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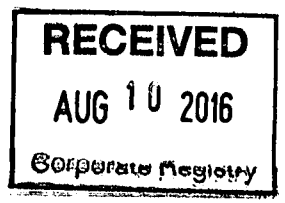


ALBERTA SUMMER SWIMMING ASSOCIATION (ASSA)

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Edmonton, AB
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Service Alberta
Registries
P.O. Box 1007 Station Main
Edmonton, AB
T5J 4W6



Re: **SPECIAL RESOLUTION**

To Whom it may concern,

I hereby certify that the following special resolution was passed at a meeting of the members of
ALBERTA SUMMER SWIMMING ASSOCIATION (ASSA)

(Name of society)

on August 15, 2015
(month/day/year)

The by-laws were changed as follows:

- the existing by-laws are repealed. They are replaced by the attached by-laws.

Date: May 2, 2016
(write today's date)

Signature: Paige Park
(original ink signature of authorized officer)

Printed Name: Paige Park

Title: President
(title of person who signed)

ALBERTA SUMMER SWIMMING ASSOCIATION

BYLAWS

FILED 110
AUG 10 2016
 Registrar of Corporations
 Province of Alberta

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 ALBERTA REGISTRY



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ALBERTA SUMMER SWIMMING ASSOCIATION BYLAWS

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ARTICLE 1 NAME

1.1 Name – The name of the organization will be Alberta Summer Swimming Association (ASSA), a nonprofit organization incorporated under the Alberta Societies Act.

ARTICLE 2 GENERAL

Bylaws

2.1 Purpose of Bylaws – These Bylaws relate to the general conduct of the affairs of the Alberta Summer Swimming Association, a Society incorporated under the Alberta Societies Act.

2.2 Ruling on Bylaws – Except as provided in the Act, the Board will have the authority to interpret any provision of these Bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the ASSA.

Definitions

2.3 Definitions - The following terms have these meanings in these Bylaws:

- a) *Act* – The Alberta Societies Act, as amended.
- b) *ASSA* – Alberta Summer Swimming Association.
- c) *Auditor* – an external accountant appointed by the Board of Directors at the Annual General Meeting to perform a review engagement on the financial statements of the ASSA, including the ASSA’s income, disbursements, assets and liabilities, to be reported to the Members at the next Spring General Meeting
- d) *Board* – the Board of Directors of the ASSA.
- e) *Date of Notice* - the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or e-mailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five days after the date the mail is post-marked.
- f) *Days* – will mean days irrespective of weekends and holidays.
- g) *Director* – an individual elected or appointed to serve on the Board pursuant to these Bylaws.
- h) *FINA* – Federation International de Natation - the international governing body of swimming, diving, water polo, synchronized swimming and open water swimming
- i) *Member in Good Standing* – An individual who:
 - i) Has completed and remitted all documents and certifications as required by the ASSA;
 - ii) Has complied with the Constitution, Bylaws, rules, regulations, policies and procedures of the ASSA;
 - iii) Has paid all required membership dues;
 - iv) Is not subject to a disciplinary investigation or action by the ASSA, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board;
 - v) Has not ceased to be a Member, and
 - vi) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed.
- j) *Ordinary Resolution* – a resolution passed by not less than a majority of the votes cast at a meeting of the Board, meeting of the Executive or a meeting of Members.
- k) *Provincial Championship* – the provincial championships swim meet (“Provincials”) which is sponsored and sanctioned by the ASSA.
- l) *Region* – A group of Club Members and their respective Swimmers Members, Coach Members and Associate Members residing in a common geographic subdivision, as determined by the Board of Directors, of the Province of Alberta.
- m) *Regional Championship* – the regional championship swim meet held in each Region (“Regionals”) which is sponsored and sanctioned by the ASSA and at which competitive swimmers from the Region qualify for participation in the Provincial Championship.



- n) *Special Resolution* – a resolution passed by no less than three-fourths of the votes cast at a meeting of Members for which proper notice has been given.
- o) *SNC* – Swimming/Natation Canada - the National governing association of the sport of swimming in Canada recognized by FINA.
- p) *Swim Alberta* – the provincial governing association of the sport of swimming in Alberta recognized by SNC.
- q) *Summer Swimming Season* – the period between May 1st and the final day of the Provincial Championship.
- r) *Written Notice* - notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the ASSA, Director or Member, as the case may be.

2.4 Interpretation – Word importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate.

Head Office

2.5 Head Office – The head office of the ASSA will be located at all times within the Province of Alberta. ✓

Corporate Seal

2.6 Corporate Seal - The ASSA will not have a corporate seal. ✓

ARTICLE 3 MEMBERSHIP

Categories of Membership

- 3.1 Categories – The ASSA has four (4) categories of membership:
- a) Club Members,
 - b) Coach Members,
 - c) Swimmer Members, and
 - d) Associate Members.

