


CAROL PREST

**BY-LAWS
OF THE
SAANICH PENINSULA PIRANHA
SUMMER SWIM CLUB**

PART 1 - INTERPRETATION

1.1 LOCATION OF OPERATIONS

The operations of the Society are to be carried on chiefly on the Saanich Peninsula provided that the Society may participate in swimming meets held on Vancouver Island, the mainland and outside the Province.

1.2 DISSOLUTION OF THE SOCIETY

Upon winding up or dissolution of the Saanich Peninsula Piranha Summer Swim Club, the assets which remain after payment of all costs, charges and expenses that are properly incurred in the winding up shall be distributed to such charitable organization registered under the provision of the Vancouver Island Region of British Columbia Summer Swimming Association, as may be determined by the members of the Saanich Peninsula Piranha Swim Club Board at the time of the winding up or dissolution.

1.3 PERSONAL GAIN

No part of the income of the Saanich Peninsula Piranha Swim Summer Club shall be payable to or shall be otherwise available for the personal benefit of any member, director or settler thereof.

1.4 AFFILIATIONS

The Society shall be affiliated with the B.C Summer Swimming Association.

1.5 UNALTERABLE PROVISIONS

Paragraphs 1.1, 1.2, 1.3, 1.4 and this paragraph of the Constitution are unalterable.

1.6 INTERPRETATION

In these by-laws, unless the context otherwise requires:

- I. "Directors", means the directors of the Society;
- II. "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments thereto;
- III. "Society" means the Saanich Peninsula Piranha Swim Club;
- IV. "Board" means the Board of Directors of the Society;
- V. "BCSSA" means the B.C. Summer Swimming Association;
- VI. "Summer Season" means the period of any year commencing May 1st and ending September 30th;

PART 2 - MEMBERSHIP

2.1 There shall be three classifications of membership which shall be as follows:

- I. One parent or guardian per registered swimmer per family shall be considered a member in good standing, and entitled to one (1) vote at the General Meetings.
- II. Life memberships may be bestowed on any member of the Saanich Peninsula Piranha Swim Club for distinctive service to this club. Nomination for Life Membership must be made by a member of the Executive and may be approved at the last regular Executive meeting of the current season. Life members shall have full voting privileges at all general meetings.
- III. Honorary: All coaches shall be honorary members and any other persons shall be granted honorary memberships at the discretion of the Executive. This must be voted on by the Executive. This privilege cannot be abused to the effect an outcome of mutiny against any issue Club member.

PART 3 - MEETINGS OF MEMBERS

- 3.1 General meetings of the Society shall be held at the time and place, in accordance with the Societies Act, that the directors agree.
- 3.2 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 3.3 The directors may, when they think fit, convene an extraordinary general meeting.

- 3.4 Notice of a general meeting shall specify the place, day and hour of the meeting, and, in the case of special business, the general nature of that business.
- 3.5 The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members to receive notice does not invalidate proceedings at that meeting.
- 3.6 The annual general meeting of the Society shall be held in September in each year.

PART 4 - PROCEEDINGS AT GENERAL MEETINGS

- 4.1 Special business is:
- I. All business transacted at an extraordinary general meeting except the adoption of rules of order and;
 - II. All business transacted at an annual general meeting, except:
 - A. the adoption of rules of order;
 - B. the consideration of the financial statements
 - C. the report of the directors
 - D. the election of officers; and
 - E. the other business that, under these by-laws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the director's issues with the notice convening the meeting.
- 4.2 No business, other than the election of a Chair and the adjournment or termination of a meeting, shall be conducted at a general meeting unless the quorum requisite is present at the commencement of the business.
- 4.3 A quorum for general meetings shall be forty per cent (40%) of the number of directors
- 4.4 If within fifteen (15) minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other event, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within fifteen (15) minutes from the time appointed for the meeting, the directors present constitute a quorum.

4.5 President of the Society, the Vice-President, or in the absence of all, one of the other directors present shall preside as Chairman of a general meeting.

4.6

- I. A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- II. Where a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- III. Except as provided by this By-law, it is not necessary to give notice of an adjournment of the business to be transacted at an adjourned general meeting.

