

CONSTITUTION

NORTH BAY "Y" TITANS SWIM TEAM INCORPORATED

Article I – Definitions and Interpretation

"Corporation" means, North Bay Y Titans Swim Team, shall hereinafter be referred to as the "Club", and by the abbreviation (NBYT);

"Act" means the *Not-for-Profit Corporations Act*, 2010 (Ontario);

"Administrative Year" means the year commencing immediately after the annual election of the officers and directors of the Corporation;

"Annual and General Meeting" "Annual Meeting" or "General Meeting" means a meeting of Members as provided for by Section 52 of the Act;

"Board" means the board of directors of the Corporation, and shall be interchangeable with "Executive Committee";

"By-Law" means this By-law (including any schedules to this By-law) and all other by-laws of the Corporation as amended, and which are, from time to time, in force;

"President" means the President and Chair of the Board who shall also be the President of the Corporation;

"Letters Patent" means the articles of incorporation of the Corporation dated the 22 day of September, 1981;

"Member", "Members", and "Membership" shall each have the meaning prescribed in Section III hereof; and

"Officer" means an officer of the Corporation and **"Officers"** means any one or more of the collective officers of the Corporation.

Terms - All terms contained in the By-Laws which are defined in the *Act* shall have the meanings given to such terms in the *Act*.

Number and Gender - Words importing the singular number only shall include the plural and vice versa; words importing the masculine gender shall include the feminine and neuter genders; words importing persons shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number or aggregate of persons.

Headings - The headings used in the By-Laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

Severability and Precedence - The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the *Act*, the provisions contained in the Articles or the *Act*, as the case may be, shall prevail.

Execution of Contracts - Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

Article II – Purpose

- a) To promote amateur competitive swimming in North Bay and area, within the jurisdiction of Swim Ontario and Swim/Natation Canada.
- b) To coordinate the competitive swim programs and the use of the facilities at available North Bay pool complexes.
- c) To encourage membership from the public at large to train toward competitive swimming.
- d) To host and participate in Club competitions.
- e) To attend and participate in other Clubs' competitions.
- f) To provide opportunities for the pursuit of excellence in competition.

Article III – Membership

- a) Membership shall be open to the public at large within the noted categories.
- b) Membership is open to all swimmers ages 6 years and up. For greater certainty, any member over the age of 18 shall be able to represent themselves and vote in any meeting of members. If the member is less than 18 years of age, one legal guardian of the member shall represent and vote on the behalf of the member. If there is a household which consists of two or more members under the age of 18; there shall be one vote per each member.
- c) Membership is open to those swimmers who have the initiative, desire and technical swimming ability as determined and required by the Head Coach.
- d) All members are required to obtain a membership with the North Bay YMCA and must register with Swim Ontario each swim year.
- e) The membership fee in the Club shall be an annual fee, which shall be fixed by the Executive prior to the commencement of each swim year.
- f) To maintain membership in the Club, a member must ensure there are no arrears in fees, as per Registration and Fees policy, located in the Team Handbook, while abiding by the Club's and Swim Ontario's Code of Conduct.
- g) Membership in the Corporation is not transferable and automatically terminates if the Member dies, resigns or such membership is otherwise terminated in accordance with this By-Law or in accordance with the *Act*.

- h) A Member may be disciplined or removed from office before the expiry of his or her term if any of the following circumstances exist:
 - i) conduct involving dishonesty, fraud, deceit or misrepresentation; or
 - ii) misconduct which brings discredit to the Corporation; or
 - iii) such other reason or reasons as may be determined by the Board from time to time.

iv) Upon fifteen (15) days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the Letters Patent or this By-law.

v) The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than five (5) days before the end of the fifteen (15) day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

Article IV – Officers of the NBYT Executive

Section 1. The following are the Officers of the Executive:

- a) The voting Executive Committee shall consist of the following elected officers: President, 1st Vice-President, 2nd Vice-President, Secretary, Treasurer, North Bay Youth Sports Association 'Bingo' Representative and two (2) Members-at-Large
- b) Officers will be elected and serve for two years.
 - a. Odd years - The Executive positions of President, 1st Vice-President, Secretary, and 1st Member-at-Large are elected.
 - b. Even years - The positions of 2nd Vice-President, Treasurer, 2nd Member-at-Large and North Bay Youth Sports Association 'Bingo' Representative elected.
- c) Odd and even years determined by the year at the beginning of the season.
- d) The President will automatically transition to the Past President role, without election, for a two year period
- e) If any Executive member position becomes vacant before that position's term has expired, the Executive can either call a Special Meeting or conduct an online election for that position (see Article VII - Special Meetings and Article IX - Voting).
- f) In the event that the Past President Position becomes vacant, a temporary member may be added to the board for the remainder of the President's term at which point the President will then transition to the Past-President position.
- g) An Executive shall be:
 - I. an individual who is a Member of the Corporation in good standing;
 - II. at least eighteen (18) years of age;
 - III. an individual who has not been found incapable of managing property under the Substitute Decisions Act, 1992 (Ontario) or the Mental Health Act (Ontario);
 - IV. an individual who has not been found incapable by court in Canada or elsewhere; and
 - V. an individual who is not bankrupt within the meaning of the Bankruptcy and Insolvency Act (Canada).

Section 2. President of the Executive

Responsibilities of the President of the Executive shall include:

- a) To convene and chair the Executive board in regular meetings, special meetings and planning sessions
- b) To monitor the progress of committees to ensure their work aligns with organizational missions and goals
- c) To represent the Club at Regional, Provincial, Municipal and other meetings or functions as necessary.
- d) Liaise with newspapers and other community news outlets regarding events, competitions and team successes/accomplishments/promotion
- e) Communicate information and news from the Executive Board about the Club to the membership
- f) Notify the membership of any Special Meetings and the Annual General Meeting where participation of the membership is required.

Section 3. 1st Vice-President of the Executive

Responsibilities of the 1st Vice - President of the Executive shall include:

- a) To act as president in their absence,
- b) To act as out-of-town meet manager coordinating accommodations, buses, drop off/pick-ups, dinner reservations and other travel requirements as needed.

Section 4. 2nd Vice-President of the Executive

Responsibilities of the 2nd Vice - President of the Executive shall include:

- a) To act as president in their absence the absence of the 1st vice-president
- b) To act as Club Officials Administrator (COA) keeping a list of all officials affiliated with the NBYT Organization
- c) To act as Club Officials Coordinator (COC) registering officials with NBYT and notifying the organization and officials of upcoming training opportunities (ie. self directed or instructor lead clinics) and scheduling swim official clinics according to the needs of the club
- d) To act as the Club Officials Coordinator (COC) organizing all on deck official assignments for Titans in town meets and ensuring proper coverage, sign in and support is provided for every swim meet session. This will include sending requests to visiting clubs prior to the meet.
- e) Support the volunteer coordinator to register volunteers points for officials.
- f) Ensure that the club has sufficient officials, with levels appropriate to allow the NBYT Organization to hold fully sanctioned swim competitions.

Section 5. Past President

Responsibilities of the Past President of the Executive shall include:

- 1) To ensure continuity during governance transitions and organizational change and to provide continuity by providing historical context to issuesb) To act as In Town Meet Coordinator responsible for coordinating all North Bay swim meets, organizing official job signups for both on- and off-deck volunteering positions and other duties as necessary to run the event. Verifying all swim meet volunteers and coordinating with the Volunteer Coordinator to ensure volunteer points are

appropriately allocated to Club members.

- a) Submit all swimmer meet entries for all out of town swim meets and coordinate with the Treasurer to ensure payment is made to the host club.

Section 6. Secretary

Responsibilities of the Secretary of the Executive shall include

- a) To prepare and distribute Council agendas, minutes and all records deemed necessary for the meeting as directed by the Executive Committee
- b) To keep a record of attendance, regrets and votes registered in advance
- c) To receive any notices of motion or other communications from committees and individual councilors, and distribute them to the Executive Committee
- d) To keep an organized file of minutes and correspondence
- e) To assist the President in compiling meeting agendas
- f) To ensure that Notices of Motions are included in the agenda
- g) To record, type, and circulate minutes of Executive and Annual General Meetings
- h) To have available at meetings such records deemed necessary (i.e. Constitution, by-laws, past minutes and pertinent correspondence)
- i) Perform other duties as assigned by the President or the Executive
- j) Provide notice to membership of date, time and location of Executive Board meetings at least 7 days in advance of meeting
- k) Make all meeting minutes accessible to the membership via the NBYT Website
- l) To act as the Club Registrar, keeping member information up to date in both Team Unify and Swim Canada.

