

CONSTITUTION and BYLAWS

For

Cowichan Valley Breakers Summer
Swim Team

aka Cowichan Valley Breakers

Revised August 11, 2010

CONSTITUTION
of
Cowichan Valley Breakers Summer Swim Team
Approved at AGM August 11, 2010

Name of the Society

The name of the society is Cowichan Valley Breakers Summer Swim Team

Purpose of Society

The purpose of the society is to be a member in good standing of the B.C.S.S.A. and at all times, to comply with the rules and regulations of that Association; to recruit and develop swimmers while promoting, fostering, regulating and encouraging competitive summer swimming; to protect and promote the mutual interest of all members of the association; and to apply for funds that are made available to non-profit organizations.

DISSOLUTION CLAUSE

In the event of the dissolution of the Society, funds and assets of the Society remaining after the satisfaction of its debts and liabilities, shall be given or transferred to such organizations with similar purposes in British Columbia, as may be determined by the members of the Society at the time of dissolution provided that such organization or organizations shall be registered as a charity recognized by Revenue Canada Taxation as being qualified as such under the provisions of the Income Tax Act of Canada from time to time in effect. If effect cannot be given to the aforesaid provisions then such funds shall be given or transferred to a suitable level of local government. This paragraph is unalterable. April 2, 1997

Bylaws
of
Cowichan Valley Breakers Summer Swim Team (Society #34671)
approved at AGM Aug 11, 2010

SECTION 1 - Definitions and Interpretation:

- 1) Team is the Cowichan Valley Breakers Swim Team
- 2) Board of Directors is elected annually at the Annual General Meeting of the Cowichan Valley Breakers Summer Swim Team and operates and manages the Team.
- 2)3) Executive is a term which refers to the Board of Directors and may be used synonymously with it.
- 2)4) Director(s) means the director(s) of the society for the time being
- 2)5) Quorum is constituted
 - a) when fifty-one percent (51%) of elected executive are present at a duly called “Board of Directors Meeting”,
 - a) b) or when 15 voting members are present at either a “Special General Meeting” or an “Annual General Meeting”.
- 6) Words importing the singular include the plural and vice versa; and words importing a male, include a female person and a corporation.
- 6)7) Notice means written notification given personally to a member or sent by mail or email at the address given on the BCSSA registration form.
- 6)8) Special Resolution means
 - a) A resolution passed in a general meeting by a three-fourths (3/4) majority of votes. Voting members must be notified of the intention to purpose the special resolution fourteen (14) days in advance of the meeting.
 - a) b) A resolution consented to in writing by every member of a society who would have been entitled to vote on it.

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SECTION 2: - Membership:

Voting Members

- 9) A person is considered a member under the following classifications and conditions:
 - a) BCSSA Registrants (British Columbia Summer Swimming Association). These members are swimmers or coaches. To qualify in this category, one must sign a BCSSA registration form. These members are entitled to vote if they are 19 years of age or older and are not employees of the team.
 - b) Parents and Guardians of BCSSA Registrants. These members are parents or guardians of under aged members as defined in Bylaw (9a). They become members upon completion of the Cowichan Valley Breakers Summer Swim Team Society form given at the time of registration of their child and paying in full all registration fees payable to the team, not just the BCSSA insurance fee. Each member is entitled to 1 vote.
 - c) Special Membership. These members are:
 - i) People who have been previous members of the team, and continue to have expertise that is of value to the team, and are invited to participate by the Board of Directors. They may be elected to the Board of Directors at the AGM and

allowed to finish their terms in office even if their children are no longer active. They may be re-elected.

~~ii)~~ Can be described as any person who applies in writing to, and is accepted in writing by the Board of Directors to volunteer his/her time and effort on an ongoing basis for the benefit of the team.

~~iii)~~ Each special member is entitled to one (1) vote.

d) A member is in good standing until he or she ceases to be a member.

10) Program fees are expected to be paid in a timely manner.

~~11)~~ In the event of a “hardship”, a family may apply to the President for compensation and/or waiving of the fees. The president, in confidence, and in conference with the treasurer and one (1) other member of the Board of Directors, chosen at the Presidents discretion, will determine the “need” to the best of his ability, and will award such compensation as deemed necessary. The Board of Directors may be informed that funds are being used to alleviate hardship, but will not be told the circumstance, nor the members involved, as accounts of members are not a matter of public record.

~~12)~~ Each member is entitled to and the society shall give him, without charge, a copy of the constitution and bylaws of the Society.

~~13)~~ Every member shall uphold the constitution and comply with these bylaws.

14) All members are expected to adhere to the Code of Conduct as outlined on the CV Breakers website and as per the team’s Code of Conduct form signed at time of registration.

15) Members may be asked to resign their memberships from the team for breach of the Code of Conduct.

