

SPECIAL RESOLUTION
Amendment of the Bylaws of Foothills Masters Swim Club Calgary
(Corporate Access Number 502913957)

I hereby certify that the following special resolution was consented to in writing by all the members of the Foothills Masters Swim Club on June 9, 2021

The Existing Bylaws are repealed and replaced with the attached bylaws.

Date: June 9, 2021
Signature: *Mark Young*
Name: Mark Young
Title: Secretary Registrar



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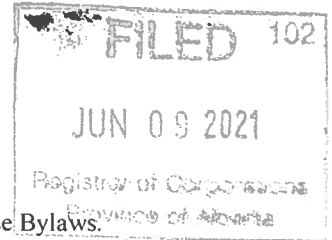
FOOTHILLS MASTERS SWIM CLUB BYLAWS

ARTICLE I: GENERAL

1.1 Purpose – These Bylaws relate to the general conduct of the affairs of the Foothills Masters Swim Club, a Club incorporated under the Alberta Societies Act.

1.2 Definitions - The following terms have these meanings in these Bylaws:

- a) *Act* – Alberta Societies Act and as amended.
- b) *Board* – the Board of Directors of the Club.
- c) *Constitution* – A statement of the Club's objects.
- d) *Club* – Foothills Masters Swim Club ("FMSC").
- e) *Days* – will mean total days, irrespective of weekends or holidays.
- f) *Director* – an individual elected or appointed to serve on the Board pursuant to these Bylaws.
- g) *Officer* – an individual elected to serve as an Officer of the Club pursuant to these Bylaws.
- h) *Ordinary Resolution* – a resolution passed by not less than a majority of the votes cast at a meeting of the Board, a meeting of Members for which proper notice has been given.
- i) *Special Resolution*
 - 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.
 - (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.



1.3 Head Office – The head office of Club will be located within the City of Calgary, and may be changed by special resolution of the members.

1.4 No Gain for Members – The Club will be carried on without the purpose of gain for its Members and any profits or other accretions to the Club will be used in promoting its objects.

1.5 Ruling on Bylaws – Except as provided in the Act, the Board will have the authority to interpret any provision of these Bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Club.

1.6 Interpretation – Word importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate.

1.7 Conduct of Meetings - Unless otherwise specified in the *Act* or these Bylaws, meetings of Members, Committees and the Board will be conducted according to Roberts Rules of Order (current edition).

1.8 Affiliation – The Club will be affiliated with Swimming Canada and Swim Alberta.

ARTICLE II: MEMBERSHIP

Categories of Membership

2.1 Categories – The Club has one category of membership:

- a) Individual Member

Qualifications for Membership

2.2 Individual Member – Any individual who is a master's swimmer.

Admission of Members

2.3 Admission of Members - No Individual or Official will be admitted as a Member of the Club unless:

- a) The candidate member has made an application for membership in a manner prescribed by the Club;

- b) If, at the time of applying for membership the candidate member is currently a Member, the candidate member is a Member in good standing;
- c) If the candidate member was at any time previously a Member, the candidate member was a Member in good standing at the time of ceasing to be a Member; and
- d) The candidate member has paid dues as prescribed by the Board.

Membership Dues

2.4 Year - Unless otherwise determined by the Board, the membership year of the Club will be September 1st – August 31st.

2.5 Dues – Membership dues for all categories of Membership will be determined annually by the Board of Directors.

Withdrawal and Termination of Membership

2.6 Resignation – A Member may resign from the Club by giving a written notice to the Club or by failing to pay membership dues in accordance with the deadline dates prescribed by the Club. The Member's resignation will become effective the date on which the request is approved by the Board. Notwithstanding resignation, a former member remains liable for any membership fees or other monies due or owing prior to the resignation and membership fees already paid will not be refunded.

2.7 May Not Resign – A Member may not resign from the Club when the Member is subject to disciplinary investigation or action of the Club.

2.8 Arrears – A Member will be expelled from the Club for failing to pay membership dues or monies owed to the Club by the deadline dates prescribed by the Club.

2.9 Discipline – In addition to expulsion for failure to pay membership dues, a Member may be suspended or expelled from the Club in accordance with the Club's policies and procedures relating to discipline of Members.

Good Standing

2.10 Definition – A Member of the Club will be in good standing provided that the Member has:

- a) Not ceased to be a Member;
- b) Not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
- c) Completed and remitted all documents as required by the Club;
- d) Complied with the Constitution, Bylaws, policies, rules and regulations of the Club;
- e) Not and is not subject to a disciplinary investigation or action by the Club, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
- f) Paid all required membership dues and fees.

