

# ALBERTA TEXAS LONGHORN ASSOCIATION

## BYLAWS

### I **MEMBERSHIP:**

The membership of the Association will consist of:

(A) Active Members:

An Active membership may be granted to a breeder of the **Texas Longhorn** breed of cattle, who must have a vested interest in cattle registered with the Texas Longhorn Breeders Association of America hereinafter referred to as "the Registry." Individuals, of good character, organizations, corporations, partnerships, government agencies and Estate(s) of a deceased person(s) may become Active members of the Association at the discretion of the Association.

(B) Associate Members:

An Associate membership may be granted to an individual, of good character, organizations, corporations, partnerships, government agencies and Estate(s) of a deceased person(s). Associate Membership will be granted to any of the foregoing, at the discretion of the Association, on the condition that the Associate Member have an interest in the promotion of Texas Longhorn breed of cattle, but may not necessarily be a breeder of Texas Longhorn cattle.

(C) Lifetime Members:

A Lifetime membership may be granted to a breeder, of good character, of the Texas Longhorn breed of cattle who must have a vested interest in cattle registered in the Registry. The Lifetime Membership will be restricted to individuals and will be at the discretion of the Association.

(D) Term of Membership:

Membership in the Association will be granted on an annual basis effective January 1 to and including December 31 in each year.

(E) Membership Fees:

Membership fees are to be paid annually, for a member to be in good standing in the Association. Membership fees will be determined by the Board of Directors.

(F) Meetings of Members:

(1) Annual General Meeting:

The Annual General Meeting of the members will be held in the first quarter of each new year. The time and place of the Annual General Meeting will be determined by the Board of Directors and written notice of this meeting must be given to members at least 30 days prior to the meeting.

(2) In addition to the Annual General Meeting of the Association the Board of Directors may call on the membership of the Association for special and other meetings as deemed necessary. The date, time and place of such meeting will be determined by the Board of Directors. Written notice of this meeting must be given to members at least 30 days prior to the meeting.

(3) A voting member who makes a motion during a meeting will provide a written copy of that motion, prior to voting, to the President and/or Secretary-Treasurer. The written motion will be easier for the President to relate to the members in attendance before discussion and voting commences and will ensure the accuracy in the recording of the minutes by the Secretary-Treasurer.

(G) Quorum:

A quorum of no less than fifteen (15) voting members or ten (10%) percent of the voting members (whichever is less) must be present in order for the Association to legally transact any business.

(H) Voting Privileges:

1. Voting privileges are granted to Active and Lifetime members who have paid their annual fee and are in good standing in the Association.
2. In the event that an Active member is not an individual, that member will appoint and/or designate in writing, to the President of the Association, the name of one (1) person to represent that member.
3. Eligible voting members must be in attendance to vote at any and all meetings of the membership. No proxy votes are permitted.

(I) Resignation:

Any member who wishes to withdraw from the Association may do so by advising the President, in writing, of the same. Annual membership fees paid by that member will not be refunded. Any and all interests and privileges as a member of the Association will cease with the resignation.

(J) Expulsion:

(1) In the event that a member of the Association has been considered to be have misrepresented, deceived, or acted in a fraudulent manner with respect to the registration of animals, or has shown to cause an infraction of the Bylaws of the Association and whose conduct may endanger the good order, welfare or credit of the Association, the Board of Directors, on behalf of the Association, will have the authority to examine the matter in detail and to expel the member in question.

- (a) The member, whose conduct is in question, will be entitled to meet with the Board of Directors (in a timely manner) for the purpose of discussing their conduct and to resolve the same.
- (b) If the majority of the Board of Directors vote in favour thereof, the offending member will be expelled from the Association.
- (c) Any and all interests and privileges as a member in the Association will cease with expulsion.

## II BOARD OF DIRECTORS:

(A) The business and operation of the Alberta Texas Longhorn Association will be managed by the elected Board of Directors which will exercise its powers subject

to and consistent with the Province of Alberta Societies Act and in accordance with the Bylaws duly approved by the Membership.

- (B) The Board of Directors will initiate the formulation of Committees to research, develop and make recommendations regarding specific business to the Board of Directors for the benefit and best interests of the Association. The Board of Directors may accept volunteers from the membership of the Association to sit on the Committees for the Association.
- (C) The Board of Directors will be responsible for the perusal, review and amendment of all Policies enacted for the conduct of business and operations of the Association. The Board of Directors will ensure that the Policies are consistent with the province of Alberta Societies Act and the Bylaws of the Association. A copy of the Policies of the Association will be made available to any member who has made a written request for the same to either the President, Vice President or Secretary-Treasurer.
- (D) Election:
  - (1) The Board of Directors will be elected by the eligible voting members at the Annual General Meeting.
  - (2) There will be no less than five (5) members, all of whom are in good standing in the Association, elected to sit on the Board of Directors.
  - (3) Honorariums will not be paid to Directors elected to sit on the Board of the Alberta Texas Longhorn Association.
- (E) Terms of Directors:
  - (1) An Active or Lifetime member elected as Director by the voting membership at the Annual General Meeting may stand for Director successive three (3) year terms. A Director elected to fill a vacancy will act as a Director until the original remaining term has expired.
  - (2) Cessation:

If a Director fails to attend two (2) consecutive Board of Directors' meetings without being authorized by a prior Resolution of the Board, or Notification and approval from the President, that Director will be disqualified as a Director. The Board of Directors will immediately declare his seat vacant and inform the Association of the vacancy.
- (F) Meetings of the Board of Directors:
  - (1) A newly elected Board of Directors will meet within 48 hours after the adjournment of the Annual General Meeting of the membership. The new Board will then elect Officers, from among the Board to hold office as described in (G) below and to consider any additional business that may have arisen and to attend to business considered to be urgent.
  - (2) The President may call a "special meeting" of the Board of Directors and in so doing, must give 72 hours notice prior to the meeting, to all of the Directors of the Board.
  - (3) At the direction of the majority of the Directors of the Board, the President must call a meeting and in so doing, must give 72 hours notice prior to the meeting, to all of the Directors of the Board.
  - (4) The majority of the Directors must be in attendance at a meeting of the Board of Directors in order for the Board to legally transact any business.

(G) Officers:

The Officers of the Board of Directors must be elected annually by the Board of Directors, from among the Directors sitting on the Board and will include the following:

- (1) President – will preside and chair over the meetings of the Board of Directors and the meetings of the Members of the Association. The President, will to the best of his ability, oversee the business of the Association and must provide reports, on a semi-annual basis to the members of the Association and make such recommendations as he believes to be necessary for the benefit of the Association.
- (2) Vice President – will act in the absence of the President and perform the duties of the President under direction of the Board of Directors.
- (3) Secretary-Treasurer – will be responsible for the administration of the funds of the Association ensuring that funds are deposited, invested and disbursed in accordance with the Board of Directors' instructions. The Secretary-Treasurer will record the Minutes of the Meetings of the Board of Directors, Annual General Meetings of the members and such other meetings convened by the members of the Association.
  - (a) Certain duties of the Secretary-Treasurer (namely, the recording and completion of the Minutes of the Board of Directors and Minutes of the Meeting of Members) may be delegated to an authorized person, capable of such undertaking. The Board of Directors must approve the delegation of duties by a majority vote in favour of same. The costs and payment in relation thereof must also be approved by the Board, which costs will be assumed by the Association. The Secretary-Treasurer will be responsible for the accuracy of all Minutes of Meetings of the Board of Directors and the Association.

**III PAYMENT TO DIRECTORS, OFFICERS AND MEMBERS:**

Unless authorized at any meeting and after notice of same shall have been given, no Director, Officer or Member of this Association shall receive any remuneration for their services.

**IV BANKING AND FINANCIAL MATTERS:**

- (A) The funds of the Association are to be deposited at a recognized financial institution approved by the Board of Directors at their first meeting immediately following the Annual General Meeting.
- (B) Any and all cheques required to complete and transact business on behalf of the Association must be signed by any two of the following, President, Vice President or Secretary-Treasurer.
- (C) The practice of pre-signed cheques is prohibited.
- (D) In the event that it is deemed necessary and in the interest of the Association to borrow monies, the Board of Directors must put forward to the members of the

Association, the purpose and cost of such loans. The borrowing of monies by the Association must be ratified by the majority of the members of the Association.

- (E) The Board of Directors must present a budget for the current year to the members of the Association during the Annual General Meeting.
- (F) The Board of Directors will be responsible for causing a financial Audit of the accounting records of the Association and any claims against the Association. The accounts and accounting practice must be verified and included in the Audit. The Audit must be presented for ratification to the members of the Association at the General Meeting.
- (G) The fiscal year of the Association will be January 1<sup>st</sup> to and including December 31<sup>st</sup> in each year.

#### **V MINUTE BOOK AND SEAL OF THE ASSOCIATION:**

- (A) The Minute Book and Seal of the Association will be kept at the Registered Office of the Association. The Seal of the Association will be used in the execution of all Minutes of the Meetings, official banking documents and in the execution of such other documents as may be necessary. The original Minutes of Meetings, and all other documents relevant to the business and organization of the Association which have been duly signed and sealed must be placed in the Minute Book of the Association maintained by the Office of the Association.
- (B) A member may, upon written request to the Registered Office of the Association, inspect the books and records of the Association at its registered office address.

#### **VI AMENDMENT OF BYLAWS:**

- (A) Proposed amendments to the Bylaws must be published and forwarded to all members of the Association no less than 60 days prior to the Annual General Meeting. The amended Bylaws will be approved by the Board of Directors prior to submission to the members of the Association for ratification.
- (B) The Bylaws can only be changed by a Special Resolution of the members as defined in Section 1 (d) of the Societies Act.
- (C) Upon ratification of the Bylaws, the Secretary-Treasurer will ensure that the Bylaws be filed with the Registrar as defined in the Alberta Business Corporations Act. Receipt of notice of the successful filing of the Bylaws, by the Secretary-Treasurer, will be deemed as sufficient notice for the Bylaws to be in effect.

**VII ASSOCIATION OFFICE:**

The Registered Office of the Association will be selected and ratified by the Board of Directors at their first meeting in each year. The address of the Registered Office of the Association must be documented in those Minutes of the Meeting of the Board of Directors. In the event of a change of the address, a Notice of Change of Address must be filed with the Registrar as defined in the Alberta Business Corporations Act.

Signed, sealed and delivered this 21 day of June, 2008

Ron a Walker  
President

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Secretary-Treasurer