

## Saskatchewan Artistic Swimming Inc.

### BYLAWS

WHEREAS, Saskatchewan Artistic Swimming Inc. (SAS) was incorporated under the Non-Profit Corporations Act of the Province of Saskatchewan on August 1, 1975- No.203220;

AND WHEREAS, Saskatchewan Artistic Swimming Inc. (SAS) is empowered under the Act to make bylaws;

THEREFORE, the following are cited as the bylaws of the Saskatchewan Artistic Swimming Inc. (SAS).

#### **DEFINITIONS AND INTERPRETATION:**

##### **A. Generally:**

In these bylaws, unless the context otherwise requires, any word(s) or expression defined or used but not defined shall have the same meaning as in The Non-Profit Corporations Act of the Province of Saskatchewan. Words importing the singular shall include the plural, visa versa, words importing the feminine gender shall include the masculine gender, and words importing persons shall include bodies corporate.

##### **B. Where they appear in these bylaws:**

- a) "CAS" shall mean Canada Artistic Swimming
- b) "FINA" shall mean the Federation Internationale de Natation Amateur.
- c) The "Board" shall mean the Board of Directors of Saskatchewan Artistic Swimming Inc.
- d) "Director(s)" shall mean the Directors of Saskatchewan Artistic Swimming Inc.
- e) The "Executive" shall mean the Executive of the Saskatchewan Artistic Swimming Inc.
- f) "Ex officio" shall mean by virtue of one's office or position.
- g) "Term" shall mean the time between the annual general meeting and the immediate next annual general meeting.
- h) "Amateur" shall mean an artistic swimmer as interpreted and further defined by Saskatchewan Artistic Swimming Inc.
- i) "Rules and Regulations" shall mean rules and regulations of the Saskatchewan Artistic Swimming Inc.
- j) "Member in Good Standing" shall be a member who has paid their Saskatchewan Artistic Swimming Inc. affiliation fee and adheres to the bylaws and policies of the association.
- k) "Treasurer" shall be the Vice President of Finance and Administration.

**C.** The interpretation of these bylaws and regulations or of any other matters not provided for herein shall be referred to the Board of Directors of Saskatchewan Artistic Swimming Inc. whose decision in the matter shall be final.

## **D. Conduct**

At all meetings of Saskatchewan Artistic Swimming Inc., the latest revised edition of Robert's Rules of Order shall serve as a guide for the conduct of business.

### **1. NAME**

The name of the Association shall be "Saskatchewan Artistic Swimming Inc. (SAS)."

### **2. AREA**

**2.1** The area in which Saskatchewan Artistic Swimming Inc. will operate is in the Province of Saskatchewan.

**2.2** The office of Saskatchewan Artistic Swimming Inc., where the business may be conducted, shall be located at such a place in the Province of Saskatchewan as determined by the Board of Directors.

### **3. JURISDICTION**

Saskatchewan Artistic Swimming Inc. shall exist solely for the governance of its members and shall regulate and control all matters related to amateur artistic swimming within Saskatchewan in accordance with the general territorial divisions and regulations of CAS.

### **4. PURPOSE**

Saskatchewan Artistic Swimming Inc. is dedicated to the promotion and development of the artistic swimming community.

### **5. MEMBERSHIP**

#### **5.1** Classes of Membership

Members of Saskatchewan Artistic Swimming Inc. shall consist of:

- a) Members of the Board of Directors;
- b) Standing Committee Chairs;
- c) Affiliated Clubs/Programs;
- d) Non-Voting Members (athletes, coaches, officials, volunteers, etc.) unless identified in 6.1 a, b, or c:

**5.2** The Board of Directors shall determine the conditions for membership.

**5.3** Membership fees payable to Saskatchewan Artistic Swimming Inc. shall be prescribed by the Board.

**5.4** Every member shall uphold the Articles and comply with the Bylaws and Policies of Saskatchewan Artistic Swimming Inc.

**5.5** Upon termination of membership for cause or otherwise, members are not entitled to any refund of membership fees paid.

- 5.6 To maintain status in good standing, members shall meet the conditions for membership established by the Board.
- 5.7 Any member may submit to Saskatchewan Artistic Swimming Inc. notice of any matter that it proposes to raise and discuss at a Special and/or Annual General Meeting and notice of the proposal shall be given with the notice of the so named meeting.
- 5.8 The Board shall have the right to discipline any member of Saskatchewan Artistic Swimming Inc. in a manner consistent with the Dispute Resolution Policies of Saskatchewan Artistic Swimming Inc.
- 5.9 Term of membership shall begin with the payment of Saskatchewan Artistic Swimming Inc. affiliation fees to an associated club or program and shall continue until the deadline for the subsequent year's affiliation.

