



QHAA
BY-LAWS
2017

ARTICLE I. INTERPRETATION

In all bylaws of The Quarter Horse Association of Alberta, also known as the QHAA, the singular shall include the plural and the plural the singular: the word “person” shall include corporations and societies, and the masculine shall include the feminine. Wherever reference is made to any statute or section thereof, such reference shall be deemed to extend and apply to any amendment to said statute, as the case may be.

ARTICLE II. NAME

The name of this organization shall be THE QUARTER HORSE ASSOCIATION OF ALBERTA, also known as the QHAA.

ARTICLE III. OBJECTIVES

- III.1 To promote Alberta as an American Quarter Horse center.
- III.2 To promote the American Quarter Horse and approved AQHA activities.
- III.3 To increase the number of American Quarter Horse owners and breeders.
- III.4 To advance and assure the success of the breed, breeders and owners.
- III.5 To improve American Quarter Horses as a breed.
- III.6 To promote good horsemanship and good stewardship of all horses.

ARTICLE IV. MEMBERSHIP

- IV.1 Composition
 - A. Membership shall be open to any person, family or other entity interested in Horses.
- IV.2 Classification
 - A. Premium: Any person who has paid current QHAA dues. Dues must be paid prior to voting in the annual election.
 - B. Life: Life members shall be entitled to all QHAA privileges with payment of a one-time fee, or other such amounts as the Directors may from time to time determine. Life members shall not be required to pay any further membership fees or dues.

- C. Honorary: Honorary members shall be entitled to all QHAA privileges with the exception of voting, holding office, and participating in any distribution of the property of the QHAA. This membership is offered free on an annual basis with an automatic renewal, unless notified by the individual.
- IV.3 Good Standing
- A. A member in good standing is one who has paid the current annual membership fee, and who complies with the provisions of the QHAA Bylaws.
- IV.4 Suspension
- A. Suspension from the AQHA (the American Quarter Horse Association) automatically suspends a member from the QHAA.
 - B. A member having debts with the QHAA or one of its approved functions delinquent over ninety (90) days will be suspended from the QHAA. The member will be provided written notice by email or registered mail at the last known address in the QHAA files of the account due and intention to suspend.
 - C. Any member whose conduct is deemed a willful breach of the QHAA Bylaws or Prohibited Medication, Drug, Substance rules shall be suspended by the Board of Directors.
 - D. No member shall be suspended without being notified (by email or registered letter) of the charge or complaint against them, and is entitled to a hearing at a meeting called by the Directors for that purpose.
 - E. A suspended member may be reinstated with the approval of the Board of Directors.
- IV.5 Resignation
- A. Members may resign in writing which shall be effective upon acceptance thereof by the Board of Directors.
 - B. In case of resignation, a member shall remain liable for payment of any accounts payable to the QHAA prior to the acceptance of his resignation.

ARTICLE V. DUES

- V.1 The QHAA membership dues for each fiscal year shall be sums fixed by resolution of the Board of Directors.
- V.2 Non-payment of dues shall automatically terminate membership and all privileges. A membership terminated for nonpayment of dues will be reinstated by paying the then current dues.

ARTICLE VI. BOARD OF DIRECTORS AND OFFICERS

- VI.1 Composition
 - A. The Board of Directors of the QHAA shall consist of the Past President, up to fourteen (14) directors who shall be elected at the annual general meeting, and the AQHA Directors for Alberta.
 - B. At the first annual general meeting of the QHAA fourteen (14) Directors shall be elected. The seven (7) Directors receiving the greatest number of votes shall hold office for a term of two (2) years. The remaining elected

Directors receiving the least number of votes shall hold office for a term of one (1) year. Thereafter, at each successive annual general meeting, up to seven (7) Directors shall be elected to hold office for a term of two years. In the event that for any reason, more than seven (7) Directors are to be elected at any general meeting, the seven (7) Directors receiving the most number of votes shall be elected to hold office for a term of two (2) years, and the balance elected at such meeting shall be elected to hold office for a term of one (1) year.

