VERNON KOKANEE SWIM CLUB

(hereinafter referred to as the "Club")

BY-LAWS
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VERNON KOKANEE SWIM CLUB
(hereinafter referred to as the "Club")

Bylaws

ARTICLE 1 - FISCAL YEAR

The fiscal year of the Club shall end on the 31st day of August in each and every year.

ARTICLE 2 - BOARD OF DIRECTORS AND OFFICERS

Section 1 - Organization

a. The affairs of the Club shall be managed by a Board of Directors:
   1. The number of Directors shall be not less than five (5), consisting of the four (4) Officers and one other Director or such greater number as may be determined from time to time;
   2. The Officers shall be President, Vice-President; Secretary, and Treasurer;
   3. Other Directors may include Director-Meets, Director-Administration, Director-Ways & Means, Director-Club Development, Director-Regional Representative, Director-Social, and Past President.

b. For designation purposes, the Board of Directors will hereinafter be referred to as the "Board".

Section 2 - Powers

a. All decisions of the Board shall be by majority vote of those present (if there is at least a Quorum), or if by polling via email by a majority of all current Directors, or except where otherwise provided.

b. In addition to any and all powers conferred upon the Board by law, these By-Laws, without in any manner or degree abrogating, limiting or modifying any such powers, grant to the Board the following authority:
   1. To set forth the terms and conditions upon which a person may be accepted to membership and to examine and adjudge the qualifications of each applicant for membership;
   2. To hear and determine charges made against any member, full and final authority being hereby granted to reprimand, suspend or expel any member. The Board shall have the power, to be exercised as set forth in Article 4, Section 4, to reprimand, suspend or expel any member whose conduct shall have been determined by the Board to be improper, unbecoming or likely to endanger the interest or reputation of the Club or who wilfully commits a breach of the Constitution or By-Laws of the Club;
   3. To appoint such special committees as the Board deems necessary, to define and delegate the duties and powers of standing committees and such special committees, and to establish an annual budget for each committee and to provide that a Director chair the appropriate standing committee;
   4. To make or authorize the purchase of materials or supplies and to contract for whatever may be reasonably required in the operation and maintenance of the Club;
   5. To affiliate with various associations and to appoint delegates thereto;
   6. To remove a Director from the Board by special resolution. The absence of a Director from two consecutive meetings of the Board without permission of the Board shall be considered a sufficient cause for removal;

7. To choose a successor who will hold office until the next Annual General Meeting of the Club in the event of a vacancy in the office of any Director. Said appointee is considered to be performing the duties of office in any acting capacity during the term of office;
8. To direct the President to call the Annual General Meeting and Special General Meetings of the Club;
9. To borrow money from the Club's banker or any other lending institution approved by the Board and to secure payment of money in such manner and upon such terms and conditions in all respects as it thinks fit. The monies so borrowed shall be used for the purpose of carrying on the operation of the Club, as the Board considers necessary, with the full power and authority to execute and deliver such security as may be required. This money will not exceed $5,000.00. Monies to be borrowed above the $5.000.00 limit will have to be approved by the General Membership at a Special or Annual General Meeting;
10. The Board shall have the power to determine the numbers in any of the membership classes described in Article 4, Section 1 of the By-Laws;
11. To recommend acceptance of the annual Budget at a General Meeting.

Section 3 - Officers

a. - Duties of the President

1. Be the Chief Executive Officer of the Club performing any and all lawful duties incident to the office of the President;
2. Preside at all General Meetings and Board Meetings;
3. Call the Annual General Meetings and Special General Meetings of the Club as provided in Article 6, Sections 1 and 2;
4. Cause to be enforced all rules of the Club;
5. Be an ex-officio member of all Committees;
6. Make annual reports to the members;
7. Be responsible for insurance;
8. Perform all other such duties as properly may be required by the Board.

