

By-Laws

ALBERTA PAINT HORSE CLUB BY-LAWS

1.0 NAME, PURPOSE, LOCATION AND CORPORATE SEAL

1.1 NAME

This organization shall be named the ALBERTA PAINT HORSE CLUB (hereinafter from time to time referred to as the “Club”). The official abbreviation shall be APHC.

1.2.1 PURPOSE

The Alberta Paint Horse Club shall at all times be operated and conducted as a non-profit organization in accordance with the laws of the Province of Alberta.

The purpose, or objects, of this association shall be:

To provide an opportunity for youth and community at large to become educated in the recreation and cultural activities associated with horse and benefit from these activities. The APHC shall encourage youth and amateur classes in equestrian events at its horse shows and will encourage sportsmanship throughout. The APHC will accommodate all persons with disabilities, to the point of undue hardship, to ensure that everyone has equal opportunity to participate.

Stimulate activity for the promotion of horses registered with the American Paint Horse Association (APHA) within the province of Alberta.

1.3 LOCATION

The APHC shall cover the area of the Province of Alberta but its members may be residents of any state or province. (A map outlining the geographical boundaries of the Club is appended to these By-Laws). The principal place of business shall be the address of the current duly elected secretary, but business may be carried out at any location established by the Board of Directors.

1.4 CORPORATE SEAL

The APHC had not adopted a corporate seal.

2.0 MEMBERS

2.1 MEMBERSHIP

Membership shall be open to all persons who subscribe to the aims of the Club, abide by the rules and regulations, and assist in furthering its purposes and objectives. Membership in the Club shall be in accordance with rules and regulations currently adopted by the Board of Directors. Membership categories include the following:

- a) Individual adult memberships (1 vote):
- b) Family memberships (2 votes - minor children 18 and under as of January 1 are non-voting members);
- c) Partnerships (1 vote each)
- d) Corporations (1 vote)

There shall be no more than two (2) votes per immediate family even if the family has more than one membership such as partnership, corporations, etc.

2.2 MEMBERSHIP RIGHTS

All members shall have equal rights, interest and responsibility with respect to the Club and its property and shall obey and be bound by all By-laws, Rules and Regulations of the Club and decisions or actions of the Board of Directors. There shall be no shares of stock issued to any member.

a) Any member shall have the right to inspect the minutes or financial records at the office of the Secretary with seven days written notice.

2.3 MEMBER IN GOOD STANDING

A member in good standing is any member registered in the books of the club who is not in arrears of membership or other fees, dues or assessments levied by the Club, or who has not been suspended by the Club or the American Paint Horse Association.

2.4 WITHDRAWAL OF MEMBERSHIP

A member may withdraw his membership at any time by giving written notice to the Secretary of the Club. The effective date shall be the date of receipt of the written notice by the Secretary of the Club.

2.5 EXPULSION OR SUSPENSION OF MEMBERS

A vote of two-thirds of the Board of Directors can bring about the expulsion or suspension of a member or members including a member of the Board of Directors. Any member may be suspended or expelled and denied privileges of the Club for the following reasons:

- a) failure to pay when due any obligation owing to the club;
- b) failing to pay for entry fees, stall fees and any other charges connected with exhibition of horses;
- c) violating in any manner, the By-Laws of the Club or the Rules and Regulations of the Club or the purpose of the Club as outlined in Section 1.2;
- d) unsportsmanlike conduct;
- e) conduct that in the sole and unfettered discretion of the Board of Directors, endangers or may endanger the good order, welfare or credit of the Club;

The member in question must be notified of expulsion or suspension by registered mail. Within thirty (30) days of the notification, the member shall be entitled to be heard at a meeting of the Board of Directors. Four members of the Board of Directors shall constitute a quorum for the purposes of this meeting. At the meeting, the member shall have the opportunity to be heard and to present evidence on his own behalf and to hear and receive evidence offered against him. The decision and action of this quorum shall be final and binding on all parties.

Anyone suspended from the APHA is automatically suspended by the Club.