Qualifications for Membership

- 3.2 Club Member – An organized summer swimming club consisting of Swimmer Members, who has applied for membership, met the requirements of the ASSA’s Membership Policy, has agreed to abide by the ASSA’s bylaws, rules, regulations, policies and procedures and is registered with the ASSA.
- 3.3 Coach Member – Any individual who is a coach registered with a Club Member and/or the ASSA, who has applied for membership, met the requirements of the ASSA’s Membership Policy, has agreed to abide by the ASSA’s bylaws, rules, regulations, policies and procedures and is registered with the ASSA.
- 3.4 Swimmer Member – Any individual who is a swimmer registered with a Club Member, has applied for membership in accordance with the ASSA’s Membership Policy, has agreed to abide by the ASSA’s bylaws, rules, regulations, policies and procedures and is registered with the ASSA.
- 3.5 Associate Member – Any individual who is a parent/guardian of a Swimmer Member under the age of eighteen (18), an elected or appointed Director of the ASSA, a Club Member director registered with the ASSA, an official registered on the Alberta Officials Database or a volunteer.

Admission of Members

- 3.6 Admission of Members – Individuals or organizations will be admitted as members of the ASSA provided:
- a) The candidate member has made an application for membership in a manner prescribed by the ASSA,
 - b) The candidate member has agreed to comply with these bylaws and the rules, regulations, policies and procedures of the ASSA,

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- c) The candidate member is and has always been a member in good standing, unless by approval of the Board of Directors,
- d) If the candidate member was at any time previously a Member, the candidate member was a Member in good standing at the time of ceasing to be a Member,
- e) The candidate member has paid dues as prescribed by the Board, and
- f) The candidate member has been approved by majority vote as a member by the Board or by any committee or individual delegated this authority by the Board, including the Provincial Registrar.

Membership Duration and Dues

- 3.7 Duration - Unless otherwise determined by the Board, the membership year of the ASSA will be May 1st – April 30th and will terminate annually on April 30th. All Members will re-apply for membership each year.
- 3.8 Dues – Membership dues for all categories of Membership will be determined annually by the Board of Directors.

Withdrawal of Membership Privileges

- 3.9 Members who cease to be in good standing, as determined by the Board of Directors, Discipline or Appeal Panels, will not be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing as defined in these bylaws.

Resignation and Termination of Membership

- 3.10 Resignation – A Member may resign by delivering written notice of such resignation to the ASSA, which resignation will take effect upon delivery.
- 3.11 May Not Resign – A Member may not resign from the ASSA when the Member is subject to disciplinary investigation or action of the ASSA, except where resignation is approved by the Executive Committee.
- 3.12 Suspension/Termination – A Member may be suspended or expelled in accordance with the following:
 - a) Arrears - failing to pay membership dues or money owed to the ASSA by the deadline dates prescribed by the ASSA or otherwise fails to comply with all other registration policies of the ASSA, by way of ordinary resolution of the Board of Directors.
 - b) Discipline – failing to comply with the ASSA’s bylaws, rules, regulations, policies and procedures as determined in accordance with the ASSA’s policies and procedures relating to discipline of Members.
 - c) Removal – by special resolution of the Voting Delegates present at Meeting of Members, provided the Member has been given fourteen (14) days written notice of and the opportunity to be present and to be heard at such a meeting.

ARTICLE 4 MEETINGS OF MEMBERS

Types of Meetings

- 4.1 Types of Meetings – Meetings will include the Annual General Meeting, Spring General Meeting, and Annual Region’s Meetings and may include Special General Meetings.

Annual General Meeting

- 4.2 Annual General Meeting - The ASSA will hold an Annual General Meeting within fifteen (15) months of the last Annual General Meeting, at such date, time and place as determined by the Board. The agenda for the Annual General Meeting will at least include the items listed in the Meeting Agendas Policy.

Spring General Meeting

- 4.3 Spring General Meeting - The ASSA will hold a Spring General Meeting no earlier than February 1st and no later than May 1st, at such date, time and place as determined by the Board. The agenda for the Spring General Meeting will at least include the items listed in the Meeting Agendas Policy.

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Annual Region's Meetings

4.4 Annual Region's Meetings – The Regions will each hold an Annual Region Meeting no earlier than July 1 and no later than one (1) day prior to the Annual General Meeting, at such date, time and place as determined by the current respective Region Representative. The agenda for the Annual Region's Meetings will at least include the items listed in the Meeting Agendas Policy.

Special General Meeting

4.5 Special General Meeting - A Special General Meeting of the Members may be called at any time by the President, by the Board or upon the written requisition of ten (10%) percent or more of the Voting Delegates of the ASSA. Special General Meetings will be held at such date, time and place as determined by the Board. Agenda of special meetings will be limited to the subject matter for which the meeting was duly called.

Proceedings for Meetings of Members

4.6 Conduct of Meetings – Unless otherwise specified in the Act or these Bylaws, meetings of Members will be conducted according to Roberts Rules of Order (current edition).

4.7 Notice - Written notice of meetings of Members will be given to all Members at least twenty-one (21) days and not more than sixty (60) days prior to the date of the meeting. Notice will contain a proposed agenda and reasonable information to permit Members to make informed decisions.

4.8 Error in Notice - The accidental omission to give notice of a Meeting of the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting.

