

## **BYLAWS**

### **ARTICLE I**

1. The name of the Society is **OKOTOKS MASTERS SWIM CLUB** (hereinafter referred to as **OMSC**) and the Club colors shall be blue and silver.

### **ARTICLE II**

#### **DEFINITIONS**

2. The following definitions shall be utilized by **OMSC**:
  - 2.1. "club year" - the Club Year shall commence on September 1st of each year and end on August 31st of the following year;
  - 2.2. "fiscal year" - the financial reporting period shall be the twelve month period beginning July 1st of each year and ending June 30th of the following year;
  - 2.3. "member in good standing" - any individual who meets the qualifications for membership as set forth in the Bylaws of **OMSC** and has not been suspended by the Board of Directors is a member in good standing;
  - 2.4. "swimming member" - a swimmer who has met the minimum technical swimming ability standard as required by the Head Coach and his assistants, who has not been suspended and who is registered under the **OMSC** name with Swimming Canada. (Alberta section) during the current year;
  - 2.5. "voting member" - each **OMSC** member is entitled to vote.
  - 2.6. "associate member" - any person nominated for membership by the Board of Directors and approved by a simple majority of the voting members present at a general meeting of **OMSC**.

## **ARTICLE III**

### **MEMBERSHIP**

#### **3. Terms of Admission of Members**

An adult 18 years or older can join **OKOTOKS MASTERS SWIM CLUB**, if they are able to swim unaided and are competent in the water and can complete the registration process.

##### **3.01 Responsibilities of Members**

All members are responsible for behaving in accordance with the Bylaws and Objectives as laid out by **OKOTOKS MASTERS SWIM CLUB**.

**3.02** Any member will cease to be a member if they fail to pay the membership fees. Any member wishing to withdraw from membership may do so by advising the Board of Directors in writing. Any member may be suspended from membership by notice in writing upon a majority vote of the Board of Directors at a regular meeting of the Board of Directors properly held and constituted

- a. the member is one month or more in arrears for club fees or assessments;
- b. any member may be suspended for cause.
- c. The suspended member will not be entitled to membership privileges or powers until reinstated.

## **ARTICLE IV**

### **CLUB FEES**

**4.01** Membership, swimming and other fees will be established by the Board of Directors and will be published prior to the date set for registration in each Club year,

**4.02** Such fees will be payable in accordance with the schedule and rules established by the Board of Directors. The Treasurer will have the right to make individual exceptions to the schedule and rules with the approval of the Board of Directors.

## **ARTICLE V**

### **BOARD OF DIRECTORS**

**5.01** The Board of Directors will consist of, the Past President and the following four (4) elected members: President, Vice-President, Registrar/Secretary and Treasurer

**5.02** Each member of the Board of Directors with the exception of the one who is the chairperson of a meeting, will be entitled to vote at meetings of the Board of Directors.

Notwithstanding the foregoing, the chairperson of all meetings of the Club including Board of Directors meetings will have one vote, only to be cast as the deciding ballot in the event of a tie.,

- 5.03** The Board of Directors will, subject to the Bylaws or directions given to it by a majority vote at any annual or special meeting of the Club properly called and constituted, have full control and management over the operation of the Club. Meetings of the Board of Directors will be held as often as the business of the Club shall require but in any event will be called by the President at least once a month during the period September through June.
- 5.04** Regular meetings of the Board of Directors will be called by giving 7 days notice in writing, email, or posted on the Club website or 2 days notice by telephone. A meeting will be held without notice if a quorum of the Board is present, provided that any business transactions at such meeting will be ratified at the next regularly called meeting of the Board; otherwise they shall be null and void,
- 5.05** The Board of Directors may not authorize a single disbursement in excess of \$7,500.00 without the prior approval of a majority vote at a general meeting of the Club properly called and constituted, unless such disbursement is included in the current budget approved by the voting members at a general meeting of the Club, Notwithstanding the foregoing, the Board of Directors will have the authority for a period not exceeding three (3) months from the commencement of the current fiscal year to make any disbursements as are required to manage the Club in its normal course of business, even if a single disbursement exceeds \$7,500.00,
- 5.06** A special meeting of the Board of Directors will be called by the President upon receipt of a written request for such a meeting signed by any three members of the Board of Directors, stating the business to be brought before the meeting. Such meeting will be held within 21 days of the receipt of the written request by giving 7 days notice in writing, email, or posted on the Club website or 2 days notice by telephone.
- 5.07** Three elected members of the Board of Directors will constitute a quorum at special or regular meetings of the Board of Directors,
- 5.08** The Board of Directors will hire the Head Coach and Assistant Coache(s).
- 5.09** Any member of the Board of Directors, upon a two-thirds vote of all voting members of the Club in good standing, at an annual, general or special meeting of **OMSC** properly called and constituted, will be removed from office for any cause which the voting members of **OMSC** may deem reasonable.