VI.2 Nomination of Directors

- A. There shall be a Nominations and Credentials Committee
- B. The Committee shall endeavor to ensure that:
 - i. There will be a broad representation.
 - ii. The persons to be nominated for election to the board are members in good standing with the QHAA and AQHA and not disqualified.
 - iii. The persons have consented to the nominations
- C. Nominations from the floor at the annual general meeting will be received by the Chairperson, after presentation of the Committees' slate of director nominees. Those nominations must meet the same criteria in VI.2.B.ii and iii in order to be eligible.

VI.3 Election of Directors (see also VI.1.A & B):

Any election of directors of the QHAA is to be by secret ballot unless all nominations are in by acclamation.

VI.4 Vacancies

- A. Any Director absent from two (2) Directors' meetings during the year (without reasonable excuse) may be removed as a director without further action.
- B. Any vacancy occurring on the Board of Directors may be filled at the next board meeting by a majority vote of those present, and this position will be held until the next annual meeting.

VI.5 Meetings

- A. The Board of Directors shall hold meetings as often as deemed necessary to carry on the business of the QHAA
- B. Directors' meetings may be formally called by the President or Vice-President or by the Secretary with direction in writing by two (2) Directors.
- C. Notice of Directors' meeting shall be emailed or phoned at least 48 hours prior to the meeting.
- D. Emergency meetings may be called by the President or two (2) Directors.
- E. A Directors' meeting will be held without notice immediately following the annual general meeting of the QHAA to select officers and committee chairpersons along with other timely business.
- F. A majority of elected Directors shall form a quorum for the transaction of business.
- G. Questions arising at any meeting of the Directors shall be decided by a majority of votes.

ARTICLE VII. AUTHORITY

VII.01

- A. The Board of Directors of the QHAA shall have the administrative authority to transact such business as to manage the affairs of the QHAA between annual meetings.
- B. A resolution in writing, signed by all the Directors personally shall be valid and effectual, as if it had been passed at a meeting of the Directors, duly called and constituted.
- C. Indemnity: Every Director of the QHAA shall be deemed to have assumed office on the express understanding and agreement and condition that every Director of the QHAA and his heirs, executors and administrators and estate and effects respectively shall from time to time and at all times be indemnified and served harmless out of the funds of the QHAA from and against all costs, charges and expenses whatsoever which such Director sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or any other Director or Directors in or about the execution of the duties of his or their office, and also from and against all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof except such costs, charges or expenses as were caused by his own willful neglect or default.

ARTICLE VIII. ELECTED OFFICERS

VIII.01

- A. The elected officers of the QHAA shall be the President, one or more vice-presidents, a secretary, and a treasurer or, in lieu of a secretary and treasurer, a secretary-treasurer and such other officers as the Board of Directors may determine from time to time.
 - i. One person may hold more than one office, EXCEPT, the offices of President and Vice-President.
 - ii. Officers shall be elected by the Board of Directors from among themselves at the first meeting of the Board after the annual meeting.
 - iii. The election is by majority vote.

ARTICLE IX. APPOINTED OFFICERS

IX.1 Composition:

- A. Appointed officers of the QHAA need not be members of the Board of Directors for the QHAA.
- B. The appointed officers of the QHAA shall be at the discretion of the Board of Directors.

IX.2 Appointment

- A. The Board of Directors shall fill these positions by appointment for a one (1) year term at the first meeting following the annual meeting.
- B. Duties of appointed officers shall be determined by the Board of Directors.
- C. Remuneration (if necessary) shall be determined by the Board of Directors.

ARTICLE X. DUTIES OF ELECTED OFFICERS

X.1 President

- A. Shall preside at all regular Board, emergency and annual meetings.
- B. Appoint all committees with the assistance and approval of the Board of Directors.
- C. Have general supervision of all activities of the association.
- D. Act as spokesperson for the association and the Board of Directors.
- E. Be an ex-officio member of all committees, except the nominating committee.
- F. Shall, with the secretary or other officer appointed by the Board sign all resolutions and membership certificates.

X.2 Vice-President

- A. Preside at meetings in the absence of, or at the request of the President.
- B. In the absence of the President, the Vice-President shall perform the duties of the President.

