

ALBERTA MARLIN AQUATIC CLUB BY-LAWS

1.0 NAME AND POWERS

1.1 **Name:** The name of the society is the “Alberta Marlin Aquatic Club” (the “Club”).

1.2 **Powers:** The Club is incorporated as a society under The Societies Act, as amended, (the “Act”) and subject to the Act and these by-laws has all the powers, rights and immunities vested by law in a corporation.

2.0 OBJECTS

The objects of the Club are:

- a) To promote training and competition programs for the development of competitive Athletes in aquatic sports in Medicine Hat and area;
- b) To promote programs for fitness and recreational aquatics in Medicine Hat and area;
- c) To provide Club members with opportunities and training for self development and leadership in the field of aquatic activities.

3.0 MEMBERS

3.1 **Registration Fees and other Obligations:** The Board of Directors of the Club (the “Board”) shall determine the registration fees payable by members and may assess upon the members such other obligations as it deems fit.

3.2 **Eligibility:** Any person may become a member by applying to the Club, paying registration fees and agreeing to undertake such other obligations as are assessed by the Board. The Board may refuse membership in the Club to members who are not in good standing.

3.3 General Members:

- a) “General Members” means those persons registered in competitive programs offered by the Club. Where the person registered with the Club is 17 years or under, the parent(s) or guardian(s) of the person are also General Members of the Club.
- b) Voting Rights-A General Member in good standing and 18 years of age or over, shall have the right to vote at any General Meeting, provided however, where more than one person of an immediate family is a member of the Club, only one member shall vote. Where a member who has reached 18 years of age has undertaken registration fees and other obligations of the Club individually rather than as part of his or her family, the member may also vote.

3.4 Associate Members:

- a) “Associate Members” means those persons registered in programs offered by the Club, other than competitive programs, and Honorary Members. Where the person registered with the Club is 17 years of age or under, the parent(s) or guardian(s) of the person are also Associate Members of the Club.
- b) Voting Rights-Associate Members shall be entitled to receive notice of and attend all General Meetings of the Club but shall not be entitled to vote.
- c) Honorary Members shall be such persons, as may be appointed by resolution of the Board in recognition of significant services or contributions to the Club. Honorary membership may be terminated at any time by resolution of the Board.

3.5 Withdrawals: Any member wishing to withdraw from the Club may do so upon notice in writing to the Board through the Secretary. Any fees reimbursement will be subject to the terms and conditions as outlined in policy or in the Club handbook.

3.6 Expulsion: If any member is in arrears for fees or assessments for any year, has failed to perform such other obligations as may be assessed by the Board, or has acted contrary to the by-laws, policies or rules of the Club, written notice requesting compliance within 14 days shall be sent to the member. If the member does not comply within 14 days such member shall be automatically expelled from the Club. Such expelled members shall be entitled to no membership privileges or powers in the Club. An expelled member may, upon compliance with the written notice, apply to the Board for re-admission to the Club.

3.7 Good Standing: Any member who has not withdrawn nor been expelled from the Club and has paid in full all registration fees and other financial obligations to the Club is a member in good standing.

4.0 MEETINGS OF THE MEMBERS

4.1 Spring General Meeting: The Club shall hold a Spring General Meeting on or before the 31st day of May in each year. At this meeting, in addition to other business that may be transacted, a President (even years), Vice-President (odd years), Secretary (even years), Treasurer (odd years), Meet Director (odd years) and a Communications Director (even years) and in the event there is no Past President a Director At Large shall be elected by the General Members.

4.2 Annual General Meeting: The Club shall hold an Annual General Meeting on or before the 31st day of October in each year. At this meeting, in addition to other business that may be transacted, the financial statements for the previous year setting out the Club's income, disbursements, assets and liabilities, audited and signed by the Club's auditor, shall be presented. The budget for the year and the appointment of the auditor shall be approved at this meeting.

4.3 Notice of Meetings: Notice of the Spring and Annual General Meetings of the Club shall be given to all members of the Club and shall be made by posting such notice at the aquatic facilities utilized by the Club or by publication of such notice in any publication produced by the Club and remitted to all members of the Club not later than 21 days prior to the date of the proposed meeting.

4.4 Special General Meetings: Special General Meetings of the Club may be called at any time by the President or Board. A Special General Meeting shall be called by the President or Secretary upon receipt of a petition signed by one third (1/3) of the General Members entitled to vote, setting forth the reasons for calling such meeting, delivered in the mail 14 days previous to the meeting. Notice of Special General Meetings shall be given to members in accordance with Section 4.3, provided however, the notice shall be given not later than five (5) days prior to the date of the proposed meeting.