2.6 QUORUM

A quorum at the Annual General Meeting and at any Special General meeting shall consist of at least 25 voting members, in good standing, in attendance at the Meeting. Except as provided elsewhere in the By-Laws, a simple majority vote of the members present at any meeting of the membership shall be sufficient to approve any matter brought before the membership for action. No business shall be conducted without a quorum being present with the exception of adjourning the meeting until a quorum shall be present. Absentee vote or vote by proxy will not be allowed at any annual or special membership meeting.

3.0 BOARD OF DIRECTORS

3.1 MEMBERS

The Board of Directors shall be consisted of the elected officers of the Club, the Past President and 7 Directors.

3.2 MANAGEMENT

The business and property of the Club shall be managed and controlled by the Board of Directors. Members of the Board of Directors may succeed themselves in office but each person must be elected and re-elected individually.

- a) The Board of Directors shall hold office for a two year terms; one-half of the Board of Directors to be elected annually;
- b) The President shall serve as Chairman of the Board and vote only to break a tie;
- c) In addition to elected directors, the immediate Past President of the Club shall be Director-at-Large with voting privileges.

3.3 REQUIREMENTS FOR DIRECTORS

The following are requirements for a directorship in the Club:

- a) Each director elected should be a bonafide resident of the area;
- b)
- c) Persons elected to the Board of Directors will pay their dues before taking office;
- d) No members shall hold office without being at least 18 years of age;
- e) All officers and directors must be members in good standing of the Club;

3.4 REMOVAL OF A DIRECTOR

- d) If a Director misses two (2) meetings **WITHOUT DUE CAUSE**, he/she will automatically be removed from the Board and replaced at the next meeting of the Board;
- e) If any Director or Officer fails to properly discharge his or her duties, he or she may be removed from the Board by a majority vote of the Board of Directors;
- f) In case of any vacancy in the Board of Directors by death, resignation, unauthorized absence, disqualification, increase in number, or other cause, an alternate Director will be elected by the Board of Directors to attend all meetings and fill a vacancy on the Board.

3.5 POWER AND AUTHORITY OF THE BOARD

The Board of Directors shall have the power and authority to make, amend, repeal and enforce such rules and regulations (not contrary to law or the Certificate of Incorporation or these By-Laws) as they may deem expedient concerning:

- a) Conduct, management and activities of the Club;
- b) Admission, classification, qualification, suspension and expulsion of members;
- c) Removal of officers and directors;
- d) Regulations governing the procedure of officer/director suspensions or removal;
- e) Fixing and collecting of dues and fees;
- f) Expenditure of moneys;
- g) Auditing of books and records;
- h) Awarding of championships'
- i) Conducting of shows, contest, exhibitions, races, sales and social functions and other details relating to the general purposes of the Club;
- j) No members of the Board shall receive any remuneration for their services;

3.6 QUORUM

For the purposes of the meetings of the Board of Directors, seven (7) members of the Board of Directors shall constitute a quorum.

4.0 OFFICERS AND DUTIES

4.1 OFFICERS

The officers of the Club shall be the President, Vice-President, Secretary and Treasurer, and such other officers as may be authorized by the Board of Directors. Club officers will be elected by and from the general membership.

4.2 REQUIREMENTS FOR OFFICERS

The following are requirements for officers in the Club:

- a) Each officer elected should be a bonafide resident of the area;
- b) No more than two members of the same family or firm may serve as officers at the same time;
- c) Persons elected to an officer's position will pay their dues before taking office;
- d) No member shall hold an office without being at least 18 years of age;
- e) All officers must be members in good standing of the Club.

4.3 WRITTEN CONTRACTS

The President, Vice-President or designate will execute all contracts on behalf of the Club. Contracts are to be attested to by the Secretary.

4.4 PRESIDENT

The duties of the President are as follows:

- a) The President shall be the Chief Executive Officer of the Club and shall preside at all meetings of the Board of Directors and general membership meetings;
- b) The President shall see that the By-Laws, Rules and Regulations of the Club are enforced;
- c) The President shall perform all other duties that may be prescribed by the Board of Directors;
- d) The President votes only to break a tie vote.

4.5 IMMEDIATE PAST PRESIDENT

The immediate Past President shall serve on the Board of Directors as a member with voting privileges.

