

## **MBRA By Laws**

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### **MANITOBA BARREL RACING ASSOCIATION CONSTITUTION**

#### **Article 1 The Name**

1.1 The name of the organization is the Manitoba Barrel Racing Association, Inc. (Non profit organization #890069511MC0001) and shall be referred to as MBRA or the Association hereafter.

#### **1.2 The Bylaws**

The following articles set forth the Bylaws for the Manitoba Barrel Racing Association.

#### **Article 2 Objective of the Organization**

2.1 MBRA is a provincial, non-profit organization formed in 1997 to promote the sport of barrel racing in Manitoba through divisional barrel race competitions in which each horse and rider has opportunity to be competitive at his or her own level.

#### **Article 3 Memberships**

3.1 The classes of memberships shall be determined by the Board of Directors and shall include, but not limited to the following:

Memberships consist of the following categories:

- a) Open – open to all ages
- b) Youth – 16 and under, as of January 1<sup>st</sup> of the current year
- c) Select – Open to 50 years and over, as of January 1<sup>st</sup> of the current year
- d) Pee Wee – 4 to 10 years of age, as of January 1<sup>st</sup> of the current year. There is no cross entry into the other divisions.
- e) Open Permit– All ages

##### **3.1.2 Open, Youth & Select Membership**

- a) may compete at all sanctioned MBRA jackpots and qualify for MBRA Finals
- b) full voting privileges, provided the member is 16 & over as of January 1<sup>st</sup>
- c) Holds one vote per annual membership
- d) May hold office and serve on the Board of Directors, provided the member is 18 & over as of January 1<sup>st</sup>
- e) Renewable annually

##### **3.1.3 Permit Membership**

- a) Allows member to compete at 4 MBRA sanctioned jackpots
- b) May not qualify for MBRA finals
- c) May be upgrade to full card at any time during the year
- d) 50% of Jackpots entered on a permit will count towards finals qualifications with the purchase of a full card.

### **3.1.4 Pee Wee Membership**

- a) For children ages 4 – 10 years of age, as of January 1<sup>st</sup>
- b) Allows member to attend MBRA jackpots and qualify for the Pee Wee division at finals
- c) Does not allow cross-entry into open or youth division jackpots
- d) No voting privileges

## **3.2 Membership Application & Fees**

3.2.1 The membership year is from January 1<sup>st</sup> – December 31<sup>st</sup>

3.2.2 Annual fees for each type of membership are to be set by the current Board of Directors by November 1st for the competition year.

3.2.3 All memberships and permits must be purchased through the MBRA office prior to competing at any sanctioned jackpot. Memberships are considered active when the office has provided notification to the member with a digital membership card. All memberships for Select, Youth and Pee Wee memberships must be accompanied by a copy of any government issued document as a valid form of age verification.

3.2.4 Memberships can be renewed at any time for the next year. Members who renew prior to December 31<sup>st</sup> will be able to count jackpots towards the following year's finals qualification.

## **3.3 Termination of Membership**

### **3.3.1 Resignation**

Members who resign from the MBRA are not entitled to a refund of membership fees. If a membership renewal fee has not been received, the association will deem the membership terminated.

### **3.3.2 Suspension and Expulsion**

Any member being suspended or expelled from the association, will not have their membership fees refunded.

Matters involving misconduct will be brought before the MBRA executive by a written statement. A person(s) who believe a rule violation/infraction or other improper action(s) or conduct has occurred at a MBRA sanctioned event may file a SIGNED WRITTEN PROTEST with the MBRA Board

The member accused of a rule violation may send a written appeal to the MBRA Board.

A member who has been suspended or disqualified may send a written appeal to the MBRA Board.

The MBRA Board will deal with each case in its entirety.

## **3.4 Transfer of Membership**

Memberships are non-transferrable within the association

## **3.5 Limitation on the Liability of Members**

No member is, in his/her individual capacity, liable for any debt or liability of the Association.

#### **Article 4 Meetings of the Association**

##### **4.1 Annual General Meeting**

MBRA will hold its Annual General Meeting no later than December 31st in Manitoba. The date, time and place will be set by the Board of Directors.

The Board will post a notice to the MBRA website and social media accounts within 30 days prior to the AGM. The notice will state the location, date and time of the AGM as well as any business requiring a resolution.

##### **Agenda for Meeting**

The Annual General Meeting deals with the following:

- a) Adopting the agenda
- b) Adopting the minutes of the last Annual General Meeting
- c) President's report
- d) Reviewing the financial statements including income, expenses, assets and liabilities as presented by the Treasurer
- e) Appointing the financial compilation
- f) Electing the President and Vice President
- g) Electing directors to the Board
- h) Reviewing submitted resolution or by-law changes
- i) Discussion

##### **Quorum**

A quorum for the Annual General Meeting or Special General Meeting of the Association shall be the attendance of 50% of the Board of Directors.