b. - Duties of the Vice-President

1. Chair the Rules Committee
2. Act as chair in the absence of the President;
3. Be an ex-officio member of each standing committee;
4. Act in the absence of the President or in the event that the President refuses to act;
5. In the event that the office of the President becomes vacant for any reason, assume the office of President until the next Annual General Meeting;
6. Subject to Board approval, develop, maintain and enforce rules and the Club Handbook;
7. Perform all other such duties as properly may be required by the Board.

c - Duties of the Secretary

1. Issue or cause to be issued all notices of all General Meetings of the Club and all meetings of the Board, and keep the minutes and records thereof and be the custodian of all such minutes and records;
2. Be the Secretary at all meetings of the Board and members;

3. Be the custodian of the Seal of the Club, in the event the club acquires a seal, and affix it to all such written documents as require it, which shall have been approved by the Board or the members of the Club, in accordance with the By-Laws of the Club;
4. Conduct or cause to be conducted (in accordance with the Board's instructions) all official correspondence of the Club, and see that such correspondence is properly preserved and filed until otherwise disposed of by the Board;
5. File or cause to be filed with the Registrar of Companies, Victoria, B.C., all notices, returns, resolutions or documents required under the *Society Act*;
6. Keep all other books and records as may be prescribed by the Board;
7. At least fourteen (14) days prior to the date of the Annual General Meeting and in concert with the distribution of the notice of meeting, cause the membership to be notified as to availability of a complete and comprehensive statement of the Club's financial affairs including a Balance Sheet and a Statement of Revenue and Expenditures, the Minutes of the previous Annual General meeting, and a list of Nominations for the positions of Directors, as prescribed in Article 5, Section 2;
8. Perform all other such duties as properly may be required by the Board.

d. - Duties of the Treasurer

1. Chair the Finance Committee;
2. Be responsible for coordinating an annual budget for the Club and each committee;
3. Regularly, and upon request, submit to the Board complete information as to the financial position of the Club;
4. Be the custodian of all Club funds, and ensure deposit of such funds in a Chartered Bank or Credit Union as arranged and designated by the Board;
5. Disburse the Club funds only as authorized by the Board and keep or cause to be kept proper vouchers of all sums disbursed and complete and regulate accounts, in accordance with a system satisfactory to the Board;
6. Perform all other such duties as properly may be required by the Board.

e. - Signing Officers

Signing Officers shall be at least two (2) chosen from the President, Vice-President, Secretary and Treasurer for banking and legal documents unless otherwise specified by the Board. The signatures of two (2) Signing Officers are required for these documents.

Section 4 - Other Directors

a - Duties of Director - Meets

1. Chair the Home Meets Committee;
2. May appoint a Home Meets Manager who shall be responsible for all facets of arranging swim meets hosted by the Vernon Kokanee Swim Club;
3. Chair the Travel Committee;
4. May appoint a Travel Coordinator who will arrange for all facets of travel of Kokanee swimmers to away meets;
5. Perform all other such duties as properly may be required by the Board.

b. - Duties of Director- Administration

1. Chair the Administration Committee;
2. Aid in procuring and examining new applicants for membership and promote new members;
3. Keep or cause to be kept Club records in which shall be entered accurate listings of all members' names, home addresses and telephone numbers, as well as the date when each was elected to membership, together with an accurate history of all resignations and expulsions;
4. Upon acceptance into the Club of each member, the Administrator shall transmit or cause to be transmitted to each new member a copy of the rules;
5. Perform all other such duties as properly may be required by the Board.

c. - Duties of Director - Ways & Means

1. Chair the Ways & Means Committee;
2. Oversee and coordinate all fund raising activities of the Club;
3. Appoint a Coordinator of Supplies who will order and organize the sales of Club supplies and who is responsible to the Director-Ways and Means;
4. Perform all other such duties as properly may be required by the Board.

