

EDMONTON AURORA SYNCHRONIZED SWIM CLUB  
BYLAWS

***Interpretation and Definitions***

- 1 In these Bylaws, unless the context otherwise requires, words importing the singular number or the feminine gender shall include the plural number or the masculine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.
- 2 Words and expressions used in these Bylaws shall, so far as the context does not otherwise require, have the same meaning as would be the case when used in the *Societies Act* R.S.A. 1980, c.S-18.
- 3 In these Bylaws, the following terms shall have the following meanings:
  - (a) “coaching staff” shall mean the coaches retained by the Society to coach the swimmer members of the Society in the competitive synchronized swim programs of the Society.
  - (b) “club fees” shall mean such annual administration fees and monthly fees for service as may be levied by the Society in respect of the swimmer member’s participation in the competitive synchronized swimming program of the Society.
  - (c) “special resolution” shall mean
    - (i) a resolution passed
      - (A) at a meeting of the Society of which not less than 21 days notice specifying the intention to propose the resolution has been given, and
      - (B) by the vote of not less than 75% of those members who 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 or by proxy.
  - (d) “swimmer” shall mean an individual who has been accepted for participation in the competitive synchronized swimming program of the Society.

***Membership***

- 4 Subject to section 5, the following persons shall be members of the Society: (a) each swimmer, hereinafter referred to as a “swimmer member”, and
  - (b) parent(s) or guardian(s) of each swimmer designated in the roster of members as the parent(s) or guardian(s) for such swimmer, hereinafter referred to as a “parent members”.

5 The membership of each swimmer member and the parent member(s) designated in respect of each swimmer member shall be conditional upon the payment of club fees.

### ***Withdrawal and Expulsion of Members***

6 The membership of any member of the Society shall be terminated upon:

- (a) the member giving verbal or written notice of resignation of membership to the Secretary of the Society,
- (b) the Board of Directors determining that the member has been guilty of non compliance with the rules, regulations or policies of the Society.

7 The membership of any swimmer member of the Society shall be terminated upon: (a)

- default in the payment of club fees when due,
- (b) default in the payment of any indebtedness in respect of the swimmer member's participation in the programs of the Society when due.

8 The continuation of the membership of a parent member shall be conditional upon the continuation of the membership of the swimmer member for whom the parent member has been designated a member pursuant to section 4(b) hereof.

### ***Roster of Members***

9 The Vice President of Membership shall maintain a roster of the members of the Society which shall include:

- (a) the full name and address of each member,
- (b) the telephone number of each member,
- (c) the designation of the swimmer member upon whose continued membership in the Society the membership of each parent member is conditional pursuant to section 8 of these Bylaws,
- (d) the date on which the person is admitted as a member,
- (e) the date on which the person ceases to be a member, and
- (f) any other information which the Directors or the Vice President of Membership deem appropriate.

### ***Meetings***

#### ***General Meetings***

10 The Society shall hold two general meetings each year; one in the spring and one in the autumn.

11 These general meetings of the Society shall be held at Edmonton on such date as the Board of Directors may by resolution determine.

#### ***Spring Meetings***

12 At the spring meeting, the members of the Society, in addition to transacting such business as may properly come before them, shall elect the Board of Directors of the Society. This meeting shall be the Annual General Meeting.

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***Autumn Meetings***

13 At the autumn meeting, the members of the Society, in addition to transacting such business as may properly come before them, shall approve a budget for operations of the Society in the ensuing year. And elect to fill any vacancies on the Board of Directors not filled at the previous spring meeting.

***Special Meetings***

14 The Board of Directors may by resolution convene a special meeting of the members of the Society.

15 The Board of Directors shall call a special meeting of the Society upon presentation to the Secretary of the Society of a written petition signed by ten (10) members requesting such a meeting, and stating the business proposed to be conducted at such meeting.

***Notice of Meetings***

16 Except where a special resolution as defined in section 3(c)(i) is to be proposed, in which case such notice as is required by that section shall be given, notice of the time and place of all meetings and the nature of the business to be transacted shall be communicated to each member at least five days before the holding of the meeting.

17 Notice of meetings may be communicated:

- (a) by ordinary mail sent to each member at the address recorded in the roster of members,
- (b) by telephone advice to each member at the telephone number recorded in the roster of members, or
- (c) by notice contained in a printed newsletter or memo authorized by the President or Secretary of the Society and distributed to the swimmer members for delivery by them to the parent members, or
- (d) by e-mail, or
- (e) by an event web page posted on the Aurora Synchro website.

18 The statement of the Secretary or President at the meeting of the Society that notice has been given pursuant to these bylaws shall be sufficient and conclusive evidence of the giving of such notice.

***Quorum***

19 A quorum for the transaction of business at any meeting of the Society shall consist of not less than ten percent of the members recorded in the roster of members.

***Votes***

20 Each swimmer-member or one of their parent-members shall be entitled to one vote.

***Proxies***

21 Each parent member by written proxy delivered to the Secretary of the Society may appoint some other adult person to attend any meeting of the Society, to participate in the discussion conducted at the meeting and to vote at the meeting in the place of the parent member.

