

Club By-Laws

ARTICLE 1 – NAME & AFFILIATION

1. This organization which is incorporated under the *Societies Act* of the Province of Alberta, shall be called the “Prairie Dolphins Water Polo Club” (hereinafter referred to as the “Club”)

1. The Club shall be affiliated with and maintain membership with the Alberta Water Polo Association (AWPA) and shall adhere to the rules and regulations of this body governing the registration of players, conduct of tournaments and related matters, and pay such dues as may be required.

ARTICLE 2 – MEMBERSHIP

2.1 The membership of the Club shall consist of person concerned with and interested in the sport of water polo.

2.2 Membership in the Club shall be classified as follows:

2.2.1 Parent Members – The parent or guardian of any athlete registered with the Club;

2.2.2 Coaches – Any active coach of the Club;

2.2.3 Life Members;

2.2.4 Active Players – Any individual who is participating in the sport of water polo as an athlete registered with the Club;

2.3 The Membership at Large shall consist of 2.2.1, 2.2.2 and 2.2.3.

2.4 To maintain membership, Active Players must pay fees, dues and assessments when such are required.

2.5 Membership may be revoked, upon a resolution by seventy-five (75%) percent of the Executive, for any cause which the Executive deems reasonable.

2.6 A member may withdraw at any time from the Club by giving notice in writing to the Executive Committee. Refunds will be governed as per Article 9.

2.7 A Life Membership may be awarded by the Executive Committee to a person who has contributed in a significant fashion over a number of years to the advancement of the Club and to the sport of water polo.

2.8 Rights of the Membership at Large:

2.8.1 To attend meetings of the Club, as defined under Article 7, and;

2.8.2 Each member has the right of one vote on any motion or participate in the operation of the Club; matter requiring a vote at any meeting of the general membership;

2.8.3 Active Players have the right to participate in activities as outlined by the coach, attend AWPA sanctioned tournaments and out-of-province tournaments as outlined by the coach and participate in fundraising and other activities.

ARTICLE 3 – ORGANIZATION OF THE CLUB

3.1 The Club shall be organized into the following levels of organization:

3.1.1 Officers of the Club;

3.1.2 Coaching Staff;

3.1.3 Membership at Large

3.2 The Officers of the Club shall consist of:

3.2.1 President

3.2.2 Vice President;

3.2.3 Treasurer;

3.2.4 Secretary, and;

3.2.5 Registrar / Membership Coordinator

3.3 The Officers of Club shall also be referred to as The Executive Committee.

ARTICLE 4 – ELECTION OF OFFICERS OF THE CLUB

4.1 Each Officer of the Club shall be voted into Office by the Membership at Large at the Annual General Meeting (AGM) of the Club.

4.2 A Nominating Committee appointed by the Executive Committee for this purpose may select candidates for office from the Membership at Large, or members may make their intentions known at the AGM. Candidates selected by the Nominating Committee shall be presented and identified by the Nominating Committee at the AGM.

4.3 Majority requirement of election:

4.3.1 A majority of 50.1% of the votes cast by the voting membership in attendance at the Annual General Meeting is required before a candidate is elected to office;

4.3.2 When 3 or more candidates are contesting the same office and no candidate has more than 50.1% of the votes, then the candidate with the least number of votes must withdraw from the election and the vote continued until a candidate receives more than 50.1% of the votes;

4.3.3 Defeated presidential candidates shall have the right to announce their candidacy for the position of Vice President, or any position on the Executive Committee.

4.4 *The term of office of the President and the Treasurer shall remain for a minimum of 2 years.* Except for the Treasurer, all terms shall commence immediately following the Annual General Meeting at which (s)he is elected. The Treasurer's term of office shall commence on November 1st following the Annual General Meeting at which (s)he was elected. Elections for all positions shall be held when required annually depending on the length of the term.

4.5 If the President is unable to complete his/her term of office, (s)he will be automatically be replaced by the Vice President for the remainder of the term. Should a vacancy arise, for any reason, in any other position, the Executive Committee shall appoint, from the Club membership, someone to fill the vacancy for the remainder of the term.

ARTICLE 5 – DUTIES OF OFFICERS AND THE EXECUTIVE COMMITTEE

5.1 The Officers of the Club are the Club's official representatives and are responsible for the image and presence of the Club at all meetings and functions in which the Club has an interest.