X.3 Secretary

- A. Shall keep an accurate record of all meetings of the QHAA and Board of Directors.
- B. Shall preserve all papers, letters and transactions of the QHAA in such a place in Alberta as the Directors think fit.
- C. Shall give all notices required to be given to members and to Directors.
- D. Shall keep an accurate record of the names, postal addresses, email addresses, phone numbers, and status of all QHAA members.
- E. Shall conduct correspondence for the QHAA.
- F. Shall keep bylaws current for reference.
- G. Shall be the custodian of the QHAA seal.
- H. Shall transfer all books and papers of the QHAA to the newly elected Secretary in a timely manner.

X.4 Treasurer

- A. Shall collect, receive, and have charge of ALL finances of the QHAA, under the direction of the Board of Directors.
- B. Shall report the financial status of the QHAA to the Board of Directors upon request.
- C. Shall give a year-end financial statement at the annual meeting

- D. Shall ensure that the fiscal year of the QHAA shall terminate on the thirtieth (30th) day of September in each year, unless otherwise ordered by the Board of Directors.
- E. Submit accounts for a review engagement, and/or an audit by an accredited accountant or by a committee appointed by the Board of Directors.
 - i. An appointed audit committee shall consist of no less than three members of which no less than two individuals must be elected members of the board of directors.
 - ii. The audit committee as a whole must exhibit a large degree of independence. Risks to independence include:
 1. Self-interest risk – a threat that arises from an audit. An appointed audit committee acting in their own interest.
 2. Self-review risk – A threat that arises from an audit committee member reviewing his or her own work.
 3. Advocacy risk – A threat that arises from an audit committee member acting as an advocate for or against an auditee’s position or opinion rather than an unbiased attester.
 4. Familiarity or Trust risk – a threat that arises from an audit committee member being influenced by a close relationship with an auditee.
 5. Intimidation risk – A threat that arises from an audit committee member being inappropriately pressured by an auditee or by another interested party.
 Individual committee members restricted by such independence issues must excuse themselves from certain related internal audit activities. For example, banquet committee members must remove themselves from audit procedures related to the banquet but may be active in an internal audit of certain other activities so long as they meet the criterion of independence.
- F. Shall transfer all documents, vouchers and books of the QHAA to the newly elected Treasurer in a timely manner.

ARTICLE XI. MEETINGS

XI.1 Annual Meeting

- A. The QHAA shall hold an annual meeting at such time and place as determined by the Board of Directors.
 - i. Notice of such meeting, time and place shall be given to each member by email, the QHAA official website and the QHAA social media site(s) at least twenty-one (21) days prior to the time and day fixed for the holding of such meeting.

- ii. In addition to any other business that may be transacted, the report of the Directors, the financial statement, and the report of the Finance Committee shall be presented, as well as the election of the Board of Directors.
- XI.2 Special Meetings
 - A. Special meetings of the members may be called at any time by the Board of Directors, or the President or the Vice-President. The purpose of any special meeting shall be stated in the notice to members.
- XI.3 Notice of Meetings
 - A. Notice of any meeting of the members, other than the annual general meeting shall be posted on the QHAA website and the QHAA social media site(s), and/or emailed to all eligible voting members at least fourteen (14) days prior to the meeting.
- XI.4 Quorum
 - A. Fifteen (15) members of good standing present in person shall constitute a quorum in a general meeting.
 - B. A majority of current elected Directors shall constitute a quorum in a Board of Directors meeting.

ARTICLE XII. COMMITTEES

- XII.1 Composition
 - A. All standing and special committee chairpersons shall be a member of the Board of Directors.
 - B. The chairperson is authorized to appoint additional QHAA members to serve on their committee.
- XII.2 Standing Committees
 - A. Bylaws
 - B. Ways and Means (Fundraising)
 - C. Show
 - D. Youth
 - E. Nomination & Credentials
 - F. Finance
 - G. Audit Committee
 - H. Membership
- XII.3 Duties of Standing Committees
 - A. Bylaws
 - i. Interpret the bylaws
 - ii. Receive and prepare proposed amendments to the bylaws, report them to the Board of Directors, and submit them to the annual general meeting.
 - B. Ways and Means (Fundraising)
 - i. Investigate and pursue means of raising funds – e.g. Raffles, seeking sponsorships etc.
 - C. Show
 - i. Conduct at least one annual show committee meeting.