4.9 New Business - Any Member who wishes to have new business placed on the agenda of a Meeting of Members will give written notice to the ASSA at least ten (10) days prior to the meeting date or upon the sole discretion of the President or designate.

4.10 Quorum – Quorum for Meetings of Members will be as follows:
a) For Annual General Meetings, Spring General Meetings and Special General Meetings, fifteen (15) Voting Delegates in attendance will constitute a quorum.
b) For Regional Meetings, Fifty percent (50%) of the respective Region's Voting Delegates in attendance will constitute a quorum.

4.11 Closed Meetings – Meetings of Members will be closed to the public except by invitation of the Board.

4.12 Meetings by Telecommunications - A meeting of Members may be held by telephone conference call or by means of other telecommunications technology. Any Voting Delegate who is unable to attend a meeting of members may participate in the meeting by telephone or other telecommunications technology. Voting Delegates who participate in a meeting by telephone or other telecommunications technology are considered to have attended the meeting.

Voting at Meetings of Members

4.13 Voting Privileges - Members will have the following voting rights at all meetings of Members:
a) Club Members may appoint two (2) voting delegates who may attend meetings of members and are entitled to one (1) vote each.
b) Coach Members may attend meetings of members but are not entitled to vote unless acting as a voting delegate.
c) Swimmer Members may attend meetings of members but are not entitled to vote unless acting as a voting delegate.
d) Associate Members may attend meetings of members but are not entitled vote unless acting as a voting delegate.

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- 4.14 Voting Delegates – Club Members may appoint two (2) voting delegates who may attend meetings of members and are entitled to one (1) vote each. Club Members may further appoint two (2) alternate voting delegates who may become a voting delegate in the absence of the appointed delegate. Voting Delegates will be considered appointed provided the following criteria is met:
 - a) The name of a Voting Delegate(s) will be communicated to the ASSA in writing, no less than seven (7) days prior to the meeting of members.
 - b) Delegates must be eighteen (18) years of age and older and a member in good standing.
- 4.15 Voting Exclusions – No individual who is an employee of the ASSA will be entitled to vote at meetings of members, unless appointed as a voting delegate of a Club Member. Members who cease to be in good standing, as determined by the Board of Directors, Discipline or Appeal Panels, will not be entitled to vote at meetings of Members.
- 4.16 Proxy Voting – There will be no voting by proxy.
- 4.17 Determination of Votes - Votes will be determined by a secret or recorded ballot by the majority of those Voting Delegates voting.
- 4.18 Majority of Votes - Except as otherwise provided in the Act or these Bylaws, the majority of votes of Voting Delegates present who vote will decide each issue. In the case of a tie, the issue is defeated.
- 4.19 Scrutineers – At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.

ARTICLE 5 BOARD OF DIRECTORS

Composition of the Board

- 5.1 Composition of the Board - The Board of Directors of the ASSA will consist of the following:
 - a) President
 - b) Vice-President
 - c) Treasurer
 - d) Secretary
 - e) Past President
 - f) Officials Chairperson
 - g) Website Manager
 - h) Two (2) Region Representatives per Region
 - i) Coaches Representative

Director Eligibility

- 5.2 Eligibility - Any individual who is eighteen (18) years of age or older and who has the power under law to contract and is a Member of the ASSA in good standing may be nominated for election or appointment as a Director. Provided the following conditions are met:
 - a) For the position of President and Vice President, nominees shall have previously served a minimum of one year as an ASSA Director.
 - b) For the position of Region Representative, nominees shall be members in good standing of the Region they are seeking election to represent.
 - c) For the position of Coaches Representative, nominees shall be registered Coach Members in good standing with the ASSA.
 - d) For the position of Officials Chairperson, nominees shall be a Level 4 or higher qualified SNC official.

Elected Directors



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- 5.3 Elected Directors – Elected Directors will include the President, Vice-President, Treasurer, Secretary, Officials Chairperson, Website Manager.
- 5.4 Elected Directors Terms - Elected Directors will serve terms of two years beginning October 1 of the year elected and will hold office until their successors have been duly elected in accordance with these Bylaws, unless they resign, are removed from or vacate their office.

Election of Directors

- 5.5 Nominations – Nominations of an individual shall occur using one of the following procedures:
 - a) Nominating Committee – The Nominating Committee will:
 - i) Be comprised of the three Members of the ASSA as appointed by the Board of Directors,
 - ii) Be responsible to solicit nominations for the election of Directors, and
 - iii) Secure each nominees consent.
 - b) Nominations from the Floor – Nominations from the floor for elections may be accepted at the meeting and must include the consent of the nominee.
- 5.6 Nominee Consent – Nominee consent may be provided verbally at the Annual General Meeting or in writing. In the event a nominee is not present for an election, consent in writing must be secured.
- 5.7 Address to the Membership – All nominees for the positions of elected Directors will have the opportunity to address the Membership prior to elections.
- 5.8 Circulation of Nominations - Valid nominations will be circulated to Voting Delegates at the Annual General Meeting prior to the elections.
- 5.9 Election – The election of Directors will take place as follows:
 - a) The President, Secretary and Officials Chairperson will be elected by the Voting Delegates at the Annual General Meeting held in even numbered years.
 - b) The Vice-President, Treasurer, and Website Manager will be elected by the Voting Delegates at the Annual General Meeting held in odd numbered years.
- 5.10 Decision – Elections will be decided by the Voting Delegates in accordance with the following:
 - a) One Valid Nomination – Winner declared by acclamation.
 - b) Two or More Valid Nominations – Winner is the nominee receiving the greatest number of votes. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more than two nominees, the nominee receiving the fewest votes will be deleted from the list of nominees until their remains only two nominees or a winner is declared. If only two nominees remain and there continues to be a tie, the winner will be decided by the Board of Directors by resolution.

