

Nosecreek Swim Association Bylaws

Society Bylaws :

1.0 Definitions

In this Bylaw :

- (1) NCSA means an abbreviation of the term Nosecreek Swim Association.
- (2) Executive Committee means President, Vice president, Treasurer and Secretary.
- (3) Officer means a singular member of the Executive Committee.
- (4) Board of Directors means the Executive Committee and Directors at Large.
- (5) Meeting means an Annual General Meeting or Special General Meeting of the members of NCSA.
- (6) Member Committees means a group of people appointed for a specific function or task.

2.0 Name

The name of this voluntary not-for-profit Society shall be the Nosecreek Swim Association.

3.0 Membership

General

Membership in the NCSA is open to anyone over eighteen (18) years of age who is interested in furthering the goals and objectives of the NCSA.

The majority of the members of the NCSA will be parents or guardians of participants currently enrolled in NCSA programs.

Membership must be renewed annually. Membership fees, if any, in the NCSA shall be determined from time to time by the Members at an Annual General Meeting.

A membership shall consist of the following categories:

3.1 Member

A person shall be considered a member of the NCSA when the following criteria has been met:

1. Residing in Alberta,
2. Being at least 18 years old,

3. a) Persons with swimmers enrolled in the NCSA program has read, understood and agreed to the yearly registration package which contains the Registration, Membership and Swim Canada fee guide, Medical release and Liability Waivers, Code of Conduct, Policy, Rules and expectations.
 - b) Persons with no enrolled swimmers in the NCSA program will be required to pay, if any, a Membership fee determined by the Board of Directors, complete a criminal background check, agreed to the Medical Release and Liability Waivers, Code of Conduct, Policy, Rules and expectations.
4. Has paid, if any and applicable, the NCSA Registration fee, Membership fee (monthly or yearly) and Swim Canada Registration fee.

A person who has met all the above criteria in (Article 3.1) shall be considered having entered into an agreement with the NCSA to provide swim club services which consists of swim training, coaching and administrative functions and will be administered by the NCSA coaching staff or approved representative.

Remains in good standing with the NCSA.

The member will be entitled to voting privileges at any Meeting of the membership, running for office at the yearly Annual General Meeting, Special General Meeting if applicable and inspection of NCSA's "records and books".

If any member ceases to be a full time member of the NCSA who has entered into an NCSA agreement, the Board of Directors shall automatically suspend them. If any member is in arrears of fees, assessments or other such indebtedness to the NCSA, such members may be automatically suspended by the Board of Directors and shall thereafter be entitled to no membership rights, privileges or powers in NCSA until reinstated.

3.2 Membership Term

NCSA memberships shall be on a seasonal basis and follow the swim club season which operates from September to August.

3.3 Membership Category Fee Schedule

A membership fees schedule shall be approved at an Annual General Meeting.

3.4 Withdrawal From Membership

Withdrawal from membership may be voluntary with written notice to the NCSA office

with no reimbursement of fees, or may be involuntary for non-payment of fees as outlined in the NCSA policies.

3.5 Expulsion from Membership

Any member upon a majority vote of all members of the NCSA in good standing may be expelled from membership for any cause that the Board of Directors may deem reasonable and actionable that is brought to its attention and in direct or indirect breach of NCSA policy, confidentiality agreement or code of conduct.

4.0 Members Meetings and Voting Privileges

4.0 Annual General Meeting

The Annual General Meeting of the Society shall be held within 90 days of the end of the fiscal year.

4.1 Agenda for the Annual General Meeting

The Board shall set the agenda for the Annual General Meeting for the purposes of reviewing the financial statements, tabling the Annual Report, appointing the auditors, holding elections for Board of Director positions that are vacant, expiring and abdications, other such items may be determined.

4.2 Notice

Notice of the Annual General Meeting of the NCSA shall be given to members in writing or Electronic Mail (Email) correspondence at least forty five (45) days prior to the date of the Annual General Meeting and shall be sufficient if placed in a publication (written or Electronic Mail (Email)) of the NCSA transmitted to the members. Notice of a Meeting other than the Annual General Meeting shall be given at least thirty (30) days prior to the date of the Meeting and shall be sufficient if placed in a publication (written or electronic (Email)) of the NCSA transmitted to the members. Notice of the Meeting shall set out the business to be transacted and the purpose for calling the Meeting.

4.3 Quorum

A quorum for a Meeting shall be fifteen (15) members in good standing, via a combination of but not limited to in person, teleconferencing and virtual assembly.

