

BYLAWS

ARTICLE I

- 1.01 The name of the Society is FOOTHILLS STINGRAYS SWIM CLUB (hereinafter referred to as “the Club”) and the Club colors shall be black and blue.

ARTICLE II

OBJECTS

- 2.01 The objects of the Society are:
- a) To provide the organization structure, physical facilities, coaching and financial support for each swimmer to advance through the local, provincial, national and international levels of competition;
 - b) To create an environment which allows swimmers to develop sportsmanship and self-discipline;
 - c) To encourage swimmers of all ages and abilities to participate in competitive swimming;
 - d) To encourage and promote and support the development of amateur competitive swimming in the greater Okotoks area and the Province of Alberta;
 - e) To continue as a member in good standing of Swimming/Natation Canada and Swim Alberta;
 - f) To encourage and foster among its members a recognition of the importance of athletics;
 - g) To raise money to assist with the paying of costs of the activities of the Club.

ARTICLE III

DEFINITIONS

- 3.01 The definitions of the Society are:
- (a) “club year” - the Club Year shall commence on September 1st of each year and end on August 31st of the following year;

- (b) "fiscal year" - the financial reporting period shall be the twelve month period beginning September 1st of each year and ending August 31st of the following year;
- (c) "member in good standing" - any individual who meets the qualifications for membership as set forth in the Bylaws of the Club and has not been suspended by the Board of Directors is a member in good standing;
- (d) "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 Foothills Stingrays Swim Club name with S.N.C. (Alberta section) during the current year.
- (e) "voting member" - each parent, step-parent, or legal guardian of a swimming member in any competitive swimming training group and each swimming member 18 years of age is entitled to vote. There will, however, be only one voting member per family allowed to vote, "Family", for the purpose of these bylaws, shall be inclusive of natural parents, step-parents, legal guardians and swimming members;
- (f) "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 the Club
- (g) "staff" – any person under contract by the organization to provide services.
- (h) "director" – may not be a staff member of the club and only one representative from each family may be a board member.

ARTICLE IV

MEMBERSHIP

4.01 Any member will cease to be a member when they no longer meet the qualifications set out in Article III of the Bylaws, 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 for the following reasons:

- (a) The member is one month or more in arrears for club fees or assessments;
- (b) The member fails to meet the officiating qualifications and requirements as established by the Club;
- (c) The member fails to meet fund-raising requirements as established by the Club;
- (d) For cause;
- (e) The member fails to meet the minimum volunteer requirements as defined by the FSSC.

- 4.02 The suspended member will not be entitled to membership privileges or powers until reinstated.

ARTICLE V

CLUB FEES

- 5.01 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,
- 5.02 Such fees will be payable in accordance with the schedule and rules (see Article XIX) 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 President.

ARTICLE VI

BOARD OF DIRECTORS

- 6.01 The Board of Directors will consist of, the Past President and the following nine (9) elected members:
- President, Vice-President, Secretary, Treasurer, and up to five Directors at Large
- 6.02 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,
- 6.03 The Board of Directors will, subject to the Bylaws or directions given to it by a majority vote at any annual, general 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,
- 6.04 Regular meetings of the Board of Directors will be called by giving seven days notice in writing, email, or posted on the Club website or two 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,
- 6.05 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,
- 6.06 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 seven days notice in writing, email, or posted on the Club website or two days notice by telephone,
- 6.07 Five elected members of the Board of Directors will constitute a quorum at special or regular meetings of the Board of Directors,
- 6.08 The Board of Directors will have the authority to hire a Head Coach, to negotiate the terms and conditions of employment, to conduct an evaluation of the Head Coach's performance and shall have authority to rehire or dismiss the Head Coach,
- 6.09 With the authority of the Board of Directors, the Head Coach will hire the Assistant Coaching staff,
- 6.10 Any member of the Board of Directors, upon a two-thirds vote of all voting members of the Club in good standing, and in attendance at an annual, general or special meeting of the Club properly called and constituted, will be removed from office for any cause which the voting members of the Club may deem reasonable.

ARTICLE VII

PRESIDENT

- 7.01 The President will be ex-officio a member of all Committees. He/she 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 attending Board of Directors to preside at the meeting.