4.5 Quorum: Twenty-five (25) percent of the total number of General Members entitled to vote shall constitute a quorum at any Special or General Meeting.

4.6 Voting: The voting rights of General and Associate Members are set out in Sections 3.3 and 3.4. Voting shall be made in person.

4.7 Resolutions: Resolutions presented to any General Meeting shall pass with a simple majority of those General Members who, if entitled to do so, vote. In accordance with the Act, a "special resolution" means:

- a) a resolution passed at a General 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 not less than 75% of the General Members who, if entitled to do so, vote;
- b) a resolution proposed and passed as a special resolution at a General Meeting of which less than 21 days" notice has been given, if all the General Members entitled to vote so agree; or a resolution consented to in writing by all the General Members entitled to vote.

5.0 BOARD OF DIRECTORS

5.1 Number of Directors: Unless otherwise determined at a General Meeting, the Board shall consist of seven (7) Directors: the Past-President, the President, Vice-President, Secretary, Treasurer, Meet Director and Communications Director. In the event that the position of Past President is vacant, a Director at Large position will become available on the board. This allows the board to maintain the required seven members.

5.2 Qualification: Any General Member in good standing and 18 years of age or over and a member is eligible to be elected as an Officer or Director. No person shall serve the office of President for more than two (2) consecutive terms. The nominee for President must have previous board experience within the Club.

5.3 Election of the Board and Term: The Officers and Directors of the Board shall be voted in by the General Members at the Spring General Meeting and are to serve in that capacity for the next two fiscal years set out in Section 4.1.

5.4 Quorum: The quorum of the Board shall be four (4) Directors

5.5 Action by the Board: The Board shall, subject to the Act, these by-laws or directions given it by majority vote at any General Meeting properly called and constituted, have full control and management of the business and affairs of the Club.

5.6 Removal of Board Members: If a Director is absent from four (4) consecutive meetings of the Board without notice or justification, or if in the opinion of the Board a Director fails to perform assigned duties or acts in a manner detrimental to the Club, the Board may, by resolution, remove the Director from the Board. Notice of removal shall be provided to the Director, in writing, fourteen (14) days before the resolution.

5.7 Vacancies: If more than three (3) Directors resign during any fiscal year then a Special General Meeting shall be called within 21 days to replace the vacancies. If less than 3 vacancies exist, the decision to call another election to fill the vacancies is at the discretion of the remaining Directors.

5.8 Meetings of the Board: Meetings of the Board shall be held as often as deemed necessary to deal with the business of the Club, but not less than eight (8) times during the fiscal year. The Board, at any meeting at which all Directors are present, may decide to hold regular meetings and the resolution shall state the day, hour and place of such meetings and notice of any such meeting is not required.

5.9 Special Meetings of the Board: Special meetings of the Board may be held at the call of the President upon twenty-four (24) hours notice either verbally, by telephone or in writing to Directors. Special meetings may be held without notice if a quorum is present, provided however, that any business transactions at such meetings shall be ratified at the next regularly called meeting of the Board,

otherwise they may be declared null and void by a majority directors vote.

5.10 Resolution in the Absence of a Meeting: A resolution in writing shall be valid in the absence of a meeting of the Board provided all Directors have consented to the resolution in writing.

5.11 Voting: At all meetings of the Board every resolution shall be decided by a majority of the votes cast. Each Director position shall have one vote and subject to section 5.12, shall vote on every resolution. In the event of a tie the resolution is defeated.

5.12 Pecuniary Interest: Any Director with a direct or indirect pecuniary interest in any matter to be decided upon by the Board shall declare such interest and shall be excused from the meeting of the Board during the debate and vote on the matter.

5.13 Remuneration and Expenses: Directors shall receive no remuneration for their services but shall be entitled to be reimbursed for out-of-pocket expenses properly incurred by them at the request of the Board.

5.14 Committees: The Board may appoint such standing or ad hoc committees, as it may deem advisable.

5.15 Dispute Resolution: Where an internal Club dispute arises, the Board may establish an ad hoc committee to review the dispute and report to the Board with recommendations.

5.16 Protection of Directors, Officers and Others: The Club shall indemnify a Director and Officer of the Club and a former Director or Officer of the Club, any heirs and legal representatives, against all costs, charges and expenses including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which the Director or Officer is made party by reason of being or having been a Director or Officer of the Club, if the Director or Officer acted honestly and in good faith with a view to the best interests of the Club, and in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the Director or Officer has reasonable grounds for believing that his or her conduct was lawful.

