



Red Deer Silhouettes Artistic Swim Club Bylaws

Section One – Definitions and Interpretation

1.1 Definitions

In this Bylaw,

- 1.1.1 **Act** means the *Societies Act* R.S.A 2000, Chapter S-14 as amended, or any statute substituted for it.
- 1.1.2 **Name of Association** means the Red Deer Silhouettes Artistic Swim Club Association and its alternate names of RDSASC, Red Deer Synchro, and Red Deer Silhouettes.
- 1.1.3 **Board** means the Board of Directors of this Association.
- 1.1.4 **Bylaw** means the Bylaw of this Association as amended.
- 1.1.5 **National or National Body** means the Canadian Artistic Swimming Association Inc., a body incorporated under the laws of Canada.
- 1.1.6 **Provincial or Provincial Body** means the Alberta Artistic Swimming Association.
- 1.1.7 **Special Resolution** means a special resolution as defined in the Act.

1.2 Interpretation

In the event of any dispute as to the intent or meaning of this Bylaw, or any Bylaw, which hereafter may be made, the interpretation by the Board shall be the final conclusion.

Section Two – Membership

2.1 Classification of Members

There are two (2) categories of Members:

- 2.1.1 Voting Members
- 2.1.2 Non-Voting Members

2.2 Qualification for Membership

2.2.1 A Voting Member:

- a. Shall be registered in a recreational or competitive program offered by the Association or the parent or legal guardian of a swimmer of the Association.
- b. Shall uphold, observe and conform to all rules, regulations and policies of the National Body, Provincial Body, and the Association.
- c. Shall pay the necessary Association fees as part of the registration.
- d. Shall be an associate member of the Provincial Body and shall pay the necessary Provincial fees as part of the registration with the Association.

2.2.2 A Non-Voting Member:

- a. Is any individual who is an artistic swimmer, artistic swimming coach, official, volunteer, or promoter of artistic swimming that is registered with the Association.

2.3 Members in Good Standing

2.3.1 A Voting Member or Non-Voting Member shall be in good standing provided the Member:

- a. Has completed and remitted all documents and certifications as required by the National Body, Provincial Body, and the Association.
- b. Has complied with the Associations Bylaw, rules, regulations, policies and procedures.
- c. Is not subject to a disciplinary investigation or action by the National Body, Provincial Body, or the Association, or if subject to a disciplinary action previously, have fulfilled all terms and conditions to the satisfaction of the Board.
- d. Has paid all required membership fees, dues or debts to the Club, if any.

2.3.2 Any Voting Member in good standing is entitled to:

- a. Receive notice of any Annual, General and Special Meetings of the Association;
- b. Attend any Annual, General and Special Meeting of the Association;
- c. Speak at any Annual, General and Special Meeting of the Association;
- d. One (1) vote per membership, in person or by proxy, at any Annual, General, and Special Meeting of the Association on any items described in this Bylaw or in the Act; and
- e. Exercise other rights and privileges given to Members in this Bylaw.

2.3.3 Any Non-Voting Member in good standing is not entitled to vote or serve on the Board but shall enjoy all other rights and privileges of Voting Members in the Association.

2.4 Member Ceased to be in Good Standing

2.4.1 Members who cease to be in good standing may have privileges suspended and will not be entitled to vote at the Annual, General and Special Meeting of the Association. Where the Member sits on the Board, at meeting of the Board, or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the criteria of good standing as set out in section 3.3.1 of this Bylaw.

2.5 Resignation of Members

Any Member may at any time deliver a written notice of resignation to the Board. Their termination date is considered to be the date that their written notice is received and approved by the Board. A Member shall not withdraw or resign from the Association when the Member is subject to disciplinary investigation or action by the Association.

2.6 Termination, Suspension or Expulsion of Members

2.6.1 In addition, to expulsion for failure to pay membership dues, a Member may be suspended or expelled from the Association in accordance with the Association's policies and procedures related to the discipline of Members.

2.6.2 The Board may, by written notice, suspend or expel a Member for failing to meet the criteria for Good Standing set forth in section 3.3.1. Affected Members shall receive one (1) week notice of the Boards intention to deliberate on a possible suspension or expulsion and the reason(s) for such deliberation.

2.6.3 The Member will have an opportunity to address the matter being reviewed for termination, suspension, or expulsion with the Board, at a meeting of the Board, before a decision is made.

- 2.6.4 Suspension or expulsion shall require a seventy-five (75) percent majority vote comprised of the full Board. The Board decision is final.

