



BYLAWS OF SWIM SASKATCHEWAN INCORPORATED

ARTICLE 1 - NAME, PURPOSE AND OBJECTIVES

Section 1. Name

- 1.1 The name of the organization shall be Swim Saskatchewan Incorporated (SSI), a provincial section of Swimming Natation Canada (SNC) and therefore subject to SNC bylaws. SNC is a member of the Federation Internationale de Natation Amateur (FINA).
- 1.2 Swim Saskatchewan Inc. may from time to time adopt a corporate seal that shall be the seal of Swim Saskatchewan;
- 1.3 Swim Saskatchewan Inc. may from time to time adopt a corporate logo that shall be the logo of Swim Saskatchewan.

Section 2. Purpose

- 2.1 Swim Saskatchewan Inc. is dedicated to the promotion of the sport of swimming and the development of excellence for each participant.

Section 3: The objectives of Swim Saskatchewan Inc. shall be:

- 3.1 To teach and perpetuate the sport of swimming, while encouraging training for competition, self development, leadership and sportsmanship;
- 3.2 To develop, publish, administer, and enforce bylaws, policies, rules and regulations governing the sport of swimming and the conduct of swimming competitions under its jurisdiction, and to deal with any infringement thereof;
- 3.3 To stimulate public opinion in favor of providing adequate facilities, and sufficient opportunities for developing the highest standards of the sport of swimming, and to advocate and encourage the design and construction of swimming pools to FINA specifications;
- 3.4 To promote swimming as a means of healthful exercise for a broad cross-section of the community and as a means for improving the physical fitness of the general population;
- 3.5 To encourage the professional development of coaches and promote the development and maintenance of high standards among volunteer officials.



ARTICLE 2 - MEMBERSHIP

Section 1 Membership in Swim Saskatchewan Inc. shall include:

- 1.1 Any swim club in the province of Saskatchewan as defined by Swimming Natation Canada (SNC) and represented by voting delegates, including all Winter, Summer and Masters swim clubs;
- 1.2 Individual members under such terms and conditions as may be approved by the Board of Directors.

ARTICLE 3 - MEETINGS

Section 1 Annual Meeting

- 1.1 The Annual Meeting of Swim Saskatchewan Inc. shall be held no more than 90 days after the fiscal year end.
- 1.2 Notice of the Annual Meeting shall be communicated by any reasonable means by Swim Saskatchewan Inc. to all affiliated clubs, officers and directors not less than 15 or more than 50 days before the date of the meeting;

Notice of meeting for any purpose other than consideration of the financial statements and auditor's report, election of officers and appointment of the auditor, shall state the nature of such business in sufficient detail to permit the member to form a reasoned judgment thereon and shall state the text of any resolution to be submitted to the meeting;

The business of the Annual Meeting shall be:

- Credentials
- Minutes of the previous Annual Meeting
- Reports of the elected officers
- Approval of the Financial Statements
- Appointment of the Auditor
- Proposed Bylaw changes
- Resolutions
- Election of new officers

Quorum shall consist of those members present.

Roberts Rules of Order shall be used as a guide at all meetings of Swim Saskatchewan, including the Annual Meeting, Board of Directors meetings, special meetings, and committee meetings.

Section 2 Special Meetings

- 2.1 Special meetings shall be called by the President, by resolution of the Board, or by written request of any four affiliated clubs stating reasons therefore. Notice of the meeting shall be communicated by any reasonable means to member clubs at least 15 days prior to the meeting;
- 2.2 Quorum shall consist of those members present.



ARTICLE 4 – VOTING

- Section 1 Annual or special meetings
- 1.1 Voting delegates of member clubs make up the total votes at an Annual or special meeting;
 - 1.2 A voting delegate must be an authorized representative of a member club and shall represent only one club;
 - 1.3 Each member club shall receive votes based on the following formula:
Fewer than 25 swimmers, one voting delegate
25-49 swimmers, two voting delegates
50 or more swimmers, three voting delegates.

