

By-Law #1 of the Stittsville Vicious Fish Masters



MASTERS SWIM CLUB

By-Law #1 of the Stittsville Vicious Fish Masters

TABLE OF CONTENTS

NAME 4

HEAD OFFICE..... 4

PURPOSE 4

MEMBERSHIP..... 4

ANNUAL GENERAL AND OTHER MEETINGS 4

QUORUM OF MEMBERS..... 5

VOTING 5

DIRECTORS..... 5

VACANCIES, BOARD OF DIRECTORS 6

QUORUM AND MEETINGS, BOARD OF DIRECTORS 6

VOTING, BOARD OF DIRECTORS 6

REMUNERATION OF DIRECTORS 6

POWERS AND EXECUTION OF DOCUMENTS 6

LIMITATION OF LIABILITY..... 7

INDEMNITY 7

DUTIES OF PRESIDENT 8

DUTIES OF THE VICE-PRESIDENT 8

DUTIES OF SECRETARY 9

DUTIES OF TREASURER..... 9

DUTIES OF THE REGISTRAR 9

By-Law #1 of the Stittsville Vicious Fish Masters

DUTIES OF THE NEWS LETTER EDITOR 9

DUTIES OF THE WEBMASTER.....10

SUBCOMMITTEES10

BOOKS AND RECORDS10

FINANCIAL YEAR.....10

AUDIT.....10

BY-LAWS10

ERROR OR OMISSION IN NOTICE10

FEEES11

FISCAL REQUIREMENTS11

DEPOSIT OF SECURITIES FOR SAFEKEEPING11

OFFICER PERKS - SCHEDULE 112

By-Law #1 of the Stittsville Vicious Fish Masters

NAME

1. The name of the Corporation shall be the Stittsville Vicious Fish Masters Swim Club Incorporated (hereinafter "SVFM").

HEAD OFFICE

2. The head office of SVFM shall be in the City of Ottawa, in the Province of Ontario, at such place as the Board of Directors may from time to time determine.

PURPOSE

3. The purpose of SVFM shall be to:
 - i. Promote swimming as a means of healthy and lifelong exercise;
 - ii. Encourage training for fitness and competition;
 - iii. Provide opportunities for fellowship and camaraderie; and
 - iv. Support complementary local organizations which have similar goals and objectives.

MEMBERSHIP

4. The members of SVFM shall consist of those persons who have paid the membership fee for any one of the swimming programs offered by SVFM (hereinafter "member") in the previous 12 month period prior to the Annual General Meeting (hereinafter "AGM") and are current with their MSO fees.
5. All members will be entitled to one vote at the annual AGM or any other special meeting that may be called from time to time.
6. A member who leaves while a program is in progress and/or is refunded a portion of his fees shall be deemed to have terminated his/her membership

ANNUAL GENERAL AND OTHER MEETINGS

7. The AGM or any other meeting of the members shall be held at the head office of SVFM or elsewhere in Ontario as the Board of Directors may determine and on such day as the said directors shall determine. The AGM will be held no more than 15 months after the holding of the last AGM.
8. The business transacted at the AGM shall as a minimum include:
 - i. Approval of the minutes of the previous AGM;
 - ii. The President's report;
 - iii. The Treasurer's report, consisting primarily of current years financial results and the upcoming years budget;
 - iv. Election of Directors and Officers;
 - v. Selection of a member(s) to perform a review of the financial results for the recently completed fiscal year ended August 31st;
 - vi. Any other business.
9. The Board of Directors shall have the power to call a general meeting of the members of SVFM. Notice of such meetings shall be accompanied by an agenda and shall state the general nature of the business to be presented at the meeting.

By-Law #1 of the Stittsville Vicious Fish Masters

10. Twenty five (25) percent of members of SVFM may, by signed requisition, call a special meeting of the members of SVFM. The requisition shall state the general nature of the business to be presented at the meeting and be signed by the requisitioners.
11. No public notice nor advertisement of members' meetings, annual or general, shall be required. Notice of the time and place of every such meeting shall be given to each member by telephone or electronic mail 10 business days before the time fixed for the holding of such meeting.

