

Aquatica Synchro Club Inc.

BY-LAWS

OBJECTS

1. NAME

1.1 This organization shall be called Aquatica Synchro Club Inc., herein called (“Aquatica”).

1.2 Aquatica is incorporated under the Manitoba Corporations Act as a not for profit organization.

2. JURISDICTION

2.1 Aquatica shall be a member of Manitoba Artistic Swimming (“MAS”) and maintain club membership in Canada Artistic Swimming (“CAS”).

3. PURPOSE

3.1 The primary objectives of Aquatica Synchro Club Inc. shall be:

- a) to provide swimmers of all abilities the opportunity to achieve their personal best as individuals, athletes, and team members in a club environment that values respect, dedication and sportsmanship;
- b) to provide club members an opportunity to learn and practice synchronized swimming in a well-organized setting from recreational to competitive levels including Masters;
- c) to provide an opportunity for competitive club members to compete in competition
- d) to provide Star testing for synchronized swimming figures;
- e) to enhance fellowship among participants and to have fun; and
- f) to provide various socializing opportunities for club members throughout the season.

4. DURATION

4.1 The duration of Aquatica Synchro Club Inc. shall be perpetual.

5. DISSOLUTION

5.1 Upon dissolution of Aquatica Synchro Club Inc., any remaining assets and obligations of Aquatica Synchro Club shall be transferred to the successor organization, if any, established to assume the function of the Aquatica Synchro Club Inc., and if there is no successor, any remaining assets after payment of the obligations of Aquatica Synchro Club Inc., shall not inure to the benefit of any private individual or corporation, but shall be distributed to MAS.

6. MEMBERSHIP

All swimmers, parents or guardians of swimmers and coaches affiliated with Aquatica Synchro Club are members of this corporation. All other persons interested in promoting the objectives of this corporation are eligible to apply to the Board of Directors for membership, and after acceptance by majority vote of the directors shall become members.

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There shall be no discrimination as to ancestry, including colour and perceived race; nationality or national origin; ethnic background or origin; religion or creed, or religious belief, religious association or religious activity; age; sex, including sex-determined characteristics or circumstances, such as pregnancy, the possibility of pregnancy, or circumstances related to pregnancy; gender identity; sexual orientation; marital or family status; source of income; political belief, political association or political activity; physical or mental disability or related characteristics or circumstances, including reliance on a service animal, a wheelchair, or any other remedial appliance or device; social disadvantage. These grounds for discrimination shall be updated to reflect the prohibited grounds for discrimination defined in the Manitoba Human Rights Act as amended from time to time.

6.1 Classes of Membership

The following classes of membership shall be recognized in Aquatica:

- A) **Athlete Members:** All athletes shall be registered with MAS and CAS. All athlete members shall list their affiliation with Aquatica or be in the process of transferring their affiliation to Aquatica.
- B) **Parent/Guardian Members:** All parents or legal guardians of athlete members who are in good standing with Aquatica shall be parent/guardian members.
- C) **Coach Members:** All coaches of Aquatica shall be coach members.
- D) **Affiliate Members:** Any persons not listed in A., B., or C. who wish to contribute to the activities of Aquatica may be affiliate members. Individuals seeking to become Affiliate members will require approval from the Board of Directors.

6.2 Member in Good Standing

All Aquatica members are in good standing when their respective program fees, travel and other expenses are remitted to the club as per the program payment schedule. Where payment is due and not cleared in the athlete account, written notification will be sent to the member advising that the fiscal obligation is now past due. Where the account remains outstanding 7 days after written notification is issued, membership in the club shall be suspended for a minimum of 10 days including forfeiture of registration in upcoming competition(s). The club will advise in writing of the suspension, that the swimmer is not in good standing, and that club services are halted. Suspension will be lifted upon full payment of the program fees (including travel, entry fees, registration and program fees and any other expenses) and once the 10 days have passed.

As per the By-Laws, parent members of an athlete no longer in good standing are also considered not in good standing with the club. When such a parent member holds a leadership position within the Board or Committee, the Board may make motion to remove that individual and make replacement as per the Aquatica By-Laws.

Where the financial account of an athlete remains outstanding at the end of the competition season/club program year, the club will issue written notification to MAS that the athlete is not in good standing and that the member has been advised accordingly. If the same athlete is registering the following year, the Board of Directors has the authority to request payment of full training fees and a deposit on travel and wardrobe expenses at the beginning of the swimming year.

7. BOARD OF DIRECTORS

7.1 Composition: The affairs of Aquatica Synchro Club Inc. shall be managed and directed by a Board of Directors numbering up to thirteen (13). The Board shall consist of up to 12 elected positions:

- a) President;
- b) Vice-President or Past President;
- c) Secretary;
- d) Treasurer; and
- e) Up to eight at-large representatives.