Appointed Directors

- 5.11 Appointed Directors – Appointed Directors will include the Region Representatives, Coaches Representative and Past President.
- 5.12 Appointed Directors Terms - Appointed Directors will serve terms of one year beginning October 1 of the year appointed, except the Past President who will serve a maximum term of two years, and will hold office until their successors have been duly appointed in accordance with these Bylaws, unless they resign, are removed from or vacate their office.

Appointment of Directors

- 5.13 Appointment of Region Representatives – The Region Representatives will be appointed by the Board of Directors based on the results of the Region Representatives elections. These individuals will be appointed to the Board of Directors on an annual basis after the election of Directors in accordance with these Bylaws.



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- 5.14 Appointment of Coaches Representative – The Coaches Representative will be appointed to the Board of Directors based on the results of the Coaches Representative election. This individual will be appointed to the Board of Directors on an annual basis after the election of Directors in accordance with these Bylaws.
- 5.15 Appointment of Past President - The Past President will be appointed by the Board of Directors, such appointment shall be the immediate last person to occupy the position of President who completed their full term and was not re-elected as a Director, removed or resigned.

Election of Region Representatives

- 5.16 Elections for Region Representatives shall take place annually at the Annual Region’s Meetings. Election of Regional Representatives shall proceed in accordance with the Election Procedures Policy.

Election of Coaches Representative

- 5.17 The election of the Coaches Representative shall take place annually during the week prior to, or at the Annual General Meeting and shall proceed in accordance with the Election Procedures Policy.

Filling a Vacancy on the Board

- 5.18 Vacancy - Where the position of a Director, excluding the President, the Region Representatives, the Coaches Representative and Past President becomes vacant for whatever reason and there is still a quorum of Board Members, the Board may appoint a qualified individual to fill the vacancy for the remainder of the vacant position’s term of office.
- 5.19 Vacancy of President – Where the position of President becomes vacant for whatever reason and there is still a quorum of Board Members, the Vice-President will assume the position of President and the Board may appoint a qualified individual to fill the vacancy of Vice-President for the remainder of the Vice-President’s term of office.
- 5.20 Vacancy of Region Representative – Where the position of a Region Representative becomes vacant for whatever reason and there is still a quorum of Board Members, the Club Members in the Region will elect a new Region Representative to be appointed to the Board for the remainder of the Region Representatives term of office.
- 5.21 Vacancy of Coaches Representative – Where the position of Coaches Representative becomes vacant for whatever reason and there is still a quorum of Board Members, the ASSA Coach Members will elect a new Coaches Representative to be appointed to the Board for the remainder of the Coaches Representative term of office.
- 5.22 Vacancy of Past President – If there is no individual who meets the criteria for appointment to the position of Past President as defined in section 5.15, the position of Past President will remain vacant.

Resignation and Removal of Directors

- 5.23 Resignation - A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board. This resignation will become effective the date on which the request is approved by the Board. Where a Director who is subject to a disciplinary investigation or action of the ASSA resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.
- 5.24 Vacate Office - The office of any Director will be vacated automatically if:
 - a) the Director is found by a court to be of unsound mind,
 - b) the Director is absence from three (3) consecutive meetings of the Board without the President’s approval,
 - c) the Director becomes bankrupt, or
 - d) Upon the Director’s death.



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- 5.25 Removal by Members – A Director may be removed by two-thirds vote of the Voting Delegates present at an Annual General Meeting or Special Meeting, provided the Director has been given fourteen (14) days written notice of and the opportunity to be present and to be heard at such a meeting.
- 5.26 Removal by the Board – A Director may be removed by two-thirds vote of the Board of Directors at a Board of Directors Meeting, provided the Director has been given fourteen (14) days notice of and the opportunity to be present and to be heard at such a meeting

Powers and Duties of Directors

5.27 President

a) Powers:

- i) Supervise and manage the general affairs and operations of the ASSA,
- ii) Preside as Chair-Person at the Annual General Meetings, Spring General Meetings, Board of Director Meetings and the Executive Committee Meetings of the ASSA, unless an alternate Executive Member or Board Member has been appointed to Chair,
- iii) Be one of the signing officers of the ASSA,
- iv) Be the official spokesperson of the ASSA, and
- v) Act as representative, or appoint a designate, of the ASSA on the Swim Alberta Board of Directors, and
- vi) Perform such other duties as may from time to time be established by the Board.

b) Duties:

- i) Attend meetings of Members and Directors of the ASSA,
- ii) Attend meetings of Directors of Swim Alberta,
- iii) Attend the Provincial Championship Meet,
- iv) Oversee and supervise office staff,
- v) Receive and delegate complaints, disputes, appeals and matters of discipline to the appropriate individual.
- vi) Present a written report at the Annual General Meeting and submit an electronic copy to the Secretary.