## **6. MANAGEMENT**

The property and business of Saskatchewan Artistic Swimming Inc. shall be managed by the Executive and Board of Directors which shall be responsible to the membership and shall do all such things and perform all such acts as may be necessary for the proper conduct of Saskatchewan Artistic Swimming Inc. in accordance with the Non-Profit Corporations Act and with the Articles and Bylaws of Saskatchewan Artistic Swimming Inc.

## **7. BOARD OF DIRECTORS**

- 7.1 The Board of Directors shall be elected at the Annual General Meeting from the membership of the Association over the age of eighteen. Exception: the athlete rep. If the athlete rep is under the age of 18, they will be an advisor rather than a voting member.
- 7.2 Only members in good standing are eligible to stand for election to the Board.
- 7.3 The Board of Directors shall consist of a minimum of three to a maximum of ten directors including the immediate Past President. Except for the immediate Past President who holds office ex officio, the voting members of Saskatchewan Artistic Swimming Inc. at the Annual General Meeting shall elect four directors each year for a 2-year term. Elected directors shall assume office immediately following the meeting at which they were elected and hold office until the Annual General Meeting, which concludes their term.
- 7.4 Of the maximum ten Board of Directors, it is recommended that at least two seats be filled by representatives of non-competitive or provincial stream clubs provided each of those members represents a different club.
- 7.5 One of the Directors shall be elected as an Athlete's Representative.
- 7.6 Directors are expected to demonstrate an ongoing interest in the affairs of Saskatchewan Artistic Swimming Inc.; to attend meetings and to undertake other assignments in support of Saskatchewan Artistic Swimming Inc. including active membership on one or more committees. Failure to fulfill these responsibilities may lead to review of the director's status by the Executive.
- 7.7 Directors whose term has expired may be eligible for re-election to the Board.
- 7.8 Directors resigning from office shall be deemed to resign as of the date notice is given to the Executive Director or President however, if not given at a board meeting, ratification of such resignation will occur at the next board meeting.

- 7.9** In the event of a vacancy on the Board, other than the Past President, the Board of Directors shall call for nominations from the membership. From these nominations, they may appoint a member to fill such a vacancy until the next Annual General Meeting at which time the vacancy shall be filled by election for the unexpired term of office. Such appointment must be ratified by a majority vote of the Board.
- 7.10** Should the immediate Past President resign; the position shall be left vacant. The immediate Past President shall be the person who prior to the holding of elections at the Annual General Meeting of Saskatchewan Artistic Swimming Inc. held the office of President.
- 7.11** A Director may be removed before expiration of his/her term of office according to The Non-Profit Corporations Act only in a manner consistent with Saskatchewan Artistic Swimming Inc.'s Discipline Policy.
- 7.12** Where there is a vacancy in the number of Directors, the remaining Directors may exercise all powers of the Directors as long as a quorum remains in office.
- 7.13** No Director may be an employee of Saskatchewan Artistic Swimming Inc.
- 7.14** Directors shall serve without remuneration and no Director or their immediate family shall directly or indirectly receive any benefits from his/her position as such, with the exception that s/he be reimbursed expenses incurred in the performance of his/her duty in connection with the work of the Saskatchewan Artistic Swimming Inc. Special consideration in the form of honoraria may be given Director(s) for exceptional contributions to Saskatchewan Artistic Swimming Inc.
- 7.15** It shall be the duty of each Director to adhere to Saskatchewan Artistic Swimming Inc.'s Conflict of Interest Policy.

## **8. EXECUTIVE**

- 8.1** The first meeting of each new Board of Directors shall be held within one month of the Annual General Meeting of Saskatchewan Artistic Swimming Inc. at which time the Executive of Saskatchewan Artistic Swimming Inc. (except for the past president) shall be elected from the members of the Board for a 1-year term.
- 8.2** The Executive of Saskatchewan Artistic Swimming Inc. who shall be made up of the following:
- a) Past President
  - b) President
  - c) Vice- President Finance & Administration
  - d) Vice-President Sport Development
  - e) Vice-President Communications & Marketing
- 8.3** In the event of a vacancy in the position of President, the Vice-President Finance & Administration shall assume the position for the balance of the term. In the event of a vacancy in any other executive position, the Board of Directors may, by a majority vote, elect a current board member to serve for the unexpired portion of the term.
- 8.4** The Executive shall perform such duties as are set for their respective positions.