4.4 Special General Meeting

A Special General Meeting may be called at the discretion of the Executive Committee, or when ten (10) members in good standing submit a written request to the Secretary at

least thirty (30) days prior to the proposed meeting date.

4.5 Voting Privileges

All members in good standing may attend and have a voice at the Annual General Meeting and Special General Meeting. Voting privileges are governed as follows:

Member: 1 vote

Designated ex-officio representatives and guests are welcome to attend Meetings as observers with no voting privileges.

4.6 Proxy Votes

There shall be no voting by proxy.

4.7 Parliamentary Authority

The rules contained in the "Robert's Rules of Order-Revised" shall govern meetings of the NCSA in all cases, which are not consistent with the Bylaws or special rules of the NCSA or with the Societies Act.

4.8 Minutes

It shall be the duty of the Secretary to ensure proper minutes and records are kept at all Meetings and to circulate copies to the Board of Directors (written or electronic (Email)) and any NCSA member upon request. These duties may be delegated as warranted.

5.0 Composition and Nomination of the Board of Directors

The NCSA Board of Directors shall comprise the President, Vice President, Treasurer, Secretary and Directors at Large. The Executive Committee positions and minimum yearly Directors at Large positions are mandatory.

A mandatory minimum of four (4) Directors at Large (two (2) in an even year and two (2) in an odd year) shall be on the Board of Directors up to a maximum of eight (8) Directors at Large (four (4) in an even year and four (4) in an odd year).

Directors at Large: These positions are optional based on NCSA operational requirements if the mandatory minimum yearly amount has been fulfilled. The Executive Committee will determine the number of Directors at Large needed on an annual basis in an NCSA calendar year at or before the yearly Annual General Meeting.

The Past President is designated as an ex-officio Board Member with no voting rights or privileges and remains on the Board of Directors as a transitional support to the newly elected President during the calendar year that the new president was elected.

The Head Coach is designated as an ex-officio Board Member with no voting rights or privileges and advises and guides the Board of Directors regarding needs for operational requirements.

The Executive Committee and the Directors at Large shall have voting privileges at any and all Board of Director Meetings.

5.1 Election Process and Procedures

The President will only vote in the event of a nominee tie and does not vote otherwise.

Board of Director members are nominated and elected by the voting members at an Annual General Meeting held annually.

A Prospective Executive Committee member can be nominated by themselves or any member present at the Annual General Meeting or Special General Meeting, elected by majority ballot vote by the voting members in attendance which is not limited to in person, virtual and teleconferencing at the Annual General Meeting or Special General Meeting. Candidates must be members in good standing. Notification of the nomination procedure will be included with the notice of the Annual General Meeting or Special General Meeting.

A separate ballot vote will take place for each Executive Committee vacancy provided nominations exceed position vacancies.

No vote will take place for an Executive Committee position if the number of nominated members does not exceed the vacancy (only one for every vacant Executive Committee position) and provided there are no objections from the members in attendance of the nominated member. The nominee will be considered elected by acclamation to the position.

The President will only vote in the event of an Executive Committee nominee tie and will only vote to break the tie.

A Prospective Director at Large member can be nominated by themselves or any member present at the Annual General Meeting or Special General Meeting and elected by majority ballot vote by the voting members in attendance which is not limited to in person, virtual and teleconferencing at the Annual General Meeting or Special General Meeting. Candidates must be members in good standing. Notification of the nomination procedure will be included with the notice of the Annual General Meeting or Special

General Meeting.

A separate ballot vote will take place for each Director at Large vacancy provided the nominations exceed position vacancies based on operational requirements of the Executive Committee and as set out in (Article 5.0).

No vote will take place for a Director at Large position if the number of nominated members does not exceed vacancies and provided there are no objections from the members in attendance of the nominated member. The nominee(s) will be considered elected by acclamation to the position(s).

The President will only vote in the event of a Director at Large nominee tie and will only vote to break the tie.

No more than 25% will be considered appointed by acclamation to the Board of Directors in a calendar year.

Successful Board of Director nominees are required to sign a non disclosure agreement as to preserve privileged information of the NCSA and its members.

The term of office shall be complete at the end of the meeting at which successors are appointed or elected unless a written notice of resignation has been submitted to the Board of Directors.

5.2 Terms of Office

The terms of the Elected Board members will be as follows:

<u>Position</u>	<u>Term</u>	<u>Election Year Odd/Even</u>
President	2 years	Begin Even Year
Vice President	2 years	Begin Odd Year
Treasurer	2 years	Begin Even Year
Secretary	2 years	Begin Odd Year
2-4 Directors at Large	2 years	Begin Even Year
2-4 Directors at Large	2 years	Begin Odd Year

5.3 Term of Office Commencement

Positions become effective following the close of the meeting at which the positions were elected.