##### **4.2 Special Meeting of the Membership**

A Special Meeting of the Membership may be called at any time:

- a) By resolution of the Board of Directors; or
- b) By written request of 50% of voting members of the MBRA which must state the reason for the meeting and motion(s) intended to be submitted.

##### **Notice**

The Board will post a notice to the MBRA website and social media accounts at least 14 days prior to the Special Meeting. The notice will state the location, date and time of the AGM as well as any business requiring a resolution.

##### **Agenda for the Special Meeting**

Only the matter(s) posted in the notice for the Special Meeting will be reviewed at the Special Meeting.

##### **Procedure at Special Meeting**

Any Special Meeting will have the same method of voting and quorum requirements as an Annual General Meeting.

#### **4.3 Proceedings at the Annual General Meeting or Special Meeting**

The Annual General Meetings and Special Meetings are open to the public, but non-members may be asked to leave if a majority of the members make the request. All attendees of the Annual General Meeting or Special Meeting must be affiliated with MBRA or be an invited guest of the board.

##### **Conduct of Meetings**

The meetings of the Membership will be conducted as specified in these Bylaws or in accordance to Roberts Rules of Order.

##### **Failure to Reach Quorum**

The President may cancel the Annual General Meeting, Special Meeting or Director's Meeting if quorum will not be present and will reschedule the meeting.

##### **Presiding Officer**

The President of the MBRA will chair every meeting of the Association. In the President's absence, the Vice-President will preside over the meeting.

If neither the President nor the Vice President are in attendance, the Directors will appoint the chair for the meeting.

##### **Voting**

Each full card member over 16 years of age has one (1) vote with a show of majority of a show of hands. A ballot may be used if requested or during the election of directors.

The President does not carry a tie-breaking vote. If the vote is tied, the motion is defeated.

A simple majority of eligible voting members in attendance will decide each motion unless the resolution pertains to the bylaws of the association.

##### **Adjournment**

The President may adjourn any Meeting of the Association with agreement from the members in attendance.

#### **Article 5 Government of the Association**

##### **5.1 The Board of Directors**

The Board of Directors has the authority to render decisions related to business matters of the MBRA, members conduct and MBRA Finals.

##### **5.2 Powers and Duties of the Board**

The power and duties of the Board include:

- a) Promoting the objective of the Association
- b) Promoting membership in the Association
- c) Hiring of contractors and or employees as required
- d) Regulating duties and setting remuneration
- e) Maintaining and protecting the Association's assets and property
- f) Approving an annual budget for the Association
- g) Paying all expenses for operating and managing the Association
- h) Paying all persons for services as contracted
- i) Investing any extra monies
- j) Authority to make rules & policies for managing and operating the Association
- k) Approving all contracts for the Association
- l) Soliciting sponsorships
- m) Maintaining all accounts and financial records of the Association
- n) Appointing legal counsel as necessary
- o) Making policies, rules and regulations for operating the Association
- p) Selling, disposing of, or mortgaging any or all the property of the Association and
- q) Without limiting the general responsibility of the Board, the Board may hire paid employees/contractors to carry out functions listed under the duties of the officers of the Board, under the direction and supervision of the Board.

#### **Officers of the Board**

The Board of Directors consists of:

- a) The President
- b) The Vice-President
- c) The Secretary (Contracted Position)
- d) The Treasurer
  - The role of the Secretary and Treasurer may be combined into one role.
- e) 7 Directors at Large

#### **Election of the Directors and Executive Officers**

The election of the Executive Officers and Directors will take place at the Annual General Meeting.

Prior to the Annual General Meeting, notice will be provided to the membership of the Directors to be elected.

Terms for Executive Officers and Directors at Large will be for 2 years with 50% of Directors up for re-election each year. If a director resigns part way through a term, the position will be filled for the remainder of the term.

All candidates up for election to the Board of Directors, must hold a current MBRA membership.

### **Resignation, Death or Removal of a Director**

A Director including the President may resign from office by giving one (1) months' notice in writing. The resignation takes effect either at the end of the months' notice, or on the date the Board accepts the resignation.

Voting Members may remove any Director including the President before the end of his/her term. There must be a majority vote at a Special General Meeting called for this purpose.

If there is a vacancy on the Board, the remaining Directors may appoint an Open Member, over the age of 18 in good standing to fill that vacancy for the remainder of the calendar year until the Annual General Meeting.

### **Operation of the Board**

The Board shall meet a minimum of 4 times per year in person or by conference call.

The President calls the meetings and board will be notified via email, phone, or Messenger.

A 50% of Directors present at any meeting is considered quorum.

Each Director including the President has one (1) vote.

The President does have a casting vote in the case of a tie vote.

Meetings of the Board are open to the members of the Association but only Directors may vote. A majority of Directors may ask members or other persons to leave the meeting.

### **Policy Manual, Rules & Regulations Manual**

The Board of Directors shall create and approve policies, and the Rules and Regulations which will not contradict the Bylaws of MBRA.