d. - Duties of Director - Club Development

1. Act as a liaison between coaches and the Board of Directors ensuring the swim program is operating efficiently;
2. Cause officials' clinics to be offered to Vernon Kokanee Swim Club members;
3. Keep accurate records of trained officials and make these records available to the Home Meets Manager;
4. Perform all other such duties as properly may be required by the Board.

e. - Duties of Director - Regional Representative

1. Represent the Club at regional meetings;
2. Perform all other such duties as properly may be required by the Board.

f. - Duties of Director - Social

1. Organize the social activities of the Club;
2. Be responsible for Awards for the swim season.
3. Perform all other such duties as properly may be required by the Board.

g. - Duties of Past President

1. At least thirty (30) days prior to the Annual General Meeting, appoint and chair a Nominating Committee consisting of the Past President and two (2) other Voting Members of the Club who are not currently on the Board of Directors;
2. Perform all other such duties as properly may be required by the Board.

Section 5 - Remuneration

No remuneration or fee shall be paid directly or indirectly to any Director or Officer with respect to his/her office. Any operating surplus shall be used to further the objectives of the Vernon Kokanee Swim Club. This clause is unalterable.

ARTICLE 3 - COMMITTEES

Section 1 - Formation and General Rules

a. The Board may delegate any, but not all, of its powers to Committees;
b. Each committee shall be composed of as many Voting Members or Directors, or both, as the Board may determine;

c. Committee appointments shall be for one (1) year or less at the discretion of the Board;
d. A Committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the Board, and must report every act or thing done in exercise of those powers to the earliest meeting of the Board held after the act or thing has been done;
e. No Committee shall have the right to obligate the Club in any way or in any sum in excess of the specific budgeted amount established for its use for the current fiscal year by the Board through the Finance Committee, unless specific authorization is given by the Board. At no time shall a Committee expend an amount in excess of One Hundred Dollars ($100.00) for any purpose not specifically provided for in its budget, unless specifically approved by the Board;
f. Each committee shall:
    1. Conduct its business in accordance with the terms of reference as established or as otherwise approved by the Board;
    2. Provide to the Board or its designate ongoing communications and information related to its function for dissemination to the membership.

Section 2 - Standing Committees

The Standing Committees shall be as follows:

a. Finance;
b. Home Meets;
c. Travel;
d. Administration;
e. Ways & Means;
f. Rules.

Section 3 - Duties and responsibilities of Standing Committees

a. Finance Committee
   The Finance Committee shall, at the discretion of the Treasurer:
    1. Assist the Treasurer in the preparation of yearly budgets;
    2. Assist the Treasurer in the preparation of coaches' contracts and any other matters so directed by the Board.
b. Home Meets Committee
   The Home Meets Committee shall, at the discretion of the Director of Meets, organize all home meets.
c. Travel Committee
   The Travel Committee shall, at the discretion of the Director of Meets:
    1. Coordinate chaperones for out of town meets;
    2. Arrange accommodations for out of town meets;
    3. Arrange transportation for out of town meets.
d. Administration Committee
   The Administration Committee shall, at the discretion of the Director of Administration:
    1. Set a date, time and place for the registration of swimmers for each new season;
    2. Appoint a member to be in charge of publicity for the swim season.
    3. Appoint a member to manage the club website, including the dissemination of information provided by any committee;

e. Ways & Means Committee
The Ways and Means Committee shall, at the discretion of the Director of Ways and Means:
1. Coordinate all fund raising activities and appoint such sub-committees as it deems necessary to carry out this work;
2. Appoint a member to be in charge of the purchase and sale of swim supplies.

f. Rules Committee
The Rules Committee shall, at the discretion of the Vice President, develop and maintain rules contained in the Club hand book.