5.4 Board Vacancy

A Board of Director position shall be vacated:

1. Upon the Board of Directors resignation in writing delivered to the Board of Directors;
or
2. If the Board of Director is absent from three (3) consecutive Meetings during an operational year (Annual General Meeting to Annual General Meeting) without just cause as determined by a majority of the Board of Directors; or
3. By a two thirds majority vote of the Board of Directors for any cause that the membership may deem reasonable; or
4. By a two thirds majority vote of members in good standing in attendance at a Special General Meeting called for the purposes of removing a Board of Director member for any cause that the membership may deem reasonable; or
5. By ceasing to be a full time member.

5.8 Re-election

The President shall be eligible to serve for only two consecutive terms as president.

6.0 Authority of the Board of Directors

The Board of Directors shall govern and direct the affairs of the NCSA in accordance with the objectives of the NCSA. The Board of Directors may exercise all such powers and do all such acts and things as may be exercised or done by the NCSA, except as prohibited by law or by these Bylaws. Without restricting the generality of foregoing, the Board of Directors:

1. May work by itself or in association with any government, organization, company or person;
2. May enter into any contract on behalf of the NCSA;
3. May appoint or employ such agents or employees, to perform such permanent, temporary or special services, as necessary, and to determine their powers and duties and affix their salaries or emoluments;
4. May remove, dismiss or suspend its agents or employees;
5. Shall oversee the financial business of the NCSA and be accountable to the membership for the same;

6. May appoint such standing and special Member Committees to carry on its work; and may determine the composition and powers of such Member Committees;
7. May be reimbursed for expenses incurred in carrying out the business of the NCSA, upon presentation of proper statement; and,
8. Shall not receive remuneration for their services.

6.1 Board of Directors: Voting

A Board of Director member present at a meeting (including the president) is entitled to one vote on each motion or matter to be voted on. If a vote is tied, the motion is lost.

6.2 Calling Board Meetings

Meetings of the Board of Directors may be called by:

1. The President, or
2. Any two of the other Executive Officers of the NCSA.

6.3 Minimum Number of Board Meetings

The president shall call a minimum of five (5) meetings of the Board each fiscal year, namely:

1. One at the start of the swim year.
2. Four during the fiscal year.

6.4 Open Meetings

All meetings of the Board of Directors shall be open meetings except those dealing with personnel, staff remuneration, confidential contract or confidential program matters. Meetings may be held in the format most convenient for advancing the business of the NCSA and may include such things as but not limited to in person, virtual and teleconferencing.

6.5 Board Resolution

A resolution in writing signed by all Board of Director members personally shall be valid and effectual and need not be put to a vote. It is effective as if it had been approved at a meeting of the Board of Directors duly called and convened. Such resolution must be noted and recorded in the minutes of the next scheduled meeting of the Board of

Directors.

6.6 Executive Committee

Officers in the Executive Committee shall include: the President, the Vice-President, the Treasurer and the Secretary. The Executive Committee shall manage NCSA affairs within policy and budget parameters of the NCSA between the times of scheduled Board of Directors Meetings.

6.7 Vacancy – President

Should the office of the President become vacant, the Board of Directors may choose to conduct an election for the interim presidency from among the members of the Board of Directors, by a majority vote of the members of the Board of Directors. The Board of Directors shall appoint a new President as soon as practically possible.

6.8 Vacancies – General

Should any of the positions other than President become vacant, the Board of Directors may choose to conduct an election to fill the position on an interim basis from among the members of the Board of Directors. Any vacancy occurring during the year may be filled at the next Meeting, provided it is so stated in the notice calling such Meeting with the exception of the position of President. Any member in good standing may be appointed if Article (5.1), (maximum 25% appointment is not surpassed) or elected to the vacant position to serve the remainder of the term.

6.9 President

The President shall act on behalf of the Board in all of the following areas:

1. Preside over the Annual General Meeting, Special General Meetings, Board of Directors Meetings and Executive Committee Meetings of the NCSA;
2. Issue public statements on behalf of the NCSA;
3. Supervise the NCSA staff;
4. Sit as an ex-officio member of all NCSA networks, Member Committees and task groups;
5. Provide leadership towards the attainment of the mission and objects of the NCSA;
6. Manage general Board of Director member protocol, decorum, liaison and communications;

7. Liaison with elected officials.

6.10 Past-President

The Past-President will be an ex-officio member of the Board of Directors with no voting privileges at Board of Director meetings and act and a transitional resource and guidance to the newly elected President.

