

  
CAROL PREST

## BC AQUASONICS SYNCHRONIZED SWIM CLUB

### BYLAWS

#### PART 1 - INTERPRETATION

1. (1) In these bylaws, except as the context otherwise requires:
  - “**Athlete**” means any person who is registered with the society to participate in a synchronized swimming program during the current season;
  - “**Board**” means the Board of Directors of the society as elected or appointed in accordance with these bylaws from time to time;
  - “**CASSA Fees**” are the fees that are payable to the Canadian Amateur Synchronized Swim Association (CASSA) required for participation in the society’s programs;
  - “**Directors**” means the directors of the society from time to time, elected or appointed from among the voting members of the society in accordance with Part 5 of these bylaws;
  - “**Membership Dues**” are the annual fees payable to become a member of the society;
  - “**Officers**” are the president, vice president, vice president-finance, and secretary as elected from the voting members;
  - “**Program Fees**” are fees set by the directors and charged to athletes to participate in synchronized swimming programs of the society;
  - “**Registered Address**” of a member, means the member’s address as recorded in the register of members;
  - “**Registered**” means the receipt of a completed annual membership rform and payment of Membership Dues;
  - “**Society**” means the BC Aquasonics Synchronized Swim Club;
  - “**Society Act**” means the society Act of British Columbia and regulations there under as from time to time in force;
  - “**Special Fees**” are any permanent, temporary, special, general, single or periodic fee, charge or assessment as determined from time to time by the Club;
- (2) The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.
2. Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

**PART 2 – MEMBERSHIP**

3. The members of the society are the applicants for incorporation of the society, and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.
4. Every member must uphold the constitution and comply with these bylaws.
5. Membership in the society shall be limited to persons committed to furthering the purposes of the society as set out in the constitution of the society.
6. There shall be two classes of members of the society:
  - a. Voting Members who are:
    - i. a parent/guardian of current athletes under age 19
    - ii. current athletes age 19 or older
  - b. Non-Voting Members who are:
    - i. Current athletes under the age of 19
    - ii. Coach Members - coaches retained by the society and actively participating in that capacity unless they have a child who is a current athlete in which case they are a voting member
    - iii. Volunteer Members - community volunteers actively participating within the Club
7. A person ceases to be a member of the society:
  - a. By delivering their resignation in writing to one of the directors of the society by mail or electronic means,
  - b. on their death or in the case of a corporation, on dissolution,
  - c. on being expelled, or
  - d. on having been a member not in good standing for two consecutive months.
8.
  - (1) A member may be expelled by a special resolution of the members passed at a general meeting
  - (2) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion
  - (3) The member who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
9. All members are in good standing except a member that has failed to pay their Program Fees or any other debt due and owing to the society.
10. The Society shall maintain a membership in or an affiliation with British Columbia Amateur Synchronized Swimming Association "Synchro BC".
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**Fees**

12. (1) Participation in the activities of the society is conditional upon timely payment of Program Fees.
- (2) Program fees may be payable in monthly installments, as determined by the directors.
- (3) If any member is delinquent more than one month in the payment of Program Fees, the directors may give the member written notice demanding payment and stipulate a date by which all arrears must be paid.
- (4) If the Program Fees for which demand is made in the notice are not paid within the time set in the notice, then the directors may, by another written notice to the member and to the athlete related or associated with that member, suspend the athlete's participation in any further activities of the society until full payment is made and any other conditions set by the directors have been met.
13. (1) Participation is conditional upon the timely payment of the Membership Dues and CASSA Fees.
- (2) If any member fails to pay the Membership Dues or the CASSA Fee when due, then the athlete associated with that member shall be automatically suspended from any participation in any activities of the society without the requirement for any notice or demand by the directors and the suspension will remain in effect until all such Fees have been paid in full.
14. (1) Participation is conditional upon the timely payment of all Special Fees.
- (2) If any member fails to pay any Special Fee the directors may, by written notice to the member and to the athlete related or associated with that member, suspend the athlete's participation in any further activities of the society until full payment is made and any other conditions set by the directors.
- (3) In particular, if the Special Fee relates to a competition, event or to the purchase of equipment, then the directors may exclude the athlete from the event or the purchase if the Special Fee is not paid on or before the payment deadline set by the directors.
15. Membership dues are determined and set by the directors prior to the start of the season.
16. Where more than one member is related or associated with an athlete, a notice concerning dues or suspension need only be given to any one of those members, but all such members shall be jointly and severally liable for the dues in respect of that athlete.
17. Where a person ceases to be a member, that person will remain liable to the society for full payment of:
  - a. all dues which were payable before that person ceased to be a member;

- b. all costs for which that person was responsible, even if those costs had not yet become payable but the society had incurred them or was committed to incur them;
- c. all costs which the person had agreed to pay, if the society had made a commitment or became liable to pay an amount relying on that person's agreement.

