

BY-LAWS
OF
MASTERS SWIMMING MANITOBA

1997

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OVERVIEW

1. The Name of the Association is: **Masters Swimming Manitoba**
2. The objectives of the Association are:
 - A) To give leadership and guidance in the direction and development of Masters Aquatics Sports in Manitoba;
 - B) To provide liaison and support with the National Body;
 - C) To promote, foster teach and perpetuate life-long adult fitness through the sport of swimming and to encourage training for self-development and sportsmanship in the field of competitive Masters Swimming, in the Province of Manitoba;
 - D) To promote swimming as a means of healthful exercise for a broad cross-section of the community and as a means of improving the physical fitness of the general population;
 - E) To outline safe training programs directed to both former competitors and non-competitors, allowing for gradual physical conditioning and considering the relative medical health of participants;
 - F) To draw up, publish, administer and enforce, laws, rules and regulations governing Masters Swimming and the conduct of Masters Swimming competition under its jurisdiction and to deal with any infringement thereof;
 - G) To promote, encourage and maintain among its members and others, an interest in all aquatic sports;
 - H) To stimulate public opinion in favour of providing proper accommodation, aquatic facilities and sufficient opportunity to develop effective adult fitness programs.
3. The Association shall operate under the auspices of Swim Manitoba, but independently of it.
4. The operations of the association are chiefly carried on in the Province of Manitoba.
5. The Association shall be operated at no pecuniary gain for its members.

DEFINITION AND INTERPRETATION

1. In these by-laws, unless the context otherwise requires expression as defined in the Manitoba Business Corporations Act, or any statutory modification thereof in force at the date which these regulations become binding on the association, shall have the meaning so defined; and words importing the singular shall include the plural and vice versa; words importing the masculine gender shall include the feminine; and words importing persons shall include bodies corporate.
2. Whenever they appear in these by-laws, the following words and phrases shall have the following meaning and definition:

Association	Shall mean “Masters Swimming Manitoba”
SNC	Shall mean “Swim Natation Canada”
FINA	Shall mean the “Federation Internationale de Natation Amateur”
Member Club	Shall mean a corporate body or a group of five (5) persons or individuals registered with the association, organized for the purposes of promoting and providing an adult fitness program based on swimming, and its members are registered with Swim Manitoba as Masters, and may include: Private aquatic or swimming clubs Swimming clubs or swim teams associated with schools, colleges, universities, playground of recreational organizations, youth organizations such as the YM/YWCA, YM/YWHA, Armed Forces of Canada, special organizations such as the Paraplegic Association, or an Institute for the Deaf, and business, or business groups.
Masters Swimmer	Shall mean a registered member aged 25 or over, in accordance with FINA general rule 11, and hence, implies “non-professional”, “amateur” status in Swim Manitoba and FINA terms.
Sub Master	Shall mean a registered member aged 18 - 24 years who may participate in Masters Swimming events except that they may be excluded from competitive meets.

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Director Shall refer to those “Masters Swimmers” nominated by a “Member Club” to the “Board of Directors” pursuant to these by-laws.

Executive Officers Shall refer to Chairman, Vice-Chairman, Secretary and Treasurer to be elected from members of the Board of Directors.

Director-at-Large Shall refer to those Directors appointed by the Board of Directors as required by the Association, being at most two (2) in number.

Honourary Life Director Shall mean a “Masters Swimmer” who has by resolution of the Masters Board of Directors been awarded the title for outstanding work on behalf of Masters Swimming in Manitoba.

Board of Directors Shall refer to and be the Board of Directors of Masters Swimming Manitoba.

Delegates Shall refer to Masters Swimmers in the Association in good standing who choose to attend Annual and General Meetings of the Association.

The interpretation of the Association by-laws, swimming rules, regulations or any other matters not provided herein shall be referred to the Executive of the Association whose decision shall be final. The interpretation will be made in light of the objectives set forth for Masters Swimming, and for its betterment.

BY-LAW NO. 1

HEAD OFFICE

The Head Office of the Association shall be in the province of Manitoba, and at such place therein as the Directors may by resolution from time to time determine.

BY-LAW NO. 2

MEMBERSHIP

1. Membership in the Association shall be limited to swimming or athletic clubs, and individuals, approved by resolution of the board.
2. Application for membership in the association shall be to the Board of Directors at such time or times and in such form as the Board may from time to time by resolution prescribe.
3. The Board may by resolution approve the application of any club or individual qualified for membership in the Association. A club or individual so approved shall become a member of the association when and only when the fee as prescribed by the board is paid.
4. Eligibility of the Member Club or individuals shall at all times be determined by the Board of Directors, and can be revoked for cause by resolution of the Board.
5. A Member shall not, as such, be held answerable or responsible for any act, default, obligation or liability of the association or for any engagement, claim, payment, loss, injury, transaction, matter, or thing relating to or connected with the Association.