The number of votes shall be computed for Winter and Masters clubs based on registrations as at March 31 preceding any meeting of the association and for Summer clubs based on registrations as at August 31 preceding any meeting of the association.

- 1.4 Voting delegates shall be present at the meeting to vote.
- 1.5 Voting shall be a show of hands. Election votes shall be by ballot if requested by one or more delegates.
- 1.6 All motions, with the exception of amendments to the Bylaws (see Article 8) shall be determined by a simple majority of the votes cast. In the event of a tie, the motion shall be defeated.

- Section 2 Board of Directors or Committee Meetings
- 2.1 Each member shall have one vote.
 - 2.2 In the event of a tie, the chair shall cast the deciding vote.

ARTICLE 5 – BOARD OF DIRECTORS

Section 1 Membership

- 1.1 The Board of Directors shall consist of:
 - 1.1.1 President
 - 1.1.2 Vice President, Administration
 - 1.1.3 Director, Winter Swimming
 - 1.1.4 Director, Summer Swimming
 - 1.1.5 Director, Masters Swimming
 - 1.1.6 Director, High Performance
 - 1.1.7 Director, Officials
 - 1.1.8 Director, Community Programming
 - 1.1.9 Saskatchewan Swim Coaches and Teachers Association Representative
 - 1.1.10 Past President (Ex Officio)
- 1.2 Members of the Board of Directors shall be at least 18 years of age, having an interest in the objectives of Swim Saskatchewan Inc., and residing within the province of Saskatchewan.
- 1.3 Directors of Winter, Summer and Masters swimming, Officials and the Saskatchewan Swim Coaches and Teachers Association representative shall be elected by their respective members at an appropriate meeting for each program area.
- 1.4 The President, Vice President-Administration, Directors of High Performance and Community Programming, and the Swimmer Representative shall be elected by the delegates at an Annual Meeting of Swim Saskatchewan Inc. They shall have a term of two years, and may be re-elected with no limitation on the number of terms, with two of these directors elected in one year and the other three in alternate years.
- 1.5 For the purposes of instituting major bylaw changes in 2002, to maintain continuity through the transition, two of the directors shall be elected for two years and three shall be elected for three years. The configuration of positions and terms shall be decided at the Annual Meeting upon approval of these Bylaws.

ARTICLE 5 – BOARD OF DIRECTORS

Section 2 Qualifications

- 2.1 Persons desiring to serve on the Board of Directors should have the following qualifications:
 - 2.1.1 The President -- served previously at least one term as a Vice President or Director and shall Chair Board meetings, Annual Meetings and special meetings of Swim Saskatchewan Inc. The President shall be an Ex Officio member of all Swim Saskatchewan Program and Ad Hoc committees;
 - 2.1.2 The Vice President, Administration -- knowledge and experience in financial management and appropriate non-profit administrative procedures, and shall act on behalf of the President when the President is unable to carry out responsibilities;
 - 2.1.3 The Director, Winter Swimming -- elected at an appropriate meeting for Winter Swimming by representatives from winter clubs, shall serve as Chair at Winter Swimming program meetings, and shall be able to represent the whole of winter swimming;
 - 2.1.4 The Director, Summer Swimming -- elected at an appropriate meeting for Summer Swimming by representatives from summer clubs, shall serve as Chair at Summer Swimming Program meetings, and shall be able to represent the whole of summer swimming;
 - 2.1.5 The Director, Masters Swimming -- elected at an appropriate meeting for Masters Swimming by representatives from masters clubs, shall serve as Chair at Master Swimming program meetings, and shall be able to represent the whole of Masters swimming;
 - 2.1.6 The Director, Officials -- elected at an appropriate meeting of the Senior/Master Officials, shall represent Saskatchewan at the National Officials Committee, shall serve as Chair at Senior/Master Officials program meetings, and shall be able to represent the officials of the province;
 - 2.1.7 The Director, High Performance -- experience either as an official, swimmer or team manager at a Canada Games, senior national or international competition, and shall serve as Chair at High Performance program meetings;