In addition, there shall be one (1) appointed position that being the Head Coach or his/her representative when the Head Coach is not available.

7.2 Eligibility: All members of the Board of Directors must be athlete members, parent/guardian members, affiliate members or coach members. All members of the Board of Directors must be at least 18 years of age.

7.3 Compensation: No member of the Board of Directors shall receive any compensation for his or her services except for the Head Coach or his/her representative.

7.4 Duties of the Board of Directors: The Board of Directors shall be responsible for determining the direction and focus of the organization, executing the fiscal expenditures of the organization, conducting the business of the organization on behalf of its members, procuring coaching services, and acting as an arbitration board to mediate problems and complaints. The board shall also establish those standing and ad hoc committees it requires to conduct the organizations business. The Board of Directors shall accept new members and resignation of existing members. All accounts should be in good standing when leaving the club.

7.4.1 Duties of the President: The president shall serve as chairperson at the Board of Directors, parent/guardian meetings and annual parent/member meeting with all the powers delegated to such a person as stated in Robert Rules of Order. The president shall set the meeting schedule including time, place, location, and meeting agenda. The president or the president's delegate shall represent Aquatica in all other meetings and shall have the authority of voting on behalf of Aquatica at those meetings. The president or the president's representative shall be the contact person when dealing with outside agencies such as MAS.

7.4.2 Duties of the Vice-President or Past President: The Vice-President or Past President shall assume the chairmanship of the Board, parent/guardian meetings and annual parent/member meeting if and when the president is unable to participate.

The Past President provides mentorship, whereas the vice-president receives mentorship to/from the club president. There will only either be a Past President or Vice-President on the board at one time, and this position will form part of the Executive team. This

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position is to ensure succession planning in the management of the club as is required given the dynamics of the club from year to year. This position provides an opportunity for those with experience to pass along knowledge and experience to those in new positions, while ensuring continuity of club management.

This position will be held on a 1 or 2 year term, dependent on the dynamics of club membership and expected term of the President. It is the ideal that the Vice-President position would be vacated to assume the president position, and the past president role would be filled by the out-going president.

7.4.3 Duties of the Treasurer: The treasurer shall be required to keep adequate records of all transactions enacted during the term in office and shall report at each meeting the progress of these transactions. The treasurer shall prepare a yearly budget proposal for consideration and approval by the Board of Directors. The budget shall include proposed expenditures, expected revenue and recommended fees. The treasurer will oversee the duties of the financial secretary.

7.4.4 Duties of the Secretary: The secretary shall prepare the minutes of the Board of Directors meeting and annual general meeting and retain a permanent file of the minutes. In addition, the secretary shall prepare copies of the approved minutes for distribution/posting. The secretary shall, at the initiation of the president, notify the membership and circulate the agenda at least one week in advance of such meeting. The notice shall include the time, place and agenda for the meeting. The secretary shall prepare correspondence, notices and invitations on behalf of Aquatica as directed by the President. The secretary shall maintain a listing of all standing policies as adopted under Article 13 of these by-laws.

7.4.5 Duties of the At Large Representatives: The at-large representatives shall be voting members of the Board of Directors and maintain such portfolio as determined from time to time. They shall also serve as a liaison to the general membership. Their duties and responsibilities will change as defined in organization bylaws or as needed to fulfill board requirements and address overall organizational goals. They may serve on Ad Hoc committees where appropriate. They are expected to participate fully in Board of Directors meetings.

7.4.6 Duties of the Head Coach: The Head Coach shall provide a report and ongoing updates on the programs offered by Aquatica.

7.5 Meetings of the Board of Directors: The Board shall meet monthly during the program year. The date and site for the next meeting shall be determined during each monthly meeting. Whenever possible, the president shall notify other board members at least seven (7) days prior to the scheduled meeting date should any changes occur. In the event of an urgent meeting is requested outside of the normal monthly meeting, the president shall arrange for a meeting site and shall notify all board members of the reason for the meeting, as well as the date, time and location of the meeting. All meetings shall be open to all members of Aquatica. Only members of the Board of Directors, including the appointed Head Coach position, shall have voting rights.

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However, other members may be allowed to speak when recognized by the chair of the meeting. The Executive of the Board including the President, Treasurer, Past-President and Secretary may meet separately and have the authority to make decisions without taking the matter to the Board as a whole when decisions must be made prior to the next board meeting.

7.6 Board of Directors Voting: Each member of the Board of Directors shall be entitled to one vote on each issue. A quorum is defined at fifty percent (50%) of the eligible voting members. Unless otherwise stated, in the by-laws, a simple majority of any quorum shall decide the action on an issue. In the case of a tie, the issue shall be considered defeated.

7.7 Election for Board of Directors Elections shall normally be held annually at the Annual General Meeting (AGM). When requested by a majority of the members, the voting can be held by secret ballot; otherwise voting shall be conducted by a show of hands.