5.1.1 Delegates may be appointed by the officers of the Club to attend meetings and functions in which the Club has an interest;

5.2 Duties – The duties of Officers are as follows:

1. The President will:

1. Be responsible for the general supervision of the affairs and operations of the Club;
2. Preside as Chair Person at the Annual General Meeting of the Club and at meetings of the Officers of the Club and the Executive Committee, unless an alternate Executive Member or Officer has been appointed to Chair;
3. Be one of the signing officers of the Club;
4. Be the official spokesperson of the Club;
5. Oversee and supervise office staff and coaches;
6. Perform such other duties as may from time to time be established by the Executive Committee.

1. 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 Executive Committee.

1. The Treasurer will:

1. Keep proper accounting records as required by the Societies Act;
2. Collect and record all dues and other funds received by the Club;
3. Write all cheques for expenditures and retain cancelled cheques and receipts;
4. Cause to be deposited all monies received by the Club in the Club's bank account;
5. Supervise the management and the disbursement of funds of the Club;
6. When required, will provide the Executive Committee with an account of financial transactions and the financial position of the Club;
7. Prepare annual budgets, and;
8. Perform such other duties as may from time-to-time be established by the Executive Committee.

1. The Secretary will:

1. Be responsible for the documentation of all amendments to the Club's Constitution and Bylaws;
2. Ensure that all official documents and records of the Club are properly kept;
3. Conduct the correspondences of the Executive Committee;
4. Keep an up-to-date list of registered members;
5. Sent out any notice requirements as described herein;
6. Cause to be recorded the minutes of all meetings of Members, Executive Committee and other Committees of the Club, and;
7. Performs such other duties as may from time-to-time be established by the Executive Committee.

5.3 The Past President shall provide advice to the Executive based on previous experience and involvement.

5.4 The Executive Committee of the Club shall conduct the day-to-day business of the Club and shall meet as often as deemed necessary.

5.5 None of the Officers of the Club nor any Committee members shall receive remuneration for the performance of his/her duties and services.

5.6 The Executive Committee shall contract a Head Coach and assistant coaches as deemed necessary for the period from the start of the water polo season to the end of the water polo season.

5.6.1 The Head Coach shall be responsible, in conjunction with the Executive Committee, for the complete organization of the training systems, methods and coaching staff necessary for the training, discipline and motivation of the Active Players of the Club.

5.6.2 The Head Coach shall attend meetings of the Executive Committee as requested by the Committee; the Head Coach shall not have a vote on any resolutions at these meetings.

5.6.3 Person contracted to the Club under any coaching position will not be eligible for appointment or election to the Executive Committee.

5.7 The Membership at Large shall attend all General Membership Meetings and Club activities to assist in the proper management of the Club.

5.8 Each Officer and member of the Committee shall carry out his/her duties to the best of their ability and shall resign if unable to do so.

5.9 In the event serious allegations are made against a member of the Executive Committee or that member miss three (3) consecutive meetings, a majority vote of the

quorum of the Executive Committee can ask for that member's resignation. Any member of the Executive Committee may also be removed from office upon a majority vote of the Membership at Large.

ARTICLE 6 – POWERS OF THE EXECUTIVE COMMITTEE

6.1 Powers of the Club – Except as otherwise provided in the *Societies Act* or these Bylaws, Executive Committee has the powers of the Club and may delegate any of its powers, duties and functions.

6.2 Managing the Affairs of the Club – Executive Committee may make policies, procedures and manage the affairs of the Club in accordance with the Act and these Bylaws.

6.3 Discipline – Executive Committee 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.

6.4 Dispute Resolution – Executive Committee 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.

6.5 Employment of Persons – Executive Committee may employ or engage under contract such persons as it deems necessary to carry out the work of the Club.

6.6 Borrowing Powers – Per Article 11, no committee will have the authority to incur debts in the name of the Club.

ARTICLE 7 – MEETINGS

7.1 At least one General Membership Meeting will be held each year: the Annual General Meeting (AGM). Additional general meetings of the Club membership shall be held as deemed necessary by the Executive Committee.

7.1.1 The Annual General Meeting shall be held in October of each year. Notification will be by letter or electronic mail, or as decided by the Executive Committee, at least 7 days in advance of the AGM.

