

Bylaws of Fort St. John Inconnu Swim Club (the "Society")

PART 1 – DEFINITIONS AND INTERPRETATION

Definitions

1. In these Bylaws:

"Board" means the directors of the Society;

"Bylaws" means these Bylaws as altered from time to time.

"Director" means an individual elected or appointed to serve on the Board pursuant to these By-laws;

"Ordinary Resolution" means a resolution passed by a simple majority of the votes cast on that resolution and as described in the Act;

"Proposal" means a notice sent under subsection (b) to the society;

"Proposal threshold" means 5% of the voting members of the society;

"Societies Act" means the Societies Act of British Columbia from time to time in force and all amendments;

"Special Resolution" means a resolution passed by a majority of not less than 2/3rds of the votes cast on that resolution as described in the Act.

Registered Office

2. The registered office the Society will be located within the Province of British Columbia.

Conduct of Meetings

3. Unless otherwise specified by the Board, meetings of the Members and meetings of the Board will be conducted according to *Roberts Rules of Order* (current edition).

PART 2 – MEMBERS

Categories – The Society has the following category of Members:

4. Participant Member – Individuals who agreed to abide by and adhere to the Society's By-laws, policies, procedures, and rules (or, if the individual is under the age of nineteen (19), who have had a parent or guardian agree to abide by the Society's By-laws, policies, procedures, and rules on behalf of the

individual). Participant Members may be athletes, coaches, officials, and other volunteers.

5. **Admission of Members** – No individual will be admitted as a Member of the Society Unless:
 - a) The candidate member has made an application for membership in a manner prescribed by the Society;
 - b) The candidate member has paid dues as prescribed by the Board;
 - c) The candidate member agrees to uphold and comply with the Society's governing documents;
 - d) The candidate member meets any other condition of membership determined by the Board; and
6. Every member must uphold the constitution of the Society and must comply with these Bylaws.

Amount of membership dues

7. The amount of the annual membership dues, if any, must be determined by the Board.

Member not in good standing

8. A member is not in good standing if the member fails to pay the member's annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.

Member not in good standing may not vote

9. A voting member who is not in good standing
 - (a) may not vote at a general meeting, and
 - (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Termination

10. A person's membership in the Society is terminated upon:
 - (a) the person is not in good standing for 6 consecutive months;
 - (b) The expiration of the Member's annual membership, unless renewed in accordance with these By-laws;
 - (c) Resignation by the Member;

(d) Dissolution of the Society;

(e) The Member's death; or

(f) By Special Resolution of the Board or of the Members at a duly called meeting, provided fifteen (15) days' notice is given and the Member is provided with reasons and the opportunity to be heard. Notice will set out the reasons for termination of membership and the Member receiving the notice will be entitled to submit a written submission and make representations opposing the termination.

Discipline, Suspension or Expulsion of a Member

11. Any Member may be disciplined, suspended, or expelled by a majority vote at a meeting of the Board.

- a. The affected Member shall receive notes of a meeting where their discipline, suspension, or expulsion may be considered.
- b. The affected Member may be provided opportunity to make representations to the Board respecting the proposed discipline, suspension, or expulsion. The Board may waive this process and rely on the proceedings and findings of the Societies policies and any decisions forthcoming from the application of such policies.

PART 3 – GENERAL MEETINGS OF MEMBERS

Time and place of general meeting

12. General meetings of the Society must be held at the time and place, in accordance with the Societies Act, that the directors decide.

Annual General Meeting

13. The society will hold meetings of the Members at such time, date and place as determined by the Board within the Province of British Columbia. An Annual General Meeting must be held once every calendar year and not more than fifteen months after the holding of the last preceding annual general meeting. Members will be provided, at the Annual General Meeting, with a copy of the approved financial statements and auditor's reports (if any).

General Meeting

14. A General Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of ten percent or more of the voting Members, in the form described in the Act, for any purpose connected

with the affairs of the Society that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act.

Quorum

15. A minimum of fifteen voting Members present or by proxy will constitute a quorum.
16. If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
17. If within thirty (30) minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within thirty minutes from the time appointed for the meeting, the members present constituted a quorum.

Attendance

18. The only persons entitled to attend a meeting of the Members are the Members, the parents or guardians of a Member if the Member is younger than nineteen years old, the Director's, the auditor (if any), and others who are entitled or required under any provision of the Act to be present at the meeting. Any other person may be admitted only if invited by the Chair or with majority consent of the Members present.

Eligibility of Votes

19. The date determined by the Board will determine the list of Members that are eligible to vote at a meeting of the Members. The date will be no more than thirty days prior to the meeting.

