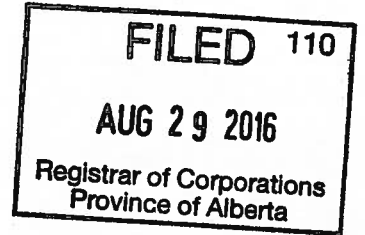


**ALBERTA REINED COW HORSE ASSOCIATION**

**BY-LAWS**

**ARTICLE I - NAME**

The Society shall be known as the Alberta Reined Cow Horse Association.



**ARTICLE II - INTERPRETATION**

1. In this by-law:

- (a) "Board" means the Board of Directors;
- (b) "Committee" means a group of Directors and/or members of the Society created by or under this by-law for the purpose of advising the Board or general membership of the Society on a specific subject matter or issue concerning the Society;
- (c) "Directors' Resolution" means a decision or motion passed by the Board of Directors either at a duly convened meeting of the Board or a written resolution signed by all directors in lieu of a meeting of the Board;
- (d) "Good Standing" means Good Standing as it is determined pursuant to Article VI, subsection 8 of these by-laws;
- (e) "General Meeting" means meetings of the membership of the Society and if unspecified refers to either the Annual General Meeting or any Special General Meetings of the members of the Society;
- (f) "Member" means any Standard Member, Youth Member or Non-voting Member;
- (g) "Members' Resolution" means a resolution passed by a simple majority of Standard Members at a properly called and convened General Meeting of the Society;
- (h) "Officer" means a person appointed to occupy an Office of the Society as described in Article IV
- (i) "Society" means the Alberta Reined Cow Horse Association;

(j) "Special Resolution" means a resolution requiring the approval of three-quarters (3/4) of the Standard Members at a properly called and convened General Meeting.

**ARTICLE III - DIRECTORS**

1. Powers and Duties. The Board shall, subject to the by-laws or directions given to it by a properly passed Members' Resolution, have full control and management of the affairs of the Society, which may consist of and is not limited to:
  - (a) borrowing money in the name of the Society;
  - (b) the appointment Officers of the Society; and
  - (c) the creation of Committees for limited purposes and the appointment of members to those Committees.
  
2. Number. The Board shall consist of twelve (12) Standard Members in Good Standing.
  
3. Remuneration. Directors will not be compensated for their services in their capacities as Directors or members. In addition, no members or office will receive payment for services. They may be reimbursed for reasonable disbursements made in the name of the Society upon submission of a proper receipt and the approval of the disbursement by the Board.
  
4. Election and Term.
  - (a) Term. Each Director shall accept the responsibility of attending all Board meetings, and shall only be excused from attending with a valid excuse. Directors shall hold their directorship for a term beginning from their date of election to the earliest of one of the following:
    - i) two (2) years from the date of their election;

- ii) the tender of their resignation from the Board;
- iii) the Director dies or is found to lack capacity;
- iv) If the Director fails to attend two (2) consecutive Board meetings without a valid excuse; or
- v) their removal from the Board by a Members' Resolution.

(b) In order to promote continuity of direction of the Board and Society, the Directors' terms of office shall be staggered. The six (6) Directors with the earliest date of election shall retire from office, and the Standard Members shall, by Members' Resolution, annually elect six (6) Directors to fill the vacated directorships.

(c) A retiring Director shall be eligible for re-election unless he or she was removed from his or her directorship by a Members' Resolution passed at a General Meeting.

5. Board Meetings.

(a) The Board shall meet at least once per year within thirty (30) days of the Annual General Meeting (the "Annual Board Meeting").

(b) In addition to the Annual Board Meeting, the Board may meet to conduct business, adjourn, and otherwise regulate their meetings as they think fit.

(c) The President shall chair all Board Meetings. In the absence of the President, the Vice-President shall assume the President's duties. In the absence of both the President and Vice-President, any Director, selected by the Directors in attendance, may chair the Board Meeting.

(d) The President, or any two (2) Directors, may call a Board Meeting from time to time. Notice of any Board Meetings shall conform to the notice requirements as set out in the following subsection (e).

(e) Notice of any Board Meeting shall:

- i) be delivered to each Director no less than two (2) days in advance of the proposed date of the Board Meeting;
- ii) be in writing, or by telephone conversation with the Invited Director (voicemail messages are not adequate unless subsequently confirmed by the invited Director);
- iii) include an agenda of business items to be discussed; and
- iv) include the time and place of the Board Meeting.