ARTICLE 5 – BOARD OF DIRECTORS

- 2.1.8 The Director, Community Programming -- knowledge of such programs as “I Can Swim,” “Summer Swim Fun,” and shall be able to appropriately liaison with such organizations as Special Olympics, Kids Sport and others as required, and shall serve as Chair at Community Programming program meetings;
- 2.1.9 The Saskatchewan Swim Coaches and Teachers Association Representative -- elected at an appropriate meeting of the Saskatchewan Swim Coaches and Teachers Association, shall serve as Chair at SSCTA meetings, and shall be able to represent the swim coaches of the province;
- 2.1.10 The Past President shall be an Ex Officio advisor to the Board and shall sit for a maximum of two years immediately following his or her term as President.

Section 3 Duties of the Board of Directors

- 3.1 The Board of Directors shall meet a minimum of three times per year. Board meetings shall be called by the President or shall be called upon the request of four Directors. Quorum at meetings of the Board of Directors shall be five voting members;
- 3.2 The Board of Directors shall establish and annually review all policies and procedures to govern the operation of Swim Saskatchewan Inc.;
- 3.3 The Board of Directors shall have the authority to conduct such business as: the signing of contracts, making of financial transactions, borrowing money, and so on in accordance with *The Non-Profit Corporations Act*;
- 3.4 Signing officers of Swim Saskatchewan Inc. shall be any three members of the Board who are willing and accessible, in addition to the Executive Director, as authorized by the Board;
- 3.5 Employ, annually evaluate, terminate and fix the compensation and prescribe the duties of the Executive Director;
- 3.6 Serve as an avenue of appeal by members of discipline cases heard by the Discipline Committee;
- 3.7 Approve, suspend or expelled with cause affiliated clubs or swimmers from Swim Saskatchewan Inc.;
- 3.8 Conduct such other duties consistent with the intent of these Bylaws or *The Non-Profit Corporations Act* as may be necessary for the proper administration of the business of Swim Saskatchewan Inc.

ARTICLE 5 – BOARD OF DIRECTORS

Section 4 Conflict of Interest

- 4.1 A Director who is a party to, or who has a material interest in any person who is a party to a material contract or proposed material contract with Swim Saskatchewan shall disclose the nature and extent of his or her interest at the time and in the manner provided by *The Non-Profit Corporations Act*. Any such contract or proposed contract shall be referred to the Board for approval even if such contract is one that in the ordinary course of Swim Saskatchewan's business would not require approval by the Board, and a director interested in a contract so referred to the Board shall not vote on any resolution to approve the same except as provided by *The Non-Profit Corporations Act*.
- 4.2 Any Director who has a real or perceived conflict of interest with any item of business at a meeting of the Board of Directors shall excuse himself or herself and leave the room at such time as that item is discussed and/or voted upon during the meeting.

Section 5 Vacancies and removal from office

- 5.1 Subject to *The Non-Profit Corporations Act*, the Board may fill a vacancy on the Board for the unexpired term, provided however that such vacancy shall be filled by another member, qualified to fill that position;
- 5.2 Subject to the provisions of *The Non-Profit Corporations Act*, the Board may, by resolution passed at a special meeting, remove any director from office and the vacancy created by such removal may be filled at the same meeting, failing which it may be filled by the Board;
- 5.3 A director ceases to hold office when he or she: dies, is removed from office by the Board, ceases to be qualified for election, becomes of unsound mind, is convicted of an indictable offence, ceases to hold the qualifications as a representative, fails to attend 3 consecutive Board of Directors meetings without reasonable cause, or his/her written resignation is sent or delivered to the Executive Director, or if a time is specified in such resignation, at the time so specified, whichever is later.