BY-LAW NO. 3

DIRECTORS

The affairs of the association shall be managed by a Board of Directors whose membership is determined by a formula (see by-law No. 5-4) and whose term and manner of election shall be in accordance with the following provisions:

1. The term of office of the Directors shall be two years starting October 1.
2. Directors shall be nominated to the Board of Directors by a Member Club in accordance with the formula mentioned above, when terms of existing directors end.. A Member Club shall nominate their directors before October 1. A Member Club qualifying for additional Directors representation on the Board as per previously mentioned formula shall notify the Board as this occurs.
3. Up to two (2) Directors at large may be appointed by the Board of Directors, as required for a term to be established by resolution of the Board. Director-at-Large do not have voting rights.
4. Each nominee as Director of the Association shall be ordinarily resident in Manitoba and a Member within the Association.
5. Employees of the Association shall not be eligible to sit on the Board of Directors of the Association.
6. A quorum shall constitute a majority of officers and member clubs. For the purposes of a quorum, member clubs shall be represented by at least one director.
7. Executive vacancies shall be filled by appointment by the Directors, to hold office until their term as Director ends.
8. When a member of the Board of Directors fails to attend any three consecutive meetings in a 12 month period without cause, therefore, fails to perform any of the duties allotted to him as a member of the Board, he may be removed from the Board by the vote of 2/3 of the Directors present at a regular meeting and the vacancy shall be filled as provided for in these by-laws.

BY-LAW NO. 4

DUTIES OF THE BOARD OF DIRECTORS AND OFFICERS

1. All Directors, Officers shall be Member in good standing within the association, except where specifically provided to the contrary in these by-laws.
2. Officers in the association shall include Chairman, Vice-Chairman, , Secretary and Treasurer.
3. The Board of directors shall, prior to the annual general Meeting, prepare a nomination list from their own members of executive officers whose term have ended and any additional positions the board deem necessary to carry out its responsibilities. Election of officers will take place at the Annual General Meeting
4. It shall be the duty of the Board of directory to:
 - A) Act upon all applications for membership and expulsion and withdrawals of members.
 - B) Fix the amount of bond which may be required of any officer or Director having custody of the funds of the association.
 - C) Have charge of all funds and investments of the association.
 - D) Recommend amendments to the by-laws.
 - E) Designate the chartered bank or trust company in Manitoba in which the funds of the association shall be deposited and designate the person or persons who may sign and countersign cheques on behalf of the Association.
 - F) Act upon any application or registration of a member regarding a grievance, protest, or dispute.
 - G) Perform all the duties and take precautions as may be necessary for the interest of the Association not within the jurisdiction of the general meeting and not inconsistent with the Corporations Act of Manitoba, the FINA Regulations, the SNC Constitution, and these by-laws, and perform such other duties as may be necessary or are designated by the members from time to time.
 - H) Nominate a Meet Chairman for the Provincial Championships.
5. The Chairman of Masters Swimming Manitoba shall preside at meetings of the members of the Association, and at meetings of the Board of Directors. He shall perform other such duties as are necessary to the proper conduct of his office, as Chairman. He shall represent the Province of Manitoba at the Masters Swimming Canada meetings.
6. It shall be the duty of the Vice-Chairman to perform the duties of the Chairman in the absence or disability of the Chairman, and such other duties as the Directors may, by resolution, designate.

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7. It shall be the duty of the Secretary to:

- A) Have custody of the books and records of the Association,
- B) Keep a correct record of the meetings of the members of the Association and of the Board of Directors,
- C) Give proper notice of all meetings of members in the manner prescribed in these by-laws,
- D) Perform such other duties as the Board of Directors may, by resolution, designate.

8. It shall be the duty of the Treasurer to:

- A) Monitor the financial affairs for the Association, securities and book of accounts of the Association. The book of accounts shall be open, at all times, to the inspection of the Board of Directors and auditors. Audits will be done at the debate of the Board
- B) Prepare or have prepared financial statements of the Association as directed by the Board of Directors.
- C) Prepare or have prepared a budget for the next operating year as directed by the Board of Directors.
- D) Deposit all funds received within seven (7) days after receiving same in the depositories prescribed by the Board of Directors, and initiate all payments and withdrawals in the manner prescribed by resolution of the board.

9. Standing committees of the Association may be designated from time to time by resolution of the Board of Directories.

BY-LAW NO. 5

Directors Meetings

1. The Chairman at any Meeting of the Association shall have no vote on questions proposed for consideration of the members except in the case of a tie vote on two consecutive identical resolutions. In the latter event, the Chairman shall have a casting vote on the second such resolution.
2. Notice of a directors meeting shall be given to the Directors at least two weeks prior.
3. The order of business shall be:
 - A) Credentials
 - B) Minutes of the last meeting
 - C) Report of the Board of Directors (Chairman)
 - D) Report of the Treasurer
 - E) Committee Reports
 - F) Old Business (business arising, etc.)
 - G) New Business (elections, amendments, from the floor, etc.)
 - H) Adjournment
4. All questions proposed for consideration of the members at a Meeting of members shall be determined by the majority of the votes cast.
5. At all meetings of the Association, Bourinot's Rules of Order shall be used as a guide
6. Each Member Club shall have a full vote, voice and privilege equal to every other Member Club through its directors as follows:

For Member Clubs having two (2) or more registered swimmers, in good standing, a voting right attuned to the democratic philosophy of "representation by population", and to the current practice of SNC, as follows:

Registered Masters Swimmers	Votes	Board Representation
2 -14	1	1
15 - 24	2	2
25 or more	3	3

Note: Number of registered swimmers credited to a Member Club for establishment of its voting privileges shall be that number of paid-up Masters swimmers. (As noted under "Definitions and Interpretation") registered with the Head Office twenty-eight (28) days prior to the date of the annual or Special Meeting where this voting privilege can next be exercised. This time period coincides with the minimum notice required to be given to Member Clubs by the Association for such meetings.

