



ALBERTA WATER POLO ASSOCIATION - BY-LAWS

ARTICLE I: GENERAL

1. Purpose – These By-laws relate to the general conduct of the affairs of Alberta Water Polo Association, a Society incorporated under the Alberta Societies Act.
2. Definitions - The following terms have these meanings in these By-laws:
 - a. *Act* – the Alberta Societies Act, as amended.
 - b. *Association* – Alberta Water Polo Association.
 - c. *Auditor* – an individual appointed by the Members at the Annual General Meeting to audit the books, accounts, and records of the Association for a report to the Members at the Annual General Meeting.
 - d. *Board* – Board of Directors of the Association.
 - e. *Days* – will mean days including weekends and holidays.
 - f. *Director* – an individual elected or appointed to serve on the Board pursuant to these By-laws.
 - g. *Officer* – an individual elected or appointed to serve as an Officer of the Association pursuant to these By-laws.
 - h. *Registered* - entered into the Association's database as an active Registrant.
 - i. *Registrant* - any of the following who have applied for registration with the Association and who have been accepted: athletes, coaches, officials, clubs and volunteers (including individuals who have been appointed or elected to a volunteer position within or by a club or the Association).
 - j. *Ordinary Resolution* – a resolution passed by not less than a majority of the votes cast at a meeting of the Board or a meeting of Members.
 - k. *Special Resolution* – a resolution passed by not less than three-fourths of the votes cast at a meeting of Members for which proper notice has been given.
3. Head Office – The head office of the Association will be located at all times within the Province of Alberta. The Association may establish other offices or places of business as determined by the Directors. Any amendment to the location of the head office will be notified to Service Alberta within fifteen days after any change in the place or address of its head office.
4. Corporate Seal - The Association will not have a corporate seal.
5. No Gain for Members – The Association will be carried on without the purpose of gain for its Members and any profits or other accretions to the Association will be used in promoting its objectives.
6. Ruling on By-laws – Except as provided in the Act, the Board will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Association
7. Conduct of Meetings – Unless otherwise specified in the Act or these By-laws, meetings of Members and meetings of the Board will be conducted according to Robert's Rules of Order (current edition).
8. 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.

ARTICLE II: MEMBERSHIP

Membership

9. Club Member – An organized body composed of Registrants that has the instruction of, and/or participation in, water polo as its main objective, that has agreed to abide by the Association’s policies, rules and regulations and that is Registered with the Association.

Admission of Members

10. Admission of Members - No club will be admitted as a Member of the Association unless:
 - a. The candidate member has made an application for membership in a manner prescribed by the Association;
 - b. The candidate member has agreed to comply with these By-laws, policies, procedures, rules and regulations of the Association;
 - c. 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;
 - d. If, at the time of applying for membership the candidate member is currently a Member, the candidate member is a Member in good standing;
 - e. 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; and
 - f. The candidate member has paid dues as prescribed by the Board.
11. Failure to be Admitted – Where a candidate member is not admitted to membership, written reasons will be provided.

Membership Dues

12. Year - Unless otherwise determined by the Board, the membership year of the Association will be September 1st – August 31st.
13. Dues – Membership dues for all categories of Membership will be determined annually by the Board.

Withdrawal and Termination of Membership

14. Resignation – A Member may resign from the Association by giving a written notice to the Board. The Member’s resignation will become effective the date on which the request is approved by the Board.
15. May Not Resign – A Member may not resign from the Association when the Member is subject to disciplinary investigation or action of the Association.
16. Arrears – A Member will be expelled from the Association for failing to pay membership dues or monies owed to the Association by the deadline dates prescribed by the Association.
17. Discipline – In addition to expulsion for failure to pay membership dues, a Member may be suspended or expelled from the Association in accordance with the Association’s policies and procedures relating to discipline of Members
18. Removal - A Member may be removed by Ordinary Resolution of the Board at a duly called meeting, provided notice is given and the Member is provided with reasons and the opportunity to be heard. Notice will set out the reasons for termination of membership and the member receiving the notice will be entitled to submit a written submission opposing the termination.