(f) Quorum.

- i) The quorum necessary for the transaction of business at a Board Meeting shall be six (6) Directors present in person or by conference telephone call.
- ii) If a quorum is not present, the Board Meeting shall be adjourned.

(g) Agenda, Business and Directors' Resolutions.

- i) Directors' Resolutions may only be passed with a quorum present.
- ii) At every Board Meeting, agenda items and questions proposed for the consideration of the Directors shall be decided by a simple majority of votes cast. Votes will be cast by show of hands.  
  
(1) Every Director, including the President, is entitled to one (1) vote.

(2) No Director shall have a second or casting vote in the case of a tie vote. A tie vote results in defeat of the motion.

iii) Directors' Resolutions may also be passed by unanimous resolution in writing signed by all Directors, with the same effect as a motion passed at a properly convened Board Meeting.

(h) Minutes of Meetings. Directors shall keep records of minutes in the minute books, recording:

- i) all appointments of Officers made by the Directors;
- ii) the names of the Directors present at each meeting of the Board; and
- iii) all resolutions and proceedings at each Board Meeting.

#### ARTICLE IV - OFFICERS

1. Officers of the Society ("Officers") shall be appointed by Directors' Resolution.
  2. Only members of the Board are eligible to be appointed as Officers.
  3. Officers. The Officers of the Society shall consist of a President, Vice-President, Secretary and Treasurer. The foregoing Officers shall form the Executive Committee.
  4. Officers shall hold their respective offices for a term of one (1) year or until a successor is appointed, whichever is earliest.
- 4A. The Director serving as President is limited to a maximum of serving three consecutive one (1) year terms as President.

5. Duties of Officers.

(a) The President shall:

- i) preside at all meetings of
  - (1) the Members,
  - (2) the Board,
  - (3) the Executive Committee;
- ii) be responsible for calling:
  - (1) meetings of the Board in the form as prescribed by these bylaws, subject to a meeting called pursuant to Article III, subsection 5(d),
- iii) act as the main spokesperson for the Society;
- iv) have bank signing authority; and
- v) perform such other duties as the Board may determine.

(b) The Vice-President shall

- i) be responsible for all the duties of the President where the President is absent from meetings of the Society, the Board or the Executive Committee; and
- ii) perform such other duties as the Board may determine.

(c) The Secretary shall:

- i) with respect to meetings of the Board and the Members,
  - (1) prepare and distribute notices, and
  - (2) take, keep and safeguard minutes and the Society's records, as required by law or these by-laws;

- ii) with respect to correspondence on the part of the Society and persons it may communicate or transact with from time to time,
  - (1) prepare and present such correspondence in draft to the Board for approval before distribution,
  - (2) distribute such correspondence upon direction and approval of the Board;
- iii) with respect to meetings and recommendations of Committees, receive, keep and record documentation regarding the meetings and recommendations of the Committees;
- iv) bring previous meeting minutes and agendas to Board and Member meetings;
- v) conduct, supervise and record the votes at all General Meetings;
- vi) supervise the collection of Membership Fees;
- vii) maintain the registers of membership of the Standard Members, the Youth Members and the Non-Voting Members;
- viii) have bank signing authority;
- ix) have the discretion to delegate the duties listed in the foregoing subsection to the Office Administrator, subject to Board approval; and
- x) perform such other duties as the Board may determine.

(d) The Treasurer shall:

- i) receive all moneys paid to the Society and shall be responsible for the timely deposit of same in the Society's bank account set up by the Board;
- ii) properly account for the funds of the Society and keep such books as may be directed;
- iii) prepare and present the duly audited financial statements of the Society at the AGM;
- iv) report to the Board all monies of the society and books of accounts;

- v) disburse funds of the Society in payment of just demands against the Society, subject to Board approval;
  - vi) have bank signing authority;
  - vii) have the discretion to delegate the duties listed in the foregoing subsection to the Office Administrator, subject to Board approval; and
  - viii) perform such other duties as the Board may determine.
- (e) The Board may create additional Officer's roles and define the duties of such offices as they may determine by Directors' Resolution.