6.11 Vice-President

The Vice-President shall:

1. Chair meetings in the President's absence;
2. Be responsible for the overall planning for the NCSA and undertake other duties as assigned by the President.

6.12 Treasurer

The Treasurer shall:

1. Ensure proper financial policies and procedures and maintenance of accurate records for all receipts and disbursements in accordance with the NCSA policies;
2. Ensure the preparation of an audited financial statement for submission to the Board of Directors, followed by the presentation to the general membership at the Annual General Meeting;
3. Make recommendations from time to time as appropriate, on financial controls and possible funding sources/schemes;
4. Ensure that the NCSA staff are paid in accordance with existing Municipal, Provincial and Federal regulations and laws, and ensure personnel records are kept as required by those regulations;
5. Oversee the preparation of regular financial reports pertaining to the NCSA operating budget and present such reports at the Board of Directors meetings;
6. Oversee the preparation and presentation of an annual operating budget/financial plan for the NCSA.

6.13 Secretary

The Secretary shall:

1. Ensure that all minutes are kept of all meetings of the general membership, Board of Directors and Executive Committee;
2. Ensure that the NCSA objects, bylaws, policies and procedures are in good order, and that amendments are entered into the records immediately upon approval;
3. Call meetings in the absence of the President and President- Elect and to preside, pending the election of a temporary Officer;
4. Act as parliamentarian at all meetings;
5. Oversee the preparation of the NCSA Annual Report and presentation at the Annual General Meeting.
6. Have charge of the official documents of the NCSA.

6.14 Other Officers

The duties of other Officers of the NCSA shall be determined by the President and/or the Board of Directors from time to time.

6.15 General role of Board Members

The role of Board members shall be to:

1. Consider the welfare and interests of the NCSA as a whole and bring to the Board's attention anything that will promote the interests of the NCSA and further the mission and objects of the NCSA;
2. Participate generally in developing and evaluating the policies, programs, and Service of the NCSA;
3. Actively participate in Board meetings and Board networks, Member Committees and task groups as required and acting on behalf of the Board or NCSA;
4. Perform any other duty or function as requested by the President and/or Board of Directors.

6.16 Delegation of Powers

The Board of Directors may delegate any of the powers or duties conferred on it by these Bylaws to designated Officials of the Board of the NCSA.

6.17 Quorum

A quorum at the Board of Directors meetings shall be a simple majority of Board members.

6.18 Conduct

Conduct of members shall be such that all members in good standing agree to abide by the “Code of Ethics” as outlined by NCSA. Adherence to this code, objectives and goals will maintain mutual benefit to all concerned.

Every Board of Director member must subscribe to the “Code of Ethics” prescribed by NCSA for the purpose of confirming the intention of the Board, and assuring the public and its members of the Board’s commitment to the integrity and honesty of Board members.

This section applies as soon as a “Code of Ethics” is adopted by the membership.

6.19 Indemnities to Directors and Others

Each Director or Officer holds office with protection from the Association. The Association indemnifies each Director or Officer against all costs or charges that result from any act done in their role for NCSA. The Association does not protect any Director or Officer for acts of fraud, dishonesty or bad faith.

No Director or Officer is liable for the acts of any other Director, Officer or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency or wrongful act of any person, firm or corporation dealing with the NCSA. No Director or Officer is liable for any loss due to an oversight or error in judgment or by an act in their role for NCSA, unless the act is fraud, dishonesty or bad faith.

Directors or Officers can rely on the accuracy of any statement or report prepared by the NCSA auditor(s). Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

7.0 Member Committees and Task Groups

The Board of Directors may, by resolution, delegate responsibilities to Member Committees, task groups or other such mechanisms consisting of such person or persons as are deemed fit, and any Member Committee or task group so formed shall in the exercise of powers, conform to all regulations or limitations that may be imposed on it by the Board of Directors. The Board, at any time, may similarly withdraw such delegation.

Member Committees, task groups or other such mechanisms will be approved by, and shall report to, the Board of Directors in accordance with the mission and objectives of the NCSA.

The Board of Directors may appoint a Board liaison to each committee or task group. Ad hoc groups may also be approved by a motion at a Board of Directors meeting.

8.0 Head Coach

The NCSA Board of Directors may hire a Head Coach of the NCSA. The Head Coach is designated as an ex-officio Board Member with no voting privileges.

8.1 Designated Functions of the Head Coach

In addition to the terms and conditions for employment of the Head Coach, the Head Coach shall provide leadership to the NCSA; be visionary and proactive in guiding the affairs of the NCSA in a proper and timely manner.