~~16)~~ Members who face a request from the Board of Directors to resign their membership from the team, have the right of appeal to the Board of Directors.

~~17)~~ A person shall cease to be a member of the society

a) At the expiry of the BCSSA insurance registration fee, which is in effect from May-April each year.

~~b)~~ By delivering in person, by mail or email, his written resignation to any elected member of the Board of Directors or

c) Upon expulsion from the team.

19) The members may, by resolution passed by a three-fourths (3/4) majority vote at a Special General Meeting, remove a director before the expiration of his term of office and may elect a successor to complete the term of office.

SECTION 3 – Roles and Responsibilities:

Board of Directors:

20) shall take such actions or ensure that such actions are taken by others to achieve the objectives and purpose of the Society.

21) has the responsibility to operate the team in a manner that is beneficial to the membership as a whole

21) shall be elected for a 1 year term by a majority of the voting membership at the Annual General Meeting

22) shall consist of

22) a president or 2 co-presidents

23) a treasurer

24) a secretary

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- ~~24~~25) a registrar
- 26) up to 4 directors, among whom it is desirable to have
- 27) a director who will work closely with the president to train for the position in the future, and,
- ~~27~~28) a director who is a past president
- 29) may consist of 2 members from the same family
- ~~29~~30) may fill any vacant executive positions as they arise throughout the year, such positions to be valid until the upcoming Annual General Meeting
- 31) may appoint a director or a member to 'act' in a vacated position until the Annual General Meeting if any elected officer resigns during the term of office.
- 32) shall determine team program fees
- ~~32~~33) shall hire qualified coaching staff to teach speed swimming in the BCSSA summer swimming competitive program and/or in the team fitness and skills development program
- ~~32~~34) may, at any time, appoint committees for specific purposes and responsibilities; such committees may be a combination of executive members and general members.
- ~~32~~35) Shall ensure a coaching committee (3) has been formed to oversee such tasks as hiring, coaching budgets, supervision, CIT's, and conflict resolution. Coaching committee members must not be related to any paid or volunteer coaches or CIT's.
- ~~32~~36) has the right to enforce the Code of Conduct, to ask for a member's resignation, and/or to expel any member(s) who do not comply. Expulsion of members can only occur when such a motion receives a 2/3 majority of votes of the entire Board of Directors.
- ~~32~~37) The offices of secretary and treasurer may be held by one person who shall be known as the secretary-treasurer.
- ~~32~~38) approve regular financial reports presented at meetings.
- ~~32~~39) approve the annual budget.
- ~~32~~40) approve disbursements over \$500.00, excepting disbursements made for payroll.
- ~~32~~41) will apply for Gaming Funds on a yearly basis.
- ~~32~~42) Nominations for the Board of Directors may be received up to and during the Annual General Meeting, until nominations are declared closed by the Chair.

President:

The President shall

- 43) preside at all meetings of the society and of the Board of Directors
- ~~43~~44) ensure that an agenda is prepared and made available to the members
 - a. 1 day in advance of a "Board of Director's meeting", a "General Meeting", or a "Special General Meeting".
 - ~~a-b~~. 14 days in advance of an "Annual General Meeting"
- 45) inform the Board members of the date, time and place of Board meetings as decided by the executive.
- ~~45~~46) take such actions or ensure that such actions are taken by others to achieve the objectives and purpose of the Society
- ~~45~~47) enable representation to Regional BCSSA meetings
- ~~45~~48) be the official spokesperson for the Society, unless otherwise decided by the Board of Directors and President

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Treasurer:

The Treasurer shall

- 49) keep the financial records, including books of account necessary to comply with the Society Act and Gaming Commission
- ~~49)50)~~ be responsible for reporting the financial accounts of the Society
- ~~49)51)~~ maintain confidentiality when dealing with member accounts
- ~~49)52)~~ be one of three (3) signing officers of the executive
- ~~49)53)~~ assist the executive in determining an annual budget
- ~~49)54)~~ with 1 other signing officer, require receipts, and such 'backup documentation' as is necessary to confidently disburse monies on behalf of the team.
- ~~49)55)~~ shall work in conjunction with the registrar to collect all team fees and meet entry fees.

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Secretary:

The Secretary shall

- 56) conduct the correspondence of the society
- ~~56)57)~~ issue notices of meetings of the society and directors
- ~~56)58)~~ keep minutes of all meetings of the society and directors
- 59) safely keep all records and documents of the society except those required to be kept by the treasurer
- ~~59)60)~~ maintain a copy of email addresses of members, the Code of Conduct Forms, the Team Society Membership Forms, and the Media Release forms as provided by the team Registrar and ensure with the registrar that all membership numbers are correct and all forms have been submitted
- 61) keep an accurate copy of the Constitution, By-laws, and minutes, and when changes are made, shall amend copies of same in such a manner that the amendment is clearly marked for readers to easily distinguish the changes.

