

Canadian Barrel Horse Incentive Association

By Laws

Revised January 31, 2015

ARTICLE 1 – DEFINITIONS

1.1. Definitions

In these Bylaws, unless the context or subject matter requires a different meaning:

- (a) **"Act"** means the *Societies Act*, R.S.A. 2000, Chapter S-14 and the Regulations thereto, as amended, or any statute or regulations substituted therefore;
- (b) **"Annual General Meeting"** means the annual general meeting of the Members required by the Act;
- (c) **"Association"** means Canadian Barrel Horse Incentive Association;
- (d) **"Board"** means the board of Directors of the Association;
- (e) **"Bylaws"** means these bylaws of the Association, as amended from time to time;
- (f) **"Director"** means a Member in good standing who has been duly nominated and elected at the Annual General Meeting.
- (g) **"CBHI"** means the barrel horse program operated by the Canadian Barrel Horse Incentive Association;
- (h) **"Member"** means person who qualifies as a member pursuant to the terms of these Bylaws;
- (i) **"Officer"** means an person duly appointed to an office by the Board of Directors pursuant to the terms of these Bylaws;
- (j) **"Registered Office"** means the registered office of the Association required by the Act;
- (k) **"Registrar"** means "Registrar" as defined in the Act;
- (l) **"Special Meeting"** means a meeting called for to vote on matters which the Board or the Bylaws require be attended to before the next Annual General Meeting.
- (m) **"Special Resolution"** shall mean a matter resolved and voted upon at a Special Meeting.
- (n) **"Specific Notice"** means submission of information to a Member by any of the following means:
 - i. by Post, email, telephone or fax at the last such contact information provided to the Association by the Member
 - ii. personal delivery either face to face or to the last physical address provided to the Association by the Member.
- (n.1) **"General Notice"** means submission of information to the membership by
 - i. by Post, email, or fax at the last such address provided to the Association by the Member
 - ii. personal delivery either face to face or to the last physical address provided to the Association by the Member by posting the information on the CBHI Website
 - iv. by posting on the Association Facebook page
- (o) **"CBHI Website"** is the official web site maintained by the Canadian Barrel Horse Incentive Association.
- (p) **"Stallion"** means a stallion, whether live or deceased, which qualifies for nomination pursuant to the Rules of the Board.
- (r) **"Rules of the Board"** shall mean rules, policies and procedures established by the Board relating to the operation of the Association.

ARTICLE 2 - Interpretation

The following rules of interpretation must be applied in interpreting these Bylaws.

- a) Singular and Plural: words indicating the singular number also include the plural, and vice-versa.
- b) Headings are for convenience only. They do not affect the interpretation of these Bylaws.
- c) Liberal Interpretation: these Bylaws must be interpreted broadly and generously as guided by the board.

ARTICLE 3 – MEMBERSHIP

3.1 Admission of Members

To become a Member a person must in each and every membership year and for each and every Stallion:

- a) Be over the age of 18 years; or.
- b) Be a Corporation incorporated pursuant to the laws of the Province in which it does business; and
- c) Own or have full representation rights to a Stallion duly nominated with the Association; and
- d) Have paid the requisite membership fees; and
- e) Request membership in writing in the form provided by the Association; and
- f) Comply with the Bylaws of the Association and the decisions of the Board made pursuant to the Bylaws.

A person under the age of 18 with who has otherwise qualified as a Member may appoint a guardian over the age of 18 to exercise his or her rights as a Member.

3.2 Duties of Membership

By becoming a Member of the Canadian Barrel Horse Incentive Association a Member shall:

- a) Release to the Association the right to use her/his name, photograph as well as the name and photograph of their nominated Stallions and/or Member owned offspring in a positive manner in Association publications including for example advertisements, websites, facebook and other social media.
- b) Any corporate Member must designate one individual to represent the corporate Member for all purposes relating to that Member.
- c) The Association shall create and keep current a register of Members recording all Members of the Association, their addresses, and their nominated Stallions in one or more registers.
- d) The Member shall be responsible to monitor and advise of updates or changes to their membership.