**ARTICLE V - OFFICE ADMINISTRATOR**

1. The Executive Committee, with the approval of the Board, may hire an Office Administrator as a contractor or employee.
2. The Office Administrator may be paid for their services.
3. The Office Administrator shall be responsible for duties duly delegated by the Secretary and Treasurer, subject to Board approval (the "Delegated Duties"). In the event of Board approval of such delegation, the Office Administrator is deemed to have authority to perform the Delegated Duties until such authority is withdrawn by the Board.

**ARTICLE VI - MEMBERSHIP**

1. The Society shall have three (3) categories of membership:
  - (a) Standard Members;
  - (b) Youth Members; and



(c) Non-Voting Members.

2. Membership is non-transferrable.
3. Once a member has signed the waiver and paid their annual dues, the recipient is a Member of the Society and is deemed to be bound to the requirements and terms set out in these by-laws.
4. Only Members in Good Standing shall be allowed to compete in events hosted by the Society.
5. Standard Members:
  - (a) must be over eighteen (18) years of age, be Alberta residents, and do not receive compensation for services provided to the Society (eg. Judge, clinician);
  - (b) shall pay the required dues as determined by the Board and approved by Members' Resolution of the Members;
  - (c) shall be the only category of membership entitled to vote at meetings of the Society;
  - (d) may, subject to their payment of dues and other requirements set out in the Rule Book, compete in events held by the Society;
  - (e) may withdraw their membership at any time by tendering their withdrawal in writing to the Board; and
  - (f) shall be the only members eligible to stand for nomination and election for board positions.
6. Youth Members:
  - (a) must be 18 years of age or younger;

(b) shall be subject to the same rights and obligations as Standard Members except they will not hold the right to vote at General Meetings of the Society.

7. Non-Voting Members:

- (a) at the Board's discretion, Non-Voting memberships may be bestowed on persons in recognition of their contributions to the objects of the Society or services provided to the Society;
- (b) shall not vote at General Meetings of the Society; and
- (c) shall pay the required dues as determined by the Board and approved by Members' Resolution of the Members.

8. Good Standing.

- (a) Determination of Good Standing in the Society rests solely in the discretion of the Board. In determining Good Standing the Board shall consider:
  - i) payment of annual dues;
  - ii) the conduct of the person towards other members of the Society and the public; and
  - iii) the conduct of the person with respect to the objects of the Society.

9. Any member in good standing may have access to the books and records of the Society at the annual general meeting, or at any time by making written request to the ARCHA Board of Directors.

10. Decisions to suspend or expel members can only be undertaken after Directors' Resolution passed at a duly convened meeting of the Board for purpose of deciding the same. The decision to suspend or expel a member may be approved upon the Board finding, solely in its discretion:

- (a) that the impugned member has failed to abide by these by-laws, or

(b) that the impugned member has participated in conduct unbecoming or inconsistent with the objects of the Society ("Improper Conduct").

11. Members under threat of suspension or expulsion under Article VI, subsection 10 shall have the right to know the nature and particulars of the allegations of Improper Conduct brought against them and they shall be provided an opportunity to provide an explanation and/or rebuttal of those allegations.

#### ARTICLE VII - MEETINGS

1. Annual General Meeting ("AGM")

- (a) The AGM for a given year shall be held on or before December 31 in that year at a place within Alberta.
- (b) Notice of the AGM shall be delivered in writing to each Member not less than thirty (30) days in advance of the proposed date and include:
  - i) the proposed time and place; and
  - ii) an agenda setting out the business to be discussed and voted on.
- (c) The agenda for the AGM must include:
  - i) presentation of the minutes of the last AGM;
  - ii) the presentation of financial statements of the Society for the most recent completed financial year, setting out its income, disbursements, assets and liabilities, audited and signed by the Society's auditor;
  - iii) the election of new members of the Board of Directors, with the names of known proposed Directors listed; and
  - iv) any other known items of business to be discussed.

2. Special General Meetings

- (a) The Board may call Special General Meetings from time to time to discuss and consider the approval of business items that arise between AGMs.
- (b) Special General Meetings shall be called upon a proper requisition by Standard Members.
- (c) Proper requisition of a Special General Meeting requires:
  - i) ten (10) or more Standard Members (this ten (10) may include Directors) to deliver a written request that the Board call a Special General Meeting;
  - ii) that the written request contain a brief statement of the business to be discussed at the Special General Meeting; and
  - iii) that the business to be discussed relates to the Society.
- (d) Notice for a Special General Meeting shall be delivered in writing to each Member not less than twenty-one (21) days in advanced of the proposed date and include:
  - i) the proposed time and place; and
  - ii) an agenda setting out the business to be discussed and voted on.
- (e) Unless included on the agenda for a Special General Meeting, any additional items of business that are presented at the Special General Meeting will not be open for approval by Members' Resolution.