4.6 VICE-PRESIDENT

The duties of the Vice-President are as follows:

- a) Preside in the absence of the President;
- b) Perform such duties as prescribed by the President;
- c) Succeed the President should the office be vacated prior to the regular election.

4.7 SECRETARY

The Secretary shall be directly responsible to the President for the operation and management of the business office. Duties include but are not limited to:

- a) Keep and maintain for review minutes of all Club meetings (including standing committees, and Board of Directors meetings);
- b) Serve as custodian of all Club records including the financial report;
- c) Maintain and keep current a Club roster (including names, addresses, and elected position) of all members;
- d) Prepare reports and correspondence as required by the President and the National APHA office;
- e) Notify members of regular and special meetings in accordance with notification procedures with these By-Laws;
- f) Turn all collected moneys to the Treasurer;
- g) Furnish updated member lists monthly to the Reporter, if the Club has one.

4.8 TREASURER

The duties of the Treasurer shall include:

- a) The Treasurer will be directly responsible to the President for the proper management of all moneys and property of the Club;
- b) The Treasurer will utilize the proper record keeping to meet requirements of the club, Provincial and Federal governments;
- c) The annual financial report is to be distributed to all club members at the year end meeting or at members' request;
- d) The Treasurer shall present a treasurer's report at each Club meeting if required by the Board of Directors or the members of the Club;
- e) Two or more non-executive individuals or a qualified accountant will be appointed by the Board of Directors for an annual audit of the Financial Statements.

4.9 REPORTER-HISTORIAN (Optional Position)

In the event a Reporter-Historian is appointed by the Club, he or she:

- a) will be responsible for the publication of the Club Newsletter;
- b) will manage Club publicity to promote and stimulate interest in the Club and the Paint Horse Breed;
- c) will maintain the Club history.

4.10 SURETY BONDS

The Secretary and Treasurer and all other officers and employees of the Club, who may have the handling of any funds of the Club, shall give a surety bond to be furnished at the expense of the Club for the Faithful discharge of his or her duties, of so required by the Board of Directors.

4.11 VACANCIES

All vacancies in the positions of Offices of the Club shall be filled from the Board of Directors for the unexpired term, except the Secretary or Treasurer who may be appointed by the Board of Directors, and need not be a member of the Board, and those so succeeding or appointed shall serve until the election and acceptance of their duly qualified successors.

5.0 COMMITTEES

5.1 CLUB COMMITTEES

The Board of Directors or the President may empower general or specific committees as necessary to meet the management needs of the Club. A committee shall have two or more members at least one of whom is a Director. The Board will maintain responsibility for the actions of each committee.

6.0 ELECTIONS

6.1 OFFICER ELECTION PROCEDURES

- a) Club officers will be elected by and from the general membership according to the following election procedures:
 - i) Nominees will be accepted from the floor at the annual general meeting;
 - ii) The slate of nominees shall be presented to the members in attendance at the annual general meeting;
 - iii) Votes will be tabulated for each officer to proceeding with the next officer elected;
 - iv) Elections shall begin with the President;
 - v) The nominee receiving a simple majority of votes shall be elected;

- vi) Results of the election shall be forwarded to the APHA office within fourteen days of the election;
- b) Elections will be held annually on a date agreed upon by the Board of Directors. This day may coincide with the annual general meeting or awards banquet.

6.2 NOTICE OF MEETING

Notices of the “election meeting” must be mailed to members in good standing no later than thirty (30) days prior to the meeting. Such notice may be in the form of the Club’s newsletter. The notice shall state the time and place of this “election meeting” and outline the election procedures to be followed.

7.0 ANNUAL GENERAL MEMBERSHIP MEETINGS

- a) The annual general meeting of the members shall be held in Alberta, within six months of fiscal year-end, at a designated time and place, specified by the Board of Directors.
- b) Members will be notified electronically and/or by the Club’s official publication stating the time and place of such meeting to the last known address of each member in good standing no less than thirty (30) days prior to the meeting date. If special topics are to be discussed and/or voted upon, members will be notified of these topics in this notice.