5.17 Insurance: The Club may purchase and maintain such insurance for the benefit of its Directors and Officers, in their capacity as Directors and Officers, as the Board may determine.

6.0 OFFICERS

6.1 President: The President shall preside at all Board and General Meetings, call Special General Meetings, special meetings of the Board, and perform any other duties imposed by the Board. The President shall be an ex-officio member of all committees.

6.2 Vice-President: The Vice-president shall perform the duties of the President in the event of the absence of the President and any other duties imposed by the Board.

6.3 Secretary: The Secretary attends all Board and general meetings and keeps accurate minutes of such meetings, is responsible for all the correspondence of the Club, maintains a record of all the members of the Club and their addresses, the date on which the person is admitted as a member, the date on which the person ceases to be a member, and whether the member is a General or Associate Member, sends all notices of meetings as required, is responsible for the safekeeping of the seal and all

documents of the Club, maintains and remits all returns, resolutions and records to the Registrar as required under the Act and performs any other duties imposed by the Board. In the absence of the Secretary, the Board shall appoint a member of the Board to discharge the duties of the Secretary.

6.4 Treasurer: The Treasurer will be a voting member of the Board and as such will not be a paid position. The Treasurer will review and present for approval by the Board the financial statements. The Treasurer will apply for grants deemed appropriate by the Board to meet the financial needs of the club; prepare an operational budget; bring forth any suggested changes in fee structure; be responsible to the Board for club financials; be responsible for and submit all required reports to Alberta Gaming. Preparation of Financial Statements may be outsourced to a paid bookkeeping service upon Board approval.

6.5 Meet Director: The Meet Director chairs the Technical Committee, coordinates, monitors and supports swim meet planning and conduct, as well as supports the Officials Chair, Meet Manager, Hospitality Coordinator and Meet Marketer and carries out other duties required by the board.

6.6 Director At Large/Past President: The Director/Past President shall act as a liaison between the members and committees of the Club and the Board and shall perform such other duties as are imposed by the board.

6.7 Communications Director: The Communications Director coordinates all outside correspondence and advertising and carries out other duties required by the board.

6.8 Head Coach: The Head Coach shall be an ex-officio member of the Board and shall attend all Board and general meetings, when directed to do so. The Head Coach shall have no vote at such meetings. The Head Coach shall perform such other duties as are imposed by the Board.

7.0 BUSINESS OF THE CLUB

7.1 Fiscal Year: Unless otherwise determined by the Board, the fiscal year of the Club shall be July 1-June 30.

7.2 Corporate Seal: The Club shall have a corporate seal which shall remain in the custody of the Secretary and shall be affixed to such documents and in the presence and with the signatures of such officers as the Board directs.

7.3 Signing Authority: Agreements, cheques and other negotiable instruments shall be signed by two (2) members of the Board authorized by the Board. The Board may authorize two (2) alternate Board members to have signing authority.

7.4 Borrowing: For the purpose of carrying out its objects, the Club may borrow or raise or secure the payment of money in such manner as it thinks fit and, in particular, by the issue of debentures, but this power shall be exercised only under the authority of these by-laws, and in no case shall debentures be issued without the sanction of a special resolution of the Club. The Board shall be authorized to borrow up to a maximum of \$10,000.00 on behalf of the Club.

7.5 Audit: The books, accounts and records of the Club shall be audited at least once a year by a duly qualified accountant or by two (2) General Members of the Club who are not Directors, appointed for that purpose at the Annual General Meeting. An audited financial statement for the year shall be submitted by such auditor within three (3) months of the end of the fiscal year of the Club.

7.6 Inspection of Records: The books and records of the Club may be inspected by any member of the Club at the Annual General Meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each member of the Board shall, at all times, have access to such books and records.

7.7 Notice to Members: Notice, other than notices of meetings, and other written correspondence to members is adequately given if delivered in person or sent by ordinary mail to the address of the member that appears on the records of the Club.

8.0 AMENDMENT AND DISSOLUTION

8.1 Amendment: These by-laws shall not be rescinded, altered or added to except by special resolution of the Club Membership.

8.2 Dissolution: Upon the dissolution of the Club and after payment of all debts and liabilities, the remaining property of the Club shall be distributed or disposed of to a charitable organization the objects of which are beneficial to the residents of Medicine Hat.

Adopted by the Club the 31st day of October, 2018.