

Calgary Mako Water Polo Club By-Laws

Definitions

1. In these by-laws,
 - (a) "Board" means the Board of Directors of the Club;
 - (b) "Club" means the Calgary Mako Water Polo Club;
 - (c) "Director" means a director on the Board;
 - (d) "Head Coach" means a person who is engaged by the Club to be responsible for the supervision of all persons who provide coaching services to the Players of the Club;
 - (e) "Member" means a member as described in clause 4, who is still in good standing under clause 5;
 - (f) "Objects" means such objectives for the Club as are established in Schedule 1 to these bylaws, as amended from time to time;
 - (g) "Officer" means the President, Co-Presidents, Vice-Presidents, Secretary, or Treasurer of the Club;
 - (h) "Player" means a registered water polo player with Calgary Mako Water Polo team within the Club;
 - (i) "Registrar" means Registrar as defined in the Alberta *Business Corporations Act*, R.S.A. 2000, c. B-9 as amended from time to time;
 - (j) "Special Resolution" means
 - i) A resolution passed
 - a) At a general meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and
 - b) By the vote of not less than 75% of those Members who, if entitled to do so, vote in person or by proxy.
 - ii) A resolution proposed and passed as a special resolution at a general meeting of which less than 21 days notice has been given, if all the Members entitled to attend and vote at the general meeting so agree, or
 - iii) A resolution consented to in writing by all the Members who would have been entitled at a general meeting to vote on the resolution in person.

Name and Affiliation

2. The name of the Club shall be the Calgary Mako Water Polo Club.
3. The Club shall be affiliated with the Calgary Water Polo Association (CWPA), the Alberta Water Polo Association, and Water Polo Canada (WPC), and shall be subject to the relevant rules and regulations adopted by those bodies.

Membership

4. Any parent or guardian of a player is considered a Member of the Club. Any person of the community may also become a Member of the Club by filling out an application and paying a membership fee as determined by the Board. Approval of the Board will also be required.
5. Any person wishing to withdraw from membership in the Club may do so upon giving notice in writing to the Board through the Club's Secretary. If any Member, without permission issued by the President, one of the Co-Presidents or Board, is in arrears for fees and/ or delinquent in the performance of personal obligations to the Club relating to the playing of water polo with the Club as assessed by the Board. They shall not be entitled to exercise any membership privileges or powers in the Club until their fees are paid in full and the personal commitments made by such Member to the Club have been fulfilled up to that date. The Board, by a vote of not less than three-quarters ($\frac{3}{4}$) may expel any Member from membership for any cause deemed reasonable by the Board.
6. The Board shall keep a register of all Members, including full names and residential addresses, the class of membership, the date on which the person is admitted as a Member and, if applicable, the date on which the person ceases to be a Member.

Meetings of the Club

7. Every Member of the Club has one vote at any meeting of the Club.
8. The Club shall hold an annual general meeting before April 30th of each year and shall give at least two weeks' notice of the time and place of the meeting by means of email notice to all Members and by posting a notice on the website normally used for Club notices.
9. Business at the annual general meeting shall include consideration of the audited financial statements of the Club, appointment of the auditor or auditors for the following year and the election of Directors, plus any other business included on the agenda by the Board or voted to be included on the agenda by the Members.
10. At the discretion of the Board, an additional general meeting may be held in any year to elect Directors and to conduct any business included on the agenda by the Board or voted to be included on the agenda by the Members. At least two weeks' notice, in the same form as for an annual general meeting, shall be given of the general meeting.
11. A special meeting may be called by the Board on its own discretion or upon receipt of a petition signed by not less than fifty percent (50%) of the Members. At least two weeks' notice, in the same form as for an annual general meeting, shall be given of the special meeting.
12. Quorum at any meeting of the Club is five (5) Members.
13. All votes at any meeting of the Club are by show of hands, unless the Board determines that a secret ballot shall be held, or a request for secret ballot is made and supported by a vote of not less than twenty-five percent (25%) of those Members present.
14. A motion shall pass on receiving a majority vote (more than 50%) of the votes cast at the meeting, unless it requires a Special Resolution. Votes cast do not include abstentions.
15. Votes may only be cast in person at a meeting of the Club; no vote may be given by proxy or otherwise.