5.28 Vice President

a) Powers:

- i) Support and assist the President in all duties,
- ii) In the absence of the President, have the authority of and perform the duties of the President, and
- iii) Perform such other duties as may from time to time be established by the Board.
- iv) Account for all trophies owned and presented by the ASSA.
- v) Maintain a current list of holders of ASSA swimming records, trophies and awards as outlined in the ASSA Rules, Regulations, Policies and Procedures.

b) Duties:

- i) Attend meetings of Members and Directors of the ASSA
- ii) Ensure that the ASSA rules, regulations, policies and procedures are reviewed in partnership with the Officials Chairperson, updated as appropriate and posted on the ASSA website prior to May 1st of each year,
- iii) Participate as a members of the Events Review Committee in every even year with the Officials Chairperson, Coaches Representative and Website Manager,
- iv) Submit any approved changes to the ASSA Bylaws to Alberta Registries for filing, and
- v) Present a written report at the Annual General Meeting and submit an electronic copy to the Secretary.
- vi) Maintain a local list and update the ASSA website with holders of:
 - (a) ASSA swimming records (Provincial records)
 - (b) All Star Team swimming records
 - (c) Provincial Regional Relay swimming records



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- (d) Maintain a local list and update the ASSA website with recipients of:
- (e) Award of Excellence Trophy
- (f) Rachor Trophy
- (g) Large Team Provincial Champions Trophy
- (h) Small Team Provincial Champions Trophy
- (i) Masters Team Provincial Champions Trophy
- (j) Para Team Provincial Champions Trophy
- (k) Top Region Provincial Trophy
- vii) Notify and issue certificates to new record setters.
- viii) Present a written report at the Annual General Meeting and submit an electronic copy to the Secretary.

5.29 Treasurer

a) Powers:

- i) Keep proper accounting records as required by the Act;
- ii) Supervise and manage the finances of the ASSA, and
- iii) Perform such other duties as may from time to time be established by the Board.

b) Duties:

- i) Attend meetings of Members and Directors of the ASSA
- ii) Collect and record all dues and other funds received by the ASSA,
- iii) Cause to be deposited all monies received by the ASSA in the ASSA's bank account,
- iv) Supervise the management and the disbursement of funds of the ASSA,
- v) Write all checks for expenditures and retain cancelled checks and receipts,
- vi) Prepare annual budgets,
- vii) Ensure the collection of monies from Provincial merchandise sales in accordance with the Provincial Championship Merchandise Sales Policy,
- viii) Ensure the necessary books and financial records of the ASSA required by these Bylaws or by applicable law will be necessarily and properly kept
- ix) When required, provide the Board with an account of financial transactions and the financial position of the ASSA,
- x) Assist in the ASSA's audit,
- xi) Prepare and submit the Society Annual Return to Alberta Registries, and
- xii) Present a written report at the Annual General Meeting and submit an electronic copy to the Secretary.

5.30 Secretary

a) Powers:

- i) Be responsible for the documentation of all amendments to the ASSA's Bylaws, rules, regulations, policies and procedures,
- ii) Ensure that all official documents and records of the ASSA are properly kept, and
- iii) Perform such other duties as may from time to time be established by the Board.

b) Duties:

- i) Attend meetings of Members and Directors of the ASSA
- ii) Conduct the correspondences of the Board,
- iii) Keep an up-to-date list of registered Directors and Staff,
- iv) Send out any notice requirements as described in the ASSA Bylaws, rules, regulations, policies and procedures,
- v) File such returns, information and fees that may be required to maintain the incorporation of the ASSA and any affiliation with other swim organizations,
- vi) Cause to be recorded the minutes of all meetings of Members, Directors of the ASSA and post a copy of minutes on the ASSA website no later than thirty (30) days following the meeting, and



vii) Present a written report at the Annual General Meeting and retain an electronic copy.