7.2 At any meeting of the Club, each member is entitled to one vote.

7.2.1 Parent members are entitled to one vote per family unit.

7.3 A Special Membership Meeting shall be called at the written request of any five (5) members which request shall state the business to be brought before the meeting. The Membership at Large shall be notified by letter at least 7 days prior to the meeting.

7.4 Executive Committee meetings shall be held whenever required to conduct day-to-day business of the Club.

7.5 Quorum

7.5.1 A quorum for any general, annual, nomination or special meeting shall be five (5) members of the Membership at Large.

7.5.2 A quorum for the Executive Committee shall be any 3 members of the committee.

7.6 Voting by proxy is not permitted.

7.7 Voting privileges may be exercised by all eligible members by a show of hands. Any two persons present and entitled to vote may demand, whereupon the Chair shall direct, a vote by secret ballot.

ARTICLE 8 – COMMITTEES

8.1 Appointment of Committees – The Officers of the Club 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 the 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.

8.2 Quorum – A quorum for any committee will be the majority of its voting members.

8.3 Terms of Reference – The Officers of the Club 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.

8.4 Vacancy – When a vacancy occurs on any Committee, the Officers of the Club may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term.

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

8.6 Removal – The Officers of the Club may remove any member of any Committee.

8.7 Debts – Per Article 11, no committee will have the authority to incur debts in the name of the Club.

8.8 Remuneration

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 Officers of the Club.

8.9 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 Executive 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 Societies Act regarding conflict of interest.

ARTICLE 9 – FEES, DUES AND ASSESSMENTS

9.1 Fees, dues and assessments are the means by which the Club obtains the monies necessary to finance the operation of the Club. The Executive Committee shall set an operating budget, and shall set the fees, dues and assessment structure. The budget shall be presented at the Annual General Meeting for Membership approval.

9.2 Fees and assessments are refundable in accordance with the Club's cancellation policy.

9.3 The Club may participate in fundraising activities to help finance operations. Active players are expected to participate in any fundraising activities as established by the Executive Committee.

ARTICLE 10 – FINANCES

10.1 Any three of the Executive Committee may be authorized to sign all cheques on behalf of the Club. No two Executive Committee members residing within the same residence may have signing authority at the same time.

10.2 The treasurer shall be allowed, at his/her discretion, to invest any monies remaining at the end of the water polo season in any short term, secure, cashable investments, such as, term deposits, money market investments or GICs; at recognized financial institutions, provided such money is accessible, without penalty, when required for the operation of the Club. Any monies earned in interest from such investments must also be accessible when required for the operation of the Club.

10.3 In the event of dissolution or wind-up of the Club, all of its remaining assets shall be distributed to recognized charitable organizations or non-profit societies operating in Southern Alberta. The Executive Committee shall have the authority to determine the division of any assets.

ARTICLE 11 – BORROWING POWER

11.1 The Club shall not borrow monies.

ARTICLE 12 – FINANCIAL REVIEW

12.1 The books, accounts and records of the Club shall be audited once a year by a duly qualified accountant or by two members of the Club appointed from the Executive Committee for that purpose.

12.2 The review shall consist of a review of the records and books of the Club and the preparation of a letter to the Membership at Large outlining the findings of the review as

to compliance with the by-laws of the Club and compliance with general accounting standards for accuracy and completeness. The review is to be completed and presented to the Executive Committee by September 30th of each year and to the Membership at Large at the Annual General Meeting in October.

12.3 The books and records may be inspected by any member of the Club at any time. Up-to-date financial statements shall be presented to the members at the Annual General Meeting and any Special Membership Meetings in which it has been requested to review the financial statements.

ARTICLE 13 – AMENDMENT OF BY-LAWS

13.1 The By-laws of the Club may only be rescinded, altered or added to by a special resolution of the members at the Annual General Meeting or a special meeting of the members, called for that purpose. Proposed amendments must be submitted to the Secretary at least fourteen (14) days prior to such meeting. The Secretary will include the proposed amendments with the Agenda sent to all club members at least seven (7) days prior to such meeting.

13.2 No bylaw may be introduced, amended, or rescinded in such a way the negates or contradicts the objectives of the Club.

ARTICLE 14 – FINANCIAL REVIEW

14.1 The fiscal year of the Club shall be August 1st to July 31st of each year.