2.11 Cease to be in Good Standing - Members who cease to be in good standing will not be entitled to the benefits and privileges of membership, the right to vote at meetings of Members and, where the Member is a Director, at meetings of Directors, until such time as the Board is satisfied that the Member has met the definition of good standing as set out above to the satisfaction of the Board of Directors.

2.12 Cease to be a Member - A member who is deemed not in good standing for a period of twelve (12) consecutive months will cease to be a member.

ARTICLE III MEETINGS OF MEMBERS

3.1 Types of Meetings – Meetings of Members will include Annual General Meetings and Special Meetings.

3.2 Special General Meeting - A Special General Meeting of the Members may be called at any time by the President, by at least three (3) members of the Board or upon the written notice of ten (10%) percent or more of the voting Members of the Club. Agenda of Special Meetings will be limited to the subject matter for which the meeting was duly called.

3.3 Location and Date - The Club will hold meetings of Members at such date, time and place as determined by the Board. The Annual General Meeting will be held within fifteen (15) months of the last Annual General Meeting.

3.4 Notice - Written notice of meetings of Members will be given to all voting Members at least thirty (30) days and not more than sixty (60) days prior to the date of the meeting. Notice may contain a proposed agenda and reasonable information to permit Members to make informed decisions. No notice of a meeting of the Voting Members is required if all voting Members waive notice, or if those absent consent to the meeting being held in their absence.

3.5 Agenda – The agenda for the Annual General Meeting will at least include:

- a) Call to order
- b) Establishment of Quorum
- c) Approval of the Agenda
- d) Declaration of any Conflicts of Interest
- e) Adoption of Minutes of the previous Annual Meeting
- f) Board, Committee and Staff Reports
- g) Report of Treasurer
- h) New Business
- i) Election of Executive and Directors
- j) Adjournment

3.6 New Business - Any Member who wishes to have new business placed on the agenda of a meeting will give written notice to the Club at least thirty (30) days prior to the meeting date or upon the sole discretion of the President or designate.

3.7 Quorum – Thirty (30) voting Members will constitute a quorum.

3.8 Closed Meetings – Meetings of Members will be closed to the public except by invitation of the Board.

3.9 Adjournments – Any meeting of Members may be adjourned to any time to any other time and date. Any business may be transacted at any adjourned meeting that might have been transacted at the original meeting provided proper notice has been provided for the adjourned meeting.

3.10 Language – All notices, reports and resolutions to be distributed and decided at a Members Meeting will be presented in the English language.

Voting at Meetings of Members

3.11 Voting Privileges - Members will have the following voting rights at all meetings of Members:

- a) Individual Members are entitled attend, participate in meetings and one (1) vote.

3.12 Proxy Voting – There will be no voting by proxy.

3.13 Determination of Votes - Voting will be by a show of hands by Members in attendance. Except as otherwise provided in the Act or these Bylaws, the majority of votes of Members who vote will decide each issue. In the case of a tie, the President presiding at the meeting is entitled to a second vote.

ARTICLE IV: GOVERNANCE

Composition of the Board

4.1 Directors – The Board will consist of four (4) Directors.

4.2 Composition of the Board - The Board of Directors of the Club will consist of the following:

- a) President
- b) Vice-President
- c) Treasurer
- d) Secretary/Registrar

Election of Directors

4.3 Eligibility - Any Member who is eighteen (18) years of age or older and who has the power under law to contract and is a member of the Club in good standing may be nominated for election as a Director.

4.4 Nominating Committee – The Nominating Committee will be comprised of the three Members of the Club as appointed by the Board of Directors.

4.5 Duties – The Nominating Committee will be responsible to solicit nominations for the election of the Directors.

4.6 Nomination - Any nomination of an individual for election as a Director will include the written consent of the nominee; and be submitted to the Head Office of the Club seven (7) days prior to the Annual General Meeting.

4.7 Incumbents – Individuals currently on the Board of Directors wishing to be re-elected are not subject to nomination.

4.8 Circulation of Nominations - Valid nominations will be circulated to voting Members two (2) days prior to the elections.

4.9 Election – The election of Directors will take place annually at the Annual General Meeting as follows:

- a) President and Secretary/Registrar will be elected by the membership at the Annual General Meeting held in odd numbered years.
- b) Vice-President and Treasurer will be elected by the membership at the Annual General Meeting held in even numbered years.

4.10 Decision – Elections will be decided by majority vote of the Members in accordance with the following:

- a) One Nominations – Winner declared by acclamation.
- b) Two or More Valid Nominations – Winner is the nominee receiving the greatest number of votes. In the case of a tie, a runoff vote will be conducted. Only those voting Members in attendance at the meeting of members are entitled to vote only and only those nominees who were tied will appear on the ballot. The nominee receiving the greatest number of votes will be declared the winner. Additional runoff votes may occur if required.

