



## ByLaws of The Burnaby Barracudas Summer Aquatics Club

### Part – 1 Definitions and Interpretations

1.1 In these Bylaws:

“**Act**” means the Societies Act of the Province of British Columbia, as amended from time to time;

“**Associate member**” means any individual who is admitted to the Society by approval of at least 2/3 majority of the Directors;

“**Athlete**” means any person who participates in swimming, diving, water polo or synchronized swimming;

“**Athlete Code of Conduct**” means the Athlete Code of Conduct in the form approved by the Board, as updated from time to time, that is signed, acknowledged and agreed to at the time of registration of an athlete.

“**BCSSA**” refers to the British Columbia Summer Swimming Association;

“**Board**” means Directors of the Society;

“**Bylaws**” means these Bylaws as altered from time to time;

“**Coaching Member**” means any person who provides and receives compensation for coaching services to the Club;

“**Electronic Means**” means any system or combination of systems, including but not limited to mail, telephonic, electronic, radio, computer or web-based technology or communications facility, that:

- (a) in relation to a meeting or proceeding, permit all participating to communicate with each other or otherwise participate in the proceeding contemporaneously, in a manner comparable, but not

necessarily identical, to a meeting where all were present in the same location: and

- (b) in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters;

**“Swimming”** means swimming, diving, water polo, or synchronized swimming and includes the training and competition of any kind of any such activity;

**“Member”** is an individual who has been accepted into the Society. Member refers to both Voting and Non-voting members;

**“Non-Voting Member”** means Coaching Members;

**“Ordinary Resolution”** means the following:

- (a) a resolution passed at a general meeting by a simple majority of votes cast in person by Voting members;
- (b) a resolution that has been submitted to the members of the Society and consented to in writing by 2/3 of the members who would have been entitled to vote on it in person at a general meeting of the Society; and a resolution so consented to shall be deemed to be an ordinary resolution passed at a general meeting of the Society;

**“Parent Code of Conduct”** means the Parent Code of Conduct in the form approved by the Board, as updated from time to time, that is signed, acknowledged and agreed to at the time of registration of an athlete;

**“Special Resolution”** means the following:

- (a) a resolution passed at a general meeting by at least 2/3 of the votes cast in person by Voting Members;
- (b) a resolution consented to in writing by all voting members;

**“Term”** means the 12-month period from May 1st of one year to April 30th of the following year.

**“Volunteer Program”** means the Society’s Volunteer Program in the form approved by the Board, as updated from time to time, that is signed, acknowledged and agreed to at the time of registration of an athlete;

**“Voting Member”** includes:

- (a) a registered athlete aged nineteen or over who is in good standing;
- (b) a parent/ guardian of a registered athlete under the age of nineteen who is in good standing;
- (c) an associate member;

“WM” means Winter Maintenance.

### **Definitions in Act apply**

1.2 The definitions in the Act apply to these Bylaws.

### **Conflict with Act or Regulations**

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

## **Part 2 – Membership**

2.1 The members of the Society are those persons who are members at the date these Bylaws become effective and those persons who subsequently have become members in accordance with these Bylaws and, in either case, have not ceased to be members.

2.2 The members of the Society shall be composed, inter alia, of the following:

- (a) registered athletes and a parent or guardian of a registered athlete who is under nineteen years of age. Registered athletes in good standing shall hereinafter be called “voting members”. If a registered athlete is a minor on May 1<sup>st</sup>, his/ her voting right must be assigned to one of his/ her parents or legal guardian.
- (b) Coaching Members. A person becomes a Coaching Member on the first day of that person’s employment by the Society to provide paid coaching services to the Society. Coaching Members who are not registered swimmers shall hereinafter be called “non-voting members”.
- (c) Directors of the Society.
- (d) Associate Members. The Board may from time to time and at any time admit to membership any interested person whether or not such

person is a coach, assistant coach, registered athlete or parent/ guardian of a registered athlete. Such admission shall be by two-thirds majority. Any person so admitted shall hereinafter be called an “associate member”, shall be a voting member and shall enjoy all rights and privileges and be subject to the same rules and regulations as a “voting member”. Admission to membership shall be upon application only and approved by the Board in accordance with these ByLaws and any standing rules established by the Board. Any person may apply for membership.