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***Non-Member Participants***

22 The following persons shall be entitled to notice of all meetings of the Society and to attend such meetings and participate fully in the discussion conducted at the meeting but shall not be entitled to vote at such meetings:

- (a) the coaching staff,
- (b) all office staff retained by the Society.

***Board of Directors***

23 The affairs of the Society shall be managed by a Board of Directors who may exercise all such powers and do all such acts as may be exercised or done by the Society and are not by the bylaws of the Society or by law expressly directed or required to be done by the Society at a meeting of the members or otherwise.

***Composition***

24 The Board of Directors shall consist of:

- (a) the President,
- (b) the Treasurer,
- (c) the Secretary,
- (d) Vice-Presidents of the Society as the members shall authorize, as required, by resolution at a general meeting.

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***Eligibility***

26 Any member of the Society shall be eligible for election as a member of the Board of Directors.

27 The elected members of the Board of Directors shall serve without remuneration and until their successors are elected.

***Removal of Directors***

- (a) a Director may be removed by a special resolution passed by the members, in conformance with clause 3(c) of the Edmonton Aurora Synchronized Swim Club's Bylaws, if the Director:
  - (i) fails to attend, without just cause, three (3) meetings of the Board of Directors of which that Director has been duly notified, or

- (ii) is unable, unavailable, or unwilling to discharge any specific responsibilities assigned by the Board of Directors, or
  - (iii) for conduct that in the opinion of the Board of Directors is deemed to be prejudicial to the best interests of the Edmonton Aurora Synchronized Swim Club.
- (b) a Director who is the subject of the proposed resolution for removal shall be given the opportunity to be heard at the meeting before the motion for removal is put to a vote.

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- (c) a Director who ceases to be a member of the Edmonton Aurora Synchronized Swim Club shall automatically cease to be a Director, with the exception of the immediate Past President, who shall be asked to remain for a transition period of one year.

### ***Vacancies***

- 28 Where a vacancy occurs on the Board of Directors, the Board of Directors may, by resolution:
- (a) fill the vacancy by appointment from among the members of the Society, (b) permit the vacancy to remain unfilled until the next general meeting of the Society.
- 29 Where the membership of the Board of Directors is reduced to a number less than that required for a quorum, the remaining members of the Board of Directors shall forthwith call a special meeting of the Society to fill the vacancies.

### ***Meetings***

- 30 Meetings of the Board of Directors shall be at the call of the President or any two other members of the Board of Directors.
- 31 The Board of Directors may hold its meetings at such place or places within the Province of Alberta as it may from time to time determine.

### ***Notice of Meetings***

- 32 Subject to sections 33 and 34, notice of meetings of the Board of Directors shall be delivered or telephoned to each Director not less than one day before the meeting is to take place.
- 33 The board may appoint a regular day and time for regular meetings, and of such regular meeting no notice need be given.
- 34 Where all members of the Board of Directors have signified their consent to the holding of any non-regular meeting of the Board of Directors, such meeting may be held without notice having previously been given.
- 35 The statement of the Secretary or President that any notice required to be given pursuant to these bylaws has been given shall be sufficient and conclusive evidence of the giving of such notice.
- 36 No error or omission in giving notice for a meeting of the Board of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Directors may at any time waive notice of any such meeting and may ratify and approve

of any or all proceedings taken or had thereat.

***Quorum***

37 A majority of the Board of Directors shall form a quorum for the transaction of business.

***Voting***

38 Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes. In case of an equality of votes the Chairperson shall cast a vote.

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39 A resolution in writing signed by all members of the Board of Directors personally shall be valid and effectual as if it had been passed at a meeting of the Board of Directors duly called and constituted.

***Non-Director Participants***

40 The following persons shall be entitled to the same notice of meetings of the Board of Directors as members of the Board of Directors, and shall be entitled to attend and participate in the discussion conducted at meetings of the Board of Directors but shall have no vote at such meetings:

(a) a representative of the coaching staff designated by the Board of Directors (b) any other staff members designated by the Board.

41 Any member of the Society and any person entitled to participate in meetings of the Society pursuant to section 22 shall be entitled to attend any meeting of the Board of Directors and to participate in the discussion conducted at such meetings unless the Board of Directors, by resolution, orders that this section shall not apply to any meeting of the Board of Directors or to any portion of such meeting, but it shall not be necessary to give such persons notice of meetings of the Board of Directors, and such persons shall not be entitled to vote at meetings of the Board of Directors.

***Powers and Duties***

42 The Board of Directors may consider or transact any business either special or general at any meeting of the Board.

43 The Board of Directors may employ from time to time such persons as coaches or office staff for the Society, as the Board of Directors deem necessary, and may assign or prescribe the duties to be filled by and the remuneration to be paid to such persons.