Section 7. Treasurer

Responsibilities of the Treasurer of the Executive shall include

- a) To handle all financial transactions of the Club
- b) To liaise closely with the Club President and the Executive
- c) To prepare, coordinate and monitor the budget
- d) To prepare and keep financial records
- e) To present current financial statements to the Executive and the Club at each of the monthly executive meetings
- f) To settle all accounts
- g) To collect Club fees and other monies; look after payment of bills and assessments
- h) To work closely with the Club Executive in setting Club fees

Section 8. North Bay Municipal Licensing Coordinator (BINGO Coordinator)

Responsibilities of the BINGO Coordinator of the Executive shall include

- a) To be accountable for the Club's interest in North Bay Municipal Licensing
- b) To organize and schedule parents and other volunteers for all bingos
- c) Consult closely with the Executive to keep them apprised of the volunteer participation, bingo requirements and other information required for participation with the association.

Section 9. 1st Member-at-Large

Responsibilities of the Member-at-Large of the Executive shall include:

To act as a parent liaison for Members, actively engaging and answering questions and acting as the face of the Executive for members of the NBYT

- a) To act as volunteer coordinator tracking and approving volunteer points as submitted by parents
- b) Work in partnership with the Head Coach to identify, organize and coordinate fundraising events
- c) Coordinate with 2nd Member-at-Large to determine which member age groups that they will liaise with.

Section 10. 2nd Member-at-Large

Responsibilities of the Member-at-Large of the Executive shall include:

- a) To act as a parent liaison members, actively engaging and answering questions and acting as the face of the Executive for members of the NBYT.
- b) To act as Special Events Coordinator organizing monthly team social gatherings, Christmas party and year end banquet.
- c) Coordinate with 2nd Member-at-Large to determine which member age groups that they will liaise with.

Article V – Rights and Responsibilities of the NBYT Executive

- a) The Executive Committee shall, subject to the policies or directions given it by the majority vote at any meeting properly called and constituted, have full control and management of the business affairs of the Club.
- b) A quorum shall consist of 50% of the Executive Committee, plus one additional executive member. Meetings shall be held without notice if a quorum of the Executive Committee is present, provided, however, that any business transactions at such meetings are ratified at the next regularly scheduled meeting of the Executive Committee; otherwise, they shall become null and void.
- c) The Executive shall:
 - I. Call meetings in accordance with the Constitution
 - II. Establish an annual budget for the operation of the Club and maintain same
 - III. Obtain permission by means of majority vote for all non-budgeted expenditures
 - IV. Establish fee schedules and coaching fees and stipends as necessary
 - V. Make such additional rules and regulations, when required, as necessary to comply with the Constitution of the Club.
 - VI. Define the additional duties to persons working within the club to comply with the Constitution of the Club.
 - VII. Conduct all business in the name of the Club and use the Club address where practical
 - VIII. Have full authority to deal with all matters pertinent to the administration and operation of the Club.
- d) An Executive member may be removed from their respective position if they are found to be in breach of the North Bay Y Titans Swim Team Executive Member Code of Conduct.
 - I. A breach of the Code of Conduct can be brought to the attention of the President or the 1st Vice-President by two or more members of the Executive
 - (a) The President or 1st Vice-President will address the breach with the Executive

