

WOLFVILLE TRITONS SWIM CLUB -- BYLAWS

Updated August 2016

ARTICLE I: GENERAL

1.1 Purpose - These Bylaws relate to the general conduct of the affairs of Wolfville Tritons Swim club, a Society registered under the Nova Scotia Societies Act.

1.2 Definitions The following terms have these meanings in these Bylaws:

- a) *Act* - the Nova Scotia Societies Act, as amended from time to time and any legislation that may be substituted therefore.
- b) *AFC* - Aquatic Federation of Canada.
- c) *Association* - Swim Nova Scotia.
- d) *Auditor* - an individual appointed by the Members at the Annual General Meeting, if requested, to audit the books, accounts, and records of the Society for a report to the Members at the next Annual General Meeting.
- e) *Board* - the Board of Directors of the Society.
- f) *Constitution* - a statement comprising the Society's objectives.
- g) *Days*- will mean days irrespective of weekends and holidays.
- h) *Director* - an individual elected or appointed to serve on the Board pursuant to these Bylaws.
- i) *FINA* - Fédération Internationale de Natation Amateur.
- j) *NSSCA* - Nova Scotia Swimming Coaches Association
- k) *Ordinary Resolution* - a resolution passed by not less than a majority of the votes cast at a meeting of the Board, meeting of a Committee, meeting of the Executive or a meeting of Members.
- m) *SNC* - Swimming/Natation Canada
- n) *Society* - Wolfville Tritons Swim Club
- o) *Swimmers Fee* - the annual registration fee, the monthly membership fee, the annual fundraising fee and/or all expenses incurred by Members including swim meet fees and travelling fees.

1.3 No Gain for Members - The Society will be carried on without the purpose of gain for its Members and any profits or other accretions to the Society will be used in promoting its objectives.

1.4 Ruling on Bylaws - Except as provided in the Act, the Board will have the authority to interpret any provision of these Bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Society.

1.5 Conduct of Meetings - Unless otherwise specified in the Act or these Bylaws, meetings of Members and meetings of the Board will be conducted according to Roberts Rules of Order (current edition).

1.6 Interpretation - Word importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate.

1.7 Heading - The headings used in the Bylaws are inserted for convenience of reference only.

1.8 Governing Body - The Society will be the governing body of the sport of swimming in the Province of Nova Scotia as delegated by SNC and will govern itself in accordance with the rules of SNC, AFC and FINA.

ARTICLE II: MEMBERSHIP

Categories of Membership

2.1 Categories - The Society has four (4) categories of membership:

- a) Swimmer Members;
- b) Parent Members;
- c) Coach Members;
- d) Members--at--Large;

Qualifications for Membership

2.2 Year--Round Swimmer Member - Any individual who is a swimmer registered with the Society and has applied for membership, has agreed to abide by the Society's bylaws, policies, rules and regulations and is registered with the Society.

2.3 Coach Member - Any individual who is a coach registered with the Society, who is certified by the Coaching Association of Canada under the National Coaching Certification Program, who is a registered member of NSSCA and SNC and has applied for membership, has agreed to abide by the Society's bylaws, policies, rules and regulations and is registered with the Society.

2.4 Parent Member - any individual, who is a parent or guardian of a Swimmer Member under eighteen (18) years of age that has applied for membership, has agreed to abide by the Society's bylaws, policies, rules and regulations and is registered with the Society.

2.5 Members--at--Large - Any individual who is interested in the affairs of the Society, has applied for membership, has agreed to abide by the Society's bylaws, policies, rules and regulations and is registered with the Society.

Membership Duration and Dues

2.6 Year -- Unless otherwise determined by the Board, the membership year of the Society will be September 1st - August 31st .

2.7 Duration - Membership is accorded on an annual basis as determined by the Board of Directors, and all Members will re-apply for membership each year.