Board of Directors

16. Any Member, except Members who are minors, may be a Director, and no more than one Member from the same family may be Directors.
17. The Board shall consist of up to ten (10) elected or appointed Directors plus any ex officio Directors as allowed for in these bylaws.
18. Committees that will be headed up by a member who will report to the BOD and have regular voting privileges as a member.
19. The notice of election shall include the number of Director positions open for election, and the names of nominees proposed by the Board. Nominations may also be made from the floor. Nominations need not be seconded.
20. Members vote only for election of the individual to the Board and not for the Officer positions.
21. With Board approval, the Secretary and the Treasurer position may be held by one individual, acting in the Secretary/Treasurer position. Director may fill two Officer positions.
22. Directors shall be elected for a two-year term and shall hold office until the election of the Directors in the second following year, unless they resign earlier or are expelled from the Board.
23. A Director may resign from the Board by submitting a letter of resignation to the President or one of the Co-Presidents. Officers of the Club may resign by submitting a letter of resignation to the rest of the Board.
24. A Director is responsible for attending all Board meetings and performing the functions assigned by the Board. If a Director fails to a significant degree to fulfill these responsibilities or engages in conduct significantly prejudicial to the interests of the Club, the remaining Directors may give the Director notice of intent to suspend or expel in accordance with clause 48.
25. The Board of Directors may, by the appointment of a Member, fill any empty position on the Board, however created, until the next election.
26. The Head Coach holds his or her position on the Board in an advisory capacity, and they do not have voting privileges.
27. The Board shall, subject to the by-laws and to directions given it by a majority vote at any general or special meeting properly called and constituted, have full control and management of the affairs of the Club other than such responsibilities as have been delegated to the Officers of the Club through the bylaws.
28. The Board is responsible for:
 - a. Establishing strategic direction
 - b. Establishing the policies and procedures, budgets and financial overview
 - c. Reviewing operations
 - d. Hiring of and monitoring the performance of the Head Coach in accordance with established policies and procedures of the Board
29. Meetings of the Board shall be held as often as may be required, but at least once every four (4) months, and shall be called by the President, or one of the Co-Presidents.
30. A special meeting of the Board may be called on the request of any two Directors upon giving the President, or one of the Co-Presidents, notice of the business to be brought before the meeting.

absence or incapacity of the latter. In the absence or incapacity of the President, the Executive Committee shall designate one of the Vice-Presidents to preside at and chair all meetings of the Members, the Board, and the Executive Committee.

40. Treasurer

The Treasurer shall receive, deposit and make disbursements of all monies of the Club, provided that all disbursements shall be subject to ratification by resolution of the Board at the meeting of the Board next following the disbursement. In the absence or incapacity of the President or the Co-Presidents and the Vice-Presidents, the Treasurer shall preside at and chair all meetings of the Members, the Board and the Executive Committee.

41. Secretary

The Secretary shall be *ex officio* clerk of the Board and the Executive Committee. The Secretary shall attend all meetings of the Board and the Executive Committee and any general or special meeting of the Club and record all facts and minutes of all proceedings in a book kept for that purpose. The Secretary shall give all notices required to be given to Members and to Directors. The Secretary shall be the custodian of the seal of the Club and of all books, papers, records, correspondence, contracts and other documents belonging to the Club, which the Secretary shall deliver up only when authorized by resolution of the Board to do so and to such person or persons as may be named in the resolution. The Secretary shall perform such other duties as may from time to time be determined by the Board.

Executive Committee

42. The Executive Committee will be a standing committee of the Board and shall consist of the Officers.
43. The Executive Committee shall conduct the business of the Club between meetings of the Board and report all decisions made for approval at the subsequent Board Meeting.
44. Executive meetings shall be called by the President, or one of the Co-Presidents or any two members of the Executive Committee, giving each member at least 48 hours notice by telephone or other agreed upon means of communication, or by agreement determined at a previous meeting.
45. The President, or taking sequential turns, one of the Co-Presidents, shall be chair of the Executive Committee, and in the absence of the President, or the Co-Presidents, one of the Vice Presidents will assume the chair.
46. Questions arising at any meeting of the Executive Committee shall be decided by simple majority. The Chairman shall also have a vote. In the case of a tie vote, the Chairman shall have an additional casting vote.
47. A quorum for the transaction of business at any meeting of the Executive Committee shall consist of not less than four members of the Executive Committee present in person or via conference call.

Removal of Directors and Officers

48. The Board shall have the power, by vote of not less than seventy-five percent (75%) of those present (excluding the person subject to the suspension or expulsion), to expel or suspend any member of the Board from their position as a Director and/or Officer on the basis that their conduct has been determined by the Board to be improper, unbecoming, or likely to endanger

58. For the purpose of carrying out its Objects, the Club may borrow, or secure the payment of money in any manner it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only by a Special Resolution of the Members.

Fiscal Year

59. The fiscal year of the Club shall be September 1 to August 31.
60. Dissolution of the Club: upon dissolution of the Calgary Mako Water Polo Club, after payment of debts and liabilities, any assets remaining will be donated to another charitable organization with similar objectives.

Books and Records

61. The books, accounts and records of the Club shall be audited at least once each year by a duly qualified accountant or by two Members who are not Directors and who are appointed at the annual general meeting for that purpose. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor(s) for approval at the annual general meeting.
62. The books, accounts, records and registry of Members may be inspected by any Member upon giving reasonable notice and arranging a time satisfactory to the Secretary of the Club.. Directors have access to the books, accounts, records and registry at any reasonable time. However, where personal information is requested, a valid reason relating to the purposes of the Club must be given unless consent has been received by all owners of the personal information.

Limitation of Liability of Members

63. No Member of the Club is, in the Member's individual capacity, liable for a debt or liability of the Club.

Societies Act

64. The Societies Act, R.S.A. 2000, c. S-14, as amended from time to time, applies to the Club. If any of the provisions of these by-laws are in conflict with the provisions of the Societies Act, the Societies Act shall prevail.