4.11 Terms - Elected Directors will serve terms of two years and will hold office until their successors have been duly elected in accordance with these Bylaws, unless they resign, are removed from or vacate their office. Directors will be eligible for re-election as Directors.

Resignation and Removal of Directors

4.12 Resignation - A Director may resign from the Board at any time by presenting his or her written notice of resignation to the Board. This resignation will become effective the date on which the request is approved by the Board. Where a Director who is subject to a disciplinary investigation or action of the Club resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

4.13 Vacate Office - The office of any Director will be vacated automatically if:

- a) The Director is found by a court to be of unsound mind;
- b) The Director becomes bankrupt;
- c) Upon the Director's death.

4.14 Removal – An elected Director may be removed by two-thirds vote of the voting Members present at an Annual General Meeting or Special Meeting, provided the Director has been given written notice of and the opportunity to be present and to be heard at such a meeting.

Filling a Vacancy on the Board

4.15 Vacancy - Where the position of a Director becomes vacant for whatever reason and there is still a quorum of Board Members, the Board may appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office.

Meetings of the Board

4.16 Call of Meeting – The meetings of the Board of Directors will be held at any time and place as determined by the President, or any two (2) Directors.

4.17 Notice – Written notice and electronic notification, served other than by mail, of Board Meetings will be given to all Directors at least forty-eight (48) hours prior to the scheduled meeting. Notice served by mail will be

sent at least fourteen (14) days prior to the meeting. No notice of a meeting of the Board of Directors is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.

4.18 Number of Meetings – The Board will hold at least one (1) meeting per year.

4.19 Quorum – At any meeting of the Board of Directors, quorum will be two-fifths (2/5) of the voting Directors holding office but not less than three (3).

4.20 Voting – Each Director is entitled to one vote. Voting will be by a show of hands, orally, via email or by means of other telecommunications technology. Resolutions will be passed upon a majority of the votes being in favor of the resolution. In the case of a tie, the resolution is defeated.

4.21 Proxy Voting by Directors – There will be no voting by proxy by Directors at Meetings of the Board of Directors.

4.22 Meetings – Meetings of the Board will be closed to Members and the public unless upon invitation by the Board. Meeting of the Board will be chaired by the President or the Vice-President in the President's absence. If both the President and Vice President are absent from the meeting, the Board will appoint from among its members a Director to chair the meeting.

4.23 Meetings by Telecommunications - Any Director who is unable to attend a meeting may participate in the meeting by telephone or other telecommunications technology. Directors who participate in a meeting by telephone or other telecommunications technology are considered to have attended the meeting. A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology provided that:

- a) The Board has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues will be handled, the procedure for establishing quorum and the procedure for recording votes;
- b) Each Director has equal access to the specific means of communication to be used; and
- c) Each Director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

4.24 Resolutions – A resolution in writing signed by all the Directors entitled to vote is valid as if passed at a meeting of Directors.

Powers of the Board

4.25 Powers of the Club – Except as otherwise provided in the Act or these Bylaws, the Board has the entire controls, powers and management of the Club and may delegate any of its powers, duties and functions.

4.26 Managing the Affairs of the Club – The Board may make policies, procedures, and manage the affairs of the Club in accordance with the Act and these Bylaws.

4.27 Discipline – The Board may make policies and procedures relating to discipline of Members, and will have the authority to discipline Members in accordance with such policies and procedures.

4.28 Dispute Resolution - The Board may make policies and procedures relating to management of disputes within the Club and all disputes will be dealt with in accordance with such policies and procedures.

4.29 Employment of Persons - The Board may employ or engage under contract such persons as it deems necessary to carry out the work of the Club.

4.30 Borrowing Powers – The Board may borrow money upon the credit of the Club as it deems necessary.

ARTICLE V: OFFICERS AND EXECUTIVE COMMITTEE

5.1 Composition – The Officers will be comprised of the President, Vice-President, Treasurer, Secretary/Registrar and Additional Officers as described under Section 5.6 (e),(f),(g),(h),(i).

Election of Additional Officers

5.2 Eligibility - Any Member of the Club who is eighteen (18) years of age or older and who is a member in good standing may be nominated for election as an Additional Officer as described under Section 5.6 (e),(f),(g),(h),(i).

5.3 Nominations - The Board shall request Member nominations at the Annual General Meeting for Additional Officers positions as described in Section 5.6 (e),(f),(g),(h),(i).