## **ARTICLE VI**

### **PRESIDENT**

- 6.01** The President will be ex-officio a member of all Committees. He shall, when present, preside at all meetings of the Club and of the Board of Directors, In his/her absence the Vice-President will preside at any such meetings, and in the absence of both, a chairman may be elected by the meeting to preside at the meeting

## **ARTICLE VII**

### **VICE-PRESIDENT**

- 7.01** The Vice-President will assume the duties of President in the President's absence and provide assistance to the President as needed.

## **ARTICLE VIII**

### **REGISTAR/SECRETARY**

- 8.01** It will be the duty of the Secretary to attend all meetings of the Club and of the Board, and to keep accurate minutes of the meetings. He or she will have charge of the Seal of the Society which seal whenever used will be authenticated 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. In case of the absence of the Secretary, his or her duties will be discharged by such officer as may be appointed by the Board. The Secretary will have charge of all the correspondence by the Board. The Secretary will have charge of all the correspondence of the Club and be under the direction of the President and the Board.
- 8.02** The Secretary will also keep a record of all the members of the Club and their addresses, send all notices of the various meetings as required, and will collect and receive the annual dues or assessments levied by the Club, such monies to be promptly turned over to the Treasurer for deposit in a Bank, Trust Company, Credit Union or Treasury Branch as hereinafter required.

## **ARTICLE IX**

### **TREASURER**

- 9.01** The Treasurer will receive all monies paid to the Club and shall be responsible for the deposit of those monies in whatever Bank, Trust Company, Credit Union or Treasury Branch the Board may order. He or she will properly account for the funds of the Club and keep such books as may be directed. He or she will present a full detailed account of receipt and disbursements to the Board of Directors whenever requested and shall prepare for submission to the Annual Meeting a statement fully audited as set forth

below of the financial position of the Club and submit a copy of the financial statements to the Secretary for the records of the Club. The office of the Secretary and Treasurer may be filled by one person if so decided at any annual meeting for the election of officers.

- 9.02** The books, accounts and records of the Secretary and Treasurer will be audited at least once each year by a duly qualified accountant or by two members of the Club elected for that purpose at the annual meeting. A complete and proper statement of the standing of the books for the previous fiscal year will be submitted by such auditor at the annual meeting of the Club.
- 9.03** The books and records of the Club may be inspected by any member of the Club at the annual meeting provided for in these bylaws or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of the books and records. Each member of the Board of Directors will at all times have access to such books and records.

## **ARTICLE X**

### **PAST PRESIDENT**

- 10.01** As an ex-officio member of the Board of Directors, the Past President is chairperson of the Board of Directors Nominating Committee and is responsible for the orderly and timely transition of both duties and records between the outgoing and newly elected members of the Board of Directors.

## **ARTICLE XI**

### **MEETINGS & ELECTIONS**

- 11.01** **OMSC** shall hold an Annual General Meeting ("AGM") on or before October 31st in each year. Notice of the AGM shall be 21 days notice in writing, such notice to be published in the Club newsletter and/or sent to each voting member through e-mail.
- 11.02** A general meeting of the Club may be called at any time by the Secretary upon the instructions of the President or Board of Directors by 7 days notice in writing, such notice to be published in the Club newsletter and posted on the **OMSC** website or by e-mail to each voting member.
- 11.03** A special meeting will be called by the President or Secretary upon receipt by him or her of a petition signed by one-third of the voting members of the Club in good standing stating the reasons for calling such meeting. Notice of any special meeting will be in accordance with the notice provisions for general meetings listed in 11.02.