4.7

- I. All Piranhas family members in good standing and present at a meeting of the members are entitled to one (1) vote each.
- II. All directors of the Society present at the meeting of the members are entitled to one (1) vote each.
- III. No person shall have more than one vote.
- IV. Voting is by show of hands.
- V. Voting by proxy is not permitted
- VI. Voting may be by secret ballot.

PART 5 - BOARD OF DIRECTORS AND OFFICERS

5.1

- I. The Board may exercise all the powers and do all the acts and things that the Society may exercise and do, and which are not by these By-laws or by statute or otherwise directed or required to be exercised or done by the Society in general meeting but subject, nevertheless to:
 - A. All laws affecting the Society;
 - B. These Bylaws; and
 - C. Rules, not being inconsistent with these By-laws, which are made from time to time by the Society in general meetings.
- II. No rule, made by the Society in general meetings, invalidates a prior act of the directors that would have been valid if that rule had not been made.

5.2 The number of directors shall be up to twenty (20), and their term of office shall be two (2) years

5.3 The directors shall be composed of the following persons:

President, Vice President, Treasurer, Registrar, Secretary, Coach Liaison, Director of Swim Meets, Director of Marketing, Director of Fundraising

- I. All officers shall continue to hold office after the annual general meeting until October 1st in that year, when the officers for the forthcoming year take office.
- II. At the first Board meeting after October 1st, following a change in the person of President, the Board may, if it so chooses, appoint the immediate Past President to the Board. Such appointment shall be by two-thirds ($\frac{2}{3}$) majority and shall be valid for one (1) year until October 1st of the following year, where it may be extended at the will of the Board, again by two-thirds ($\frac{2}{3}$) majority of the Board. If so appointed, the Past President shall:
 - A. assist the President to provide continuity of direction to the Board; and
 - B. not have any voting privileges on the Board.
- III. All positions on the Board may be co-chaired.
- IV. Each director has voting rights, and when a position is co-chaired, those co-chaired members must share one vote.

5.5

- I. Separate elections shall be held for each office to be filled.
- II. An election may be by acclamation; otherwise it shall be by secret ballot.
- III. If no successor is elected the person previously elected or appointed continues to hold office.
- IV. If a director resigns his office or otherwise ceases to hold office, the remaining directors shall appoint a person to take the place of the former director.
- V. A director so appointed holds office only until the conclusion of the term of office, but is eligible for re-election at the next annual

general meeting.

- VI. No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
 - VII. Should a director, whether elected or appointed, be absent for two (2) consecutive Board Meetings without a satisfactory reason for the absence, the Board may, by majority vote consider the Director to have resigned the position and shall appoint a replacement to the position for the balance of the term.
- 5.6 The members may by special resolution remove a director before the expiration of his term in office and may elect a successor to complete the term of office.
- 5.7 No director shall be remunerated for being or acting as a director, but a director shall be reimbursed for all expenses necessarily and reasonably incurred by him/her while engaged in the affairs of the Society.

PART 6 - PROCEEDINGS OF DIRECTORS

6.1

- I. The directors may meet together at the places they decide to dispatch business, adjourn and otherwise regulate their meetings and proceedings as they see fit.
- II. The quorum necessary to transact business shall be forty per cent (40%) of the total number of directors of the Society.
- III. The President shall be chair of all meetings of the directors, but if at a meeting the President is not present within thirty (30) minutes after the time appointed for holding the meeting, the Vice-President shall act as chair; but if neither is present the directors present may choose another director to be chair at that meeting.
- IV. A director may at any time request to convene a meeting of the directors.

6.2

- I. The directors may delegate any, but not all, of their powers to committees consisting of a director or directors as they think fit.
- II. A committee is so formed and the exercise of the powers so

delegated, shall confirm to any rules imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.

- III. A committee shall elect a chair of its meetings; but if no chair is elected, or if at a meeting the chair is not present within fifteen (15) minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their members to be chair of the meeting.
- IV. The members of a committee may meet and adjourn as they think proper.

6.3 For the first meeting of directors held immediately following the election of the directors at an annual general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.

6.4

- I. Questions arising at a meeting of the directors and a committee of the directors shall be decided by a majority of votes.
- II. In case of an equality of votes the chair does not have a second or casting vote.
- III. All directors shall have one (1) vote each.
- IV. In all instances where a vote is not unanimous either in carrying or defeating the motion, dissenting votes will be recorded.