5.4 Decision – Elections will be decided by majority vote of the Members in accordance with the following:

- a) One Nominations – Winner declared by acclamation.
- b) Two or More Valid Nominations – Winner is the nominee receiving the greatest number of votes. In the case of a tie, a runoff vote will be conducted. Only those voting Members in attendance at the meeting of members are entitled to vote only and only those nominees who were tied will appear on the ballot. The nominee receiving the greatest number of votes will be declared the winner. Additional runoff votes may occur if required.

5.5 Terms – Additional Officers will serve a term of one year and will hold office until their successors have been duly elected in accordance with these Bylaws, unless they resign, are removed from or vacate their office. Additional Officers will be eligible for re-election as Additional Officers

5.6 Duties - The duties of Officers and Additional Officers are as follows:

- a) The President will be responsible for the general supervision of the affairs and operations of the Club, will preside at the Annual and General Meetings of the Club and at meetings of the Board and the Executive Committee, will be the official spokesman of the Club, oversee and supervise Club staff and coaches and will perform such other duties as may from time to time be established by the Board.
- b) The Vice-President will support and assist the President in all duties and will perform such other duties as may from time to time be established by the Board.
- c) The Treasurer will attend all meetings of the Board, will keep proper accounting records; will cause to be deposited all monies received by the Club in the Club's bank account, will supervise the management and the disbursement of funds of the Club, when required will provide the Board with an account of financial transactions and the financial position of the Club, will prepare annual budgets, and will perform such other duties as may from time to time be established by the Board.
- d) The Secretary/Registrar will be responsible for registering all members with appropriate provincial and national swim associations, the documentation of all amendments to the Club's Constitution and Bylaws, will ensure that all official documents and records of the Club are properly kept, cause to be recorded the minutes of all meetings of Members, Board of Directors and Committees of the Club and will perform such other duties as may from time to time be established by the Board.

Additional Officers

- e) The Meet Manager will be responsible for organizing the annual swim meet of the Club, this includes all registration and computer entry requirements, organizing Timers and Deck Officials, recruiting volunteers and will perform such other duties as may from time to time be established by the Board.
- f) The Equipment Manager will be responsible for working with the Executive Committee in the selection of team equipment, taking orders for equipment from members, collecting payment for equipment, placing orders with suppliers, picking up or taking delivery of equipment, distributing the equipment to the members, maintaining accurate records of orders, payments, and deliveries of equipment, maintaining and updating inventory lists, remitting all payments to the Treasurer on a monthly basis, or as requested by the Treasurer and will perform such other duties as may from time to time be established by the Board.
- g) The Social Coordinator will be responsible for organizing all social events during the swim season including the social event at the annual Club swim meet, communicating to Club members details of all social events, obtaining insurance for all socials through Swim Alberta - if applicable, collecting all payments for attendance at the social events – if applicable, remitting all payments to the Treasurer and will perform such other duties as may from time to time be established by the Board.
- h) The Website/Communications Manager will be responsible for maintaining and updating the website for the Club, updating any social media accounts for the Club and will perform such other duties as may from time to time be established by the Board.

- i) The Additional Officer at Large will be responsible for assisting the Additional Officers with any duties that they may have and will perform such other duties as may from time to time be established by the Board.

Resignation and Removal of Additional Officers

5.7 Resignation – An Additional Officer, described in Section 5.6 (e),(f),(g),(h),(i), may resign at any time by presenting his or her written notice of resignation to the Board. This resignation will become effective the date on which the request is approved by the Board.

5.8 Removal – The Board may remove any Additional Officer from their position if that person is not performing their duties as described above, provided that person has been given notice and the opportunity to correct the issue.

5.9 Vacancy - Where the position of an Additional Officer becomes vacant for whatever reason the Board may appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office.

Executive Committee

5.10 Executive Committee - The Executive Committee will be comprised of the Officers and the Additional Officers.

5.11 Powers of the Executive Committee - The Executive Committee will have the authority to oversee the implementation of Board policies during intervals between Board Meetings, and will perform such other duties as are prescribed by these Bylaws or may be prescribed from time to time by the Board. The powers of the Executive Committee may be delegated to the President or Vice President upon resolution of the Executive Committee.

5.12 Call of Meeting – Meetings of the Executive Committee will be held at any time and place as determined by the President or upon the request of any two (2) Officers.

5.13 Number of Meetings – The Executive Committee will hold at least two (2) meetings per year.

5.14 Quorum - Quorum will be four (4) of the Executive's voting members, two (2) of which must be members of the Board.

5.15 Voting – Each Executive Committee member is entitled to one vote. Voting will be by a show of hands or orally. Resolutions will be passed upon a majority of the votes being in favor of the resolution. In the case of a tie, the resolution is defeated.