ARTICLE 4 - MEMBERSHIP

Section 1 - Classes of Membership

a. Swimmer Membership
1. Swimmer Membership is open to those who wish to swim competitively, who are eligible for registration in Swimming/Natation Canada (SNC), and who have paid such fees as may be set from time to time by the Board;
2. If under the age of 19, or as otherwise determined by the Board, applicants for Swimmer Membership must be authorized to join the Club by their parent(s) or legal guardian(s), if available, or by the Board. Application for Swimmer Membership will specifically absolve the Club from responsibility for accidents, injuries or illnesses sustained in the course of Club activities or arising as a result of the membership. Membership shall be for a term of one (1) year, subject to automatic renewal from year to year upon payment of such annual fees as may be fixed by the Board.

Swimmer Membership is open to Swimmer Members who have requested leave of absence from the swimming program for a minimum period of one month.

b. Associate Membership.
Associate membership is open to anyone interested in promoting swimming in Vernon and District.

c. Honorary Membership
1. Honorary Membership is a special appointment to persons who have made outstanding contributions to the objectives of the Vernon Kokanee Swim Club;
2. Honorary Members shall be any person upon whom Honorary Membership may be conferred by a General Meeting of the Vernon Kokanee Swim Club;
3. The Honorary Member has all the rights and privileges of a Voting Member for life or until such member is removed by Special Resolution. The member is exempt from payment of any membership dues.

Section 2 - Rights of Members

a. Each swimming family that has one or more swimmers that are Swimmer Members and has paid its family membership fee in the Club has one Voting Membership and is referred to as a Voting Member;
b. Each Honorary Member has one Voting Membership and is referred to as a Voting Member;
c. Each swimming family and each Honorary Member has the right to vote and participate in Special General Meetings and Annual General Meetings;

d. Each Voting Member shall have one vote at Club meetings. Only those Voting Members who are present at a Club meeting can vote at the meeting;
e. A Voting Member has the right to pursue a position on the Board of Directors of the Club.

Section 3 - Fees and Dues

All registration fees and dues for each class of membership and all other charges shall be determined by the Board which shall also determine the basis on which such fees, dues and charges shall be paid, provided that the Board may present special levies by an extraordinary resolution of the membership.

Section 4 - Reprimand, Suspension and Expulsion

a. The Board shall exercise the power to reprimand, suspend or expel any members as set forth in Article 2, Section 2 (b) 2, subject to the following stipulations;
b. Any member who fails to pay his/her annual family membership fee shall automatically be dropped from membership;
c. A Swimmer Membership may be suspended or revoked or the Swimmer Member may be reprimanded on grounds of bad conduct, repeated failure to participate in training without notifying the Coach or his/her delegate, without good reason acceptable to the Board, or for breach of the Vernon Kokanee Swim Club constitution.
d. Membership may be revoked
    1. Pursuant to the reasons stated in this section;
    2. For other reasons as determined by the Board;
    3. Following notification to the member concerned of the complaint against him/her; and
    4. After he/she has been given an opportunity to be heard by the Board at a meeting called for this purpose;
e. At a meeting described in Article 9, a member has the right to speak on his/her own behalf.

ARTICLE 5 - ELECTIONS

Section 1- Nominating Committee

The Nominating Committee is empowered to seek a slate of candidates for office from among the Voting Membership for presentation at the Annual General Meeting.

Section 2 - Board of Directors

a. The election of the Board of Directors will ordinarily be for a term of two years and will be in the following manner:
    1. The President by ballot vote of all Voting Members present at the Annual General Meeting in even numbered years;
    2. The Vice-President by ballot vote of all Voting Members present at the Annual General Meeting in even numbered years;
    3. The Secretary by ballot vote of all Voting Members present at the Annual General Meeting in odd numbered years;
    4. The Treasurer by ballot vote of all Voting Members present at the Annual General Meeting in odd numbered years;

5. The Director - Meets by ballot vote of all Voting Members present at the Annual General Meeting in odd numbered years;
6. The Director - Administration by ballot vote of all Voting Members present at the Annual General Meeting in even numbered years;
7. The Director - Ways & Means by ballot vote of all Voting Members present at the Annual General Meeting in odd numbered years;
8. The Director - Club Development by ballot vote of all Voting Members present at the Annual General Meeting in even numbered years;
9. The Director - Regional Representative by ballot vote of all Voting Members present at the Annual General Meeting in odd numbered years;
10. The Director - Social by ballot vote of all Voting Members present at the Annual General Meeting in even numbered years.