2.8 Dues - Membership dues for all categories of Membership will be determined annually by the Board of Directors.

Withdrawal and Termination of Membership

2.9 Resignation - A Member may resign by delivering written notice of such resignation to the Registrar, which resignation will take effect upon delivery.

2.10 May Not Resign - A Member may not resign from the Society when the Member is subject to disciplinary investigation or action of the Society.

2.11 Arrears - A Member will be expelled from the Society for failing to pay membership dues or money owed to the Society by the deadline dates prescribed by the Society or otherwise fails to comply with all other registration policies of the Society by way of ordinary resolution of the Board of Directors.

2.12 Discipline - In addition to expulsion for failure to pay membership dues, a Member may be suspended or expelled from the Society in accordance with the Society's policies and procedures relating to discipline of Members.

2.13 Removal - A Member may be removed by resolution of the voting Members present at an Annual General Meeting or Special Meeting, provided the Member has been given fourteen (14) days written notice of and the opportunity to be present and to be heard at such a meeting.

2.14 Member Coaches - Member Coaches who cease to be certified at the level prescribed by Section 2.3 will be expelled from the Society immediately.

Good Standing

2.15 Definition - A Member of the Society will be in good standing provided that the Member:

- a) Has not ceased to be a Member;
- b) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
- c) Has completed and remitted all documents and certifications as required by the Society;
- d) Has complied with the Constitution, Bylaws, policies, rules and regulations of the Society; and
- e) Is not subject to a disciplinary investigation or action by the Society, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board.
- f) Had paid all required membership dues

2.16 Cease to be in Good Standing -- Members who cease to be in good standing, as determined by the Board of Directors will not be entitled to vote at meetings of Members and, where the Member is a Director, at meetings of Directors, or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing as set out above.

ARTICLE III: MEETINGS OF MEMBERS

3.1 Types of Meetings - Meetings of Members will include Annual General Meetings, and Meetings.

3.2 Meeting -- A Meeting of the Members may be called at any time by the President, by the Board or upon the written requisition of sixty (60%) percent or more of the Members who have voting rights. Agenda of meetings will be limited to the subject matter for which the meeting was duly called.

3.3 Location and Date -- The Society will hold meetings of Members at such date, time and place as determined by the Board. The Annual General Meeting will be held within fifteen (15) months of the last Annual General Meeting. Ninety days notice will be given to Members for date and location of the Annual General Meeting.

- 3.4 Meetings by Telephone -- A meeting of voting Members may be held by telephone conference call or by means of other telecommunications technology. Any voting Member who is unable to attend a meeting of members may participate in the meeting by telephone or other telecommunications technology. Voting members who participate in a meeting by telephone or other telecommunications technology are considered to have attended the meeting. This Section is only applicable to ordinary resolutions.
- 3.5 Notice -- Notice of meetings of Members will be posted on the Society's Website at least fourteen (14) days prior to the date of the meeting and written notice will be given to all voting Members at least fourteen (14) days prior to the date of the meeting. Attempts will be made to provide a proposed agenda and reasonable information to permit Members to make informed decisions.
- 3.6 Adjournment - Any meetings of Members may be adjourned to any time and place as determined by the Board and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice will be required for any adjourned meeting.
- 3.7 Agenda - The agenda for the Annual General Meeting will at least include:
- a) Call to order
 - b) Establishment of Quorum
 - c) Approval of the Agenda
 - d) Declaration of any Conflicts of Interest
 - e) Adoption of Minutes of the previous Annual Meeting
 - f) Board, Committee and Staff Reports
 - g) Business as specified in the meeting notice
 - h) Election of new Directors
 - i) Adjournment
- 3.8 New Business -- Any Member who wishes to have new business placed on the agenda of a meeting will give written notice to the Society at least ten (10) days prior to the meeting date or upon the sole discretion of the President or designate.
- 3.9 Quorum - Fifty percent (50%) voting Club Members will constitute a quorum.
- 3.10 Closed Meetings - Meetings of Members will be closed to the public except by invitation of the Board.