5.16 Closed Meetings – Meetings of the Executive Committee will be closed to Members and the public except by invitation of the Board.

Other Committees

5.17 Appointment of Committees - The Board may appoint such committees as it deems necessary for managing the affairs of the Club and may appoint members of committees or provide for the election of members of committees, may prescribe the duties of committees, and may delegate to any committee any of its powers, duties, and functions except where prohibited by the Act, the Constitution or these Bylaws.

5.18 Quorum - A quorum for any committee will be the majority of its voting members.

5.19 Terms of Reference - The Board may establish the terms of reference and operating procedures for all Committees, and may delegate any of its powers, duties or functions to any Committee.

5.20 Vacancy - When a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term.

5.21 President Ex-officio - The President will be an *ex-officio* (non-voting) member of all Committees of the Club.

5.22 Removal - The Board may remove any member of any Committee.

Remuneration

5.23 No Remuneration - All Directors, Officers and members of Committees will serve their term of office without remuneration except for reimbursement of expenses as approved by the Board.

Conflict of Interest

5.24 Conflict of Interest – A Director, Officer, Executive Committee member or member of a committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Club will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction; will refrain from influencing the decision on such contract or transaction; and will otherwise comply with the requirements of the Act regarding conflict of interest.

ARTICLE VI FINANCE AND MANAGEMENT

6.1 Fiscal Year – The fiscal year of the Club will be July 1st to June 30th or such other period as the Board may from time to time determine.

6.2 Bank - The banking business of the Club will be conducted at such financial institution as the Board may designate.

6.3 Books and Records - The necessary books and records of the Club required by these Bylaws or by applicable law will be necessarily and properly kept.

6.4 Inspection of Books and Records - Members may inspect the books and records of the club with the exception of records that the Board designates as confidential. A Member wishing to inspect the books and records of the club will give reasonable notice to the Board of their intention to do so and will include in such notice the records that the Member wishes to inspect. The inspection of records by a Member will be at a location and time mutually agreed between the Member and the appropriate Board Member.

6.5 Audit of Accounts - The financial statements of the Club will be audited by an Audit Committee appointed by the Board. The Audit Committee will consist of at least two officers of the Club. The audited financial statements will be presented at the Annual General Meeting.

6.6 Signing Authority – All written agreements and financial transactions entered into in the name of the Club will be signed by two individuals being any two of the President, Vice-President, Treasurer or Secretary/Registrar. The Board of Directors may authorize other persons to sign on behalf of the Club.

6.7 Property - The Club may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

6.8 Borrowing - The Club may borrow funds upon such terms and conditions as the Board may determine.

ARTICLE VII AMENDMENT OF BYLAWS

7.1 Altering, Rescinding and Adding Bylaws – These Bylaws shall not be rescinded, altered or added to except by Special Resolution of the Club.

7.2 Registration of Bylaws – The Bylaws of the club will be registered at Corporate Registry. No rescission or alteration of or addition to these Bylaws has effect until it has been registered at Corporate Registry.

ARTICLE VIII NOTICE

8.1 Written Notice - In these Bylaws, written notice will be treated as signed and executed in accordance with the following:

- a) Notice which is hand-delivered, provided by mail, fax or courier signed by the appropriate person having such signatory authority;
- b) Electronic mail from an email address that has been registered with the Club; and
- c) An online form submitted by a member.

8.2 Date of Notice - Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed, e-mailed or submitted online, or in writing

where the notice is couriered, or in the case of notice that is provided by mail, five days after the date the mail is post-marked

8.3 Error in Notice - The accidental omission to give notice of a Meeting of the Directors or the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting.

ARTICLE IX DISSOLUTION

9.1 Dissolution - Upon the dissolution of the Club, any funds or assets remaining after paying all debts will be distributed to one or more organization with similar objectives as the Club as determined by the Board of Directors.

ARTICLE X INDEMNIFICATION

10.1 Will Indemnify - The Club will indemnify and hold harmless out of the funds of the Club each Director and Officer, their heirs, executors and administrators from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer.

10.2 Will Not Indemnify - The Club will not indemnify a Director or Officer or any other person for acts of fraud, dishonesty, or bad faith.

10.3 Insurance - The Club will, at all times, maintain in force such directors and officers liability insurance as may be approved by the Board of Directors – if applicable.

ARTICLE XI ADOPTION OF THESE BYLAWS

11.1 Adoption of Bylaws – These Bylaws are adopted by the Club through a Special Resolution conducted in writing and passed Jun 9, 2021.

11.2 Enactment – These Bylaws will be registered at Corporate Registry and will come into effect upon such registration.