5.31 Past President

a) Powers:

- i) Serve in an advisory capacity to the Board,
- ii) Assist the President and the Executive Committee, and
- iii) Perform such other duties as may from time to time be established by the Board.

b) Duties:

- i) Attend meetings of Members and Directors of the ASSA

5.32 Officials Chairperson

a) Powers:

- i) Fulfill the duties of the position as outlined in the ASSA bylaws.
- ii) Act as a technical advisor to the Board,
- iii) Disseminate information relevant to ASSA's Officials,
- iv) Solicit feedback from the ASSA's Officials,
- v) Act as a liaison between the ASSA's Officials and the Board, and
- vi) Act as representative of the ASSA on Alberta Officials Committee (AOC)
- vii) Present the views and positions of the ASSA's Officials to the Board and act in the best interests of the ASSA's Officials.

b) Duties:

- i) Attend meetings of Members and Directors of the ASSA
- ii) Attend meetings of the AOC
- iii) Attend the Provincial Championship Meet to provide support where needed regarding officials and officiating issues.
- iv) Coordinate the provision of officials for and direction of officials at the Provincial Championship Meet.
- v) Provide technical assistance to the Provincial Meet Manager
- vi) Coordinate the recruitment, training, certification, upgrading and continuing education of officials to serve Affiliated Clubs at local swim meets and at the Regional and Provincial Championships.
- vii) Coordinate and liaise with Swim Alberta, SNC and the Alberta Officials Committee (AOC) on matters relating to rules and officiating and provide recommendations to the Board with respect to the interpretation and amendment of swimming rules.
- viii) Facilitate the use of the Alberta Officials Database to maintain a current record of officials associated with Affiliated Clubs including information on levels of certification and training.
- ix) Assist the Vice President in the annual review of the ASSA Rules, Regulations, Policies and Procedures documents
- x) Participate as a members of the Events Review Committee in every even year with the Vice President, Coaches Representative and Website Manager,
- xi) Conduct the review of Provincial Appeals relevant to the rules of swimming, in accordance with the ASSA Rules and Regulations
- xii) Maintain the "Information for Officials" webpage on the ASSA website.
- xiii) Present a written report at the Annual General Meeting and submit an electronic copy to the Secretary.

5.33 Website Manager

a) Powers:

- i) Act as a technical advisor to the Board and Head Office; provide recommendations and advice on issues and actions relating to the hosting and use of the ASSA's website and database, and
- ii) Maintain the ASSA website and database, and manage all of its programs and content.

b) Duties:

- i) Attend meetings of Members and Directors of the ASSA
- ii) Coordinate the selection of qualifying swimmers for participation in the Provincial Championship.

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- iii) Provide technical assistance to the Provincial Meet Manager
- iv) Collaborate with the Hy-Tek Manager to ensure technical compatibility between the website and meet software
- v) Participate as a members of the Events Review Committee in every even year with the Officials Chairperson, Coaches Representative and Vice President,
- vi) Provide technical support to the Head Office, ASSA Meet Managers, Officials, Clubs and Coaches regarding the use of the website and its programs.
- vii) Provide technical support to the Head Office and ASSA Directors for their respective website sections.
- viii) Present a written report at the Annual General Meeting and submit an electronic copy to the Secretary.

5.34 Region Representatives

a) Powers:

- i) Preside as Chair-Person at the Annual Region's Meeting,
- ii) Facilitate communication among Clubs within their respective Region and between the Region and the ASSA, and
- iii) Present the views and positions of the clubs within their respective Region to the Board and act in the best interests of their Region and the ASSA.

b) Duties:

- i) Attend meetings of Members and Directors of the ASSA
- ii) Oversee the ASSA's annual club affiliation procedure for the clubs within their respective Region.
- iii) Coordinate the meet schedule for their respective Region.
- iv) Ensure, in collaboration with the ASSA Officials Chairperson, that Swim Meets hosted in their respective Region and the Regional Championship are held and conducted in accordance with ASSA, Swim Alberta and SNC rules.
- v) Assist the clubs in establishing an entry fee or cost recovery plan for the Regional Championship Meet, or, when required, independently establishing an entry fee or cost recovery plan for the Regional Championship Meet.
- vi) Select Regional Coaches for the Provincial Championship
- vii) Administer Scratches for the Provincial Championship up to step seven (7) of the Wildcard Draw procedure, as outlined in the ASSA Rules and Regulations.
- viii) Review and approve the Regional Relays selections
- ix) Present a written report at the Annual General Meeting and submit an electronic copy to the Secretary.

5.35 Coaches Representative

a) Powers:

- i) Act as a technical advisor to the Board.
- ii) Disseminate information relevant to ASSA's Coaches,
- iii) Solicit feedback from the ASSA's Coaches,
- iv) Act as a liaison between ASSA Coaches and the Board, and
- v) Act as the ASSA Representative to the Alberta Coaches Council (ACC).
- vi) Present the views and positions of the ASSA Coaches to the Board and act in the best interests of the ASSA's Coaches.

b) Duties:

- i) Attend meetings of Members and Directors of the ASSA
- ii) Attend meetings of the ACC
- iii) Coordinate and liaise with Swim Alberta, SNC and the ACC regarding educational opportunities for ASSA Coaches.
- iv) Coordinate and host an annual Professional Development opportunity for ASSA Coaches to be held at the Provincial Championship
- v) Participate as a members of the Events Review Committee in every even year with the Officials Chairperson, Vice President and Website Manager,



- vi) Provide technical assistance to the Provincial Meet Manager
- vii) Maintain the “Coaching Information” web page on the ASSA website
- viii) Present a written report at the Annual General Meeting and submit an electronic copy to the Secretary.