- ii. Compile the yearly show calendar.
 - iii. Prepare recommendations for the annual general meeting.
- D. Youth
- i. Serve as an advisor to the youth members of the QHAA.
 - ii. Act as a liaison between the youth and the QHAA.
 - iii. Oversee the compatibility of the QHAA and youth bylaws if any exist.
 - iv. Prepare an annual report with recommendations.
- E. Nominations and Credentials
- i. To seek eligible candidates for election to the QHAA Board of Directors at the annual meeting.
 - ii. To ensure a broad representation.
 - iii. To make sure candidates are willing and are members in good standing of the QHAA and the AQHA.
 - iv. To seek eligible candidates for nomination to the position(s) of AQHA Director for Alberta when (1) a vacancy is created or (2) when a position becomes available. *These names are voted upon by the QHAA Board of Director, and person(s) receiving the majority of votes will have their name(s) forwarded to the AQHA.* Alberta Directors are elected by the American Quarter Horse Association (AQHA) at their annual convention. Each Alberta AQHA Director's position will be evaluated by the QHAA Board every two years.
- F. Finance
- i. To ensure that a review engagement and/or an audit takes place at the discretion of the Board of Directors.
 - ii. To ensure that compliance reports are filed in accordance with the Alberta Societies Act and/or Alberta Corporations Act.
 - iii. To cooperate and ensure that the committee members obtain all the information necessary.
 - iv. Shall make a report to the members and Directors of all the QHAA account(s) examined by the committee, and on every balance sheet and statement, and statement of income and expenditures laid before the QHAA at any annual meeting during their tenure.
- G. Audit Committee (as appointed at the discretion of the Board of Directors)
- i. To conduct from time to time as directed internal audit procedures in accordance with Canadian generally accepted auditing standards. Those standards require planning and performing an audit to obtain reasonable assurance whether financial information is free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in information presented. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating overall presentation.

- H. Membership
 - i. To maintain and increase the membership in the QHAA, whether it is youth or open.
 - ii. To keep accurate records of names, postal and email addresses, phone numbers and status of all QHAA members.
- XII.4 Special Committees
 - A. The Special Committees shall be appointment by the President with the approval of the Board of Directors.
- XII.5 Duties of Special Committees
 - A. Duties of Special Committees shall be determined by the Board of Directors.

ARTICLE XIII. PROPERTY AND ITS USE

- XIII. 1 Corporate Property
 - A. All property, real, personal, or mixed, legal or equitable, acquired by QHAA by grant, purchase, gift, bequest, or devise, shall be its corporate property.
- XIII. 2 Borrowing Powers
 - A. The directors may borrow, or raise or secure the repayment of such sums or sums in such manner and upon such terms and conditions in all respects as they see fit, and, in particular, by the issue of bonds, perpetual or redeemable debentures or debenture stock, or any mortgage, charge or other security on the undertaking of the whole or any part of the present and future property both real and personal of the QHAA; provided, however, that none of these powers shall be exercised except in accordance with the sanction of a resolution passed by a three-quarter (3/4) majority of the members of the QHAA present and entitles to vote at a regular or special meeting and provided each member of the QHAA shall be given twenty-one (21) days' notice of the meeting and of the proposed scheme to raise or secure monies to be voted on at the meeting.
- XIII. 3 Use of Name and Property
 - A. The name and property of QHAA shall not be employed for individual gain or benefit and shall not be put to any commercial use whatsoever.
 - B. Permission for the use of the name or property may be granted only by the Board of Directors.
- XIII. 4 Books and Records
 - A. The Directors shall from time to time determine whether, or to what extent and at what times and places, and under what conditions or regulations the account and books of the QHAA or any of them shall be open to the inspection of members not being directors, and no member (not being a director) shall have any right of inspecting any account or book or document of the QHAA except as conferred by law or authorized by the Directors, or by resolution of the members, whether previous notice thereof has been given or not.

ARTICLE XIV. AMENDING BYLAWS

XIV.2 2 Composition

- A. The bylaws may be amended by a majority of not less than three-fourths (3/4) of such members entitled to vote as are present at the annual general meeting.
- B. An amendment must be presented in writing to the by-law committee at least sixty (60) days prior to the annual meeting.
- C. Notice of proposed amendments and revisions will be sent out with the notice for the annual general meeting.

Amended January 7, 2017

These by-laws supersede any previous.