### **PART 3 – MEETINGS OF MEMBERS**

- 18. General meetings of the society are held at the time and place, in accordance with the Society Act, that the directors decide.
- 19. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 20. The directors may, when needed, convene an extraordinary general meeting.
- 21.
  - (1) Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.
  - (2) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice, does not invalidate proceedings of that meeting.
  - (3) Notice of a general meeting may be given personally, by mail, or electronic means to the members at such mail address or electronic address as appears on the records for that member.
- 22. The first annual general meeting of the society must be held not more than 15 months after the date of incorporation and after that an annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting

### **PART 4 -- PROCEEDINGS AT GENERAL MEETINGS**

- 23. Special business is:
  - a. all business at an extraordinary general meeting except the adoption of rules of order, and
  - b. all business conducted at an annual general meeting, except the following:
    - i. the adoption of rules of order;
    - ii. the consideration of the financial statements;
    - iii. the report of the directors;
    - iv. the report of the auditor, if any;
    - v. the election of directors;
    - vi. the appointment of the auditor, if required;

- vii. the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.
24. (1) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.
- (2) 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.
- (3) A quorum is 5 members present at a general meeting.
25. If within 15 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 be rescheduled.
26. Subject to bylaw 25, the president of the society, the vice president or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.
27. If at a general meeting:
- a. there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting, or
- b. the president and all the other directors present are unwilling to act as the chair, the members present must choose a present member to be the chair.
28. (1) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (2) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
- (3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.
29. (1) A resolution proposed at a meeting must be seconded, and the chair of a meeting may move or propose a resolution.
- (2) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member and the proposed resolution does not pass.
30. (1) A member in good standing present at a meeting of members is entitled to one vote.
- a. Where more than one voting member is related or associated with an athlete under age 19, each member is permitted to vote at any meeting of the members.

- b. Where a member is the parent or guardian of more than one athlete under age 19, that member shall be permitted only one vote.
- (2) Voting is by show of hands or by ballot.
- (3) Voting by proxy is only permitted for athletes age 19 or older.

#### **PART 5 - DIRECTORS AND OFFICERS**

- 31. (1) The directors may exercise all the powers and do all the acts, and things that the society may exercise and do and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in a general meeting, but subject, nevertheless, to:
  - a. all laws affecting the society,
  - b. these bylaws, and
  - c. rules, not being inconsistent with these bylaws, that are made from time to time by the society in a general meeting.
- (2) A rule, made by the society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.
- 32. (1) The president, vice president, vice president-finance, secretary, and one or more other persons are the directors of the society.
- (2) The number of directors must be 3 or a greater number determined from time to time at a general meeting.
- 31. (1) Prior to each Annual General Meeting, the directors shall appoint a Nominations Committee of one or more voting members of the society, who are not standing for election, to accept the nominations.
- (2) Nominations for directors shall be submitted in writing to the Nominations Committee not later than ten days prior to the annual general meeting, stating that the nominee consents to such nomination and be signed by two or more Voting Members in good standing.
- (3) The Nominations Committee shall publish the names of the nominees to the Voting Members seven days prior to the Annual General Meeting.
- (4) Nominations will not be accepted from the floor.
- 1 (1) The directors must retire from office at each annual general meeting when their successors are elected.
- (2) Separate elections must be held for the president and vice president-finance positions. The remaining directors shall be elected from the Voting Members of the society and the directors shall select from among those elected one director as vice president, one

- director as secretary, and one director for each of the other areas of responsibility, as determined from time to time.
- (3) An election may be by acclamation; otherwise it must be by ballot. If the number of eligible candidates is equal to or less than the number of directors to be elected, no vote will be required and those nominated will be deemed elected by acclamation
- (4) If a successor is not elected, the person previously elected or appointed continues to hold office, unless they resign or the athlete they represent is no longer a part of the Club.
33. (1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
- (2) A director so appointed holds office only until the Annual General Meeting, where they are eligible for election.
- (3) An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.
34. (1) The members may, by special resolution, remove a director, before the expiration of their term of office, and may elect a successor to complete the term of office.
- (2) Any director being absent without just cause from three (3) or more consecutive meetings of the directors and who, by a vote of the other directors in attendance at such third or subsequent consecutive meeting, is declared to have neglected his or her duties, shall be deemed to have resigned and shall automatically cease to be a director.
35. The office and authority of a director will terminate:
- a. at the Annual General Meeting when their successors are elected,
  - b. upon the inception of mental infirmity rendering the director incapable of managing the director's own affairs,
  - c. upon the director's conviction and sentencing to imprisonment for any offence; or
  - d. when the athlete associated with or related to the director ceases to be an active participating swimmer, or when the director ceases, for any other reason, to be eligible for membership in the society.
36. 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.

