

**YELLOWKNIFE POLAR BEAR SWIM CLUB  
BYLAWS**

**Membership**

1. (1) The parent or guardian of a child 5-19 years of age who is registered in the Club, is a member upon payment of the registration fee.  
  
(2) Notwithstanding subsection (1), unpaid volunteer coaches, officials and coordinators of Club activities are members of the Club.  
  
(3) Members have the right to one vote at any general or special general meetings.
2. Any other person or entity interested in the furtherance of the objects of the Club is eligible for associate membership upon payment of an annual associate membership fee as determined by the Board of Directors. Associate members do not have voting rights.
3. Members must abide by the Constitution, bylaws and directives issued by the Executive of the Society.
4. (1) A member may withdraw from membership in the Club by giving notice in writing to the Registrar.  
  
(2) A member may be expelled for non-payment of fees.  
  
(3) Any member whose conduct is considered detrimental to the Club may be expelled by a resolution passed by two-thirds of the Directors present and voting.

**General Meetings**

5. The annual general meeting of the Club shall be held no earlier than 31 days and no later than 90 days after the end of the fiscal year.
6. (1) General and special general meetings of the Club shall be held at the call of the President.  
  
(2) A special general meeting of the Club shall be held if so requested in writing by ten voting members of the Club.
7. Notice of any general meeting must
  - (a) set out the time and place of the meeting and indicate the business to be transacted;

- (b) be given at least 14 days prior to the date set for the meeting, by
    - (i) sending a notice to the voting members or,
    - (ii) posting a notice on the Club notice board at the Ruth Inch Memorial Pool.
- 8. Ten members of the Club constitute a quorum for any general meeting.
- 9. Each voting member is entitled to one vote on any motion or resolution at a general meeting.
- 10. (1) Voting at all general meetings of the Club shall be conducted by a show of hands unless a simple majority of members present require a ballot vote on any motion or resolution.  
  
(2) Directors shall be elected at each annual general meeting. Where there is more than one candidate for an office, the election shall be conducted by ballot vote.  
  
(3) The President may only vote on a motion or resolution in the event of a tie, but he or she may vote in a ballot vote for the election of Directors.

#### **Board of Directors**

- 11. The Board of Directors is responsible for conducting the affairs of the Club in accordance with the objects and these Bylaws.
- 12. Four board members constitute a quorum for a meeting of the Board of Directors.
- 13. Subject to subsection 33 (1), Directors and other officers shall not receive any remuneration.
- 14. The term of office of the Directors is two years. In order to ensure continuity of Club leadership, the President, Secretary and Fundraising Director shall be elected for a two-year term, overlapping for one year with the Vice-President, Treasurer and Registrar, who shall also be elected for a two-year term.
- 15. The Directors may appoint a member to fill a vacancy on the Board of Directors.
- 16. The Directors have the power to remove a Director by resolution supported by two-thirds of the Directors present and voting.
- 17. The Directors have the power to appoint persons to hold designated offices that are not on the Board of Directors. These persons are responsible to the

Board of Directors and hold the designated offices until the next annual general meeting.

18. The Board of Directors consists of the following members:
  - President
  - Vice-President
  - Treasurer
  - Registrar
  - Secretary
  - Fundraising Director
  - Social Director
  - Communications Director
  - Equipment Director
  - Director at Large
  
19. The President shall:
  - (a) chair all meetings of the Board of Directors and all general meetings of the Club;
  - (b) superintend the general operation and administration of the Club;
  - (c) act as the liaison with the Head Coach to determine program requirements;
  - (d) act as a delegate to meetings of Swim Alberta, or appoint an alternate from the Board of Directors.
  
20. The Vice-President shall:
  - (a) assume the President's duties in his or her absence;
  - (b) assist the President in the discharge of his or her duties;
  - (c) superintend the Head Coach evaluation;
  - (d) superintend the meet management team;
  - (e) coordinate officiating development or certification clinics;
  - (f) assist in the recruitment and scheduling of officials to work at Club time trials and swim meets.
  
21. The Treasurer shall:
  - (a) serve as the financial officer of the Club;
  - (b) take charge of all financial books, documents or files of the Club, and make them available at any reasonable time for the inspection of any Director;
  - (c) prepare or arrange for the preparation of the financial statements of the Club, and present the statements at the annual general meeting.
  
22. The Registrar shall:
  - (a) coordinate the registration of swimmers in the Club;

- (b) ensure that registrants have paid the applicable fees and transfer money to the Treasurer;
  - (c) maintain a current address, telephone, and email list of all members;
  - (d) register swimmers with Swim Alberta and maintain the Club's affiliation with Swim Alberta.
  
- 23. The Secretary shall:
  - (a) take charge of all files, documents and effects of the Club, and make them available at any reasonable time for the inspection of any Director;
  - (b) record the minutes of meetings of the Board of Directors and general meetings of the Club, and make them available at any reasonable time for the inspection of any member;
  - (c) prepare correspondence required in the operation of the Club.
  
- 24. The Fundraising Director shall:
  - (a) coordinate fundraising activities of the Club;
  - (b) arrange sponsorship for Club clinics, tournaments and programs.
  
- 25. The Social Director shall:
  - (a) encourage and organize social activities for the Club.
  
- 26. The Communications Director shall:
  - (a) prepare newsletters during the swim season and distribute to Club members on a regular basis;
  - (b) provide information and notices about Club activities to members as needed.
  
- 27. The Equipment Director shall:
  - (a) coordinate equipment purchases for the Club;
  - (b) coordinate equipment sales during time trials, swim meets and other Club events;
  - (c) maintain an inventory of equipment, and transfer money for equipment purchases to the Treasurer.
  
- 28. The Director at Large shall:
  - (a) perform such reasonable duties as may be assigned by the President or by the Board of Directors.

### **Fiscal Year and Finances**

- 29. The fiscal year of the Club commences on April 1 in one year and ends on March 31 in the following year.

30. All cheques drawn against the funds of the Club must be signed by the Treasurer and/or the President and by one other Director. All funds of the Yellowknife Polar Bear Swim Club shall be deposited to its account in a chartered bank located in Yellowknife.
31. The Board of Directors is responsible for the effective operation of the Club and may, by resolution, authorize the borrowing of funds for this purpose. The Board of Directors may borrow funds for a capital expenditure on the authority of a resolution supported by two-thirds of the members present and voting at a general meeting.
32. The accounts of the Club shall not be audited unless the Board of Directors, by resolution, directs that the accounts shall be audited and appoints an auditor for that purpose.

### **Distribution of Assets**

33. (1) The Club shall not distribute any part of its income to any of its members. For greater certainty, this does not preclude the payment of reasonable salaries or employee benefits or other payments for services approved by the Board of Directors, and it does not preclude the reimbursement of reasonable out-of-pocket expenses.  
  
(2) On a winding-up of the Club, the remaining assets shall be distributed among minor sports organizations in Yellowknife provided that they are incorporated under the *Societies Act*, and/or among Canadian charities registered pursuant to the *Income Tax Act*.

### **Amendment or Replacement of Bylaws**

34. These Bylaws may be amended or replaced by
  - (a) a resolution of a majority of the voting members present and voting at an annual general meeting, or
  - (b) an extraordinary resolution made at a special general meeting, provided that a notice of the proposed amendment or replacement has been included in the notice of the general meeting 14 days in advance of the meeting.