Meetings of the Board

- 5.36 Conduct of Meetings – Unless otherwise specified in the Act or these Bylaws, meetings of the Board will be conducted according to Roberts Rules of Order (current edition).
- 5.37 Number of Meetings – The Board will hold a minimum of two (2) meetings per year.
- 5.38 Call of Meeting – The meetings of the Board of Directors will be held at any time and place as determined by the President or a majority of the Board of Directors.
- 5.39 Notice – Written notice, served other than by mail, of Board Meetings will be given to all Directors at least three (3) days prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. No Notice of a meeting of the Board of Directors is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.
- 5.40 Error in Notice - The accidental omission to give notice of a Meeting of the Directors, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting.
- 5.41 Quorum – At any meeting of the Board of Directors, quorum will consist of seven (7) of the voting Directors holding office.
- 5.42 Agenda – The agenda for the Board of Directors Meetings will at least include the items listed in the Meeting Agendas Policy.
- 5.43 Voting – Each Director is entitled to one (1) vote, excluding the Past President who is not entitled to vote and the President who is only entitled to vote to decide a tie. Voting will be by a show of hands, orally or via email unless a majority of Directors present request a secret ballot. Resolutions will be passed upon a majority of the votes being in favor of the resolution. Directors who cease to be in good standing, as determined by the Board of Directors, Discipline or Appeal Panels, will not be entitled to vote at meetings of Directors.
- 5.44 No Proxies – Directors may not vote via proxy at meetings of Directors.
- 5.45 Open Meetings – Meetings of the Board will be open to Members who may be permitted to address the Board and/or participate in debate with the permission of the Chairperson. Permission may be granted upon submission of request to address the board no less than two (2) days prior to the meeting date, or at the Chairperson’s discretion.
- 5.46 Meetings by Telecommunications - A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Any Director who is unable to attend a meeting may participate in the meeting by telephone or other telecommunications technology. Directors who participate in a meeting by telephone or other telecommunications technology are considered to have attended the meeting.

Powers of the Board

- 5.47 Powers of the ASSA – Except as otherwise provided in the Act or these Bylaws, the Board has the powers of the ASSA and may delegate any of its powers, duties and functions.

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- 5.48 Managing the Affairs of the ASSA – The Board may make rules, regulations, policies, procedures, and manage the affairs of the ASSA in accordance with the Act and these Bylaws.
- 5.49 Discipline – The Board 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.
- 5.50 Dispute Resolution – The Board may make policies and procedures relating to management of disputes within the ASSA and all disputes will be dealt with in accordance with such policies and procedures.
- 5.51 Employment of Persons – The Board may employ or engage under contract such persons as it deems necessary to carry out the work of the ASSA.
- 5.52 Borrowing Powers – For the purpose of carrying out its objects, the ASSA may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the ASSA, and in no case shall debentures be issued without the sanction of a special resolution of the ASSA.

Remuneration

- 5.53 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 Board.

Conflict of Interest

- 5.54 Conflict of Interest – A Director, 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 ASSA will disclose fully and promptly the nature and extent of such interest to the Board or 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 Act regarding conflict of interest.

Indemnification

- 5.55 Will Indemnify – The ASSA will indemnify and hold harmless out of the funds of the ASSA each Director, their heirs, executors and administrators from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director .
- 5.56 Will Not Indemnify – The ASSA will not indemnify a Director or any other person for acts of fraud, dishonesty, or bad faith
- 5.57 Insurance – The ASSA will, at all times, maintain in force such directors liability insurance as may be approved by the Board of Directors

ARTICLE 6 COMMITTEES

Committees

- 6.1 Appointment of Committees – The Board may appoint such committees as it deems necessary for managing the affairs of the ASSA and may appoint members of committees or provide for the election of 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.
- 6.2 Quorum – A quorum for any committee will be the majority of its voting members. Voting members of a committee will be determined by the Board of Directors.
- 6.3 Terms of Reference – The Board 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.



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6.4 Vacancy – When a vacancy occurs on any Committee, the Executive Committee may appoint a qualified individual to fill the vacancy for the remainder of the Committee’s term.

6.5 President Ex-officio – The President will be an ex-officio (non-voting) member of all Committees of the ASSA.

6.6 Removal – The Board may remove any member of any Committee.

Executive Committee

6.7 Executive Committee – The executive Committee will be comprised of the President, Vice-President, Secretary and Treasurer.

6.8 Authority – The Executive Committee will have the authority to at its discretion but in accordance with the objects of ASSA:

- a) Create or eliminate staff positions as per the Staff Policy,
- b) Hire and appoint staff and make financial decisions related to the hiring and appointment of staff,
- c) Make financial decisions pertaining to the daily operations of the ASSA, and
- d) Interpret, amend and oversee the implementation of Board rules, regulations, policies and procedures during intervals between meetings of the Board.

6.9 Number of Meetings – The Executive Committee will hold a minimum of one (1) meeting per year.

6.10 Call of Meeting – Meetings of the Executive Committee will be held at any time and place as determined by the President or upon the request of any two (2) Executive Committee Members.