- 2.3 Admission to membership shall be upon application only and approved by the Board in accordance with these Bylaws and any standing rules established by the Board. Any person may apply for membership.

## **Duties of Members**

- 2.4 Every Member must uphold the constitution of the Society and must comply with these Bylaws and (except in the case of Coaching Members) the Society’s Parent and Athlete Codes of Conduct respectively and the Society’s Volunteer program, as updated from time to time.

Each member must subscribe to the BCSSA.

Each member in good standing shall have the right to vote at any general meetings.

Each member shall have one (1) vote each.

If the member is a minor on May 1<sup>st</sup>, his/ her voting right must be assigned to one of his/ her parents, or legal guardian.

## **Fees**

- 2.5 The Board shall review and set the Society’s fee schedules before April 1<sup>st</sup> each year. The fee schedule may include membership, registration, subscription, insurance and other fees.

- 2.6 The annual membership fee shall be payable on or before the registration date established by the Board each year to the Treasurer of the Society.

## **Member not in good standing**

2.7 A Member, who is not a Coaching Member, is not in good standing if the Member fails to pay any amounts due in connection with any Summer or WM Session registration for any athlete in that Member's family, and the Member is not in good standing for so long as those amount remain unpaid.

## **Member not in good standing may not vote**

2.8 A voting Member who is not in good standing

- (a) may not vote at a general meeting of the Society; and
- (b) is deemed not to be a Voting Member for the purpose of consenting to a resolution of the Voting Members.

## **Termination of membership**

2.9 A person's membership in the Society terminates as follows:

- (a) if the annual membership fee remains unpaid for more than two (2) months beyond the due date in any (1) year, unless the Board determines to extend such membership at its sole discretion;
- (b) if a member withdraws from the Society by delivering written notice to the Board;
- (c) if a member who is a coach ceases to be a coach for the Society;
- (d) if an associate member submits a written resignation to the Board by electronic means or by mailing or delivering it to the address of the Society;
- (e) the member is expelled in accordance with section 2.10 of these Bylaws; or
- (f) the Society is dissolved

## **Discipline and expulsion of member**

2.10 The Board has the authority to take disciplinary action against any Member found to be in contravention of the Society's Bylaws, Parent Conduct or the Athlete's Code of Conduct or BCSSA rules and/ or Harassment Policy, as updated from time to time. Disciplinary action includes, but is not limited to, the issuance of a warning, suspension of

which the Board may issue unilaterally, the Board may discipline or expel a Member from the Society by (i) a vote of the majority of the Board at a regularly constituted meeting of the directors; or (ii) the consent in writing of all of the directors of the Society. Before a member is disciplined or expelled, the Society must:

- (a) send to the member written notice of the proposed discipline or expulsion; and
- (b) give the member a reasonable opportunity to be heard by the Board respecting the proposed discipline or expulsion.

The members of the society are those persons who are members at the date these by-laws become effective and those persons who subsequently have become members in accordance with these by-laws and, in either case, have not ceased to be members.

## **Denial of membership**

**2.11** The Board may, at its sole discretion, deny any person participation in Society activities or membership in the Society for any reason and such participation membership may be unilaterally or unreasonably denied. The Board's discretion under this section is subject to the provisions of any applicable human rights legislation. This section does not limit or otherwise affect the Board's authority or powers under section 2.10 (Discipline and expulsion of member).

## **Membership not transferable**

**2.12** A membership in the Society is not transferable.

## **PART 3 – GENERAL MEETINGS OF MEMBERS**

### **Time and place of general meeting**

- 3.1** A general meeting must be held at the time and place the Board determines.
- 3.2** Notice of a general meeting shall be given at least 14 days in advance of the date of the meeting.

- 3.3 Notice of the general meeting shall specify the place, the day, and hour of the meeting and in case of special business, the general nature of that business.
- 3.4 The accidental omission to give notice of a meeting to, or the non-receipt of a notice by any member entitled to receive notice does not invalidate proceeding at that meeting.
- 3.5 The annual general meeting shall be held at least once in every year and before September 30<sup>th</sup> of each year.