Good Standing

19. Definition – A Member of the Association will be in good standing provided that the Member:
 - a. Has not ceased to be a Member;
 - b. Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
 - c. Has completed and remitted all documents as required by the Association;
 - d. Has complied with the By-laws, policies and rules of the Association; and
 - e. Is not subject to a disciplinary investigation or action by the Association, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board.
 - f. Had paid all required membership dues.
20. Privileges – Subject to these By-laws and other governing documents of the Association, Members in good standing may be entitled to the following privileges:
 - a. To vote, subject to these By-laws.
 - b. To attend and participate in the meetings and affairs of the Association, subject to these By-laws;
 - c. Participate in sanctioned games, tournaments or competitions of the Association; or
 - d. Participate in other events associated with the Association.
21. Cease to be in Good Standing - Members who cease to be in good standing may have privileges suspended and will not be entitled to vote at meetings of Members or 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 set out above.

ARTICLE III MEETINGS OF MEMBERS

22. Types of Meetings – Meetings of Members will include Annual General Meetings and Special Meetings.
23. 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 twenty-five (25%) percent or more of the voting Members of the Association. Agenda of special meetings will be limited to the subject matter for which the meeting was duly called.
24. Location and Date - The Association will hold meetings of Members at such date, time and place as determined by the Board. The Annual General Meeting will be held within fifteen (15) months of the last Annual General Meeting.
25. Notice - Notice of meetings of the Members will be posted on the Association's Website at least thirty (30) days prior to the date of the meeting and written notice, including electronic notice (e-mails) will be given to all voting members at least thirty (30) days prior to the date of the meeting. Notice will contain a proposed agenda and reasonable information to permit Members to make informed decisions. Failure for the intended recipient in receiving the notice will not null and void the meeting nor the decisions or actions from that meeting.
26. Adjournment - Any meetings of Members may be adjourned to any time and place as determined by the Board and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice will be required for any adjourned meeting.

27. **Agenda** – The agenda for the Annual General Meeting may include:
 - a. Roll Call
 - b. Call to order
 - c. Establishment of Quorum
 - d. Approval of the Agenda
 - e. Declaration of any Conflicts of Interest
 - f. Adoption of Minutes of the previous Annual Meeting
 - g. Board, Committee and Staff Reports
 - h. Report of Auditors
 - i. Appointment of Auditors
 - j. Enactment, repeal or amendment of any Bylaw(s)
 - k. Business as specified in the meeting notice
 - l. Appointment of Scrutineers
 - m. Election of new Directors, in accordance with the term described in these By-laws.
 - n. Adjournment

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

29. **Quorum** – Eight (8) voting Members will constitute a quorum.

30. **Attendance** – The only persons entitled to attend a meeting of the Members are the Delegates representing Members, the Directors, the auditors of the Association (or the person who has been appointed to conduct a review engagement, if any), and others who are entitled or required under any provision of the Act to be present at the meeting. Any other person may be admitted only if invited by the Chair or with the majority consent of the Members present.

Voting at Meetings of Members

31. **Voting Privileges** - Members will have the following voting rights at all meetings of Members:
 - a. **Club Members** will be entitled to appoint one Delegate, who may attend meetings of members and is entitled to one (1) vote.

32. **Delegates** – Club Members may appoint one (1) Delegate and will notify the Association in writing, three days prior to the meeting of Members the name of such Delegate. Delegates must be eighteen (18) years of age and older.

33. **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.

34. **Proxy Voting** – There will be no voting by proxy.

35. **Determination of Votes** - Votes will be determined by a show of hands, orally, or electronic ballot, except in the case of elections which in the case a request from a member for a secret or recorded ballot.

36. **Majority of Votes** - Except as otherwise provided in the Act or these By-laws, the majority of votes of Members who vote will decide each issue. In the case of a tie, the issue is defeated.