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Registrar:

The Registrar shall:

- 60) be available for members to complete the BCSSA Registration form, the Cowichan Valley Breakers Summer Swim Team Society Form, the Code of Conduct Form, and Media Release Form, and in partnership with the Treasurer collect all club fees.
- 61) provide secretary with all Code of Conduct Forms, Media Release Forms, and Society Membership Forms. Ensure with the secretary that all membership numbers are correct and all forms have been submitted.
- ~~64)62)~~ shall keep accurate records of updated team rosters and provide to coaches.
- ~~64)63)~~ shall make sure team registrations and insurance fees are provided to the Regional Registrar on time.
- ~~64)64)~~ shall keep a copy of all registration forms, regardless whether it is a full registration or a trial.
- ~~64)65)~~ shall provide a current email membership list to the secretary and President, and keep it updated as needed.
- ~~64)66)~~ be responsible for all meet entries to be inputted into Hy-tek system, by the meet entry deadline.
- 67) work in conjunction with the Treasurer to ensure all meet fees paid.

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Committees:

68) All committees are responsible to the Executive.

~~68~~69) Committees may be established by the Executive or upon recommendation of the general membership for set purposes and shall be automatically dissolved when their duties are completed.

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~~68~~70) The executive shall establish specific criteria and guidelines for each committee, in consultation with committee members.

~~68~~71) A committee chairperson may be elected or appointed by the Executive and the chair shall follow the rules set out for meetings of the Board of Directors.

~~68~~72) The chairperson of each committee is required to present a brief written report to the Executive on the procedures and results of each item or event studied, organized or undertaken by that committee.

~~68~~73) Members may be appointed to a committee by the Chairperson, after consultation with the Executive.

~~68~~74) Recommendations made by committees must be endorsed by the Board of Directors as a whole, before they will be implemented.

~~68~~75) All funds raised by a committee shall be deposited into the Cowichan Valley Breakers Summer Swim Team banks account in order to benefit the members of the team.

~~68~~76) The members of a committee may meet and adjourn as they think proper.

Coaches, Employees, and volunteer staff:

77) All staff are to be positive leaders to all members of the swim team

~~77~~78) Coaches are to determine appropriate groups swimmers belong to Breakers Beginners (Novice), Juniors, Intermediate, and Senior and implement appropriate training for each group.

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~~77~~79) Coaches are to recommend appropriate events for swimmers to enter that are attending swim meets and ensure all swimmers wishing to participate in team relays have that opportunity

~~77~~80) All staff, whether volunteer or paid employee, are responsible to the Board of Directors or its designate.

~~77~~81) Volunteer staff and employees

a. shall adhere to the Code of Conduct and the BCSSA Code of Ethics.

a.b. have the responsibility to carry out the duties of his position in a manner that reflects positively on the membership as a whole.

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a.c. shall perform such duties as are outlined in their contracts or job descriptions, whichever applies.

a.d. shall provide reports to the President or Executive designate for scheduled meetings or as required.

a.e. are subject to evaluation of the performance of their duties.

SECTION 4 - Meetings:

82) There shall be 5 types of meetings –

a. Board of Directors Meetings

a.b. Committee Meetings

d) Special General Meetings

e) Annual General Meetings

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a-c. General Meetings

Board of Directors' Meetings:

- 83) A Board of Directors' Meeting is a meeting called by the President, his designate, or members of the Board to carry out the business of the team.
- ~~83~~84) Board of Directors' meetings shall be held every 4-6 weeks during September to April, and more often if necessary (usually every 2-3 weeks) during May to August.
- ~~83~~85) Meeting dates, times and places shall be decided by a majority of the Board of Directors.
- ~~83~~86) When the members of the Board of Directors have difficulty meeting at a time that is suitable for all members, then the meeting dates and times should alternate to accommodate and equalize the possibility of attendance for all members
- ~~83~~87) The president and secretary will endeavor to make the agenda of the upcoming meeting and minutes of the previous meeting available to Board members 24 hours in advance of such meeting.

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Committee Meetings:

- 88) Committee Meetings are meetings held by committees of the team, as formed by the executive or the membership.
- ~~88~~89) Committees are responsible to the Board of Directors.
- ~~88~~90) Committee Meetings may take the same format as Board of Directors' meetings.

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General Meetings:

- 91) A General Meeting is a meeting for all members of the team. It can be called by the President, his designate, or members of the Board of Directors. Its purpose is to inform the membership of team activities and business, to receive input from the members, and to meet with other members and enjoy the camaraderie that comes with family swimming activities.

Special General Meeting:

- 92) A Special General Meeting is a meeting called by the Board of Directors at any time throughout the year to make changes to existing policies or bylaws, to implement new policies or bylaws, or to ask for direction from the general membership.