ARTICLE IV: GOVERNANCE Composition of the Board

- 4.1 Directors - The Board will consist of no more than twelve (12) Directors.
- 4.2 Composition of the Board -- The Board of Directors of the Society will consist of the following:
- a) President
 - b) Vice-President
 - c) Secretary
 - d) Financial Officer
 - e) Registrar/PPP Manager
 - f) Communications/Website Manger
 - g) Fundraising Manager

- h) Equipment Manager
- i) Age Group Team Manager
- j) Nova Tech Team Manager
- k) Officials Coordinator
- l) Past President (non-voting)
- m) Member-at-large (non-voting)
- n) Coach Representative (non-voting)
- o) Swimmer Representative (non-voting)

Election or Appointment of Directors

4.3 Eligibility of Director: Any individual who is eighteen (18) years of age or older, who meets the requirements defined in section 4.5, who has the power under law to contract, and is a member of the Society in good standing, may be nominated for election as a Director.

4.4 Restrictions - There will only be one vote per family on the board if the vote directly impacts their child/children.

4.5 Skills and Characteristics - Potential Directors will preferably exhibit multiple attributes and skills listed below:

Attributes

- a) Knowledge about the sport of swimming
- b) Commitment and capacity (time, energy, expertise) to fulfill the commitment as a Director
- c) Knowledge about roles and responsibilities of a Director, Board and Staff
- d) Experience in formulating policy
- e) Experience in thinking strategically
- k) Ethical and values based behaviour
- l) Representative of client population (athlete & coach)
- m) Other attributes valued by the Board of Directors

Skills

- n) Accounting designation (CA, CMA, CGA)
- o) Legal designation (LL.B)
- p) Professional qualifications (MD, PhD, MBA, Sport Science)
- q) Personnel Management (Human Resource Professional designation)
- r) Media/Marketing/Public Relations contacts/experience
- s) Fundraising and funding source contacts
- t) Administration/Management experience
- u) Government relations/contacts
- v) Organizational development/Strategic Planning experience
- w) Other skills valued by the Board of Directors

4.6 Nomination - The individual must be nominated for a Director position.

4.7 Incumbents - Individuals currently on the Board of Directors wishing to be re-elected are not subject to nomination but must notify the Board fourteen (14) days before the Annual General Meeting.

Election of Directors

4.8 Election - The Directors will be elected by the voting members at the Annual General Meeting.

4.9 Decision - Elections will be decided by the voting Members in accordance with the following:

- a) One Valid Nomination - Winner declared by acclamation.
- b) Two or More Valid Nominations - Winner is the nominee receiving the greatest number of votes. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more than two nominees, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains only two nominees or a winner is declared. If only two nominees remain and there continues to be a tie, the winner will be decided by the Board of Directors by resolution.

Terms

4.10 Elected Directors Terms -- Elected Directors will serve terms of two years and will hold office until their successors have been duly elected in accordance with these Bylaws, unless they resign, are removed from or vacate their office. Directors shall be elected by members at each annual general meeting of the Society. In even-numbered years, elections will be held for President, Financial Officer, Age Group Team Manager, Fundraising Manager and Communications/Website Manager. In odd-numbered years, elections will be held for Vice-President, Secretary, Registrar/PPP Manager, Nova Tech Team Manager, and Equipment Manager.

Immediate Past President

4.11 Immediate Past President - The Immediate Past President is defined as the immediate last person to occupy the position of President who completed their full term and was not re-elected as a Director, removed or resigned.

4.12 Term of Immediate Past President - The Immediate Past President will serve a maximum term of one year, unless they resign, are removed from or vacate their office.

4.13 Vacancy of Immediate Past President - If there is no Immediate Past President, as defined in section 4.11, the position of Immediate Past President will remain vacant.