ARTICLE IV: GOVERNANCE

Composition of the Board

37. Number of Directors – At least sixty (60) days prior to a meeting of the Members at which Directors will be elected, the Board will determine the number of Directors-at-Large positions on the Board provided that:
- The number of Directors-at-Large is a maximum of eight (8); and
 - The determination of the number of Directors-at-Large positions on the Board does not have the effect of shortening the term of a sitting Director

Election of Directors at Large

38. Eligibility – To be eligible to serve as a Director, an individual must:
- Be eighteen (18) years of age or older;
 - Be a Registrant;
 - Have the power under law to contract; and
 - Not be an employee of the Association or receive remuneration from the Association (other than approved expenses incurred while acting as a Director)
39. One Director Per Family – An individual may not be nominated to serve as a Director if a member of the individual's family is an incumbent Director whose term is not expiring at the next Annual General Meeting of the Members. For the purpose of this section, a family member is defined as a spouse, child, parent, sibling, step-child, step-parent, step-sibling, grandparent, cousin, aunt, uncle, common-law partner, or legal guardian. When two or more members of the same family are nominated to serve as a Director, the election of one individual will disqualify the other individual(s) from nomination.
40. Nominating Committee – The Board of Directors may appoint a Nominating Committee that will be comprised of the three Registrants of the Association as appointed by the Board of Directors.
41. Duties of the Nominating Committee – The Nominating Committee will be responsible to solicit nominations for the Directors at Large.
42. Nomination - Any nomination of an individual for election as a Director at Large will include the written consent of the nominee by signed signature; and be submitted to the Head Office of the Association seven (7) days prior to the Annual General Meeting.
43. Nominations from the Floor – Nominations from the floor for election of a Director at Large may be accepted upon the approval of twenty-five percent (25%) of the voting Members in attendance at the meeting and must include the written consent of the nominee.
44. Circulation of Nominations - Valid nominations for positions as Directors at Large will be circulated to voting Members at the Annual General Meeting prior to the elections.
45. Election – The election of Directors at Large will take place as follows:
- Upto Four (4) Directors at Large will be elected by the voting member at the Annual General Meeting held in odd numbered years.
 - Upto Four (4) Directors at Large will be elected by the voting members at the Annual General Meeting held in even numbered years.
46. Decision – Elections of Directors at Large will be decided by the voting Members in accordance with the following:
- One - Three Valid Nominations – Winner elected by Ordinary Resolution.

- b. Three or More Valid Nominations – Winners are the three nominees receiving the greatest number of votes. In the case of a tie for the third Director’s position, a runoff vote will be conducted. Only those nominees tied for the final position will appear on the ballot. The nominee receiving the greatest number of votes will be declared the winner. Additional runoff votes may occur if required. If there continues to be a tie after three runoff votes, the winner will be decided by the Board of Directors by resolution.

47. Terms - Elected Directors will serve terms of two years unless they resign, are removed from, or vacate their office. The Directors term of office will commence beginning from the Annual or Special General Meeting at which they were elected.

Immediate Past President

48. Immediate Past President – The Immediate Past President is defined as 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.

49. Term of Immediate Past President – The Immediate Past President will serve a maximum term of two years, unless they resign, are removed from or vacate their office.

50. Vacancy of Immediate Past President – If there is no Immediate Past President, as defined in above, or if the Immediate Past President is unwilling or unable to serve in the position, the position of Immediate Past President will remain vacant.

Resignation and Removal of Directors

51. 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 Association resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

52. 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 becomes bankrupt;
- c. the Director misses three (3) consecutive Board meetings without proper notification given to, and approved by the Board; or
- d. if the Director dies.

53. Removal – A Director may be removed by Special Resolution of the voting Members present at an Annual General Meeting or Special Meeting, provided the Director has been given notice of and the opportunity to be present and to be heard at such a meeting.

Filling a Vacancy on the Board

54. Vacancy - Where the position of a Director becomes vacant for whatever reason, the Board may appoint a qualified Registrant to fill the vacancy for the remainder of the vacant term.

Meetings of the Board

55. Call of Meeting – The meetings of the Board of Directors will be held at any time and place as determined by the President or at least four (4) Directors.