Voting

20. Participant Members have one vote each.
21. Each voting Member votes on every issue. Voting Members who are nineteen (19) years old or older at the time of the meeting of the Members may exercise their own vote. Voting Members who are younger than nineteen (19) years old at the time of the meeting may have their vote exercised at meetings of Members by a parents or guardian. For clarity, a parent or guardian with multiple children registered with the Society who are younger than nineteen (19) years old may exercise one vote per child. Also, two parents/guardians of the same child who is registered with the *Society* and who is younger than

nineteen (19) years old may both attend a meeting of the Members but may only exercise one vote.

22. At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses that intention of the voting members, except that if, before or after such a vote, two (2) or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.
23. The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.
24. A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Societies Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

Order of Business at a general meeting

25. The order of business at a general meeting is as follows:

- a. Elect an individual to chair the meeting, if necessary;
- b. Determine that there is a quorum;
- c. Approve the agenda;
- d. Approve the minutes from the last general meeting;
- e. Deal with unfinished business from the last general meeting;
- f. If the meeting is an annual general meeting,
 - i. Receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
 - ii. Receive any other reports of directors' activities and decisions since the previous annual general meeting,
 - iii. Elect or appoint directors, and
 - iv. Appoint an auditor, if any;
- g. Deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- h. Terminate the meeting.

Part 4 Governance (Directors, Elections)

Composition of the Board

26. The positions on the Board include the following:

- a. President
- b. Vice President
- c. Treasurer
- d. Secretary
- e. Five (5) Directors-at-Large

Eligibility

27. To be eligible for election as a Director, an individual must:

- a. Be eighteen (18) years of age or older;
- b. Have not been convicted of an offense involving fraud in the past five years;

Election

28. Directors will be elected at each Annual General Meeting as follows:

- a. The President and three (3) Directors-at-Large will be elected to the Board at alternate Annual General Meetings to those listed in subsection b; and
- b. The Vice President, Treasurer and three (3) Directors-at-Large will be elected to the Board at alternate Annual General Meetings to those listed in subsection a.
- c. Separate elections must be held for each office to be filled.
- d. The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.

29. If a director resigns his or her office or otherwise ceases to hold office, the remaining directors must appoint a member to take the place of the former director.

30. The members may, by special resolution, remove a director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.

31. A director must not be remunerated for being, or acting as, a director but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the Society.

Terms

32. Elected Directors will serve terms of two (2) years and will hold office until they or their successors have been duly elected in accordance with these By-laws, unless they resign, or are removed from or vacate their office.

Number of Meetings

33. The Board will hold at least six (6) meetings per year. A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting.

Closed Meetings

34. Meetings of the Board will be closed to Members and the public except by invitation of the Board.

Empowered

35. The Board is empowered, including but not limited, to:
- a. Make policies and procedures or manage the affairs of the Society in accordance with the Act and these By-laws;
 - b. Make policies and procedures relating to the discipline of Members and parents/guardians of Members (if the Member is younger than nineteen (19) years old), and have the authority to discipline these individuals in accordance with such policies and procedures;
 - c. Make policies and procedures relating to the management of disputes within the Society and deal with disputes in accordance with such policies and procedures;
 - d. Employ or engage under contract such persons, including a Head Coach, as it deems necessary to carry out the work of the Society;
 - e. Determine registration procedures, recommend membership dues, and determine other registration requirements;
 - f. Enable to Society to receive donations and benefits for the purpose of furthering the objects and purposes of the Society;
 - g. Make expenditures for the purpose of furthering the purposes of the Society; and

- h. Perform any other duties from time to time as may be in the best interests of the Society.

Voting

- 36. Voting will be used to determine decisions on matters that may arise during meetings of the directors. There must be a majority vote in order for the board to approve a decision.
- 37. In case of a tie vote, the chair does not have a second or casting vote.
- 38. A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution.
- 39. A resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

Part 5 Officers

Composition

- 40. The Officers will be comprised of the President, Vice-President, Treasurer and Head Coach (when employed or contracted).

Duties

- 41. The President will be responsible for the general supervision of the affairs and operations of the Society, will Chair meetings for the members and meetings of the Board, will be the official spokesperson of the Society and may delegate this function as required, will oversee and supervise the Head Coach, and will perform such other duties as may from time to time be established by the Board.
- 42. The Vice-President will support the President in their role and perform duties as established by the Board. In the absence of the President, the Vice-President will assume the duties of the President such as chairing meetings and acting as the spokesperson for the Society.
- 43. The Treasurer will, subject to the powers and duties of the Board, keep proper accounting records as required by the Act, will ensure all monies received by the Society are deposited in the Society's bank account, will supervise the management and the disbursement of funds of the Society, when required will provide the Board with an account of financial transactions and the financial position of the Society, will prepare annual budgets, and will perform such other duties as may from time to time be established by the Board.