Annual General Meeting:

- 93) An Annual General Meeting is a meeting called by the Board of Directors and held once each year to report team business to the general membership, to elect the Board of Directors for the next operating year, and to make changes to the constitution and bylaws.

SECTION 5 - Notices to Members

- 94) A notice may be given to a member, either personally, or by mail to their registered address or by their email as per the BCSSA registration form.
- ~~94~~95) A notice sent by mail or email shall be deemed to have been given on the second day following that on which the notice is posted or sent by email and in proving that

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notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.

~~94)~~96) Notice of a general meeting, special general meeting, or annual general meeting shall be given to every registered voting member.

~~94)~~97) Notice of a General Meeting shall be given two (2) weeks in advance of the meeting, and shall specify the place, day and hour of meeting.

~~94)~~98) Notice of an Annual General Meeting must be given two (2) weeks in advance of the meeting, and in the case of special business, outline the general nature of that business.

~~94)~~99) Notice of a Special General Meeting must be given two (2) week in advance of the meeting, and in the case of special business, outline the general nature of that business.

~~94)~~100) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

SECTION 6 - Proceedings at Meetings

101) The president shall preside over all meetings wherever and whenever possible.

~~101)~~102) The secretary, or someone appointed in his absence, shall take minutes of all meetings.

~~101)~~103) Meetings will be conducted efficiently and with fairness to all members.

~~101)~~104) Discretion, confidentiality, and the BCSSA Harassment Policy must be considered at all times.

~~101)~~105) If procedural problems arise, "Robert's Rules of Order" shall be used to resolve the situation, unless they are in conflict with the provisions contained in the Constitution, By-laws or mission statement of the team.

~~101)~~106) Voting by proxy is not permitted at any meeting.

~~101)~~107) In the case of a tie vote, the motion shall be lost.

~~101)~~108) An election of officers may be by acclamation; otherwise it must be by ballot. Two (2) scrutinizers will be appointed by the chair.

~~101)~~109) A committee shall elect a chairman, but if no chairman is elected, committee members present at the meeting shall choose one of their numbers to be chairman for the meeting.

110) A motion in writing, signed by fifty-one percent (51%) of the current directors and placed with the minutes of the Board of Directors' meetings, is as valid and effective as if regularly passed at a meeting of directors.

111) Motions proposed at a Board of Directors' meeting or committee meetings do not need to be seconded.

~~111)~~112) Motions may be made by the chairperson.

~~111)~~113) If the president and all the other directors present are unwilling to act as chairman at any meeting, the members present shall choose one of their number to be chairman

~~111)~~114) When a meeting is adjourned and items have not been addressed, then the unfinished business is to be added to the agenda of the next meeting.

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SECTION 7 - FINANCIAL:

Borrowing:

115) In order to carry out the purposes of the society, the directors may, on behalf of and in the name of the society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting the foregoing, by the issue of debentures

~~115)~~116) A debenture shall only be issued with the authorization of a special resolution.

~~115)~~117) The members may by special resolution restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting

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Other:

118) If the need for an audit is agreed upon by the members, an independent auditor will be appointed.

~~118)~~119) The team bank account will have 3 signing authorities, one (1) of whom should be the treasurer.

~~118)~~120) Members may apply to the President for subsidy in the case of 'hardship' as set out in Section 2.

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SECTION 8 - Constitution and Bylaw Amendments

121) Amendments to the Constitution may be made only at the Annual General Meeting

~~121)~~122) Amendments to the Bylaws of the Cowichan Valley Breakers Summer Swim Team Society may be made at a Special General Meeting

a. The proposed amendments shall have been given in writing to the executive, and

~~a.b.~~ Written notice of the meeting will be given to all members at least seven (7) days prior to the meeting and shall include the specific amendments proposed.

~~a.c.~~ A two-thirds (2/3) majority vote of those voting members present at the meeting shall be required to amend the Constitution and/or Bylaws

~~a.d.~~ Amendment(s) to the Constitution and/or Bylaws must be filed with the Registrar of Companies

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Appendix A

Sample of Agenda

Call to Order
Declaration of a Quorum
Adoption of Agenda
Reading and Adoption of Minutes
Business Arising from Minutes
Reading and Adoption of Treasurer's Report
Correspondence
Reports from (in alphabetical order)
 Awards Chair
 Camp Director
 Coaches
 Coaches' Liaison
 Directors
 Equipment Manger
 Fundraising
 Meet Manager
 Registrar
 Regional BCSSA Representative
 Team Manager
Reports from Committees
Business Arising from Reports
Old Business
 Tabled items from previous meetings
New Business
 Election of Officers
Any other Business
 Set next meeting date
Adjournment

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