56. Notice – Written notice, served other than by mail, of Board meetings will be given to all Directors at least forty-eight (48) hours 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.
57. Number of Meetings – The Board will hold a minimum of four (4) meetings per year.
58. Quorum – At any meeting of the Board of Directors, quorum will consist of a majority of Directors holding office.
59. Voting – Each Director is entitled to one vote. Voting will be by a show of hands, orally or electronically unless a majority of Directors present request a secret ballot. Resolutions will be passed by Ordinary Resolution.
60. Meetings - Meetings of the Board will be closed to Members and the public except by invitation of the Board.
61. Closed Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board.
62. 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

63. Powers of the Association – Except as otherwise provided in the Act or these By-laws, the Board has the powers of the Association and may delegate any of its powers, duties, and functions.
64. Managing the Affairs of the Association – The Board may make policies, procedures, and manage the affairs of the Association in accordance with the Act and these By-laws.
65. Discipline – The Board may make policies and procedures relating to discipline of Members and Registrants, and will have the authority to discipline Members and Registrants in accordance with such policies and procedures.
66. Dispute Resolution - The Board may make policies and procedures relating to management of disputes within the Association and all disputes will be dealt with in accordance with such policies and procedures.
67. Employment of Persons - The Board may employ or engage under contract such persons as it deems necessary to carry out the work of the Association.
68. Borrowing Powers – For the purpose of carrying out its objects, the society 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 Association, and in no case shall debentures be issued without the sanction of a special resolution of the Association.

ARTICLE V: REGISTRANTS

69. Registrants – The Association has the following categories of Registrants, who are not Members, but who must register with the Association and pay fees as determined by the Board:
 - a. Athlete – Any individual who is an athlete Registered with a Club Member and with the Association and who has agreed to abide by the Association’s By-laws, policies, rules and regulations.

- b. Coach – Any individual who is a coach Registered with a Club Member and with the Association and who has agreed to abide by the Association’s By-laws, policies, rules and regulations.
 - c. Official – Any individual who is acting as an official for sanctioned water polo events, who is Registered with the Association, and who has agreed to abide by the Association’s By-laws, policies, rules and regulations.
 - d. Volunteer – An individual who volunteers with the Association at a sanctioned Association activity or who holds a position as a Director of the Association
70. Year – Unless otherwise determined by the Board, the registration term of Registrants begins when the Registrant registers with the Association and ends on a date determined by the Board common to all Registrants.
71. Discipline – A Registrant may be suspended or expelled from the Association in accordance with the Association’s policies and procedures. A Registrant may not resign from the Association if the Registrant is subject to disciplinary investigation or action.

ARTICLE VI: OFFICERS

72. Composition – The Officers will be the President, Vice-President, Treasurer and Secretary and such other Officers as determined by the Board of Directors. No one Officer will hold more than one office.
73. Eligibility - Any Director may be elected as an Officer.
74. Election of Officers – The election of Officers will take place within thirty (30) days after a Members Special or Annual General Meeting at which elections for Directors occurred. Directors not elected to an office are eligible for election for a subsequent office. Directors may nominate themselves for any Officer position.
75. Decision – Elections will be decided by a majority vote of the Directors 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.
76. Terms – Officers will hold office for a term of one year unless they resign, are removed from, or vacate their office. The Officers’ term of office will commence beginning from the meeting at which they were elected.
77. Vacate Office - The office of any Officer will be vacated automatically if:
- a. The Officer is found by a court to be of unsound mind;
 - b. The Officer ceases to be a Director or Registrant of the Association;
 - c. The Officer becomes bankrupt; or
 - d. The Officer dies.
78. Removal – An Officer may be removed by Special Resolution of the Directors provided the Officer has been given notice of and the opportunity to be present and heard at the meeting where the removal is considered.
79. Vacancy - Where the position of an Officer becomes vacant for whatever reason and there is still a quorum of Directors, the Board may elect a qualified Director to fill the vacancy for the remainder of the vacant position’s term of office.
80. Duties - The duties of Officers are as follows:
- a. The President will:
 - i. Be responsible for the general supervision of the affairs and operations of the Association,
 - ii. Preside as Chair-Person at the Annual and General Meetings of the Association and at meetings of the Board, unless an alternate Director has been appointed to Chair
 - iii. Be one of the signing officers of the Association,