8.2 Authority of the Head Coach

The Head Coach has authority to implement any decision of the NCSA Board of Directors and for that purpose may enter into any agreement or contract, make non gaming expenditures and applications or otherwise commit the NCSA subject only to any limitation on that authority imposed by the NCSA Board.

9.0 Fiscal Year and Financial Affairs

9.0 Fiscal Year

The fiscal year for the NCSA is September 1 to August 31 and may be altered from time to time as required to meet changing business requirements.

9.1 Borrowing Powers

For the purposes of carrying out its mission and objectives, the NCSA Board of Directors may borrow, raise or secure the payment of monies as it thinks fit. If the funds are to be raised by the issue of debentures, a special resolution must be passed by the NCSA.

9.2 Funds

The NCSA Board may establish any operating, capital, reserve, trust and other funds for such purposes and, on such conditions, as the NCSA Board of Directors considers appropriate.

9.3 Authorized Investments

The NCSA may invest in the authorized investments on such terms and conditions as the NCSA Board of Directors may prescribe.

9.4 Banking

The banking business of the NCSA or, any part thereof, shall be transacted with such Canadian chartered bank(s) or trust company(s) which is (are) a member of the Canadian Deposit Insurance Corporation or other firms or corporations whose deposits are similarly protected carrying on a banking/business as the Board of Directors may designate, appoint or authorize from time to time by resolution and all such banking business or any part thereof shall be transacted on behalf of NCSA by the President or such other persons as the Board of Directors may designate, direct or authorize from time to time by resolution.

9.5 Auditing

The books, accounts and records of the Secretary and Treasurer shall be audited at least once per year by a duly qualified accountant or by two (2) members of the NCSA without signing authority and who are not related to each other or any Executive Committee member, elected for that purpose at the Annual General Meeting.

A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor(s) at the Annual General Meeting of the society.

9.6 Inspection of Records

The books and records of the NCSA may be inspected by any NCSA full member in good standing at any time upon giving reasonable notice and arranging a time satisfactory to the Executive Officers having charge of the same.

9.7 Annual Report

The Board of Directors shall present at each Annual General Meeting an annual reporting of NCSA affairs as required by the Societies Act.

10.0 Other Matters

10.0 Patrons and Honorary Directors

The Board of Directors may invite such distinguished persons as it considers appropriate to become honorary directors or patrons of the NCSA. These entities are not considered "Members" but as guests and have no rights or voting privileges and cannot be nominated to the Board of Directors.

10.1 Notices

A notice required to be given to a Board of Director member is properly given if it is given:

1. In writing, or by electronic communication(Email) addressed to the address provided by the Board member for the purposes of receiving notices, or
2. Orally in person or by telephone, or by other means of direct oral communication.

10.2 Amendments to and Repeal of Bylaws

Amendments to these Bylaws may be made by a Special Resolution that is passed by a 75% majority vote of:

1. Voting Members present at an Annual General Meeting or Special General Meeting of which not less than thirty (30) days of notice specifying the intent of the resolution has been duly given, or
2. Returned ballots in a resolution that are mailed or sent electronically to all voting Members of the NCSA and verified by a majority of the Executive Committee, with not less than twenty- one (21) days notice given for response.

No revision, alteration of, or addition to a bylaw has effect until duly registered by the Provincial Registrar (Societies Act).

Any question of interpretation of the Bylaws or any rules or regulations made by the Board of Directors shall be decided by a majority of the Board of Directors present at a meeting.

10.3 Arbitration

In the event that disputes occur within the NCSA that cannot be resolved by internal vote in a Annual General Meeting, Board Meeting or Special General Meeting of the membership, a non-member Arbitrator shall be selected by the Board of Directors who shall be acceptable to the disputing factions. The decision of the Arbitrator shall be considered final.

10.4 Registered Not-For-Profit Organization

The NCSA is duly registered under the "Societies Act" as a provincial, not- for-profit organization whose business shall be carried out without financial gain for its members and any profit or benefits shall be used for promoting its objects and goals.

10.5 Dissolution

In the event of a dissolution (closing) of the NCSA, which shall require a Special Resolution of the membership, the assets remaining after payments of all debts and liabilities shall be disbursed to charitable groups as decided by the Board of Directors.

10.6 Remuneration

No Executive Officer or member of the Board of Directors shall directly or indirectly receive any profit or remuneration from one's position as member of the Board or in any other capacity, provided that a member of the Board of Directors, including those who are also Executive Officers, may be paid reasonable and necessary expenses incurred in the performance of one's duties.