- member and engage in a resolution of the issue. If a resolution cannot be agreed upon, the issue will be brought to the attention of the Executive at an in-camera session at the next Executive meeting
- (b) A vote will be held to determine if a breach was conducted by the involved Executive member. If the majority votes in favour of the breach, this will be considered a 1st offense by the Executive member. The Executive member shall remove themselves from the room while the vote occurs, and will not be permitted to vote due to their conflict of interest.
- II. If a second possible breach is brought forward by two or more members of the Executive, the steps outlined in Article V f), I(a) and I(b) will be followed. If the matter is brought to a vote of the Executive and it is found the Member was in breach of the Code of Conduct, this will be considered a 2nd offense by the Executive member. A written notice of the 1st and 2nd offenses will be sent to the Member by the President or 1st Vice-President.
 - III. If a third possible breach is brought forward by two or more members of the Executive, the steps outlined in Article V f) I(a) and I(b) will be followed. If the matter is brought to a vote of the Executive and it is found the Member was in breach of the Code of Conduct, this will be considered a 3rd offense.
 - (a) With the finding of a 3rd offense, the issue will be brought to the Membership, and a vote will take place possibly remove the Executive Member, if there is a majority vote by those members present at the meeting, the Executive Member will be removed from the position. This decision will be reflected in the open minutes of the Special meeting.
 - (b) The vacant position on the Executive will be filled through an election process held during a Special Meeting of the membership (see Article VII).
- e) Every director and officer of the Corporation and his or her heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the Corporation, from and against:
 - I. all costs, charges and expenses whatsoever which the director or officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of the duties of his or her office; and
 - II. all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof; except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.
 - f) - No director or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or

with which any monies, securities or effects shall be lodged or deposited, or for any loss occasioned by any error of judgment or oversight on his or her part, or for any other loss, damage or misfortune whatever, which may happen in the execution of the duties of his or her respective office or in relation thereto, unless the same shall happen by or through his or her own wrongful and wilful act or through his or her own wrongful and wilful neglect or default; provided that nothing herein shall relieve any director or officer from the duty to act in accordance with the Act.

- g) The Corporation may purchase and maintain such insurance for the benefit of its directors and officers, as the Board shall from time to time determine.
- h) No Director, Officer or committee member of the Corporation is or will be liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have, complied with the *Act* and the Corporation's articles and By-laws; and exercised their powers and discharged their duties in accordance with the *Act*.
- i) A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the *Act*. Except as provided by the *Act*, no such Director shall not be a part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

Article VI – Annual General Meeting

The Club shall hold an Annual General Meeting on or before July 31, of which meeting due notice of one month will be given by email, or electronic means,, by the President or if this individual is absent, at the call of the 1st Vice-President, to all members and parents. The AGM will be held in person; however, the meeting can be held virtually in the instance of extenuating circumstances. Quorum shall consist of 5 members at the AGM meeting. At this meeting there shall be an election of Officers as outlined in Article IV of this Constitution. Any member 18 years of age or older or any parent or guardian of any member in good standing shall be entitled to submit nominations at the Annual General Meeting and shall be eligible for any office within the Club. Following the Annual General Meeting, the newly formed Executive will take office August 1st.

The business transacted at the annual meeting shall include, without limitation, the following items:

- (a) receipt of the agenda;
- (b) receipt of the minutes of the previous annual and subsequent special meetings;

- (c) consideration of the financial statements;
- (d) report of the auditor or person who has been appointed to conduct an audit or a review engagement;
- (e) reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
- (f) election of Executives; and
- (g) such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member's proposal has been given to the Secretary prior to the giving of notice of the annual meeting in accordance with the *Act*, so that such item of new business can be included in the notice of annual meeting.

Article VII – Special Meetings

Special Meetings shall be held at the call of the President or if this individual is absent, at the call of the 1st Vice-President. Special meetings shall be held when possible, for the purpose of effective communications between the Executive and the members' parents or guardians and reporting and promoting programs and activities. A notice, by email or other electronic means, of meeting shall be given at least seven days prior to the date of the meeting, by any means appropriate to inform the general membership or parents. If the President, 1st Vice-President and 2nd Vice-President are not present at the meeting, the meeting will elect a Chairperson for the purpose of the meeting only. Special meetings can be held in person or virtually. Quorum shall consist of 5 members at any special meeting.

Article VIII - Board Meetings

Board Meetings shall be held on a monthly basis at the call of the President or if this individual is absent, at the call of the 1st Vice-President. Notification to the general membership will be provided at least 7 days prior to the meeting. These meetings will discuss regular club business and confidential items if/when necessary. Minutes will be taken and posted on the website for access by the general membership. For items that are confidential to the Board, an "in-camera" session will be held, as part of the general meeting. In-camera discussions will only be attended by Executive Board members due to privacy requirements. A separate set of minutes will be taken for in-camera discussions and will only be viewable by the Executive Board Members.