## **9. BOARD MEETINGS**

- 9.1** There shall be a minimum of three Board meetings in each fiscal year to be held at such time and in such place, as the President shall designate. At each board meeting notice of subsequent meeting will be given.

- 9.2 A Director may waive notice of a meeting by his attendance at a meeting or, if not in attendance, by so stating by letter, email, telephone or otherwise.
- 9.3 Board meetings may be called by the President or shall be called upon the written request of a minimum of two or more Directors.
- 9.4 Each Director is entitled to one vote.
- 9.5 A majority of the Board Members holding office at that time shall constitute a quorum for a meeting of the Board.
- 9.6 The decision of a quorum of Directors shall be binding on the Section until presented for ratification at a Special General meeting or the AGM.
- 9.7 Board meetings may be held in person, via teleconference, video conference, web conference or a combination of those as required.

## **10. DUTIES AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS**

- 10.1 To perform such duties and take such actions as may be necessary in managing the activities and affairs of Saskatchewan Artistic Swimming Inc. and to rule on all points not explicitly provided for therein. These duties should remain consistent with Canada Artistic Swimming. Constitution and Operational Bylaws, and in compliance with the Bylaws and Operating Policies of Saskatchewan Artistic Swimming Inc. and the Non-Profit Corporations Act.
- 10.2 To establish Standing Committees as are necessary for the administration of Saskatchewan Artistic Swimming Inc.
- 10.3 To establish Special Committees from time to time, as deemed necessary.
- 10.4 To appoint Chairs for all Committees, each of whom may, but need not necessarily be, a member of the Board. Chairs of Standing Committees shall hold office for a one--year term and may be re-elected without restriction. Chairs of Special Committees shall hold office as defined by the terms of reference for the committee under 10.5.
- 10.5 To establish terms of reference and approve membership of committees, provide resources for committee functions, ensure committee reporting procedures and maintenance of policy documents.
- 10.6 To formulate the Operating Policies and propose programs for Saskatchewan Artistic Swimming Inc.
- 10.7 To ratify, reverse or amend the actions of the Executive.
- 10.8 To appoint signing officers.
- 10.9 To receive and act upon concerns relative to.
- 10.10 To exercise financial control over the affairs of the Section by maintaining proper records and accounts of all transactions of the Section.
- 10.11 To be responsible for the securing, control and accounting of the finances of Saskatchewan Artistic Swimming Inc. and for placing and keeping all operating funds of Saskatchewan Artistic Swimming Inc. in legal accounts approved by the Board.

- 10.12** To approve financial statements and annual budgets.
- 10.13** To prescribe the manner in which cheques, agreements, letters, contracts and other documents shall be signed on behalf of Saskatchewan Artistic Swimming Inc.
- 10.14** To determine the conditions for membership in Saskatchewan Artistic Swimming Inc.
- 10.15** To set all fees.
- 10.16** To take such steps as deemed necessary to enable Saskatchewan Artistic Swimming Inc. to receive donations and benefits for furthering the objectives of Saskatchewan Artistic Swimming Inc.
- 10.17** To be responsible for the appointment of such employees as deemed necessary, to prescribe their duties, to determine policies relative to those appointments and assess their performance.
- 10.18** To ensure all minutes of Board Meetings are circulated to member clubs and committee chairs, within 15 days.

## **11. EXECUTIVE MEETINGS**

- 11.1** The meetings of the Executive shall be held at such time and in such place as the President shall designate. Reasonable notice of meetings shall be given to all Executive in writing, by telephone or otherwise. Business may be conducted by conference call.
- 11.2** Executive meetings may be called at the written request of any of the Executive.
- 11.3** Three Executive members shall constitute a quorum for a meeting of the Executive.

## **12. DUTIES OF THE EXECUTIVE**

- 12.1** The Executive may conduct the day-to-day affairs of Saskatchewan Artistic Swimming Inc. between meetings of the Board of Directors and shall be accountable to the Board.
- 12.2** The actions and decisions of the Executive shall be reported to the Board for ratification.

## **13. SPECIAL GENERAL MEETINGS**

- 13.1** Special General Meetings of Saskatchewan Artistic Swimming Inc. may be called:
  - a) On the order of the President whenever it is deemed necessary; or shall be called:
  - b) At the request of the majority of the Board; or
  - c) On the written request of at least 25% of the voting membership in good standing; or
  - d) On the written request of two or more affiliated clubs.

Such requests must set forth the purpose of the meeting. The only business that can be conducted during the Special General Meeting is the purpose for which it was called and included in the notice calling the meeting.