QUORUM OF MEMBERS

12. Quorum for the AGM shall be a minimum of 15 members. Quorum for a special meeting to fill Board of Director vacancies by virtue of section 22 shall be a minimum of 10 members. For all other general and special meetings quorum shall be a minimum of 35 members.

VOTING

13. Each member shall have one vote. Voting shall be by show of hands unless requested by any member present in which case voting will be by ballot. The meeting Chairman will not normally vote. In the case of a tie the Chairman presiding over the members' meeting shall have the deciding vote.

DIRECTORS

14. The affairs of SVFM shall be managed and supervised by 6 Directors (hereinafter "Board of Directors). Each elected Director shall also assume one of the Executive Officer roles (see section 36).
15. Annually the current Directors will solicit candidates for the Board of Directors and a corresponding Executive Officer role. In selecting Directors every effort will be made to have a balanced representation from all the swimming programs. Nominations for candidacy must be submitted to the President two weeks prior to the AGM. Nominations will not be accepted at the time of the AGM unless there are no candidates for a specific Board of Director position.
16. Directors shall be elected by voting members present at an AGM.
17. Each Director at the time of his/her election and throughout his/her term of office shall be a member of SVFM and have reached the age of eighteen (18) years.
18. Each Director shall assume his/her role after his/her election at the AGM and shall remain a Director until his/her successor is elected unless the Director resigns or ceases to be a member of SVFM.
19. One half of the Board of Directors shall be up for election at each AGM.
20. The Directors of SVFM may, by resolution passed by at least two-thirds of the Directors in office remove any Director before expiry of his/her term of office and may, by a majority of votes cast at the meeting, elect any person in his/her stead for the remainder of his/her term, provided that notice specifying the intention to pass such a resolution has been given to the director whose term of office will be affected by the resolution. Notice shall be provided at least 10 days prior to such meeting.

By-Law #1 of the Stittsville Vicious Fish Masters

VACANCIES, BOARD OF DIRECTORS

21. As long as there is a quorum of Directors in office, any vacancy occurring in the Board of Directors may be filled for the remainder of the term by the Directors then in office.
22. Whenever there is not a quorum of Directors in office, the remaining directors shall forthwith call a Special meeting of the members to fill the required vacancies.

QUORUM AND MEETINGS, BOARD OF DIRECTORS

23. A majority of the six Directors shall form a quorum.
24. The Board of Directors may hold meetings at such places as may from time to time be determined by the President.
25. Meetings of the Board of Directors shall be called by the President. Notice of such meetings shall be electronically mailed or telephoned to each Director not less than seven (7) business days before the meeting is to take place. Notice of the meeting shall include a draft agenda. Directors will respond within three (3) business days of their intention to attend the meeting which will give the President sufficient time to reschedule the meeting if quorum is not met.
26. The Board of Directors may appoint a day or days in any month or months for regular meetings at an hour to be named and no formal notice of such meetings shall be necessary, provided that the dates of such meetings was consented to by the board attendees at a previous meeting. The President will distribute an agenda 7 days prior to the meeting.
27. The President shall chair the meeting of the Board of Directors. In his absence he will designate one of the executive officers who will be present at the meeting to chair the meeting. If the designate does not attend the meeting the Officers on hand will select a Chair among themselves provided that there is still quorum.

VOTING, BOARD OF DIRECTORS

28. Issues requiring resolution arising at any meeting of Directors shall be decided by a majority of votes. The Chairman will not normally vote. In case of a tie vote, the Chairman, shall have the deciding vote.
29. All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand is made, the vote shall be taken in the usual way by a show of hands.
30. Directors must be present to vote and will not be entitled to vote by proxy.
31. Each director shall be entitled to one vote.

REMUNERATION OF DIRECTORS

32. The Directors shall receive no remuneration for duties undertaken on behalf of the Board of Directors.

POWERS AND EXECUTION OF DOCUMENTS

By-Law #1 of the Stittsville Vicious Fish Masters

33. Any kind of contract which SVFM may lawfully enter into must be pre-approved by the Board of Directors. Once approved the President, Vice President or Treasurer may sign the contract on behalf of SVFM.