ARTICLE 6 – COMMITTEES

Section 1 Program Committees

- 1.1 Program Committees shall be established for all program areas within Swim Saskatchewan Inc. These program committees shall be:
 - 1.1.1 Winter Swimming
 - 1.1.2 Summer Swimming
 - 1.1.3 Masters Swimming
 - 1.1.4 High Performance Swimming
 - 1.1.5 Community Programs
 - 1.1.6 Senior/Master Officials
 - 1.1.7 Saskatchewan Swim Coaches and Teachers Association
- 1.2 The duties of these Program Committees shall be established in Swim Saskatchewan Inc. or program policy, approved by the Board of Directors.

Section 2 Ad Hoc Committees

- 2.1 The President may appoint such Ad Hoc Committees and the chair persons as may be necessary from time to time;
- 2.2 The membership, duties and length of existence of such Ad Hoc Committees shall be established as Terms of Reference at the time a committee is appointed.

Section 3 Discipline Committee

- 3.1 A Discipline Committee, with Terms of Reference, shall be established by the Board of Directors to hear cases in regards to discipline of members.

Section 4 Nomination Committee

- 4.1 A Nomination Committee shall be established by the Board of Directors to solicit interest and nominations for Board positions open for election. The Terms of Reference of the Nominations Committee shall be established by the Board of Directors.

ARTICLE 7 – PROTECTION OF DIRECTORS AND OTHERS

Section 1 Limitation of Liability

- 1.1 No director shall be liable for the acts, receipts, neglects or defaults of any other director or employee, or for joining in any receipt or other act for conformity, or for any loss, damage, or expense happening to Swim Saskatchewan Inc. through the insufficiency or deficiency of title to any property acquired for or on behalf of Swim Saskatchewan, or for the insufficiency or deficiency of any security in or upon which any of the moneys of Swim Saskatchewan shall be invested, or for any loss or damage arising from the bankruptcy, insolvency, or tortuous acts of any person with whom any of the moneys, securities, or effort of Swim Saskatchewan shall be deposited, or for any loss occasioned by any error of judgment or oversight on his or her part, or for any other loss, execution of the duties of his or her office or in relation thereto, unless the same are occasioned by his or her own willful neglect or default; provided that nothing herein shall relieve any director or employee from the duty to act in accordance with *The Non-Profit Corporations Act* and the regulations thereunder or from liability for any breach thereof.

Section 2 Indemnity

- 2.1 Subject to the limitations contained in *The Non-Profit Corporations Act*, Swim Saskatchewan shall indemnify a director, a former director, a person who acts or acted at request of Swim Saskatchewan or Board as a director of a body corporate of which Swim Saskatchewan is or was a shareholder or creditor (or a person who undertakes or has undertaken any liability on behalf of Swim Saskatchewan or any such body corporate) and his or her heirs and legal representatives, against all costs, charges and expenses including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him or her in respect of any civil, criminal, or administrative action or proceeding to which he is made a party by reason of being or having been a director of Swim Saskatchewan or such body corporate if,
- 2.1.1 He or she acted honestly and in good faith with a view to the best interest of Swim Saskatchewan; and
- 2.2.1 The case of a criminal or administration action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that this conduct was lawful.

Section 3 Insurance

- 3.1 Subject to the limitations contained in *The Non-Profit Corporations Act*, Swim Saskatchewan shall purchase and maintain such insurance for the benefit of its directors and employees as the Board may from time to time determine.



ARTICLE 8 – AMENDMENT OF BYLAWS

Section 1 The bylaws of Swim Saskatchewan Inc. may be amended at an Annual Meeting, or special meeting, provided not less than 15 days or more than 50 days notice of motion is given to all the affiliated clubs. Such notice shall set out that a proposed change in the bylaw will be presented and must specify the exact nature of the proposed change. A 3/4 majority of votes cast by accredited delegates present at such meetings must be in favor to pass the amendment.