2.7 Continued Liability for Debts Due

Any monies owed to the Association by Members who have resigned or are terminated, suspended or expelled will remain due, unless otherwise decided by the Board.

Section Three – Meetings of the Association

3.1 The Annual General Meeting

- 3.1.1 The Association holds its Annual General Meeting within thirty (30) days of the start of the fiscal year described in section 5.1.
- 3.1.2 The Board shall email a notice to each Voting Member at least twenty-one (21) days before the Annual General Meeting. This notice states the place, date and time of the Annual General Meeting, and any business requiring a Special Resolution.
- 3.1.3 The Order of Business at the Annual General Meeting shall be:
- a. Call to order;
 - b. Reading, correction and adopting minutes of the last Annual General Meeting;
 - c. Ratification of Agenda;
 - d. Business arising from the Minutes;
 - e. Officer and Standing Committee Reports, including financial statements;
 - f. Voting on Motions;
 - g. New Business;
 - h. Election of Officers;
 - i. Adjournment.
- 3.1.4 Attendance by fifty (50) percent of the Voting Members at the Annual General Meeting is a quorum.

3.2 Special Meetings

- 3.2.1 A Special Meeting may be called at any time:
- a. by a resolution of the Board to that effect, or
 - b. on the written request of at least one-third (1/3) of the Voting Members. The request must state the reason for the Special Meeting and the motions(s) intended to be submitted at such Special Meeting.
- 3.2.2 The Board shall email a notice to each member at least twenty-one (21) days before the Special Meeting. This notice states the place, date, time and purpose of the Special Meeting.
- 3.2.3 Only the matter(s) set out in the notice for the Special Meeting are considered at the Special Meeting.
- 3.2.4 Attendance by fifty (50) percent of the Voting Members at a Special Meeting is a quorum.

3.3 General Meetings

- 3.3.1 The Board sets the place, day and time of the meeting.
- 3.3.2 The Board shall email a notice to each Member at least seven (7) days before a General Meeting. This notice states the place, date and time of the General Meeting.
- 3.3.3 Attendance by fifty (50) percent of the Voting Members at a General Meeting is a quorum.

3.4 Board Meetings

- 3.4.1 Board Meetings shall be called by the President and may be held as often as the business of the Association requires.

- 3.4.2 Board Meetings may also be called on the instruction of two (2) Board members provided that the meeting date and time are set and confirmed with the President.
- 3.4.3 Attendance by seventy-five (75) percent of the Board at a Board Meeting is a quorum.
- 3.4.4 If all Board Members are present, a meeting may be held without notice.

3.5 Proceedings at an Annual, General, or Special Meeting

3.5.1 Voting

- a. For a motion to pass at an Annual, General, and Special Meetings it shall receive fifty-one (51%) percent majority vote. If there is a tie vote, the motion is defeated.
- b. For a Special Resolution to pass at an Annual or Special Meeting it shall receive seventy-five (75) percent majority vote.
- c. At an Annual, General, and Special Meeting Members may appoint a proxy to vote on their behalf by providing notice to the Secretary twenty-four (24) hours in advance of the scheduled meeting.
- d. For a motion to pass at a Board or Executive Meeting it shall receive seventy-five (75) percent majority vote.
- e. At a Board or Executive Meeting, Board Members may appoint a proxy to vote on their behalf by providing notice to the President twelve (12) hours in advance of the scheduled meeting.

Section Four – The Governance of the Association

4.1 The Board of Directors

4.1.1 Governance and Management of the Association

The Board governs and manages the affairs of the Association, including:

- a. Promoting the objectives of the Association
- b. Promoting membership in the Association
- c. Maintaining and protecting the Association's assets and property
- d. Paying all expenses for operating and managing the Association
- e. Investing any extra monies
- f. Financing the operations of the Association, and borrowing or raising monies
- g. Making policies, rules and regulation for managing and operating the Association and using its assets
- h. Approving all contracts for the Association
- i. Maintaining all accounts and financial records of the Association.

4.2 Composition of the Board

4.2.1 The Board shall consist of:

- a. A President and Five (5) – Eight (8) Directors at Large; maximum eight (8) Directors. The number of Directors at Large to be determined by the Board by way of Ordinary Resolution.

4.3 Election of the Board

- 4.3.1 Elections for the Board of Directors shall be held on an annual basis at the Annual General Meeting. To support consistency in the Board, whenever possible, only half of the Board may be elected in any given year.
- 4.3.2 Elected members of the Board should take their office immediately following the adjournment of the Annual General Meeting.
- 4.3.3 Members of the Board shall serve a two (2) year term.