LIMITATION OF LIABILITY

34. No director or officer of the Corporation shall be liable for the acts or omissions of any other director or officer or employee of the Corporation or for any loss, damage or expense suffered by the Corporation through the insufficiency or deficiency of title to any property acquired by order of the board of directors, or in respect of any deficiency of any security in or upon which any monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Corporation shall be deposited or for any loss occasioned by any error of judgment or oversight on his part, or for any loss or damage which may occur in the execution of the duties of his office, in relation thereto or in respect of any other act or omission of a director in his capacity as such causing loss, damage or expense, unless the same shall happen through his own willful neglect or default.

INDEMNITY

35. Every Director or Officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation and their heirs, executors, administrators and other personal representative, respectively, shall at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:
- All costs, charges and expenses whatsoever that such Director, Officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of the duties of his or her office or in respect of any such liability.
 - All other costs, charges and expenses which he or she sustains or incurs in relation to the affairs thereof, except such costs, charges and expenses as are occasioned by his or her own willful neglect or default.

OFFICERS OF THE CORPORATION

36. The following shall be the officers of the SVFM:

Executive Officers / Directors (hereinafter "Executive")

- President
- Vice President
- Vice President
- Registrar
- Treasurer
- Secretary

Officers

- News Letter Editor

By-Law #1 of the Stittsville Vicious Fish Masters

- Webmaster

The two Vice President roles must be filled by members from different swim groups.

The SVFM will be managed by the Executive in accordance with the terms specified in sections 14 to 31. Officers will not be required to attend regularly scheduled meetings. Officers “perks” as described in schedule 1 will be applicable to all Officers.

One person may hold more than one office if enough candidates are not available to fill vacancies.

The Board of Directors may from time to time create additional Officer roles to perform such duties as determined by them.

37. Pursuant to section 14 all Executive Officers will be directors of the corporation.

38. In the absence of written agreement to the contrary, the duties of all officers shall be settled from time to time by the Board of Directors.

DUTIES OF PRESIDENT

39. The President shall:

- When present, preside as Chairperson at all meetings of the Members of SVFM and of the Board of Directors, except where he or she has appointed a Chairperson;
- Oversee and coordinate the general management and supervision of the affairs and operations of the SVFM;
- See that all orders and resolutions of the Board are carried into effect;
- Prepare and document policies on the operations of the Executive;
- Ensure that new Officers receive a copy of the By-Laws and Board policies;
- Manage the Agenda for all Board/Executive meetings;
- Perform such other duties as may from time to time be determined by the Board of Directors;
- Negotiate service contracts with coaches which shall be approved by the Board of Directors.

DUTIES OF THE VICE-PRESIDENT

40. The Vice President shall:

- During the absence or inability of the President, his or her duties and powers may be exercised by one of the Vice Presidents;
- Communicate with and monitor input/concerns from the swimmers;
- Organize planned swim meet attendance (distribute meet notices, collect fees etc...);
- Coordinate registration for the program(s) they represent as part of Stage 1 in the Registration Process (see Schedule 2).
- Perform such other duties as may from time to time be determined by the Board of Directors.

By-Law #1 of the Stittsville Vicious Fish Masters

DUTIES OF SECRETARY

41. The Secretary shall:

- i. Attend all meetings of the Board of Directors and be responsible for recording all facts (including but not limited to decisions made during board meetings including votes for and against) and minutes of all proceedings in the books kept for that purpose;
- ii. Prepare minutes of the annual meeting
- iii. Give all notices required to be given to members and to directors;
- iv. Be the custodian of the letters patent, bylaws, registry of members , all correspondence, and other documents belonging to SVFM.
- v. Perform such other duties as may from time to time be determined by the Board of Directors.

DUTIES OF TREASURER

42. The Treasurer shall:

- i. Keep full and accurate accounts of all receipts and disbursements of SVFM in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of SVFM in such bank or banks as may from time to time be designated by the Board of Directors;
- ii. Shall be custodian of all contracts for the fiscal year and accounting books.
- iii. Disburse the funds of SVFM under the direction of the Board of Directors, taking proper vouchers thereof;
- iv. Shall render to the Board of Directors at the regular meetings thereof whenever required of him or her, an account of all his or her transactions as Treasurer, and of the financial position of SVFM;
- v. Perform such other duties as may from time to time be determined by the Board of Directors.