Article IX – Voting

Any member 18 years of age or older or one legal guardian of a member shall have the right to vote at any general meeting of the Club unless they have a conflict of interest.

At the Annual or Special meetings, voting shall be as follows:

- i. all voting, except for the election of Officers, normally shall be by the show of hands; however, any member/legal guardian may request, and receive a secret ballot on any vote
- ii. the election of Officers shall be by secret ballot

- iii. in all voting, a simple majority of those eligible voters in attendance decides, except as otherwise provided
- iv. in the event of a tie in the election of Officers, a second ballot will be held; in the event of a tie on the second ballot, the President will decide the elected person
- v. no proxy voting is permitted

At Board meetings, voting shall be as follows:

- i. voting on all Club business, shall be by the show of hands
- ii. in all voting, a simple majority of Executive Board Members decides
- iii. if necessary, the President will have an additional vote to break a tie
- iv. no proxy voting is permitted

On-Line Voting for vacant Board positions

- i. The Executive may initiate on-line voting for vacant Board positions if more than one member puts their name forward for the vacant position
- ii. If only one person puts their name forward for a vacant Board position, they will be acclaimed into that position.
- iii. The election of Officers shall be by secret ballot using electronic means
- iv. Results will be verified by the President and one other Board member to ensure correctness of the result
- v. In all voting, a simple majority of those eligible voters decides

Article X- Committees

- a) Board of Directors May Establish Committees, Etc. - The Board of Directors may from time to time, establish committees, abolish committees, and determine the jurisdiction of committees, subject to the provisions of this Article.
- b) Other Committees - There shall be such other committees as the President in the President's discretion may establish, or as the Board may direct the President to establish.
- c) Vacancy - In the event of a vacancy on any committee, for whatever cause, the President may fill such vacancy until the next regularly scheduled meeting of the Board with any eligible Member as provided for this By-Law. The person so appointed shall serve until the expiration of the Administrative Year.
- d) Standing Committees - The Board may from time to time establish Standing Committees by resolution. Such resolution shall establish the jurisdiction of such Standing Committees, the manner in which the President and the Members of the Standing Committee shall be selected, the length of term of President and Members of such Standing Committee, any limitation on the number of terms the President or the Members may serve, and such other specific requirements for committee functioning as the Board may specify. Such Standing Committees shall continue to exist until abolished by the Board. The President may remove any Member of the Standing Committee for good cause stated in writing. Vacancies on the Standing Committees shall be filled in the same manner as the appointment was made to fill the remainder of the vacant term.

Article XI- Books and Records

The Board shall see that all necessary books and records of the Corporation required by the Act, the By-Laws of the Corporation, or by any other applicable statute or law are regularly and properly kept.

Article XII- Banking Arrangements

The bank account or accounts of the Corporation shall be kept in such bank or banks as the Board may from time to time determine. Any two (2) of the President, 1st Vice-President, Secretary, or Treasurer shall have the authority and power to:

- (a) operate the Corporation's accounts with such bank(s);
- (b) make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;
- (c) issue receipts for and orders relating to any property of the Corporation;
- (d) execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and
- (e) authorize any officer of the bank(s) to do any act or thing on the Corporation's behalf to facilitate the banking business.

In the absence or inability of any of the officers above named, such signatures or endorsements may be made by such other officers and/or directors of the Corporation as the Board may from time to time by resolution designate. In addition to the above, and one (1) of the Officers, shall be authorized to sign cheques and other negotiable instruments.

Article XII- Dissolution Provisions

Upon dissolution of the Corporation and after payment of all debts and liabilities, its remaining property and assets shall be distributed or disposed of to a similar organization which carries on its work in the Districts referred to in this By-Law, or if no such organization is considered appropriate by the then Board, to a charitable organization which carries on its work in Ontario.

Article XIII- By-Laws and Amendments, Etc.

By-Laws of the Corporation may be enacted, repealed, amended, altered, added to or re-enacted in the manner contemplated herein, and always subject to the provisions of the Act.

Articles XIV- Effective Date

This By-Law shall come into force without further formality upon its enactment.

Enacted as By-Law Number 1 by the directors of the Corporation at a meeting duly called and regularly held and at which a quorum was present on the ____ day of _____, 202_.

PRESIDENT

SECRETARY

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