

RED DEER MASTERS SWIM CLUB

Bylaws

Corporate Registration # 50348095

Adopted at the Special General Meeting of January 6th, 2021 according to the decisions made at the Special General Meeting of January 6th, 2021.

ARTICLE I: PURPOSE

These Bylaws relate to the general conduct of the affairs of the Red Deer Masters Swim Club, a Society incorporated under the Alberta Societies Act.

ARTICLE II: DEFINITIONS

- 2.1 The RED DEER MASTERS SWIM CLUB hereinafter referred to as “Masters” or “Club”.
- 2.2 “*Director*” means an individual elected or appointed to serve on the Board pursuant to these Bylaws.
- 2.3 “*Officer*” means an individual elected or appointed to serve as an officer of the Club pursuant to these Bylaws.
- 2.4 “*Board*” means the Board of Directors of the Masters Swim Club.
- 2.5 “*Executive*” means the Executive Committee of the Masters Swim Club.

ARTICLE III: MEMBERSHIP

SESSIONS AND GROUPS

- 3.1 The Club Season shall be from September 1st to June 30th.
- 3.2 The Club Year shall be from September 1st to August 31st.
- 3.3 The membership may be divided into different groups, where specific fees and times for swimming are generally applicable for membership in a group, for the majority of the club year. Short-term swim programs, such as trials, or seasonal swim programs, such as during the summer, shall not constitute distinct groups.

MEMBERSHIP

- 3.4 Membership may be granted to an applicant provided that an applicant is of a minimum 18 years of age, and that the applicant can demonstrate a level of swimming ability and general conduct judged by the Coaches to be commensurate with the entry into Masters Swim program.
- 3.5 Membership is valid for the full Club Year for the session a member has signed up for and if all dues (annual fees) for the registered session have been paid in full.
- 3.6 Director Members will remain members for the duration they are holding a position as a Director of the Club.

- 3.7 The President and/or board may grant honorary membership. Honorary members will remain members for the duration they were granted honorary membership and will not have to pay any dues for that duration.
- 3.8 Honorary Members are NOT entitled to vote at any General Meetings.
- 3.9 Membership is limited to a maximum of fifty (50) registrants in each group. If the maximum has been reached, the applicant's name and contact information will be added to a list of prospective members and the date noted.
- 3.10 Returning members will have priority over new members, as such their names will be put before new members on the prospective members list.
- 3.11 Coaches have the privilege of swimming in practices (space permitting) and in meets as members of Masters.
- 3.12 Coaches are NOT entitled to vote at any General Meetings.
- 3.13 All members shall be required to maintain good conduct and discipline at practices, swim meets, Masters functions and wherever representing Masters as individuals or in a group, and adhere to all club policies
- 3.14 Members have the right to attend all general meetings either in person or via electronic means. Each member attending a meeting has the right to one vote.
- 3.15 Members may resign at anytime in writing or email to anyone on the current executive committee.

DISCIPLINE AND EXPULSION OF MEMBERS

- 3.16 Any member demonstrating actions detrimental to the interest of Masters, or any member who shall violate the Bylaws, policies, or regulations, may be disciplined or expelled by a two-thirds vote of the Executive Committee at any meeting. The Executive Committee shall forward to the member complained of, a copy of the charges preferred, and reasonable opportunity shall be afforded such a member to answer the charges. A member, against whom charges have been preferred, may be represented at any meeting in good standing with Masters.
- 3.17 Discipline for the pool area shall be established and administered by the Coaches.

ANNUAL DUES

- 3.18 Upon ratification of the Annual Budget, the Executive Committee shall set the annual fee and methods of payment for the coming year. The Annual fees will consist of a Fixed General Fee and a Swimming Session Fee.
- 3.19 Annual fees shall be levied to cover Club costs, to the extent that they are not covered by grants and other revenues, and include; coaching costs, club equipment and facility costs (e.g. pool rental), advertising and promotion, and any other Masters expenses as authorized by their Executive Committee.