4.4 Resignation, Death or Removal of a Board member

- 4.4.1 A Board member including the President may resign from office by providing written notice. The resignation shall take effect either at the end of the months' notice, or on the date the Board accepts the resignation.
- 4.4.2 Removal of a Board member shall occur:
 - a. Through a vote with a seventy-five (75) percent majority comprised of the full Board, or
 - b. By Special Resolution at the request of Voting Members subject to section 4.2.1.
- 4.4.3 If there is a vacancy on the Board, the remaining Board Members may assume the position or appoint a Voting Member in good standing to fill that vacancy for the remainder of the term. Appointments shall be confirmed by seventy-five (75) percent majority vote of the remaining Board members.

4.5 Responsibilities of Board Members

- a. Executive Members are:
 - i. Required to perform the duties associated with their positions and conduct the affairs of the Club in accordance with the roles and responsibilities laid down in the Policy and Procedure Handbook.
 - ii. May have responsibilities changed by the Board of Directors through a vote with a seventy-five (75) percent majority.
- b. Directors, Past President and Officers
 - i. In addition to Executive Members, the Board of Directors may be comprised of Directors to undertake regular RDSSC duties and activity. Understanding that RDSSC needs may change overtime, specific areas of responsibility shall be identified by the Board of Directors in advance of the Annual General Meeting and undergo the nomination and voting process laid out in Article 5.3. Positions may include Registrar, Communication Director, Sponsorship/ Grant Coordinator, Social Director and Alberta Gaming and Liquor Commission (AGLC) Director.
 - ii. The immediate Past President may serve on the Board of Directors for a term of one (1) year to support consistency in leadership and decision making.
 - iii. In the absence of a Coaching Liaison, the RDSSC Head Coach will have an opportunity to have discussions with the Board of Directors.
 - iv. Officers may be identified to support standing committee work, or undertake specific duties assigned by the Board of Directors. These officers shall not have Board of Directors voting rights.

4.6 No member of the Board shall receive any remuneration for his or her services.

Section Five – Finance and Other Management Matters

5.1 Budget

- 5.1.1 The activities of the Association shall be based on an annual budget that aligns with the Association's fiscal year of September 1 to August 31.
- 5.1.2 The annual budget shall be developed based on input from Members of the Board.

5.2 Auditing

- 5.2.1 The books, accounts and records of the Association shall be reviewed at least once a year by a duly qualified accountant or by two (2) Voting Members selected for that purpose.

5.2.2 The books, accounts and records of the Association may be inspected by any Member at any time upon written request.

5.3 Reserves and Borrowing

5.3.1 A financial reserve, equivalent to fifty (50) percent of a typical year's budget shall be maintained. Funds held in reserve may be used to cover unforeseen expenses only if supported by seventy-five (75) percent majority vote comprised of the full Board.

5.3.2 The Association may borrow, raise or secure the payment of money in such a manner as it sees fit. The decision to borrow funds shall be approved by Special Resolution.

Section Six - Protection and Indemnity of the Board

6.1 Each Board member holds office with protection from the Association. The Association indemnifies each Board member against all costs or charges that result from any act done in his or her role for the Association. The Association does not protect any Board member for acts of fraud, dishonesty, or bad faith.

6.2 No Board member is liable for the acts of any other Board member. No Board member is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Association. No Board member is liable for any loss due to an oversight or error in judgment, or by an act in his or her role for the Association, unless the act is fraud, dishonesty or bad faith.

6.3 Board members can rely on the accuracy of any statement or report prepared by the Association's auditor. Board members are not held liable for any loss or damage as a result of acting on that statement or report.

Section Seven – Policies

7.1 If the Association does not have a specific policy they will then revert to using an AAS or CAS policy.

Section Eight – Amending the Bylaws

8.1 These Bylaws shall be repealed, amended, or added to by a Special Resolution

8.2 The amended bylaws shall take effect after approval of the Special Resolution and accepted by the Corporate Registry of Alberta.

Section Nine – Distributing Assets and Dissolving the Association

9.1 The Association shall only be dissolved by a Special Resolution.

9.2 Upon dissolution of the Association, any general funds or assets remaining after the payment of outstanding debts or commitments within the current annual budget shall be donated to the Provincial Body.

Approved on Wednesday, September 22, 2021 at Annual General Meeting

Amended Monday, November 22, 2021

Reviewed Friday, January 21, 2022