Resignation and Removal of Directors

4.14 Resignation -- A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board. This resignation will become effective the date on which the request is approved by the Board. Where a Director who is subject to a disciplinary investigation or action of the Society resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

4.15 Vacate Office -- The office of any Director will be vacated automatically if:
a) the Director is found by a court to be of unsound mind;

- b) the Director becomes bankrupt;
- c) Upon the Director's death.

4.16 Removal - A Director may be removed by special resolution of the voting Members present at an Annual General Meeting or Special Meeting, provided the Director has been given fourteen (14) days written notice of and the opportunity to be present and to be heard at such a meeting.

Filling a Vacancy on the Board

4.17 Vacancy -- Where the position of a Director becomes vacant for whatever reason and there is still a quorum of Board Members, the Board may appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office.

Meetings of the Board

4.18 Call of Meeting - The meetings of the Board of Directors will be held at any time and place as determined by the President or a majority of the Board of Directors.

4.19 Notice - Written notice, served other than by mail, of Board Meetings will be given to all Directors at least three (3) days prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. No Notice of a meeting of the Board of Directors is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.

4.20 Number of Meetings - The Board will hold a minimum of three (3) meetings per year.

4.21 Quorum - At any meeting of the Board of Directors, quorum will consist of at least fifty percent of voting Directors holding office.

4.22 Voting - Each Director is entitled to one vote. Voting will be by a show of hands, orally or via email unless a majority of Directors present request a secret ballot. Resolutions will be passed upon a majority of the votes being in favour of the resolution.

4.23 No Proxies - Directors may not vote via proxy at meetings of Directors.

4.24 Closed Meetings - Meetings of the Board will be closed to Members and the public except by invitation of the Board.

4.25 Meetings by Telecommunications -- A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Any Director who is unable to attend a meeting may participate in the meeting by telephone or other telecommunications technology. Directors who participate in a meeting by telephone or other telecommunications technology are considered to have attended the meeting.

Powers of the Board

- 4.26 Powers. Except as otherwise provided in the Act or these Bylaws, the Board has the powers of the Society and may delegate any of its powers, duties and functions. Without limit the generality of the foregoing, the Board may:
- a) Implement policies, procedures and rules for managing the affairs of the Society;

- b) Implement policies, procedures and rules relating to the registration of members and shall have the authority to register members accordingly;
- c) Implement policies, procedures and rules relating to the discipline of members, and shall have the authority to discipline members accordingly;
- d) Implement policies, procedures and rules relating to the management of disputes within the Society and shall have the authority to deal with all disputes accordingly;
- e) Implement policies, procedures and rules relating to the direction and control of monies, funds, investments and securities of the Society and shall have the authority to manage these accordingly;
- f) Establish committees, appoint members of committees, and delegate any of its powers, duties and functions to any committee; and
- g) Appoint or employ such persons as it deems necessary to carry out the work of the Society.

Other Committees

4.27 Appointment of Committees -- The Board may appoint such committees as it deems necessary for managing the affairs of the Society and may appoint members of committees or provide for the election of members of committees, may prescribe the duties of committees, and may delegate to any committee any of its powers, duties, and functions except where prohibited by the Act, the Constitution or these Bylaws.

4.28 Quorum -- A quorum for any committee will be the majority of its voting member

4.29 Terms of Reference -- The Board may establish the terms of reference and operating procedures for all Committees, and may delegate any of its powers, duties or functions to any Committee.

4.30 Vacancy -- When a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term.

4.31 President Ex-officio -- The President, or designate as appointed by the President, will be an *ex-officio* (non-voting) member of all Committees of the Society.

4.32 Removal -- The Board may remove any member of any Committee as described under Powers of the Board.

Remuneration

4.33 No Remuneration -- All Directors and members of Committees will serve their term of office without remuneration except for reimbursement of expenses as approved by the Board.

Conflict of Interest

4.34 Conflict of Interest - A Director 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 refrain from

influencing the decision on such contract or transaction; and will otherwise comply with the requirements of the Act regarding conflict of interest.