- 13.2** Meetings must be held within thirty (30) days of the request at such time and place as the Board may decide. Extensions may be approved by the members requesting the meeting.

**13.3** If Special General Meeting involves time sensitive issues the meeting must be held accordingly.

**13.4** A majority of the eligible and designated voting delegates as outlined in the Voting Section below shall constitute a quorum for a Special General Meeting.

## **14. VOTING**

**14.1** At Executive and Board Meetings:

- a) Except the President, each member of the Executive and Board of Directors shall be entitled to one vote on each question at any meeting of the Executive and Board;
- b) The President shall have the deciding vote in case of a tie;
- c) No proxy votes shall be permitted;
- d) Voting shall be by a show of hands (when in person), or verbal when on teleconference, video, or web; unless a ballot is requested by a member of the Executive or Board either before or after a vote by show of hands; should a ballot be requested, the vote will follow procedures as outlined in 14.3 By e-mail or mail;
- e) In all voting matters a simple majority shall decide;
- f) Abstentions are not counted when establishing a majority vote;
- g) A motion to destroy all ballots shall be made prior to the conclusion of the meeting.

**14.2** At Annual or Special General Meetings:

- a) At the commencement of the meeting, the President must call for the identification of those members eligible to vote.
- b) Only members of Saskatchewan Artistic Swimming Inc. in good standing are eligible to vote.
- c) Members of the Board and Standing Committee Chairs are entitled to one vote on each question. Committee chairs may designate another member of their committee to be the voting delegate by submitting a written or electronic notice to the President.
- d) The President shall vote only in the case of a tie.
- e) Each affiliated Competitive, Noncompetitive, and Summer club is entitled to:
  - i) One vote on each question to be cast by each accredited representative of the club;
  - ii) The number of accredited representatives for each club is determined by the number of swimmers registered with the club as of the preceding August 31<sup>st</sup>.
    - 1-20 swimmers -1 representative
    - 21-50 swimmers -2 representatives
    - 51 or more swimmers -3 representatives
  - iii) No club shall be entitled to more than three votes;

iv) Each affiliated club shall submit to the Executive Director of Saskatchewan Artistic Swimming Inc. prior to the meeting an AGM Voting Delegate and General Registration form provided by Saskatchewan Artistic Swimming Inc. which shall list the voting representative(s) and one alternate for each affiliated club. Such Voting Delegate and General Registration form emailed by an official of the club represented by the voting representative(s) is considered to be signed. A voting delegate must be a bona fide representative of an affiliated club.

f) Only members as outlined in Article 14.2 sections c-e are entitled to vote.

g) No person shall be entitled to more than one vote, irrespective of the number of positions held. If a person finds themselves in a position of having dual voting power (could hold vote as a board member or as a club member) then they must choose in advance of the AGM which position they wish to be recognized (board or club);

h) No proxy votes shall be permitted; except for 14.2 c;

i) Voting shall be by a show of hands (when in person), or verbal when on teleconference, video, or web; Two non-voting scrutineers shall be appointed by the President and approved by the voting members when votes are taken by ballot. The non-voting scrutineers shall follow the procedures as outlined in 14.3 b-f. A majority of voting members present shall constitute the quorum for the transaction of business at that meeting;

j) In all voting matters a simple majority shall decide;

k) Abstentions are not counted when establishing a majority vote;

l) A motion to destroy all ballots shall be made prior to the conclusion of the meeting.

### **14.3 By E-Mail, or Mail:**

a) The President may, on his/her own motion or on a motion at the Annual or a Special General Meeting of Saskatchewan Artistic Swimming Inc., submit any matter of special interest to the general welfare of Saskatchewan Artistic Swimming Inc. to a vote by e-mail or mail except the enactment, repeal or amendments of the bylaws.

b) In the case of a mail vote, the President shall ensure that each member and each accredited club entitled to a vote shall receive a clear statement of the question to be voted upon with a request that the voting ballot be returned to the President within a specified time.

c) The ballots shall be held until- they are counted.

d) Within 10 days of the closing of the vote, the President shall send to each member and each accredited club representative a copy of the question and the result of the vote including the number voting for or against the question and whether the said question has been carried or defeated.

e) A report of any action taken by such a vote shall be verified and made a part of the minutes of the next meeting of the Board.

f) All ballots shall be destroyed by motion of the Board.



**14.4** By Telephone and/or e-mail:

In case of business arising from a board meeting or in urgent business, telephone or email votes may be undertaken by using a similar procedure as per 14.3. A report of any action taken as a result shall be verified and made a part of the minutes of the next meeting of the Board.