- 11.04** Elections for the Board of Directors will occur at each AGM in the following manner:
- i) in odd numbered years, the President and Vice-President, and
  - ii) in even numbered years, the Registrar/Secretary and Treasurer will be elected.
- 11.05** Each elected member of the Board of Directors is elected for a two year term commencing October 31st of the year of their election.
- 11.06** Any vacancies to the elected Board of Directors shall be filled by appointment by the Board of Directors. Should this vacancy occur in the first year of the departed member's term, then the Board of Directors appointment shall be submitted to the membership at the next AGM for ratification for the final year of the two year term.
- 11.07** Any nominations for the position of President must be submitted to the Board of Directors in writing at least 10 days prior to the date of the AGM. These nominations must be seconded and co-signed by another voting member of **OMSC**.
- 11.08** Members of the Board of Directors must be voting members who have been members in good standing for the 12 months preceding their election or appointment.
- 11.09** Ten voting members, not including members of the Board of Directors, will constitute a quorum at any general, annual or special meeting **OMSC**.

## ARTICLE XII

### VOTING

- 12.01** Any voting member who has not withdrawn from membership nor has been suspended nor expelled as provided in these bylaws will have the right to vote at any meeting of **OMSC**. Such votes may be made in person and or by proxy.
- 12.02.** A written proxy form, duly filled and signed by the voting member, must be presented at the meeting for authentication.

## ARTICLE XIII

### REMUNERATION OF DIRECTORS

- 13.01** No director of **OMSC** will receive any remuneration for his services except with respect to the following designated non-volunteer positions: Head Coach and Assistant Coaches.

## ARTICLE XIV

### BORROWING POWERS

- 14.01** For the purpose of carrying out its objects, **OMSC** may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of **OMSC**, and in no case shall debentures be issued without the sanction of a special resolution of **OMSC**.

## ARTICLE XV

### SIGNING OFFICERS

- 15.01** The signing officers of **OMSC** for the purposes of banking and general operations of **OMSC** will be the members of the Board of Directors and any other members of **OMSC** approved by the Board of Directors. Two signatures will be required for the operation of the **OMSC** account.

## **ARTICLE XVI**

### **COMMITTEES**

- 16.01** The Board of Directors will have the authority to establish working committees to carry out the business of **OMSC** and to define the scope and duties of such committees. The Long Range Planning Committee will be a standing committee chaired by the Vice-President. The Compensation Committee will be a standing committee chaired by the President.
- 16.02** The appointment of chairpersons to each committee will be ratified by the Board of Directors.
- 16.03** A Committee chairperson will have the authority to appoint additional committee members as he or she may deem necessary.

## **ARTICLE XVII**

### **HOUSE RULES**

- 17.01** There will be House Rules relating to the general operation of **OMSC**, these House Rules will include matters relating to duties and responsibilities of members of the Board of Directors, certain Club Policies and Procedures as determined from time to time by the Board of Directors, as well as the current **OMSC** fee structure and schedule member commitments. House Rules will be determined or changed by a majority vote of the Board of Directors, however, these Bylaws take precedence over any House Rule.

## **ARTICLE XVIII**

### **DISSOLUTION**

- 18.01** Upon the dissolution of **OMSC** for any reason, any funds in **OMSC** possession generated from bingo shall be forwarded to Swim Alberta in trust on condition that the funds be used to further the interests of swimming in Alberta.

## **ARTICLE XIX**

### **AMENDMENTS**

- 19.01** The Bylaws of the Club may be rescinded, altered or added to by a "Special Resolution".



BOARD OF DIRECTORS – OKOTOKS MASTERS SWIM CLUB - BYLAWS

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Signature	Print name	President
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Address

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Signature	Print name	Vice-President
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Address

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Signature	Print name	Treasurer
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Signature	Print name	Registrar/Memberships
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Address

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Signature	Print name	Witness
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Address