3. Ten (10) Standard Members in Good Standing shall constitute a quorum at a General Meeting.

4. The President may adjourn a General Meeting if a quorum is not present within thirty (30) minutes after the set time. If adjourned, the General Meeting shall be reconvened one week later at the same time and place if possible.

5. General Meetings of the Society are open to the public. However, once the General Meeting is convened, a motion may be passed to limit the admission of members of the public.
6. Voting by Standard Members at Special General Meetings shall be done by show of hands. Every Standard Member has one (1) vote. A tie vote means the motion is defeated.

**ARTICLE VIII - FINANCE AND AUDITING**

1. The Board has the jurisdiction to borrow money in the name of the Society, subject to limitations at law, these by-laws and resolutions of the membership or the Board.
2. An audit of the books, accounts and annual financial statements of the Society shall be performed once a year by either two Standard Members in Good Standing, or by a qualified auditor.
3. The Society will not possess or use an official seal for any of its correspondence or official documents.

**ARTICLE IX - COMMITTEES**

1. Standing Committees are ongoing committees staffed with Directors and Standard Members appointed by the Board. The Standing Committees of the Board shall be:
  - (a) the Executive Committee,
  - (b) the Finance Committee, and
  - (c) the Governance Committee.
2. The Executive Committee shall:
  - (a) consist of the President, Vice-President, Secretary and Treasurer;

- (b) be chaired by the Vice-President;
- (c) oversee the day-to-day operations, administration and finances of the Society, subject to Board approval; and
- (d) make recommendations to the Board concerning policy, administration and operation of the Society.

3. The Finance Committee shall:

- (a) consist of the President, Vice-President, Secretary, Treasurer and up to two other members of the Board appointed by the President;
- (b) be chaired by the Vice-president;
- (c) prepare draft budgets of the Society for the upcoming year for Board approval; and
- (d) make recommendations of any financial nature regarding the Society to the Board.

4. The Governance Committee shall:

- (a) consist of the President, Vice-President and two other members of the Board as appointed by consensus of the President and Vice-President;
- (b) be chaired by the Vice-President; and
- (c) advise and make recommendations to the Board with respect to matters regarding the drafting, enactment, implementation, amendment, revision, interpretation and enforcement of by-laws, membership requirements and other policy instruments of the Society, as required by the Board.

5. Special Committees.

- (a) The President, with guidance from the Board, may, from time to time, commission Special Committees for specific purposes relevant to the Society.
- (b) Special Committees shall:
  - i) be tasked with a specific purpose with respect to the interests of the Society;
  - ii) unless otherwise directed by the Board in writing, only stand for a period of time limited to however long is necessary to complete the specific purpose for which the Special Committee was commissioned;
  - iii) advise and make recommendations to the Board pursuant only to the specific purpose for which a given Special Committee was commissioned; and
  - iv) consist of a minimum of three (3) members of the Society in Good Standing, including at least one (1) member of the Board.

**ARTICLE X - RULES AND REGULATION OF SHOW & COMPETITION**

- 1. The Board shall review the Society's Rules and Regulations annually.
- 2. The Board has the authority to change the Rules and Regulations.
- 3. Any changes to the Rules and Regulations shall be provided, in writing, forty-five (45) days prior to the first show of the season.
- 4. The Rules and Regulations shall be available to all members.

**ARTICLE XI - AMENDMENT OF BY-LAWS**

- 1. The by-laws of the Society may be amended only by Special Resolution.
- 2. The implementation of amended by-laws, once approved by Special Resolution, is contingent on approval by the Corporate Registrar of Alberta.

**ARTICLE XII - DISSOLUTION AND WINDING-UP**

1. The dissolution or winding-up of the Society may occur only upon Special Resolution.
2. In the event of dissolution or the winding up of the Society, after all the assets of the Society have been disposed of and all of the Society's obligations have been discharged, the remaining funds and assets of the Society shall be assigned, given and delivered absolutely to a charitable organization, said charity to be selected by the Board of Directors in their discretion.