7.1 SPECIAL GENERAL MEETINGS

- a) Special general meetings of the members may be held at such time and place as may be designated:
 - i) in the notice whenever called in writing by direction of the President;
 - ii) by majority of the Board of Directors;
 - iii) by a notice signed by not less than twenty percent (20%) of the members then in good standing.
- b) Notice of each special meeting indicating briefly the reason for the meeting shall be given in the same manner as proved for general membership meetings.

7.2 REGULAR BOARD OF DIRECTORS MEETINGS

- a) The Board of Directors shall meet at least twice a year. One such meeting shall be held in the first half of the calendar year and the last regular meeting is to be held in the last half of the calendar year.
- b) Stated times and places of the two mandatory regular meetings may be set by rule and no notice of the meeting shall be required; or the meeting may be set by the President, or by a majority of the Directors and notice of such meetings shall be given not less than two (2) weeks prior to the date of the meeting.

7.3 SPECIAL BOARD OF DIRECTORS MEETINGS

- a) Special meetings of the Board of Directors shall be held whenever called by direction of the President, or a majority of the Directors currently in office.
- b) The Secretary shall give notice of each special meeting by mail or telephone to each Director not less than one week before the date of the meeting, unless otherwise indicated in the notice, any business may be transacted at a special Board of Directors meeting.

8.0 RULES

The Board of Directors is responsible for establishing the rules (consonant with and supplementary to) the Articles of Incorporation and By-Laws for the general administration of

business of the Club. The rules shall be published and distributed to the members, with revisions published when sufficient changes to the rules warrant a new publication.

9.0 AMENDMENTS

- a) These By-Laws may be amended at any general meeting of the membership by a special resolution of the members present at the meeting.
- b) Proposed amendments to these By-Laws shall be sent in writing to the Secretary, who must forward the proposed changes to current members, at least thirty (30) days in advance of the meetings.
- c) Notice and agenda shall follow notification procedures for general meetings.
- d) The subsequent amendment must be attached to the By-Laws, so referenced within the body of the bylaws, and a copy submitted to APHA and the Alberta Corporate Registry.
- e) A special resolution means a resolution passed by a majority of not less than three-fourths of the members entitled to vote at which these is a quorum present.

10.0 INDEMNIFICATION

Each Director and Officer of the said Club shall be indemnified by the Club against all costs, expenses and liabilities reasonably incurred by him or her in connection with/or resulting from any action, suit or proceeding to which he or she may be made a party by reason or his or her being or having been a Director, Officer or Committeeman of the Club, except in relation to matters which shall have been occasioned by the wilful misconduct or dishonesty of such Officer, Director or Committeeman. The foregoing right of indemnification shall cover amounts paid in settlement of any such action, suit or proceeding when such settlement appears to be in the interest in the Club. The foregoing rights shall be in addition to any other rights to which such Director, Officer or Committeeman may be entitled as a matter of law.

The Club shall have in place, adequate liability and errors and omissions insurance, which shall be reviewed and renewed annually. The cost of this insurance shall be financed from Club general funds.

11.0 AUDITORS

- a) The Board of Directors at each annual meeting shall submit a complete report of its activities and of the affairs of the Club. An Interim Financial Statement shall be presented setting out its income, disbursements, assets and liabilities at year end;
- b) Two or more non-executive individuals or a qualified accountant will be appointed by the Board of Directors for an annual audit of the Financial Statements.
- c) If there are any changes made by the auditors to the Interim Financial Statements, a copy of the audited year end financial statements will be made available to all members present at the annual general meeting.
- d) A copy of the audited financial statements will be made available to any member requesting one.

12.0 BORROWING POWERS

For the purpose of carrying out its objects, the Club 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 of the Club shall be exercised only under the authority of the By-Laws of the Club and in no case shall debentures be issued without the sanction of a Special Resolution of the Club.

13.0 APHA GOVERNS

In the event that the APHC By-Laws or Rules and Regulations do not outline guidelines for managing or addressing specific issues, problems, or events, the American Paint Horse Association Rules shall prevail.

14.0 DISSOLUTION

Upon dissolution of the Club, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Club, dispose of all the assets of the Club exclusively for the purposes of the Club in such manner, or to such organization or organizations organized and operated exclusively for non-profit agricultural purposes