**15. RULES AND REGULATIONS**

The Board of Directors may prescribe such rules and regulations consistent with these bylaws relating to the management and operation of Saskatchewan Artistic Swimming Inc.

**16. FISCAL YEAR**

The fiscal year of Saskatchewan Artistic Swimming Inc. shall be from September 1 to August 31.

**17. AMENDMENTS OF BYLAWS**

**17.1** Bylaws of Saskatchewan Artistic Swimming Inc. may be repealed or amended by a quorum of the Board of Directors and must be sanctioned by a majority of the votes cast at an Annual or Special General Meeting of Saskatchewan Artistic Swimming Inc.

**17.2** If any bylaws or any amendment or repeal thereof is rejected by the members or is not submitted to the next meeting of the members, the bylaws, amendment or repeal thereof ceases to be effective and no subsequent bylaws, amendment or repeal having substantially the same purpose or effect shall be effective until confirmed or confirmed as amended by the members.

**17.3** Amendments to the bylaws shall become effective immediately upon adoption unless the motion to adopt or a previous motion specifies otherwise.

**17.4** A call for notices of motion for the Annual General Meeting shall be sent to the Board of Directors, Chairs of Standing Committees, affiliated clubs, individual members and affiliated organizations 30 days prior to the Annual General Meeting.

**17.5** Any member in good standing supported by a seconder may propose amendments to the bylaws by submitting written Notices of Motion to the President at least 15 days prior to the Annual or Special General Meeting at which such amendments are to be considered.

**17.6** The membership of Saskatchewan Artistic Swimming Inc. shall be notified of amendments to the bylaws within 45 days of their adoption at an Annual or Special General Meeting.

**18. ANNUAL MEETING**

**18.1** The Annual General Meeting of the membership of Saskatchewan Artistic Swimming Inc. shall be held at such time as determined by the Board of Directors provided it meets the mandates set by Sask Sport and the Corporations Branch. The AGM is for the purpose of receiving and approving reports of the auditor and the Board of Directors, electing the Board of Directors, appointing auditors for the ensuing year and for the transaction of such other business relative to the affairs of Saskatchewan Artistic Swimming Inc. as may properly be brought before the meeting.

**18.2** The President of the Section shall cause to be forwarded not less than 15 days or more than 30 days prior to the Annual or Special General Meeting a written notice of the meeting, its location, date, time, agenda, all notices of motion, and for a Special General Meeting, the reasons therefore to the Board of Directors, Chairs of Standing Committees, affiliated membership and to the auditor.

**18.3** The Membership shall be notified in writing of such meetings. All such notices may be sent by ordinary prepaid mail or electronic mail to the last known address and shall be deemed to have been received on the day following their posting.

**18.4** Notice to the public at large of such meetings may be made through the press and/or other means as deemed necessary by the Board.

## **19. WAIVER OF NOTICE**

Any person entitled to attend a meeting of members may in any manner waive notice of the meeting.

## **20. AUDITOR**

**20.1** The auditor shall be appointed by the members of the Section at the Annual General Meeting for the purpose of auditing the accounts of Saskatchewan Artistic Swimming Inc.

**20.2** The auditor so appointed shall hold office until the next Annual General Meeting.

**20.3** The Board may fill any vacancy in the office of the auditor by resolution.

## **21. BORROWING AND INVESTMENT POWER**

**21.1** For the purpose of carrying out the objectives of Saskatchewan Artistic Swimming Inc., the Board may:

- a) Borrow money on the credit of Saskatchewan Artistic Swimming Inc. not exceeding 10% of the annual budget;
- b) Approval must be obtained at a General Meeting to borrow funds more than 10% of the annual budget;
- c) Secure the payment of monies borrowed in such manner as it sees fit.

**21.2** The Board of Directors shall have the power to invest the funds of Saskatchewan Artistic Swimming Inc. in such manner as it may deem advisable in the best interests of the Section.

## **22. DISSOLUTION**

Subject to Section 192 of the Non-Profit Corporations Act, on dissolution of Saskatchewan Artistic Swimming Inc., its assets shall, after satisfying its liabilities, be donated to such charitable Organizations in Saskatchewan, which has like or similar objectives as Saskatchewan Artistic Swimming Inc. and which is recognized as such by the Department of National Revenue, Taxation Division; and the particular organization to receive said assets shall be selected by the members of Saskatchewan Artistic Swimming Inc., or by the Board of Directors, as the members may decide.