ARTICLE VIII

VICE-PRESIDENT

- 8.01 The Vice-President will act as chairperson and assume the duties of President in the President's absence, and will perform other duties as assigned by the President.

ARTICLE IX

SECRETARY

- 9.01 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/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/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.
- 9.02 The Secretary will keep a record of all the members of the Club and their addresses, and send all notices of the various meetings as required.

ARTICLE X

TREASURER

- 10.01 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/she will properly account for the funds of the Club and keep such books as may be directed. He/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.

- 10.02 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.
- 10.03 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 XI

PAST PRESIDENT

- 11.01 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 XII

HEAD COACH

- 12.01 The Head Coach is a staff position and will report to the President of the Club in accordance with the policies established by the Board of Directors. The Head Coach is responsible for the establishment and execution of a comprehensive swimming program consistent with the overall goals of the Club and subject to the financial constraints of the Club. The Head Coach shall select, hire and manage the additional coaching staff as he or she deems may be required.

ARTICLE XIII

MEETINGS & ELECTIONS

- 13.01 This Club shall hold an Annual General Meeting (“AGM”) on or before May 31 in each year. Notice of the AGM shall be 21 days notice in writing, such notice to be published in the Club newsletter and posted on the Club website or by email to each voting member.
- 13.02 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 seven days notice in writing, such notice to be published in the Club newsletter and posted on the Club website or by email to each voting member.
- 13.03 A special meeting will be called by the President or Secretary upon receipt by him/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 13.02.
- 13.04 Elections for the Board of Directors will occur at each AGM in the following manner:
- i) in odd numbered years, the President, Vice-President and two Directors at Large, and
 - ii) in even numbered years, the Secretary, Treasurer and three Directors at Large, will be elected.
- 13.05 Each elected member of the Board of Directors is elected for a two year term commencing upon his or her election at the Annual General Meeting.
- 13.06 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.
- 13.07 Any nominations for the position of President must be submitted to the Board of Directors in writing at least ten days prior to the date of the AGM. These nominations must be seconded and co-signed by another voting member of the Club.
- 13.08 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.

- 13.09 Ten Voting Members, not including members of the Board of Directors, will constitute a quorum at any general, annual or special meeting of the Club.

ARTICLE XIV

VOTING

- 14.01 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 the Club. Such votes must be made in person.

ARTICLE XV

REMUNERATION

- 15.01 Unless authorized at any meeting and after notice of same shall have been given no officer or member of the Club will receive any remuneration for his/her services except with respect to the following designated non-volunteer positions: Head Coach, coach, or any other such position as established at a general meeting.

ARTICLE XVI

BORROWING POWERS

- 16.01 For the purpose of carrying out its objects, the Club 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 the Club, and in no case shall debentures be issued without the sanction of a special resolution of the Club.

ARTICLE XVII

SIGNING OFFICERS

- 17.01 The signing officers of the Club for the purposes of banking and general operations of the Club will be the members of the Board of Directors and any

other members of the Club approved by the Board of Directors. Two signatures will be required for the operation of any Club account.

ARTICLE XVIII

COMMITTEES

- 18.01 The Board of Directors will have the authority to establish working committees to carry out the business of the Club and to define the scope and duties of such committees.
- 18.02 The appointment of chairpersons to each committee will be ratified by the Board of Directors.
- 18.03 A Committee chairperson will have the authority to appoint additional committee members as he or she may deem necessary.

ARTICLE XIX

HOUSE RULES

- 19.01 There will be House Rules relating to the general operation of the Club, 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 Club 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. These House Rules will generally be outlined in the annual “Handbook” published by the Club.

ARTICLE XX

DISSOLUTION

- 20.01 Upon the dissolution of the Club for any reason, any funds in the Club’s possession generated from gaming shall be forwarded to Swim Alberta in trust on condition that the funds be used to further the interests of swimming in Alberta.

ARTICLE XXI

AMENDMENTS

21.01 The Bylaws of the Club may be rescinded, altered or added to by a “Special Resolution”.

ARTICLE XXII

VALIDITY OF BYLAWS

22.01 In the event that any part, portion, article or sub-article of these bylaws shall be held to be invalid, unlawful, void, or otherwise unenforceable, such holdings shall not affect the remaining part, portions, articles, sub-articles or any other provision of these bylaws.