



RED DEER MARLINS SWIM CLUB BYLAWS

Red Deer Marlins Swim Club
Box 143
Red Deer, Alberta
T4N 5E7

1. GENERAL

Purpose

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

Definitions

- 1.2 The following terms have these meanings in these Bylaws:

AGM – Annual General Meeting

ASSA – Alberta Summer Swimming Association

Auditor – a duly qualified accountant or two Voting Members of the RDMSC appointed for that purpose by the Board of Directors to perform a review engagement on the financial statements of the RDMSC, including the RDMSC's income, disbursements, assets and liabilities, to be reported to the Members at the Annual General Meeting.

Board – the Board of Directors of the RDMSC

Days – days irrespective of weekends and holidays

Director – a Director of the Red Deer Marlins Swim Club as described in Article 3.

Member means

- i. **Swimming Member** – a swimmer who has submitted the registration form to the RDMSC Registrar and paid the required fees to the RDMSC Treasurer, and who is registered with the ASSA.
- ii. **Voting Member** – each parent or legal guardian of a swimming member who is under the age of 18 years is eligible to vote, with each family allowed one (1) vote.

RDMSC – Red Deer Marlins Swim Club

Special Resolution

- i. a resolution passed at a general meeting or special meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and by the vote of no less than 75% of those voting members who vote in person or by proxy; or
- ii. a resolution proposed and passed as a special resolution at a general meeting or special meeting of which less than 21 days' notice has been given, if all the voting members attend and vote at the meeting; or



- iii. a resolution consented to in writing by all the voting members.

Written Notice – in provisions where written notice is required, said notice may be delivered in writing or via email. If delivered in writing, the effective date shall be the date upon which the notice was delivered in person to the recipient. If the written notice is delivered by post, the effective date shall be 3 days after the postmark date. If delivered via email, the effective date shall be the date upon which the email was sent.

2. MEMBERSHIP

2.1 The RDMSC has two categories of membership which begin May 1st of each year and end on April 30th of the following year:

2.1.1 Swimming Member

2.1.2 Voting Member

Eligibility

2.2 Membership in the RDMSC shall be open to the public.

2.3 Membership enrolment capacity, fees, swimming rules and hours shall be set by the Board of Directors.

2.4 Members shall follow the rules and policies of Swimming Canada, the ASSA, the Bylaws of RDMSC and such other regulations as set forth by the Board of Directors of RDMSC.

Good Standing

2.5 To remain in good standing, members shall

2.5.1 Complete and remit all documents as required;

2.5.2 Comply with the RDMSC Bylaws, policies and procedures of RDMSC;

2.5.3 Pay all membership dues; and

2.5.4 Not be subject to a disciplinary investigation or action by RDMSC, ASSA, Swim Alberta or Swimming Canada.

Withdrawal from Membership

2.6 Any member may resign from RDMSC upon written notice to the President. The termination date is considered to be the date that their written notice is received and reviewed by the Board of Directors. If said member is in arrears at the time of withdrawal, reasonable attempts will be made to clear up any overdue accounts prior to leaving.

Suspension or Expulsion from Membership

2.7 The RDMSC Board of Directors may, by written notice, suspend or expel a member for failing to meet the criteria set forth in Article 2.5.



- 2.8 Affected members will receive a 1-week notice of the Board's intention to deliberate on a possible suspension or expulsion and the reason(s) for such deliberation.
- 2.9 The member will have an opportunity to respond to and address the matter with the Board of Directors before the Board makes their decision.
- 2.10 Suspension or expulsion will require a simple majority vote comprised of the full Board of Directors. The Board's decision is final.

Meetings

- 2.11 Any voting member who wishes to have new business placed on the agenda of a meeting must submit a written request not less than 7 days prior to the meeting in question.

Annual General Meeting

- 2.12 The AGM shall be held in August each year.
- 2.13 All voting members shall be given written notice of the time and location of the AGM not less than fourteen (14) days prior to the meeting.
- 2.14 The AGM shall be held for the purpose of presenting reports from each of the Board of Directors, the annual statement of accounts, and election of the Directors.
- 2.15 Each voting member is eligible to vote at the AGM but must be present at the meeting to do so. Voting will be by a show of hands.
- 2.16 25% of the voting members as of the date of the AGM must be present at the AGM to constitute quorum.

General Meetings

- 2.17 A general meeting of the voting members may be called at any time by the Board of Directors.
- 2.18 All voting members shall be given written notice of the date, time, and location of the meeting not less than 7 days prior to the meeting.
- 2.19 Each voting member is eligible to vote at a general meeting but must be present at the meeting to do so. Voting will be by a show of hands.
- 2.20 25% of the voting members will constitute a quorum at a general meeting.

Special Meetings

- 2.21 A special meeting of the voting members may be called by the President at any time upon receipt of written request signed by 25% of the voting members.
- 2.22 The special meeting shall take place within 30 days of receipt of the written notice requesting such special meeting.
- 2.23 All voting members shall be informed of the date, time, and location of the meeting not less than 14 days prior to the meeting by written notice.



- 2.24 Each voting member is eligible to vote at a special meeting but must be present at the meeting to do so. Voting will be by a show of hands.
- 2.25 25% of the voting members will constitute a quorum at a special meeting.