All members of the MBRA as governed by the Bylaws shall also adhere to the Policies and Rules and Regulations of MBRA.

The Board of Directors shall be responsible to maintain the Policy Manual and the Rules and Regulations Manual in a current state, reflecting all Board decisions and amendments.

## **5.3 Duties of the Officers of the Association**

### **President**

- Shall be the Chief Executive Officer of the Association
- When present, presides over all meetings of the Association, the Board and the Executive in accordance with established rules of procedure.
- Ensures all decisions of the Board are carried into effect.
- Carries out other duties assigned by the Board.
- Will receive a yearly stipend after the MBRA finals, as determined by the current Board of Directors.
- Monthly Internet costs for the President will also be covered during the term.
- Delegates MBRA finals responsibilities

#### Vice President

- Presides at meetings in the President's absence
- Assumes duties of the President, if the President is unable to do so.
- Assist with fundraising and sponsorship.
- Carries out other duties as assigned by the Board.

#### Secretary

- Is a two-year contracted position, carrying out the daily operations for the Association.
- Attends all meetings of the Association, the Board of Directors and the Executive.
- Makes sure accurate minutes of the meetings are kept.
- Ensures Board's correspondence is managed
- Records names and addresses of all Members of the MBRA
- Ensures all notices of meetings are sent or posted to the website or social media channel
- Ensures website information is current and up-to-date
- Maintain records of sanctioned jackpots, member attendance and prize fund
- For the MBRA Finals,
  - Maintain updated list of sponsors, packages and prize lists
  - Sponsorship information & Thank You Cards
  - Workers Lists
  - Assist with general planning

#### Treasurer

- Make sure all monies paid to the Association are deposited in the bank, chosen by the Board.
- Provides a detailed account of revenues and expenditures to the Board as requested
- Makes sure a compilation or financial review is completed and files the annual returns.
- Ensures all annual fees are collected and deposited and appropriate tax returns filed.
- Carries out other duties as assigned by the Board.

### **Article 6 Contract Positions/Administration**

#### **6.1 Contract Positions**

The Secretary, under the supervision of the Executive, as directed by the Board of Directors, shall carry out the daily operations of the MBRA.

The Finals Personnel, under the supervision of the Executive, as directed by the Board of Directors, shall manage all facets of the MBRA Finals.

## **Article 7 Finance and Other Management**

### **7.1 The Registered Head Office**

Will become the address of the current contracted Secretary of the MBRA.

### **7.2 Finance & Auditing**

The fiscal year of the Association is January 1<sup>st</sup> – December 31st.

The Treasurer will keep a copy of the financial records of the Association at the Head Office of the MBRA

An independent compilation and financial review will be completed annually.

The designated Officers of the Board include the President, Vice President and Secretary/Treasurer will sign on all cheques drawn on monies of the Association. Two signatures are required on all cheques and electronic fund transfers.

All contracts of the Association must be signed by the designated Officers of the Board or an authorized representative by resolution of the Board.

The Association may at any time seek to raise funds to meet its objectives and operations. The Board of Directors decides the amounts and ways to raise money including raffles, auctions and sponsorships.

Reasonable expenses incurred while carrying out duties of the Association may be reimbursed upon Board approval.

### **7.3 The Keeping Books of the Association**

The Secretary shall keep a copy of all Meeting Minutes at the Head office in either a paper copy or secure electronic version.

The Board keeps and files all necessary books and records of the Association as required by the Bylaws or any other statute or laws.

The financial records and meeting minutes of the Association are open for inspection, provided reasonable notice has been given to the Board and the records are not deemed confidential.

### **7.4 Protection of Indemnity of Directors and Officers**

Each Director or Officer holds office with protection from the Association. The Association indemnifies each Director or Officer against all costs or charges that result from any act done in his/her role for the Association. The Association does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.

No Director or Officer is liable for the acts of any other Director, Officer or employee/contractor. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Association. No Director or



Officer is liable for any loss due to an oversight or error in judgment, or by an act in her role for the Association, unless the act is fraud, dishonesty or bad faith.

Directors or Officers can rely on the accuracy of any statement or report prepared by the Association's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report

## **Article 8 Amending the Bylaws**

These Bylaws may be cancelled, altered or added to by a Special Resolution at any Annual General or Special General Meeting of the Association.

### **8.1 Notice of Proposed Bylaw Change**

Any proposed changes or amendments to the Bylaws, must be received in the Association Office in writing 30 days prior to the Annual General or Special General Meeting.

### **8.2 Amended Bylaws**

Take effect after approval of the Resolution at the Annual General Meeting or Special General Meeting.

## **Article 9 Distributing the Assets and Dissolving the Association**

If MBRA must be dissolved, all assets are to be put up for tender. Proceeds from the sale of the assets and any remaining funds after all debts have been paid, will be donated to a registered charity or association chosen by the MBRA Board of Directors.