REFUNDS

- 3.20 Refunds shall be issued as follows:

- a. Any fixed fee is refundable for any reason until the end of the first two weeks of the program (in September, or in January for new members starting then). After that two week, period the fixed fees are no longer refundable.
- b. Swimming session charges for September to December are fully refundable until the end of the first two weeks of the September program. After that, prorated refunds will be issued for specific reasons only.
- c. Swimming session charges for January to the end of April are fully refundable until the end of the first two weeks of the January program. After that date, prorated refunds will be issued for specified reasons only.
- d. Refunds may be issued for special programs such as a summer swim on a case-by-case basis.
- e. Specified reasons for refunds include medical reasons and relocation out of the area.
- f. The executive on a case-by-case basis may allow other reasons or exceptions.
- g. Prorated refunds will reflect the number of complete months remaining.
- h. All requests for refunds must be made in writing or email to any member of the Executive committee.

ARTICLE IV: BOARD OF DIRECTORS

- 4.1 The management of Masters and all its affairs and property shall be entrusted to The Board of Directors.
- 4.2 The Board will consist of Four (4) Directors comprised of the following officers:
 - a. President
 - b. Vice President
 - c. Secretary
 - d. Treasurer/Financial Officer
- 4.3 A person appointed or elected a director becomes a director if they were present at the meeting when being appointed or elected, and did not refuse the appointment. They may also become a director fi they were not present at the meeting but consented in writing to act as director before the appointment or election, or within ten days after the appointment or election.
- 4.4 Deeds, transfers, licenses, contracts and engagements on behalf of Masters shall be signed by the President or person designated by the President of the Executive Committee. All cheques, bills of exchange, or other orders for payment of money, notes or other evidences of indebtedness issued in the name of Masters shall be signed by the Treasurer/Financial Officer or President.
- 4.5 A term of office shall be one (1) year.
- 4.6 Otherwise, unless authorized at any meeting and after notice for same shall have been given, a Director, Officer or Member of Masters shall not receive any remuneration for his/her services.
- 4.7 Any Director or Officer, upon a majority vote of all members in good standing, may be removed from office for any cause, which the Masters Swim Club may deem reasonable.
- 4.8 Any Director may resign form office by giving one (1) month notice in writing. The resignation takes effect either at the end of the months' notice or on the date the Board accepts the resignation.
- 4.9 The board may from time to time appoint any committee or other body, as it deems necessary or appropriate for such purposes and, subject to the bylaws, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as board from time to time make. Any committee may be removed by resolution of the board or directors.

ELECTION OF BOARD OF DIRECTORS

- 4.10 A nominating committee, chaired by the Past President shall prepare a slate of consenting candidates for the positions of the Board of Directors, as defined in the Bylaws excluding the position of Past President.
- 4.11 The election for each position shall be by secret ballot or show of hands. To be elected, a candidate shall receive the largest number of votes cast by the members present.
- 4.12 The Past President shall conduct the election of the Board of Directors, assisted by two impartial scrutineers.
- 4.13 Incumbents – Individuals currently on the Board of Directors wishing to be re-elected are not subject to nomination.

ARTICLE V: EXECUTIVE COMMITTEE

- 5.1 Except for the powers to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors and is subject to the direction and control of the full board.
- 5.2 Meetings of the Executive shall be held as often as required, but at least once every three months, and shall be called by the President.
- 5.3 The Executive Committee will be composed of all Directors, Past President, Registrar, and additional officers as described under section 5.4, maximum of four (4), appointed by the Directors and Past President.
- 5.4 Additional appointed officers shall include the Registrar, and may include the following:
 - a. Compliance Officer
 - b. Communications/Website Manager
 - c. Social Coordinator
 - d. Meet Manager
 - e. Equipment Manager
- 5.5 Excepting Past President, Directors may be required to hold more than one office, but no more than two.
- 5.6 Vacancies arising in the Executive Committee during a club year shall be filled by appointment by the remaining members of the Executive Committee, such appointment to have effect for a duration not exceeding the remaining of the club year.
- 5.7 The Executive shall have the right to spend an amount at their own discretion each year as deemed necessary to support Masters activities. This amount shall not exceed twice the amount of a full membership.

