegate to any Committee any of its powers, duties, and functions.

5.3 Removal – The Board may remove any member of any Committee.

5.4 Debts – No Committee will have the authority to incur debts in the name of the Club.

ARTICLE VI FINANCE AND MANAGEMENT

6.1 Fiscal Year – Unless otherwise determined by the Board, the fiscal year of the Club will be August 1st – July 31st.

6.2 Bank – The banking business of the Club will be conducted at such financial institution as outlined in the Financial Policy of the Club.

6.3 Financial Audit– The books, accounts and records of the Club will be audited once a year in accordance with the *Societies Act*. At each Annual General Meeting, the Treasurer (or designate) will submit a complete statement of financial records to the Members for the previous membership year.

6.4 Books and Records – The necessary books and records of the Club required by these Bylaws or by applicable law will be necessarily and properly stored following Club policies and procedures. A Member may request to inspect the books and records of the Club at any time, provided that reasonable notice is provided to the Executive Directors of the Club. Documents deemed confidential at the discretion of the Executive Directors will not be made available.

6.5 Signing Authority – Signing authority will be executed as outlined in the Financial Policy of the Club.

6.6 Borrowing – For the purpose of carrying out its aims, the Club may borrow or secure funds as authorized by a majority vote of not less than ¾ of Club Members as are present at a Special Meeting or General Meeting.

6.7 No Remuneration – All Directors, Executive Directors and members of Committees will serve their term of office without remuneration (unless approved by at a meeting of Members) except for reimbursement of expenses as approved by the Board. This section does not preclude a Director or member of a Committee from providing goods or services to the Club under contract or for purchase with Board approval. Any Director or member of a Committee will disclose the conflict/potential conflict in accordance with these Bylaws.

6.8 Conflict of Interest – A Director, Executive Director or member of a Committee 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 Executive Directors of the Club. The individual will: refrain from voting or speaking in debate on such contract or transaction; refrain from influencing the decision on such contract or transaction; and otherwise comply with the requirements of the *Societies Act* regarding conflict of interest.

ARTICLE VII AMENDMENT OF BYLAWS

7.1 Voting – These Bylaws may only be amended, revised, repealed or added to by Special Resolution of the Members.

7.2 Effective Date – Amendments to Bylaws are effective from the date they are registered with the Alberta Government Corporate Registry.

ARTICLE VIII DISSOLUTION

8.1 Dissolution – The Club may be dissolved in accordance with the *Societies Act*. The Club does not pay any dividends or distribute its property among its members. Members are to select the organization to receive the net assets by Special Resolution. In no event shall any Members receive any assets of the Club.

ARTICLE IX INDEMNIFICATION

9.1 Will Indemnify – The Club will indemnify and hold harmless out of the funds of the Club each Director and any individual who acts at the Club's request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director or and any individual who acts at the Club's request in a similar capacity.

9.2 Will Not Indemnify – The Club will not indemnify a Director or any individual who acts at the Club's request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon him or her under the Act. For further clarity, the Club will not indemnify an individual unless:

- 9.2.1 The individual acted honestly and in good faith with a view to the best interests of the Club; and
- 9.2.2 If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

9.3 Insurance – The Club will, at all times, maintain in force such Directors and Officers liability insurance.

ARTICLE X ADOPTION OF THESE BYLAWS

10.1 Ratification – These Bylaws were ratified by a Special Resolution vote of the Members of the Club at a meeting of Members duly called and held on June 23, 2021.

10.2 Repeal of Prior By-laws – 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.