### **Ordinary business at general meeting**

3.6 At a general meeting, the following business is ordinary business:

- (a) adoption of rules of order;
- (b) adoption of an agenda;
- (c) approval of the minutes of the general meeting and, if the meeting is an annual general meeting, the minutes of the previous annual general meeting;
- (d) consideration of any financial statements of the Society presented to the meeting;
- (e) consideration of the reports, if any, of the directors or auditor;
- (f) election or appointment of directors;
- (g) appointment of an auditor, if any;
- (h) business arising out of a report of the directors not requiring the passing of a special resolution.

### **Notice of special business**

3.7 A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a Voting Member receiving the notice to form a reasoned judgment concerning that business. Notice of special business must be given at least 14 days in advance of the date of the meeting.

### **Chair of general meeting**

**3.8** The following individual is entitled to preside as the chair of a general meeting:

(a) the individual, if any, appointed by the Board to preside as the chair;

(b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,

(i) the president,

(ii) the vice-president, if the president is unable to preside as the chair, or

(iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

### **Alternate chair of general meeting**

**3.9** If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the Voting Members who are present must elect an individual present at the meeting to preside as the chair.

### **Quorum required**

**3.10** Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of Voting Members is present.

### **Quorum for general meetings**

**3.11** The quorum for the transaction of business at a general meeting is 15 Voting Members present in person at the meeting.

### **Lack of quorum at commencement of meeting**

**3.12** If, within 30 minutes from the time set for holding a general meeting, a quorum of Voting Members is not present,

(a) in the case of a meeting convened on the requisition of Voting Members, the meeting is terminated, and



(b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

## **If quorum ceases to be present**

**3.13** If, at any time during a general meeting, there ceases to be a quorum of Voting Members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

## **Adjournments by chair**

**3.14** The chair of a general meeting may, or, if so directed by the Voting Members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

## **Notice of continuation of adjourned general meeting**

**3.15** It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

## **Order of business at general meeting**

**3.16** The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;

- (f) if the meeting is an annual general meeting,
  - (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
  - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
  - (iii) elect or appoint directors, and (iv) appoint an auditor, if any;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) terminate the meeting.

A general meeting may include other business as determined by the Board in its discretion.

## **Nomination process**

**3.17** All nominations for directors at a general meeting must be received by the secretary in writing no later than seven days prior to the meeting date, and must include the full name and contact details for the director. No nominations received by the Society after the seven day notice period, including from the floor at the general meeting, will be considered or voted upon.

## **Methods of voting**

**3.18** At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the Voting Members. No voting will be permitted by secret ballot.

## **Announcement of result**

**3.19** The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

## **Proxy voting not permitted**

**3.20** Voting by proxy is not permitted.

## **Matters decided at general meeting by ordinary resolution**

**3.21** A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

## **Electronic participation in general meetings**

**3.22** The Board may determine, in its discretion, to hold any general meeting in whole or in part by Electronic Means, so as to allow some or all Members to participate in the meeting remotely.

**3.23** Where a general meeting is to be conducted using Electronic Means, the Board must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting adequately and, in particular, that remote participants are able to participate in a manner comparable to participants present in person, if any.

**3.24** Persons participating by permitted Electronic Means are deemed to be present at the general meeting.

## **PART 4 – DIRECTORS**

### **Number of directors on Board**

**4.1** The Society must have no fewer than six (6) and no more than 12 directors.

### **Director eligibility**

**4.2** A person is eligible to be appointed or elected as a director if the person is, at the time of the appointment or election, a Member who is at least 18 years old in good standing, and is able to receive clearance from the Vulnerable Sector Sexual Offences Check.

### **Election or appointment of directors**

**4.3** At each annual general meeting, the Voting Members entitled to vote for the election or appointment of directors must elect or appoint the Board.

### **Directors may fill casual vacancy on Board**

- 4.4 The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board.

### **Term of appointment of director filling casual vacancy**

- 4.5 A director appointed by the Board to fill a vacancy ceases to be a director at the next annual general meeting of the Society. Such director is entitled to be re-elected as a director at the meeting.

### **Term of Office of Directors**

- 4.6 All Directors shall be elected for a two-year term of office at an annual general meeting.

The President, Treasurer, Director of Equipment shall be elected in odd-number years.

The Vice President, Secretary, Registrar shall be elected in even-number years.