7.7.1 Voting Members: All Members of Aquatica that are 18 years of age or older are eligible to vote for the election of the Board of Directors.

7.7.2 The officers shall be elected by the Voting Members of Aquatica for two-year terms. The President and Treasurer shall be elected at the AGM held in odd numbered years and the Past-President and Secretary shall be elected at the AGM held in even numbered years.

7.7.3 At-large representatives of the Board of Directors shall be elected by the Voting Members of Aquatica for two-year terms. Four at-large directors shall be elected at the AGM held in even numbered years and four shall be elected at the AGM in odd numbered years.

7.7.4 In the case where a Director resigns and another is elected to complete their term, the newly elected Director will serve for only a one-year term.

7.8 Vacancies from the Board of Directors:

7.8.1 If a member of the Board of Directors does not maintain membership with Aquatica as described in Article 6, their position shall become vacant. Any member of the Board of Directors is in danger of forfeiture of his/her office if he/she has failed to attend three consecutive meetings. At such time the Board shall review the situation and determine the course of action.

7.8.1 Where the position of an elected Director becomes vacant for whatever reason, the Board may appoint a Member to fill the vacancy until the next AGM.

8. BANKING

8.1 The banking of Aquatica Synchro shall be transacted with such Canadian chartered bank, credit union, caisse populaire or a trust company as the Board may designate from time to time.

9. EXECUTION OF INSTRUMENTS

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9.1 Unless otherwise determined by the Board, all instruments in writing requiring the signature of the Association may be signed by any two of the President, Treasurer, and Secretary and all instruments so signed shall be binding upon Aquatica Synchro without further authorization or formality. The Board shall have the power from time to time by resolution to appoint such other officers or such other person or persons on behalf of Aquatica Synchro to sign specific instruments or instruments generally.

10. FISCAL YEAR END

10.1 The fiscal year end of Aquatica Synchro shall terminate on June 30th of each year or on such date as the Board from time to time by resolution determine.

11. COMMITTEES

11.1 Aquatica Committees: Both Standing and Ad-Hoc committees shall be established and filled to carry out various aspects of Aquatica business under the direction of the Board of Directors.

11.2 MAS Committees: When Aquatica has been requested to supply a representative to fill a position on a committee formed by the MAS Board of Directors, Aquatica will first ask the board member whose portfolio is most related to the committee to fill this position. If that member is unable to fill the role, the Aquatica Board of Directors will then ask for volunteers from the current Board of Directors. If there are no available or applicable Aquatica Board Members, the request will then be forwarded to the Membership and, after discussion, the Aquatica Board of Directors will appoint the best representative from the Membership that has the required knowledge and experience to fill the role.

12. MEMBER MEETINGS

12.1 Aquatica shall hold a minimum of one parent/member meetings in a given year.

12.2 An Annual General Meeting on or before November 30th shall be held each year, of which each member shall be notified 21 days prior by mail, telephone, e-mail or fax. At this meeting all positions on the Board of Directors shall be elected.

12.3 General parent/member meeting may be called at any time by the secretary upon the instructions of the president or board by notice delivered in writing or notified by telephone, e-mail, or fax at least seven (7) days in advance of such meeting.

12.4 Special parent/member meetings shall be called by the president or secretary upon receipt of a petition signed by ten (10) of the members in good standing, setting forth the reasons for calling a meeting, notification which shall be delivered by letter, Fax or e-mail fifteen days prior to the meeting.

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12.5 Voting: Any member 18 years of age or older who has not withdrawn from membership or been suspended or expelled shall have the right to vote at any parent/member meeting. Voting proxy shall be permitted for members having to travel in excess of 200 km from the location of the general or special parent/member meeting. Instructions for proxy voting to be provided in writing to the club Secretary in advance of the meeting and will identify the member of Aquatica who will hold the proxy vote and who shall not hold more than two votes at any specific meeting.

13. STANDING POLICIES

13.1 Standing policies established and approved under these by-laws and designated as such at the time of approval, shall be maintained in a separate list and shall be binding until such time that they are amended or repealed.

14. AMENDMENTS TO OBJECTS

14.1 The Objects may be rescinded, altered or added to by special resolution at a parent/member meeting of which not less than 14 days' notice, specifying the intention to propose the resolution, has been duty given, and by vote not less than 66% of those members who are entitled to vote on the resolution in person. There shall be no voting by proxy.

15.0 AMENDMENTS TO BY-LAWS

15.1 The By-laws may be rescinded, altered or added to by special resolution at a parent/member meeting of which not less than 14 days' notice, specifying the intention to propose the resolution, has been duty given, and by vote not less than 66% of those members who are entitled to vote on the resolution in person. There shall be no voting by proxy.

DATED Nov 5, 2022