ARTICLE VI: DUTIES OF THE OF THE DIRECTORS AND OFFICERS

PRESIDENT

- 6.1 The President shall be ex-officio a member of all Committees. He/She shall, when present, preside at all meetings of the Club and of the Board. In his/her absence, the Vice-President shall preside at any such meetings. In the absence of both, a chairperson may be elected at the meeting to preside.
- 6.2 Additional duties of the President may include some or all of the following:
- a. prime representative and spokesperson of the members and responsible for coordinating all activities of Masters;
 - b. negotiates contractual arrangements with the Coaches and other employees of Masters;
 - c. advises and assists the Coaches in their dealings with elected officers, appointed officers, and other members;
 - d. ensures that members meet membership regulations outlined in the Bylaws and elsewhere;
 - e. with the concurrence of the rest of the Executive Committee, appoints all committees deemed necessary to assist in the operation of Masters
 - f. votes while presiding at a meeting only when necessary to resolve a tie;
 - g. signs contracts and agreements on behalf of Masters;
 - h. provide and review with each member of the executive-elect with a copy of the Bylaws;
 - i. may prescribe additional duties to any other member of the Executive Committee.

VICE-PRESIDENT

- 6.3 The Vice-President shall assume the duties and powers of the President during the President's absence or inability to exercise his or her duties and powers, and are responsible for all non-financial committees, as assigned by the Executive Committee.

SECRETARY

- 6.4 It shall be the duty of the secretary to attend all meetings of the Masters and of the Board, and to keep and record accurate minutes of the same. In case of the absence of the Secretary, such officer as may be appointed by the Board shall discharge his/her duties. The Secretary shall have charge of all the correspondence of the Club and under the direction of the President and the Board.

TREASURER/FINANCIAL OFFICER

- 6.5 The Treasurer is responsible to the President for the management of the financial affairs of Masters;
- a. keeps full and accurate accounts of all receipts, disbursements, assets and liabilities of Masters in proper books of account, and documents supporting those accounts;
 - b. deposits and invests all monies and other valuable effects in the name of, to the credit of, and to the best advantage of Masters, in such bank or banks as may from time to time be designated by the Executive Committee; Bank account shall be established with the Treasurer/Financial Officer and President both having signing authority;
 - c. at each meeting of the Executive Committee, provides a statement of the financial condition of Masters;
 - d. at the Annual General Meeting, submits the following financial reports: an audited financial report of the previous fiscal year; an interim financial report covering the current fiscal year to date, as well as a projection for the remainder of the current fiscal year; and the Annual Budget for the next fiscal year, as approved by the Executive Committee;
 - e. signs cheques in the name of the Masters as defined in the Bylaws.
 - f. has the power to appoint an assistant Treasurer or Treasurers to assist him/her in his/her duties

REGISTRAR

- 6.6 The Registrar shall insure that all applicants meet all the requirements for membership as stipulated in the Bylaws and have paid all assessed fees;
- a. to promptly register all new members with Swim Alberta;
 - b. to maintain the club registration with Swim Alberta;
 - c. to maintain a list of prospective members and to fill available spaces with persons from the list using priority policies as established by the Executive, up to a maximum registration set for each group;

- d. to arrange for refunds for withdrawing members as per the Club Bylaws and Policies;
- e. to maintain a record of fees collected, refunds provided and current membership;
- f. to provide the Executive with periodic reports on membership;
- g. to provide a membership list to coaches, Executive and general membership of the club;
- h. to maintain information concerning the reasons for member arrival and departure from Masters.

PAST PRESIDENT

- 6.7 The Past President acts as chairperson of the nominating committee as cited in the Bylaws, and provides counsel and assistance to the other Executive Committee members as requested, such as in the selection, recruiting and appointment of committee members.

COMPLIANCE OFFICER

- 6.8 Under the direction of the President the Compliance Officer shall be responsible for ensuring the Bylaws are available to all members, that the Club has all the required policies in place and posted as required by Swim Alberta or other sanctioning bodies, and assists the Executive with any other compliance or policy related matters.

COMMUNICATIONS / WEBSITE MANAGER

- 6.9 Under the direction of the President the Communications/Website manager shall be responsible for maintaining and updating the website for the Club, updating any social media accounts for the Club, publishing of the Masters' Newsletter, and will perform other duties as maybe required from time to time be established by the Executive.

SOCIAL COORDINATOR

- 6.10 The social coordinator will be responsible for organizing all social events during the swim season including the social event at the annual Club swim meet (if any), communicating to Club members details of all social events, obtaining insurance for all socials through Swim Alberta (if applicable), collecting all payments for attendance at social events (if applicable), remitting all payments to the Treasurer and will perform such other duties from time to time be established by the Executive.