## **PART 6 — PROCEEDINGS OF DIRECTORS**

37. (1) The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

- (2) The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the directors then in office.
  - (3) The president is the chair of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president must act as chair, but if neither is present the directors present may choose one of their number to be the chair at that meeting.
  - (4) A director may at any time, and the secretary, on the request of a director, must convene a meeting of the directors.
38.
  - (1) The directors may delegate any, but not all, of their powers to committees consisting of any directors as they think fit.
  - (2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers at the earliest meeting of the directors held after the act or thing has been done.
39. A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their number to be the chair of the meeting.
40. The members of a committee may meet and adjourn as they think proper.
41. For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.
42. A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by letter, telegram, telex, cable or e-mail, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn:
  - a. a notice of meeting of directors is not required to be sent to that director, and
  - b. any and all meetings of the directors of the society, notice of which has not been given to that director, if a quorum of the directors is present, are valid and effective.
43.
  - (1) Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.
  - (2) In the case of a tie vote, the chair does not have a second or casting vote.
44. 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.



45. A resolution in writing (electronic is valid), 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 7 — DUTIES OF OFFICERS**

46. (1) The president presides at all meetings of the society and of the directors.
- (2) The president is the chief executive officer of the society and must supervise the other officers in the execution of their duties.
- (3) Unless decided otherwise by the directors, the president or president's representative shall be the contact person when dealing with outside agencies including Synchro Swim B.C.
47. The vice president must carry out the duties of the president during the president's absence.
48. The secretary must do the following:
- a. conduct the correspondence of the society;
  - b. issue notices of meetings of the society and directors;
  - c. keep minutes of all meetings of the society and directors;
  - d. have custody of all records and documents of the society except those required to be kept by the vice president-finance maintain the register of members
49. The vice president-finance must:
- a. keep the financial records, including books of account, necessary to comply with the Society Act, and
  - b. render financial statements to the directors, members and others when required.
50. (1) The offices of secretary and vice president-finance may be held by one person who is to be known as the vice president-finance/secretary.
- (2) If a vice president-finance/secretary holds office, the total number of directors must not be less than 3 or the greater number that may have been determined under bylaw 30 (2).
51. In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

#### **PART 8 — SEAL**

52. The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.
53. The common seal must be affixed only when authorized by a resolution of the directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the president and secretary or president and secretary vice president-finance.

**PART 9 — BORROWING**

54. In order to carry out the purposes of the society the directors may, on behalf of and in the name of the society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.
55. The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

**PART 10 — NOTICES TO MEMBERS**

56. A notice may be given to a member, either personally, by mail, or electronic means to the member at the member's registered address or email address.
57. A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle
58.
  - (1) Notice of a general meeting must be given to every member shown on the register of members on the day notice is given
  - (2) No other person is entitled to receive a notice of a general meeting.

**PART 11 — BYLAWS**

59. On being admitted to membership, each member is entitled to, and the society must give the members without charge, a copy of the constitution and bylaws of the society.
60. These bylaws must not be altered or added to except by special resolution.
61. Except where a unanimous resolution is required or where a bylaw is declared to be unalterable, these bylaws may be amended only by special resolution of the members.

**PART 12 - CODE OF CONDUCT**

62.
  - (1) The Society shall have a Code of Conduct to govern the conduct of all members, coaches, athletes and all participating parents, guardians and other persons associated with the athletes.
  - (2) The Code of Conduct of the society shall be the code of conduct determined or adopted by the directors from time to time but, in the absence of such determination, shall be the Synchro BC Code of Conduct in effect from time to time.

**PART 13 - DISSOLUTION**

63. If the society has received any funding from the Province of British Columbia on the condition that some or all of the assets of the society be distributed to a particular class or type of organization upon wind up or dissolution, then upon the winding up or dissolution of the society, all or some of the assets, as the case may be, which remain after payment of all costs, charges and expenses properly incurred shall be distributed to one or more such organization to the extent necessary to satisfy the condition. In any other case, the remaining assets of the society shall be distributed to one or more organizations selected by the members of the society at the time, but subject always to any condition or limitations imposed by the Society Act as amended from time to time.
64. On the winding-up and dissolution of the society and after all the society's debts have been paid or provisions for payment have been made, the assets of the society shall be paid or transferred to Synchro BC or other such registered society as the directors may designate and in the amounts they may choose. **This provision was previously unalterable.**
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