BY-LAW NO. 6

MEMBER CLUBS

Member Clubs shall; submit to the head office of the association such information as may be required by resolution of the board of directors be from time to time required.

BY-LAW NO. 7

ANNUAL AND GENERAL MEETINGS

1. There shall be an Annual Meeting of the Association. The said Annual Meeting shall be held at such time and place as the Board may determine. Other meetings of Members of the Association may be held at any time. No public advertisement or notice of Member's Meetings shall be required. A written, printed or otherwise mechanically reproduced notice stating the day, hour, place of meeting and the general nature of business to be transacted shall be delivered to the Secretaries of Member Clubs at the address of the Member Clubs recorded at the Head Office of the Association. The accidental omission to give notice of any meeting or the non-receipt of notice by any member of Member Club shall not invalidate any resolution passed or any proceedings taken at any meeting.
2. Notices of Annual Meetings shall be delivered to the Secretaries of Member Clubs above at least twenty-one (21) days prior to the date of the meeting for which the notice has been given. Annual Meeting shall be before October 30 of each year. The Notice shall include:
 - A) Nomination List
 - B) Financial Statement
 - C) Proposed Budget
 - D) Notice of Motions
 - E) An Agenda

Any other material deemed pertinent to the meeting by the Board of Directors.
3. Motions to amend by-laws of the Association shall be received by the Secretary of the Association at least twenty-eight (28) days prior to the date of the meeting at which the motion is to be presented. Notice of motions, so received shall then immediately be circulated to all Member Clubs with at least eight (8) days' notice of the motion to be brought forth at the Meeting. If the motion is not received within the above referred to twenty-eight (28) day period prior to the Meeting, it shall not be placed on the Agenda and entertained by the said Meeting at which they are returnable, unless by 2/3 vote of the delegates present, permission is obtained to have such motion or motions placed on the Agenda.
4. Amendments to the amendment may be presented and voted upon at the same meeting without previous notice.
5. No delegate shall vote by proxy.

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6. The Chairman at any Meeting of the Association shall have no vote on questions proposed for consideration of the members except in the case of a tie vote on two consecutive identical resolutions. In the latter event, the Chairman shall have a casting vote on the second such resolution.
7. Special General Meetings may be called by resolution of the board of Directors. Twenty-eight (28) days' notice of such meetings must be given to Member Clubs, indicating the nature of business to be discussed.
8. At all meetings of the Association, Bourinot's Rules of Order shall be used as a guide

BY-LAW NO. 8

REGISTRATION

1. All procedures with respect to registration of participants, including among others, fees, application forms, shall be determined by resolution of the board of Directors.
2. No swimmer shall be permitted to compete in meets sanctioned by the Association unless that swimmers is duly registered with Swim Manitoba as a Masters swimmer or a Sub Masters swimmer between the ages of 18-24.
3. Registration fees shall be the property of the Association.
4. Member Clubs are responsible for providing registration information deemed necessary by the Board of Directors for their members and payments of the required registration and affiliation fees
5. Application for a registration may be submitted to the Treasurer at any time during the year and shall include:
 - a) an approved application form duly completed and signed
 - b) payments of the required registration and affiliation fees

BY-LAW NO. 9

ENTRY FEES

Entry fees for Provincial Championship meets and for non-championship meets may be regulated by resolution of the Board of Directors.

BY-LAW NO. 10

MISCELLANEOUS

1. The fiscal year of the Association shall be October 1 - September 30.
2. The Board of Directors may suspend the rights of any Member Club or individual to participate in an Masters Swimming sponsored or organized activity, indefinitely or otherwise, if in the sole and absolute opinion of the Board of Directors, such member or individual has been guilty of conduct detrimental to the welfare of Masters swimming. Such a decision shall be made only at a meeting of the Board of directors, and prior to which, proper notice shall be given to the Member Club or individual, who shall have the right to make representation to the board of Directors. In the case of a suspended Member Club or individual, that Member Club or individual has a right to an appeal board consisting of one member of the executive (or their representative), one member of the suspended Member Club and a mutually agreeable third party. The decision of the Board is final and binding on both parts, The decision shall be made within thirty (30) days.
3. The Board of Directors shall set such time standards as may be required.

THE RELATIONSHIP OF MASTERS SWIMMING WITHIN THE SWIM MANITOBA ORGANIZATION