MEET MANAGER

- 6.11 The Meet Manager will be responsible for organizing all sanctioned swim meets hosted by the Club, this includes all registration and computer entry requirements, organizing timers and deck officials, recruiting volunteers and will perform such other duties as may from time to time be established by the Executive.

EQUIPMENT MANAGER

- 6.12 The Equipment Manager will be responsible for working with the Executive in the selection of team equipment, taking orders for equipment from members, collecting payment for equipment, placing orders with suppliers, picking up or taking delivery of equipment, distributing the equipment to members, maintaining accurate records of orders, payments, and deliveries of equipment, maintaining and updating inventory lists, remitting all payments of the Treasurer on a monthly basis or as requested by the Treasurer and will perform such other duties as may from time to time be established by the Executive.

ARTICLE VII: FINANCING AND BUDGETING

- 7.1 The financial burden of Masters shall be shared on a fair and equitable basis amongst the members. The Executive Committee, in accordance with the Bylaws, shall prepare an Annual Budget and revisions thereto as required, for ratification by the Executive.

- 7.2 Annual Financial Statements shall be prepared by the Treasurer and audited by one member on the Executive and a general member and presented to the membership for acceptance.
- 7.3 The fiscal year of Masters shall be from August 1st to July 31st.
- 7.4 Any member of the Club at the Annual General Meeting may inspect the books and records of Masters.
- 7.5 Each member of the Executive shall at all times have access to such books and records.
- 7.6 Borrowing - The Club does not have the right to borrow any money unless authorized by a Special Resolution.

ARTICLE VIII: GENERAL OR SPECIAL MEETINGS

- 8.1 Notice of a General Meeting, in writing and/or email shall be given to all members as least five days in advance of such a meeting. The notice shall give the proposed agenda, date, place, and time of the meeting. If the agenda included a proposed change to the Bylaws, the proposed changes shall be presented in full as part of the Notice.
- 8.2 One vote shall be allowed to each member present at the meeting, or attending via electronic means.
- 8.3 There will be no voting by proxy.
- 8.4 Votes will be determined by a show of hands, in writing, or orally unless a secret or recorded ballot is requested by the majority of those Members voting.
- 8.5 Except as otherwise provided in the Act or these Bylaws, the majority of votes of Members present who vote will decide each issue. In the case of a tie, the issue is defeated.
- 8.6 All General Meetings shall be conducted as nearly as possible in accordance with parliamentary procedure. "Roberts Rules of Order" shall be considered the final authority.
- 8.7 An Annual General Meeting (AGM) shall be held each year in the spring. In addition to other business that may be transacted, the reports of the Executive Committee members shall be submitted to the membership for acceptance. Thereafter the election of the Directors and appointments of Executive Committee members for the forthcoming year shall take place.
- 8.8 A Special General Meeting may be called on instructions from any two members of the Board or four Masters Members, provided they request the President in writing to call such meetings, and state the business to be brought before the meeting. The President shall call and conduct a Special General Meeting within 15 days of the request.
- 8.9 Twenty percent (20%) of all members in good standing shall constitute a quorum at a general meeting.
- 8.10 Either twenty percent (20%) of all members in good standing OR Fifty percent (50%) of Executive members shall constitute a quorum at a Special general meeting.
- 8.11 Fifty percent (50%) of all Executive members shall constitute a quorum at an executive meeting.

ARTICLE IX: INDEMNIFICATION

- 9.1 The Club will indemnify and hold harmless out of the funds of the Club, each Director and Officer, 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 or Officer.
- 9.2 The Club will not indemnify a Director or Officer or any other person for acts of fraud, dishonesty, or bad faith.

ARTICLE X: DISSOLUTION OF THE ORGANIZATION

- 10.1 If, for whatever reason, it becomes necessary to dissolve (wind down) Masters, any remaining assets after all debts and liabilities have been completely removed, shall be given to a registered charity chosen by the Executive.

ARTICLE XI: CHANGES AND ADDITIONS TO THE BYLAWS

- 11.1 In the future the bylaws may only be changed by a special resolution of the members at the Annual general meeting or at a Special meeting of the Masters.