DUTIES OF THE REGISTRAR

43. The Registrar shall:

- i. Maintain a complete and accurate list of members;
- ii. Organize and manage collection of registration and membership fees as per the SVFM Registration Guidelines (Schedule 2). Pass registration fees on to the treasurer;
- iii. Ensure membership lists are sent to MSO annually;
- iv. Communicate program registration to the members;
- v. Perform such other duties as may from time to time be determined by the Board of Directors.

DUTIES OF THE NEWS LETTER EDITOR

44. The Newsletter Editor shall:

- i. Generate at least 3 [Fall (Nov/Dec), Spring (Feb/March) and year-end (May/June)] newsletters for club members covering event notifications, swim meets, articles and information of general interest;
- ii. Perform such other duties as may from time to time be determined by the Board of Directors.

By-Law #1 of the Stittsville Vicious Fish Masters

DUTIES OF THE WEBMASTER

45. The Webmaster shall:

- i. Maintain the SVFM website, ensuring that the on-line information is kept up to date along with links to other websites;
- ii. Perform such other duties as may from time to time be determined by the Board of Directors.

SUBCOMMITTEES

46. The Board of Directors may from time to time create adhoc committees on such terms and conditions as they deem necessary.

BOOKS AND RECORDS

47. The Board of Directors shall see that all necessary books and records of SVFM required by the by-laws of SVFM or by any applicable statute or law are regularly and properly kept.

FINANCIAL YEAR

48. Unless otherwise ordered by the Board of Directors, the fiscal year of SVFM shall terminate on August 31 each year.

AUDIT

49. An annual external audit will not be required unless requested by a majority of the directors or 25% percent of the members. No later than two (2) months after the SVFM year end the Treasurer will present to the Board of Directors the annual financial results for the previous year. The member(s) selected at the AGM will then review the financial results which will include the supporting books and records. Once the review has been completed and the member has reported to the Board of Directors on his findings the President and Treasurer will sign the financial results as evidence of their completeness and accuracy. The signed copy will be held by the Secretary. The Treasurer will provide the books and records of the SVFM to any other officer for his or her review.

BY-LAWS

50. The Board of Directors are authorized to pass by-laws. Unless confirmed at an AGM of the members duly called for that purpose, the by-laws, and any repeal, amendment or enactment thereof are effective only until the next AGM of the members unless confirmed thereat

ERROR OR OMISSION IN NOTICE

51. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether or general of the members of SVFM shall invalidate such meeting or make void any proceedings taken thereat and any member at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

By-Law #1 of the Stittsville Vicious Fish Masters

52. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the postal or electronic address of any member, director or officer shall be his or her last address recorded on the books of SVFM.

FEES

53. The Board of Directors shall, for each swimming program offered by SVFM, establish fees payable on such terms and conditions as it deems appropriate.

54. Fees shall be based on assumptions, which have been agreed upon by the Board of Directors, that ensure at least a break-even point for each of the programs offered by SVFM.

55. In any fiscal year, where it has been determined in the annual financial report after all disbursements, that the cash reserve is greater than 50% of the current year's budgeted expenditures, the Board of Directors will use the excess to reduce the fees payable for returning swimmers in the next session (not including summer programs). The reserve held by SVFM shall be maintained at a minimum of 30% of the annual budgeted operating expenses.

FISCAL REQUIREMENTS

56. All cheques or other orders for the payment of money, notes or other evidences of indebtedness, issued in the name of SVFM, shall be signed by two (2) members of the Board of Directors. They shall be the President and/or the Treasurer and/or one (1) other Board member so designated.

DEPOSIT OF SECURITIES FOR SAFEKEEPING

57. The securities of SVFM shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board of Directors.

58. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of SVFM signed in such manner as shall from time to time be determined by resolution of the Board of Directors.

59. These By-Laws accepted and approved by the voting members of the Stittsville Vicious Fish Masters, this XX day of September, in the year 2005.