ARTICLE V: FINANCE AND MANAGEMENT

5.1 Fiscal Year - The fiscal year of the Society will be April 1st to March 31st, or such other period as the Board may from time to time determine.

5.2 Bank -- The banking business of the Society will be conducted at such financial institution as the Board may designate.

5.3 Auditors -- At each Annual General Meeting the Members may appoint an auditor to audit the books, accounts and records of the Association. The auditor will hold office until the next Annual Meeting unless removed by an ordinary resolution. The auditor will not be an Employee or a Director of the Society.

5.4 Books and Records -- The necessary books and records of the Society required by these Bylaws or by applicable law will be necessarily and properly kept. The members may inspect the annual financial statements and minutes of membership and directors meetings. All other books and records of the Society may be inspected by any member at any reasonable time.

5.5 Signing Authority - All written agreements and financial transactions entered into in the name of the Association will be signed by two of the following: President, Vice President, Financial Officer, and Registrar. The Board of Directors may authorize other persons to sign on behalf of the Association.

5.6 Contracts - Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Association by Board members as designated by the Board of Directors.

5.7 Disbursement of Funds - No member or employee of the Society will disburse any funds in his/her keeping belonging to the Society unless authorized policies and procedures are adhered to.

5.8 Intellectual Property - No person, entity or organization may use the name of any intellectual property of the Association without the prior written authorization of the Board of Directors.

5.9 Review of Financial Statements - A financial statement which includes a detailed list of income, expenditures, and liabilities will be provided at the Annual General Meeting.

ARTICLE VI: AMENDMENT OF BYLAWS

6.1 Voting - These Bylaws may only be amended, revised, repealed or added to by a three--fourths affirmative vote of the voting Members present at a meeting duly called to amend, revise or repeal these Bylaws. Upon affirmative vote, any amendments, revisions, addition or deletions will be effective upon approval of the Registrar.

6.2 Notice in Writing - Notice in writing is to be delivered to the Board forty--five (45) days prior to the date of the meeting at which it is to be considered, and is to be delivered to voting Members thirty (30) days prior to meeting at which it is to be considered.

6.3 Waiver of Notice - Notwithstanding any other provisions of these Bylaws, the notice provisions of Article 7.2 may be waived by an affirmative vote of not less than three--fourths (3/4) of the Members present and entitled to vote.

6.4 The Society has power to repeal or amend any of these by-laws by a special resolution passed in the manner prescribed by law.

ARTICLE VII: NOTICE

7.1 Written Notice -- In these Bylaws, written notice will mean notice which is hand--delivered or provided by mail, fax, electronic mail or courier to the address of record of the Association, Director or Member, as the case may be.

7.2 Date of Notice -- Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand--delivered, electronically where the notice is faxed or e--mailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five days after the date the mail is post--marked.

ARTICLE VIII: DISSOLUTION

8.1 Dissolution -- Upon the dissolution of the Society, any funds or assets remaining after paying all debts will be distributed to one or more organization with similar objectives as the Society as determined by the Board of Directors.

ARTICLE IX: INDEMNIFICATION

9.1 Will Indemnify -- The Association will indemnify and hold harmless out of the funds of the Society each Director, their heirs, executors and administrators from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director.

9.2 Will Not Indemnify -- The Society will not indemnify a Director or any other person for acts of fraud, dishonesty, or bad faith.

9.3 Insurance -- The Society will, at all times, maintain in force such directors liability insurance as may be approved by the Board of Directors.

ARTICLE X: MISCELLANEOUS

10.1 It is the objective of the Society that in each fiscal year expenditures shall not exceed income generated. If the objective is not met then the Society shall take immediate steps to rectify the shortfall.

10.2 The Society shall file with Swim Nova Scotia its Annual Statement including a list of its directors with the addresses, occupations, and dates of appointment or election, and within fourteen days of a change of directors, notify the Registrar of the change.

Mike Stokesbury, President

Kjerstin Baldwin, Secretary