44. The Head Coach (when employed or contracted) is the chief employee or contractor of the Society and is responsible to the Board for the management and operations of Society. The Head Coach is responsible for implementing the strategic plan and other policies developed by the Board, for ensuring that all official documents and records of the Society are properly kept, for overseeing and supervising coaching staff, for developing and implementing operational policies and procedures, and for managing the day-to-day operations of the Society through the staff and operational committees

Part 6 Participants

45. Participants are individuals who have agreed to abide by and adhere to the Society's By-laws, policies, procedures, and rules (or, if the individual is under the age of nineteen (19), who have had a parent or guardian agree to able by the Society's By-laws, policies, procedures, and rules on behalf of the individual). Participants may be athletes, coaches, officials, or other volunteers.
46. A Participant may be suspended or expelled from the Society in accordance with the Society's By-laws, policies, and procedures relating to discipline of Participants.

Part 7 Committees

Appointment of Standing and Ad-Hoc Committees

47. The board may appoint such standing and ad-hoc committees as it deems necessary for managing the affairs of the Society. The Board may appoint members of these committees or provide for the election of members of these committees, may prescribe the duties and terms of reference of these committees, and may delegate to any of these committees any of its powers, duties, and functions.
48. A committee must report, in writing, any act or thing done in exercise of those powers to the earliest meeting of the directors.
49. Members of a committee may meet and adjourn meetings as they deem proper. They must elect a chair of its meeting from the members who are present of the committee.

Composition

50. The board may appoint and remove any member of a standing or ad-hoc committee at any time and for any reason.

Part 8 Finance and Management

Fiscal Year

51. Unless otherwise determined by the Board, the fiscal year of the Society will be September 1st to August 31st.

Annual Financial Statements

52. The Board will approve financial statements (evidenced by the signature of two or more Directors) of the Society of the last fiscal year of the Society. The statements must be for the period ending not more than six months before the Annual General Meeting. A copy of the Annual Financial Statements will be provided to any Member requesting a copy at the Annual General Meeting.

Signing Authority

53. The signing authority of the Society shall be vested in the Officers of the Society. If the Officers of the Society are both unable to provide signatures or electronic authorization, the Treasurer and one other Director may sign on behalf of the Society. The signatures or electronic authorization of the Treasurer of any two of these Officers shall be required on any financial instrument of the Society.

Conflict of Interest

54. A Director, Officer, or member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Society will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction, will leave the meeting at which the issue is being discussed, will refrain from influencing the decision on such contract or transaction, and will otherwise comply with the requirements of the Act regarding conflict of interest.

Records

55. The Treasurer of the society must:
- a. Keep the financial records, including books and records, necessary to comply with the Society's Act, and
 - b. Render financial statements to Directors, members and others when required.
56. An Auditor, if needed, is appointed for the Society's financial statements by the Directors of the Society.

Part 9 Amendment of By-laws

Member Proposal

57. On being admitted to membership, each member is entitled to, and the Society must give the member without charge, a copy of the constitution and bylaws of the society.
58. By-laws of the Society can be amended by the Directors by Ordinary Resolution at a meeting of the Board, or by the Members via approval of a Member Proposal. All by-law amendments must then be ratified by the Members at a Meeting of the Members.
59. A Voting Member of the Society may send to the Society a notice of a matter that they propose to have considered at an Annual General Meeting.
60. A proposal must contain the names of, and be signed by at least 5% of the voting members of the Society.
61. A proposal, including signatures, must be received by the Society at least 30 days before the time fixed for the holding of the Annual General Meeting.

Part 10 Dissolution of the Society

Dissolution

62. In the event of Dissolution of the Society, voluntary or otherwise, the remaining assets of the Society, after all debts have been paid or provision for payment has been made, shall be paid, transferred or delivered to any public funded Society or registered charity with members in good standing.

Part 11 Indemnification

Will Indemnify

63. The Society will indemnify and hold harmless out of the funds of the Society each Director, the Head Coach (when employed or contracted), and any individual who acts at the Society's request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgement, which may arise or be incurred as a result of occupying the position or performing the duties of a Director or and any individual who acts at the Society's request in a similar capacity.

Will Not Indemnify

64. The Society will not indemnify a Director or any individual who acts at the Society's request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon him or her under the Act. For further clarity, the Society will not indemnify on individual unless:
- a. The individual acted honestly and in good faith with a view to the best interests of the Society; and
 - b. If the matter is a criminal or administrative proceeding that is enforced by monetary penalty, the individual has reasonable grounds for believing that his or her conduct was lawful.

Insurance

65. The Society will, at all times, maintain in force such Directors and Officers liability Insurance.

Part 12 Adoption

These by-laws were last amended October 3, 2022.