6.11 Notice – Written notice, served other than by mail, of Executive Committee Meetings will be given to all Executive Committee Members at least three (3) days prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. No Notice of a meeting of the Executive Committee is required if all Executive Committee Members waive notice, or if those absent consent to the meeting being held in their absence.

6.12 Quorum – Quorum will consist of three (3) of the Executive’s voting members.

6.13 Voting – Each Executive Committee member is entitled to one vote. Voting will be by a show of hands, electronically, or verbally via a conference call unless a majority of Executive Committee Members present request a secret ballot. Resolutions will be passed upon a majority of the votes being in favor of the resolution.

6.14 No Proxies – Executive Committee member are not permitted to vote via proxy.

6.15 Closed Meetings – Meetings of the Executive Committee will be closed to Members and the public except by invitation of the Executive Committee.

ARTICLE 7 FINANCE AND MANAGEMENT

Fiscal Year

7.1 Fiscal Year – The fiscal year of the ASSA will be October 1st to September 30th, or such other period as the Board may from time to time determine.

Banking

7.2 No Gain for Members – The ASSA will be carried on without the purpose of gain for its Members and any profits or other accretions to the ASSA will be used in promoting its objectives.



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- 7.3 Bank – The banking business of the ASSA will be conducted at such financial institution as the Board may designate. All monies of the ASSA and its programs shall be deposited in the ASSA account.
- 7.4 Borrowing – The ASSA may borrow funds upon such terms and conditions as the Board may determine upon a motion passed by a majority of the Board.
- 7.5 Expenditures – All disbursement of funds will be authorized by individuals with signing authority. Financial signing authorities shall be vested in the President, Vice President and Secretary with two of three signatures required. Other individuals may be granted signing authority upon a motion passed by a majority of the board.
- 7.6 Investments – The Treasurer will ensure that funds of the ASSA that are not required to meet current expenditures are invested to the best advantage of the ASSA, such investments however being limited to those accounts, deposits or instruments that are fully guaranteed by the Canadian Deposit Insurance Corporation, the Government of Canada or the Government of Alberta.

Financial Records and Reporting

- 7.7 Books and Records – The necessary books and records of the ASSA required by these Bylaws or by applicable law will be necessarily and properly kept by the Treasurer. The Books and records of the Association are open for inspection by the members at the head office of the ASSA upon 48 hours notice during the ASSA’s business hours.
- 7.8 Auditing the Books – The books of the ASSA shall be audited annually, immediately following the end of the fiscal year. The auditing of the book shall be a financial review completed by an accredited chartered accountant or accounting firm as appointed by the membership at the Annual General Meeting.
- 7.9 Reporting – The following items shall occur at meetings:
 - a) At the Board of Directors Meeting following the fiscal year end, the board shall:
 - i) Report the year-end financial statements, and
 - ii) Present and approve the budget.
 - b) At each Spring General Meeting the board shall:
 - i) Report the reviewed financial statements as prepared by the auditor, and
 - ii) Request the membership approve the financial statements.
 - c) At each Annual General Meeting the board shall:
 - i) Report the year-to-date financial statements, and
 - ii) Appoint an auditor to complete a financial review.

Provincial Championship

- 7.10 Provincial Championships – The Provincial Meet Manager will be authorized to form contracts and agreements binding upon the ASSA with regard to the holding of the Provincial Championship Meet within the scope of 7.5.

Property

- 7.11 Property – The ASSA may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

Dissolution

- 7.12 Dissolution – Upon the dissolution of the ASSA, any funds or assets remaining after paying all debts will be distributed to one or more organization with similar objectives as the ASSA as determined by the Board of Directors.

ARTICLE 8 AMENDMENT OF BYLAWS



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- 8.1 Voting – These Bylaws may only be amended, revised, repealed or added to by a Special Resolution of the voting Members present at a meeting duly called to amend, revise, or repeal these Bylaws. Upon affirmative vote of three-fourths (3/4) or more of the voting Members present at said meeting, any amendments, revisions, additions or deletions will be effective immediately.
- 8.2 Notice in Writing – Notice in writing is to be delivered to the voting Members twenty-one (21) days or more prior to the Special or General Meeting at which it is to be considered.
- 8.3 Waiver of Notice – Notwithstanding any other provisions of these Bylaws, the notice provisions of Article 8.2 may be waived by an affirmative vote of not less than three-fourths (3/4) of the voting Members present.

ARTICLE 9 ADOPTION OF THESE BYLAWS

9.1 These Bylaws are adopted by the Board of Directors of the ASSA at a meeting of the Board duly called and held on August 15, 2015. These Bylaws are ratified by a three-fourths affirmative vote of the Members of the ASSA present and entitled to vote at a Meeting of Members duly called and held on August 15, 2015.. In ratifying these Bylaws, the Members of the ASSA repeal all prior Bylaws of the ASSA provided that such repeal does not impair the validity of any action done pursuant to the repealed Bylaws.

Raige Park
President – PRINT NAME

Vice President – PRINT NAME

Raige Park
President – SIGNATURE

Vice President – SIGNATURE