44 Any deeds, documents or contracts to which the Society is a proper or necessary party may be entered into on behalf of the Society by the President and Secretary or such other Director or designated employee of the Society as the Board of Directors may by resolution determine.

45 For the purpose of carrying out the objects of the Society the Board of Directors may borrow or raise or secure the repayment of money in such manner as they think fit, and in particular by the issue of debentures, provided, however, that no such borrowing, raising or securing or repayment of money shall be undertaken without the sanction of a special resolution of the

Society.

***Duties of the President***

46 The President shall preside as Chairperson at all meetings of the members of the Society and of the Board of Directors. The President shall also be an ex officio member of all committees.

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***Duties of the Treasurer***

47 The Treasurer shall receive, deposit and make disbursements of all monies of the Society, provided that no disbursements shall be made except upon the authorization of a resolution of the Board of Directors. And shall assume the duties of the President in the absence of the latter.

***Duties of the Secretary***

48 The Secretary shall communicate or cause to be communicated required notices for all meetings of the Board of Directors or of the Society where directed so to do; prepare minutes and have charge of the minute books of the Society; and shall perform such other duties as the Board of Directors may from time to time require.

***Duties of the Vice Presidents***

49 The Board of Directors may from time to time by resolution describe the duties of the Vice Presidents of the Society.

***Committees***

50 The Board of Directors may establish from time to time such committees for assisting with the handling of the affairs of the Society as they deem necessary and may appoint any members of the Society to serve on such committees, as chairpersons or otherwise, and may appoint any of its own members to serve on such committees. The duties, size and frequency of meetings of any or all such committees may also be established by the Board of Directors.

***Indemnity***

51 All members of the Board of Directors of the Society shall be deemed to have assumed office on the express understanding, agreement and condition that they, their heirs, executors, administrators and estate shall at all times be indemnified and saved harmless out of the funds of the Society from and against all costs, charges and expenses whatsoever which they or any of them collectively or individually sustains or incurs in carrying out their duties as members of the Board of Directors or in respect of any action, suit or proceedings which is brought, commenced or prosecuted against them or any of them for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them or any other member or members of the Board of Directors in or about the execution of their duties as members of the Board of Directors, and also from and against all other costs, charges and expenses which they or any of them sustains or incurs in or about or in relation to the affairs of the Society

except such costs, charges or expenses as are occasioned by their own willful and deliberate neglect or default.

### ***Financial Matters***

#### ***Club Fees***

52 The Board of Directors shall each year by resolution determine:

- (a) an annual administration fee, and
- (b) monthly fee for service

to be paid in respect of each swimmer member of the Society and shall determine the date or dates upon which payment of such club fees shall be due.

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53 The club fees due and payable in respect of each swimmer member of the Society shall be a debt jointly owed to the Society by the swimmer member and the parent member designated in respect of such swimmer member.

#### ***Auditor***

54 The Board of Directors may from time to time appoint an auditor or auditors to hold office for such period as the Directors may determine.

#### ***Fiscal Year***

55 The fiscal year of the Society shall terminate on a day in each year to be fixed by the Board of Directors.

#### ***Books, Records and Financial Statements***

56 The Board of Directors shall see that all necessary books and records of the Society required by the bylaws of the Society or by any applicable statute or law are regularly and properly kept.

57 The financial statement of the Society's affairs shall be made up to the end of the fiscal year for presentation to the members at the spring general meeting or made available to the members when otherwise available.

- (a) The financial records of the society may be inspected by a member of the Society at a general meeting or at any other time with fourteen (14) days written notice to the Board of Directors.

58 Such financial statement may be audited and signed by the Society's auditor.

### ***Disputes***

59 A dispute arising out of the affairs of the Society and between any members of the Society or between:

- (a) a member or a person who is aggrieved and who has for not more than six (6) months ceased to be a member, or
- (b) a person claiming through the member or aggrieved person or claiming under the bylaws of the Society,



and the Society or a member of the Board of Directors, shall be decided by arbitration, which shall be under the *Arbitration Act* unless the Board of Directors shall prescribe some other method.

60 A decision made pursuant to an arbitration is binding on all parties and may be enforced on application to the Court of Queen's Bench, and there shall be no appeal from it.

### ***Seal***

61 The Board of Directors may adopt a seal which shall be the common seal of the Society and the responsibility for its custody and use shall from time to time be determined by the Directors.

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### ***Amendments to the Bylaws***

62 The bylaws of the Society may be rescinded, altered or added to by a special resolution of the Society.

### ***Distribution of Property on Dissolution***

63 Upon the dissolution of the Society, and after payment of all debts and liabilities, the remaining property of the Society shall be distributed or disposed of to such other charitable organizations as the Board of Directors may, by resolution, determine.

Notes – Original Bylaws passed at Spring 1998 General Meeting. Section 27 (a), 27 (b), 27 (c) added at the Autumn 1999 General Meeting. Section 58 (a) added at Spring 2000 General Meeting. (Recommend that Sections 58 and 58 (a) be amended at Autumn 2001 General Meeting by passing bylaws in their entirety)