- iv. Be the official spokesman of the Association,
 - v. Oversee and supervise the Executive Director.,
 - vi. Perform such other duties as may from time to time be established by the Board.
- b. The Vice-President will:
- 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.
- c. The Treasurer will insure:
- i. Keep proper accounting records as required by the *Act*;
 - ii. Collect and record all dues and other funds received by the Association,
 - iii. Write all checks for expenditures and retain cancelled checks and receipts,
 - iv. Cause to be deposited all monies received by the Association in the Association's bank account,
 - v. Supervise the management and the disbursement of funds of the Association,
 - vi. When required will provide the Board with an account of financial transactions and the financial position of the Association,
 - vii. Prepare annual budgets, and
 - viii. Perform such other duties as may from time to time be established by the Board.
- d. The Secretary will:
- i. Be responsible for the documentation of all amendments to the Association's By-laws,
 - ii. Ensure that all official documents and records of the Association are properly kept,
 - iii. Conduct the correspondences of the Board,
 - iv. Keep an up-to-date list of registered members,
 - v. Sent out any notice requirements as described herein,
 - vi. Cause to be recorded the minutes of all meetings of Members, Board of Directors and Committees of the Association, and
 - vii. Perform such other duties as may from time to time be established by the Board.

Committees

81. Appointment of Committees - The Board may appoint such committees as it deems necessary for managing the affairs of the Association 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 or these By-laws.
82. Quorum - A quorum for any committee will be the majority of its voting members.
83. 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.
84. Vacancy - When a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term
85. President Ex-officio - The President will be an *ex-officio* and non-voting member of all Committees of the Association.
86. Removal - The Board may remove any member of any Committee.
87. Debts - No committee will have the authority to incur debts in the name of the Association.

Remuneration

88. 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

89. Conflict of Interest – A Director, Officer, 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 Association 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.

ARTICLE VII FINANCE AND MANAGEMENT

90. Fiscal Year – The fiscal year of the Association will be September 1st to August 31st, or such other period as the Board may from time to time determine.
91. Bank - The banking business of the Association will be conducted at such financial institution(s) as the Board may designate.
92. Audits and Financial Reviews – At each Annual General Meeting, the Members will appoint an individual to conduct an audit or financial review of the Association’s books, accounts, and records. This individual will have the appropriate credentials necessary for the role and will hold office until the next Annual General Meeting. This individual will not be an employee or Director of the Association and will not be in a conflict of interest.
93. Books and Records - The necessary books and records of the Association required by these By-laws or by applicable law will be necessarily and properly kept.
94. Signing Authority – All written agreements and financial transactions entered into in the name of the Association will be signed by two of the following: the President, the Vice-President, Treasurer, Secretary or Executive Director. The Board of Directors may authorize other persons to sign on behalf of the Association.
95. Property - The Association 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.
96. Borrowing - The Association may borrow funds upon such terms and conditions as the Board may determine.

ARTICLE VIII: AMENDMENT OF BY-LAWS

97. Voting – These By-laws 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 By-laws. Any amendments, revisions, addition, or deletions will be effective immediately.
98. Notice in Writing – Notice in writing is to be delivered to voting Members twenty-one (21) days or more prior to the meeting at which it is to be considered
99. Waiver of Notice – Notwithstanding any other provisions of these By-laws, the above notice provisions may be waived by Special Resolution of the Members.

ARTICLE IX: NOTICE

- 100. Written Notice - In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail, or courier to the address of record of the Association, Director, or Member, as the case may be.
- 101. Date of Notice - Date of notice will be 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 postmarked.
- 102. Error in Notice - The accidental omission to give notice of a Meeting of the Directors or 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.

ARTICLE X: DISSOLUTION

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

ARTICLE XI: INDEMNIFICATION

- 104. Will Indemnify - The Association will indemnify and hold harmless out of the funds of the Association each Director and Officer, 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 or Officer.
- 105. Will Not Indemnify - The Association will not indemnify a Director or Officer or any other person for acts of fraud, dishonesty, or bad faith.
- 106. Insurance - The Association will, at all times, maintain in force such directors and officers liability insurance as may be approved by the Board of Directors.

ARTICLE XII: ADOPTION OF THESE BY-LAWS

- 107. Adoption by Board – These By-laws are adopted by the Board of Directors of the Association at a meeting of the Board duly called and held on October 28, 2020.
- 108. Ratification – These By-laws are ratified by a three-fourths affirmative vote of the Members of the Association present and entitled to vote at a Meeting of Members duly called and held on November 30, 2020.
- 109. Repeal of Prior By-laws -- In ratifying these By-laws, the Members of the Association repeal all prior By-laws of the Association provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.