3. BOARD OF DIRECTORS

- 3.1 The Board of Directors shall consist of the following positions: President, Vice President, Secretary, Treasurer, Registrar, Fundraising Director, Equipment Director, Officials Director, Coaching Director, Fundraising Director, Social Director.
- 3.2 Only voting members of the RDMSC are eligible to become a Director.
- 3.3 The term of office for each Director is 2 years.
- 3.4 The election of Directors will occur at the AGM. Any voting member may nominate themselves for any position on the Board of Directors, either in person at the AGM or in advance of the meeting in writing to the President.
- 3.5 The nomination shall be seconded by a voting member present in person at the AGM. All voting members present at the AGM will vote on the nominations for each position on the Board. A simple majority will be required to carry the vote.
- 3.6 25% of the voting members as of the date of the AGM must be present at the AGM to constitute quorum.
- 3.7 Any vacancies to the elected Board shall be filled by appointment by the Board.
- 3.8 No Director shall receive any remuneration for their role on the Board except for reimbursement of expenses as approved by the Board.
- 3.9 The Secretary shall keep a list of the responsibilities of each position on the Board.
- 3.10 The Board of Directors shall meet as often as required to manage the affairs of the RDMSC, but not less than 3 times per year.
- 3.11 A Director may resign at any time by presenting their written resignation to the President. The Board shall approve the request within 30 days of receiving such written request, at which time the resignation will become effective. If a Director resigns prior to the end of their term, the Board shall appoint a replacement to assume the position until the next AGM is held. Appointments shall be confirmed by a 75% majority vote comprised of the full Board of Directors.
- 3.12 A Director may be removed from office, via an AGM, a general meeting, or a special meeting, for any cause which the voting members of the club may deem reasonable.
- 3.13 The Board shall have full control and management of the business and affairs of the RDMSC.



- 3.14 The Board supports transparency and as such any voting member may be provided the opportunity to attend meetings by giving notice to the President or Secretary in advance of the meeting date.
- 3.15 Meetings of the Board shall be called by the President.
- 3.16 Emergency meetings of the Board may be held without notice provided a quorum (as defined below) is present. Any business transacted at such a meeting shall be ratified at the next regularly called meeting of the Board, otherwise such business shall be null and void.
- 3.17 50% of the filled roles present shall constitute a quorum for a meeting of the Board of Directors. In the absence of a quorum, no motions shall be considered or approved.
- 3.18 If a single issue arises that requires a decision to be made by the Board of Directors prior to the next regularly called meeting, a vote may be made via email. Such vote is only valid, however, if the decision is unanimous and no debate or discussion of the issue is required. Such vote must be ratified at the next regularly called meeting of the Board of Directors. If debate or discussion is necessary, or if the vote is not unanimous, a special meeting must be called.

4. DUTIES OF THE BOARD OF DIRECTORS

- 4.1 President: The President shall be ex-officio member of all standing committees. They shall, when present, preside at all meetings of RDMSC and the Board.
- 4.2 Vice President: In the absence of the President, the Vice President shall preside at meetings of the RDMSC and the Board.
- 4.3 The Secretary shall keep accurate minutes of meetings. They shall have charge of the RDMSC Seal which shall be authenticated by the signature of the Secretary and the President when used. The Secretary shall keep a record of all members of RDMSC and shall be responsible for sending correspondence and meeting notices as required.
- 4.4 The Treasurer shall receive all monies paid to RDMSC including annual membership fees and be responsible for the deposit of same into any bank, trust company, credit union or treasury branch as the Board of Directors may order. The Treasurer shall properly account for the funds of RDMSC and keep such books as may be directed. They shall present a full detailed account of receipts and disbursements to the Board of Directors whenever requested and shall prepare a statement duly reviewed and presented at the AGM.
- 4.5 Individuals may be identified to support standing committee work or undertake specific duties assigned by the Board of Directors. These individuals shall not have Board of Directors voting rights.
- 4.6 Directors shall have the right to vote. Directors may appoint a proxy to vote on their behalf by providing notice to the Secretary in advance of the meeting date.



5. FINANCIAL RESPONSIBILITY

- 5.1 The fiscal year of the RDMSC shall be from January 1st to December 31st of the following year.
- 5.2 The banking business of the RDMSC will be conducted at such financial institution as the Board may designate pursuant to a vote.
- 5.3 The signing officers for the RDMSC are the President, the Vice-President, the Secretary, and the Treasurer. A minimum of two signatures are required on all operations related to the bank account. Two family members must not sign a cheque together.
- 5.4 A financial reserve, equivalent to 50% of a typical year's budget will be maintained. Funds held in reserve may be used to cover unforeseen expenses only if supported by a 75% majority vote comprised of the full board of Directors.
- 5.5 The RDMSC is prohibited from borrowing money or entering into agreement of the same.
- 5.6 Voting members may request to review the financial statements of the RDMSC following written request to the Treasurer and arranging a mutually convenient time. The Treasurer may not be compelled to prepare any special or additional reports or records in response to such a request.
- 5.7 An auditor(s) designated by the Board of Directors shall make an audit of the financial transactions of RDMSC each year. The auditor's report or statement shall be made available to the Board of Directors at its next regularly called meeting and to all voting members at the AGM.
- 5.8 The auditor(s) shall be a duly qualified accountant or two Voting Members of the RDMSC appointed for that purpose by the Board of Directors.
- 5.9 The Treasurer shall provide the annual financial statements for the financial period January 1st to December 31st of the preceding financial year.

6. BYLAWS

- 6.1 The Bylaws of the RDMSC may be rescinded or amended by a Special Resolution passed at the AGM, a General Meeting, or a Special Meeting.
- 6.2 All voting members must be made aware of the proposed amendment(s) to these Bylaws by written notice not less than 21 days prior to the meeting in question.
- 6.3 Any voting member may propose an amendment to the Bylaws of the RDMSC. This proposal must be submitted in writing to the Board of Directors not less than 10 days prior to the meeting in question.



- 6.4 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.
- 6.5 These Bylaws were adopted by the Executive of the RDMSC and ratified by a Special Resolution vote of the voting members of the RDMSC at a General Meeting duly called and held on May 11, 2022.