b. The Past President will assume office automatically in even numbered years.
c. The current President shall assume the position of Past President, upon replacement by a duly elected President.
d. In the event of the President being elected for a further two (2) year term, the immediate Past President continues in office.
e In the event of a vacancy in the office of any director, within the first year of a regular term, a replacement Director will be elected for a one year term at the next Annual general Meeting;
f. Voting Members may be nominated as candidates only if they are in good standing.

ARTICLE 6 - MEETINGS

Section 1 - General Meetings of Members

a. The Annual General Meeting of the Club shall be held in Vernon, British Columbia, at such place and time as the Board shall designate for the election of Directors and for the transaction of other business that may be properly brought before the meeting for action;
b. It shall be held before the end of each October and shall be called by the President acting on behalf of the Board;
c. Notice shall be given to each Voting Member of the Club at least fourteen (14) days before the date of the meeting;
d. Each Voting Member is entitled to one (1) vote at General Meetings;
e. Voting is by hands or by secret ballot if so determined by majority;
f. Voting by proxy is not permitted;
g. In the case of equality of votes, the chair shall not have a casting or second vote in addition to the vote he/she may be entitled to as a member, and the resolution shall not pass.

Section 2 – Special General Meetings of the Members

a. Special General Meeting of the club shall be called by the President acting on behalf of the Board or upon written application of ten percent (10%) of the Voting Members in good standing;
b. The meeting shall be held within twenty-one (21) days of receipt of the written application;

c. Such application shall specify the reason for calling such meeting and shall contain notice of such motion or motions which said members propose to place before the Voting Members of the Club;
d. Special General Meetings shall be held in Vernon, British Columbia, at such time and place as the Board shall designate;
e. Each Voting Member shall be given notice of the meeting at least fourteen (14) days prior to the date of the meeting;
f. The notice shall specify the time and place of the meeting and state the nature of the business to be transacted;
g. When such meeting is called upon the application of Voting Members as provided in the foregoing, such notice shall also contain a copy of such application;
h. No other business than that stated in the notice may be transacted at Special General Meetings of the Club;
i. Each Voting Member is entitled to one (1) vote at Special General Meetings;
j. Voting is by hands or by secret ballot if so determined by majority;
k. Voting by proxy is not permitted;
l. In the case of equality of votes, the chair shall not have a casting or second vote in addition to the vote he/she may be entitled to as a member, and the resolution shall not pass.

Section 3 – Board Meetings

a. Meetings of the Board shall be held monthly at such time and place as the President shall designate;
b. Subject to subsection 3 g., Board meetings are open to all Voting Members in good standing and coaches of the club;
c. Questions may arise from the floor as provided for in the meeting agenda;
d. The regular schedule of Board meetings shall be posted, and every reasonable effort shall be made to notify members of changes to the schedule and additional meetings;
e. Adopted minutes of Board meetings shall be available to all members;
f. Board meetings held *in camera* shall be limited to extraordinary and necessary circumstances as outlined in Roberts Rules of Order;
g. Attendance at Board meetings held *in camera* shall be limited to Board members and other persons as determined by the Board.
h. In the case of equality of votes, the chair shall not have a casting or second vote in addition to the vote he/she may be entitled to as a member, and the resolution shall not pass.

Section 4 - Quorum of General Meetings

a. Twenty (20) percent of the Voting Members of the Club represented in person shall constitute a quorum at any Annual or Special General Meeting;
b. If within one-half (1/2) hour from the time appointed for the meeting, a quorum is not present, the meeting, if convened on the application of members, shall stand dissolved. In any other case, it shall stand adjourned until the same time in the next week, at the same place, without further notice thereof;

c. If at the adjourned meeting, a quorum is not present within one-half (1/2) hour from the time appointed for the meeting, such Voting Members as are represented in person shall be a quorum;
d. If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated;
e. Motions shall be carried by simple majority vote of the Voting Members present at a duly constituted meeting.