All Directors shall hold and continue to hold their office until the end of their term of office which shall expire immediately after the next annual general meeting in the second year following the election and the office has been filled by re-election or appointment.

The Board will seek staggered term limits for directors such that not more than 50% of the directors leave office at any one annual general meeting. This may include designation of the terms of certain positions open for election for a duration of one year instead of two years, to balance the level of experience among directors.

## **PART 5 – DIRECTORS’ MEETINGS**

### **Calling directors’ meeting**

- 5.1 A directors’ meeting may be called by the president or by any two other directors. The directors shall meet together at least 4 times each year.

### **Notice of directors’ meeting**

- 5.2 At least two days’ notice of a directors’ meeting must be given unless all the directors agree to a shorter notice period.

### **Proceedings valid despite omission to give notice**

- 5.3 The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

### **Conduct of directors' meetings**

- 5.4 The directors may regulate their meetings and proceedings as they think fit.

### **Quorum of directors**

- 5.5 The quorum for the transaction of business at a directors' meeting is a majority of the directors.

### **Electronic participation in directors' meetings**

- 5.6 The Board may determine, in its discretion, to hold any meeting or meetings of the Board in whole or in part by participate in the meeting remotely. Where a meeting of the Board is conducted by Electronic Means, the Society must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting.

## **PART 6 – BOARD POSITIONS**

### **Election or appointment to Board positions**

- 6.1 Directors must be elected or appointed to the following Board positions;
- a. President;
  - b. Vice-president;
  - c. Secretary
  - d. Treasurer
  - e. Registrar
  - f. Director of Equipment

### **Directors at large**

**6.2** Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

### **Role of President**

**6.3** The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

### **Role of Vice-president**

**6.4** The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

### **Role of Secretary**

**6.5** The secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of general meetings and directors' meetings;
- (b) taking minutes of general meetings and directors' meetings;
- (c) keeping the records of the Society in accordance with the Act;
- (d) conducting the correspondence of the Board;
- (e) filing the annual report of the Society and making any other filings with the registrar under the Act.

### **Absence of secretary from meeting**

**6.6** In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

### **Role of Treasurer**

**6.7** The treasurer is responsible for doing, or making the necessary arrangements for, the following;

- (a) receiving and banking monies collected from the members or other sources;
- (b) keeping accounting records in respect of the Society's financial transactions;

- (c) preparing the Society's financial statements;
- (d) making the Society's filings respecting taxes, and
- (e) prepare financial report for the Annual General Meeting

## **Role of Registrar**

**6.8** The Registrar shall:

- (a) Register all athletes in compliance with the BCSSA's rules and regulations,
- (b) Maintain and update the Society's registry of all members,
- (c) Liaise with the regional registrar,
- (d) Report to and update the Board of the membership, and
- (e) Other tasks as assigned by the Board.

## **Role of Director of Equipment**

**6.9** The Director of Equipment shall:

- (a) Maintain and update the inventory of all Society's equipment,
- (b) Organize and maintain the Society's storage,
- (c) Make recommendations to the Board of any Society's equipment service, repair and acquisition,
- (d) Supervise the dispatch and use of the Society's equipment, and
- (e) Other tasks as assigned by the Board.

# **PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY**

## **Remuneration of directors**

7.1 These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

## **Signing authority**

7.2 A contract or other record to be signed by the Society must be signed on behalf of the Society

- (a) by the president, together with one other director,
- (b) if the president is unable to provide a signature, by the vice-president together with one other director,
- (c) if the president and vice-president are both unable to provide signatures, by any 2 other directors, or
- (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

## **PART 8 – Borrowing**

8.1 The directors, on behalf of the Society and in the name of the Society, are not authorized to borrow money from any institutions or individuals to carry out the purposes of the Society without the sanction of a special resolution.

8.2 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 9 – PREVIOUS CONSTITUTION PROVISIONS**

9.1 The Society shall be carried on without purpose of gain for its members, and any profits or other accretions to the Society shall be used in promoting its objects. This provision was previously unalterable.

## **Part 10 – Bylaws**

10.1 The Bylaws shall be made available on the Society's website.

10.2 These Bylaws shall not be altered or added to except by special resolution.