6.5

- I. A resolution in writing, signed by all the directors and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors.
- II. When there are issues between board meetings it shall be acceptable practice to forward motions via email to the Board. All discussions via email shall be entered into the minutes of the next board meeting. All votes must be clear otherwise the facilitator will contact any member who was vague before the votes are published.

6.6 Voting by proxy is not permitted.

- 6.7 A member may attend any meeting electronically and cast votes electronically.
- 6.8 Except as otherwise provided in these by-laws, all proceedings at board meetings shall be governed by Robert's "Rules of Order".

PART 7 - DUTIES OF OFFICERS

- 7.1 The President shall:
- I. Preside at all meetings of the Club and at all other meetings at which his or her attendance may be required and sees that the business is conducted in a proper manner, and in the event of an equality of votes, gives a casting vote;
 - II. Direct the activities of the Executive towards Club goals and objectives including the development and maintenance of the Club's Strategic Plan;
 - III. Ensure that incoming directors are formally and adequately briefed on the Club Constitution, Bylaws and Strategic Plan prior to their first Club Meeting;
 - IV. Ensure the Constitution is revised and review regularly;
 - V. Act as Signing Authority;
 - VI. Prepare an annual report for the annual general meeting.
- 7.2 The Vice-President shall:
- I. Provide assistance to the President in the discharge of his or her responsibilities on an as required basis and acts in that role whenever the President is unavailable, and
 - II. The Vice-President shall become President if the position becomes vacant.
 - III. Prepare an annual report for the annual general meeting.
- 7.3 The Treasurer shall:
- I. Manage all Club financial transactions, including the collection of all membership dues and the payment of all Club bills in accordance with Committee directives;
 - II. Keep the financial records, including books of account,

necessary to comply with the Society Act;

- III. Establish and maintain all required Club bank accounts and/or similar financial transactions, arranging for officer signatures as required;
- IV. Prepare and submit the annual Gaming Grant application;
- V. Submit all tax related filings as required;
- VI. Develop an annual financial statement of the activities of the Club and provides this to the Executive for presentation at the Annual General Meeting each year;
- VII. Act as Signing Authority;
- VIII. Prepare Annual Club Budget with input from Executive and members.

7.4 The Secretary shall:

- I. Ensure that minutes are prepared for all Board of Director meetings;
- II. Keep records of all proceedings, actions, and Committee meetings of the Club;
- III. Maintain and archive official files – including copies of the Constitution, Bylaws, legal Agreements with other entities, Incorporation documentation, and the Club Strategic Plan;
- IV. conduct the correspondence of the Society when required and;
- V. issue notices of meetings of the Society and Directors

7.5 The Registrar shall:

- I. Ensure proper registration of all swimmers and collection of registration fees in accordance with BCSSA Rules and Regulations.
- II. Administer the registration process for all swimmers

7.6 The Coach Liaison shall:

- I. Act as a liaison between Parents, Members, Executive and Coaches
- 7.7 The Director of Swim Meets shall:
- I. Coordinate fun meets and the Annual Sprint Challenge.
- 7.8 The Director of Marketing shall:
- I. Coordinate all Club Sponsorships;
 - II. Ensure sponsorship commitments and branding is followed through;
 - III. Ensure Sponsorship appreciation is completed.
- 7.9 The Director of Fundraising shall:
- I. Coordinate fundraising efforts to provide families with two opportunities during Winter Maintenance to raise funds to help offset the cost of the program.

PART 8 - BORROWING

- 8.1 In order to carry out the purpose of the Society the directors may, on behalf of the Society and in the name of the Society, raise or secure the payment or repayment of money in such manner as they decide and in particular, but without limiting the generality of the foregoing, by the issue of debentures.
- 8.2 No Debenture shall be issued without the sanction of a Special Resolution.

PART 9 - BY-LAWS

- 10.1 On being admitted to membership, a member is entitled to and the Society shall give him, without charge, a copy of the Constitution and by-laws of the Society.
- 10.2 These by-laws shall not be altered or added to except by Special Resolution.