Section 5 - Quorum of Board Meetings

a. A quorum at any meeting of the Board shall be three (3) or fifty (50) percent of the current Board positions, whichever is greater;
b. If at any time during a Board meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated;
c. Motions shall be carried by simple majority vote of the Directors present at a duly constituted meeting.

Section 6 - Order of Business at Annual General Meetings

The order of business at the Annual General Meeting of the Club shall be as follows:

a. Report as to quorum;
b. Adoption of previous minutes;
c. Report of Directors, Committees, and the Head Coach;
d. Unfinished business;
e. Election of Directors;
f. New business;
g. Questions from the floor;
h. Adjournment;

Section 7 – Order of Business at Special General Meetings

The order of business at Special General Meetings of the Club shall be as follows:

a. Report as to quorum;
b. Business covered by notice of motion or motions;
c. Adjournment.

Section 8 - Order of Business at Board Meetings

The order of business at each regular Board meeting shall be as follows, or as determined by the Board:

a. Report as to quorum;
b. Adoption of previous minutes;
c. Unfinished Business;
d. Report of Directors, Committees, and the Head Coach;
e. New Business;
f. Questions from the floor;
g. Adjournment.

ARTICLE 7 - INSPECTION OF BOOKS AND RECORDS BY MEMBERS

a. All documents, including financial records, minutes, By-Laws, Constitution and books of the Club, may be examined by Voting Members and directors during normal business hours. But in the case of an examination by any Voting Member who is not a director, the directors may impose reasonable restrictions thereon, provided at least 2 consecutive normal business hours in each day, Saturdays, Sundays and holidays excepted, are allowed for examination;
b. A Voting Member intending to inspect records must give notice in writing of intention to inspect, describing the documents to be inspected;
c. Voting Members and directors are entitled to copies of any document upon payment of a reasonable charge, not exceeding the sum of 50¢ for each page copied, or free in electronic form, and except for By-Laws and the Constitution, which are free of charge.

ARTICLE 8 - CLUB RULES

Section 1 – Approval

Club rules will be approved by the Board.

Section 2 - Enforcement and Penalties

a. Individual committees shall be responsible for the administrative work, as related to its particular function, regarding enforcement of Club rules and By-Laws;
b. Any work in this regard will be forwarded to the Board, which shall prescribe such penalties and levy such fines (subject to the maximum fine permitted under the *Society Act*) for such action as it deems just and proper.

Section 3 - Appeal

A member shall have the right to appeal to the Board in person or in writing any action and/or decision of the executive or employee(s) of the Club with respect to the interpretation and enforcement of any Rule or By-Law and the Board's decision in all such matters shall be final.

ARTICLE 9 - COMPLAINTS

Any complaint made by a member regarding the conduct of another member, or the conduct or performance of any Officer, Director, Committee member, coach, contractor, or other employee of the Club, or regarding any phase of the operation of the Club, shall be submitted in writing by such complaining member to the Board for final discussion and disposition.

ARTICLE 10 - BY-LAW AMENDMENTS

The By-Laws shall be amended only by special resolution in accordance with the *Society Act*.

ARTICLE 11 – PREVIOUS CONSTITUTION PROVISIONS

1. The operations of the Society are to be carried out chiefly in the City of Vernon and the District of Vernon, in the Province of British Columbia, this clause was previously unalterable.

2. The Society shall be carried on without purpose of gain for its members and any profits or other accretion to the society shall be used for promoting in objectives. This clause was previously unalterable.

3. In the event that the society should at any time be wound up or dissolved, the remaining assets after payment for all debts and liabilities shall be turned over to a recognized charitable organization as directed by its members. This clause was previously unalterable.