Draft # 1 August 2, 2004

Draft # 2 October 23, 2004

Draft #3 April 13, 2005

Final Draft August 20, 2005

Revised October 18, 2006

Revised September 26, 2007

By-Law #1 of the Stittsville Vicious Fish Masters

OFFICER PERKS - SCHEDULE 1

In recognition of their efforts to maintain a vibrant and active swim club Officers shall be entitled to the following perks:

- 1- Sharing of a swim membership with their spouse. (note: both spouses cannot swim during the same practice)
- 2- Swimming at times other than the program in which they are registered. This perk is intended to allow Officers the flexibility to swim when they would otherwise have to miss their normally scheduled swim time. The spouse of an Officer is not entitled to this benefit.

REGISTRATION GUIDELINES - SCHEDULE 2

Registration Process

There are 4 stages to the SVFM registration process for regular season and summer programs.

Stage 1: Duration – 2 weeks

This stage is open to members who are renewing their membership in the program they are currently registered in. Registration for this stage will be coordinated and collected by individual program primes (i.e. Morning VP). The program prime should advise members who wish to change programs to contact the SVFM registrar. They will be added to the internal waiting list for transferring to another program.

Stage 2: Duration – 1 week

Registration for this stage is managed by the SVFM registrar. This stage opens once all registration forms and fees have been collected from the program coordinators for Stage 1. This stage is open to SVFM members who want to register for a different program. Priority will be given to those members who are on the internal waiting list to change programs.

Stage 3: Duration – 2 weeks

Registration for this stage is coordinated by the SVFM registrar and is open to swimmers who participated in one of the summer programs for the current year.

Stage 4: Duration – until programs are full

Registration for this stage is managed by the SVFM registrar and is open to the general public. The registrar will send an email to individuals on the current contact list, request the web master to advertise on the SVFM web site and post notices in the Goulbourn Recreation Complex if necessary.

Note: Stage 3 is not required for the summer programs.

Waiting List for Registration

The SVFM registrar will keep a waiting list for any programs that are full. Priority will be given to current members of SVFM who want to transfer to another program.

Temporary Membership Transfer

The board may decide, at its' discretion, that a swimmer can **temporarily** pass usage of their membership to a friend or family member if all the following conditions are met:

By-Law #1 of the Stittsville Vicious Fish Masters

1. The swimmer cannot swim for medical/ temporary relocation reasons for a minimum of 4 weeks and has found their own temporary replacement.
2. The swimmer has been a member of SVFM for more than the current year and **plans to renew their membership for their own use for the next season.**
3. The replacement swimmer must be a member of MSO, or equivalent, for insurance purposes.
4. The program prime deems that the replacement swimmer is at a swimming level that will not disrupt the lane assignments of that program's members.
5. This will not require any administration from SVFM other than to register the replacement swimmer with MSO. In other words, the replacement swimmer will have no membership privileges and will not appear on the membership lists. The original member will be treated as the SVFM member in all communications, registration, voting, etc.
6. The replacement swimmer will cease attending practices once the swimming member is back in the water.

In making their decision the Board will consider the following:

- Keeping long standing members happy; they are our best advertisement for the club.
- No administration is required for refunds or finding replacement.

Membership Cancellation

The board may decide, at its' discretion, that a swimmer can cancel their membership and receive a prorated refund if:

1. The swimmer is unable to swim for personal, family, medical or business reasons after the 2 week refund period.
2. There is a replacement swimmer on the SVFM waiting list, for the same program the swimmer would like to withdraw from.
3. The program prime deems that the replacement swimmer is at a swimming level that will not disrupt the lane assignments of that program's members.
4. The cancellation is subject to an administration fee of \$100 subtracted from the member's prorated refund.
5. The replacement swimmer must complete the necessary registration forms and pay MSO fees and the prorated SVFM fee.

In making their decision the Board will consider the following:

- Keep attendance for programs at a level which motivates members to attend. Refunds are more likely to be approved for programs where attendance is low. A certain amount of absenteeism is expected in setting enrollment numbers.
- Membership cancellations require considerable effort by the registrar and treasurer and should be discouraged.