3.3 RIGHTS OF MEMBERSHIP:

Any Member in good standing is entitled to:

- a) Hold office upon being duly nominated and elected;
- b) One vote per nominated Stallion at any vote of Members.
- c) Receive notice of and attend the Annual General Meeting or any Special Meeting of the Association.
- d) Upon providing written notice in the form and on the terms prescribed by the Rules of the Board, attend and speak to a Director's meeting .
- e) Upon providing written notice in the form and on the terms prescribed by the Rules of the Board, speak to a matter on the agenda of a Special Meeting at of the Association.
- f) Exercise other rights and privileges given to Members in these Bylaws.

3.4 Expulsion of Members or Declining Membership

The Board may expel any Member or decline the membership of an applicant for any cause which is deemed sufficient to protect the best interests of the Association. In doing so the Board must:

- a) Give the Member or applicant 30 days Specific Notice of the intent to address expulsion or refusal at the next board meeting including specific concerns leading to the matter being addressed by the Board.
- b) Allow the Member or applicant to speak to the concerns of the Board
- c) The Board may set terms and conditions on the acceptance of an applicant as a member.
- d) The Board may set probationary terms to defer the expulsion of a member, which may include a monetary fine.
- d) The Board may set a term of expulsion or refusal at no more than two membership years for the first expulsion or refusal. If a member or applicant is subject to a second expulsion or refusal the Board may set a term of not longer than 10 membership years.
- d) If a Member is expelled that Member shall lose all rights and priveleges of membership effective as of the day following of the decision by the Board.

3.5 Discontinuation of Membership

- a) Any Member wishing to withdraw as a Member of the Association may do so upon written notice to the Board.
- b) Until a returning Member has paid their fees in full, they are not a Member for that membership year and may not exercise the rights or receive the privileges of membership.

3.6 Membership Fees

(a) Membership Year

The membership year is from December 1st to November 30th.

(b) Setting Membership Fees

Membership fees, if any, shall be determined by the Board. The Board shall give Members General Notice of fees due.

(c) Payment Date for Fees

The membership fees must be paid on or before December 1st of any given year.

ARTICLE 4 – MEETINGS OF THE SOCIETY

4.1 Annual General Meeting

(a) The Association shall hold its Annual General Meeting no later than May 31st of each membership year.

(b) The Board shall provide 30 days General Notice of the Annual General Meeting to Members stating the place, date, time and agenda of the Annual General Meeting.

(c) The Annual General Meeting shall deal with the following matters:

(iii) considering the reports from the Chair and the Treasurer;

(iv) reviewing the audited financial statements setting out the Society's income, disbursements, assets and liabilities;

(v) electing the members of the Board; and

(vi) consider matters specified in the Agenda.

(c) Attendance by ten 10% per cent of Voting Members at the Annual General Meeting, who are entitled to vote thereat, shall constitute a quorum

(d) All votes held at the Annual General Meeting shall be carried by a 51% majority.

(e) Conduct of Meetings

Unless otherwise specified in the Act or these Bylaws, meetings of Members will be conducted according to Roberts Rules of Order (current edition).

4.2 Special Meeting of the Society

(a) Calling of Special Meeting

The Board shall call Special Meeting on 21 days General Notice to the membership upon the occurrence of any one of the following:

(i) By a resolution of the Board that a Special Meeting is to be called;

(ii) On the written request to the Board by a majority of the Directors. The request must state the reason for the Special Meeting and the motion(s) intended to be submitted at this Special Meeting; .

(iii) On written request to the Board with the signatures of at least one third (1/3) of the voting Members. The request must state the reason for the Special Meeting and the motion(s) intended to be submitted at such Special Meeting. The signatures may be presented on multiple versions of the same request.

(b) The General Notice shall state the place, date, time and purpose of the Special Meeting.

(c) Agenda for Special Meeting

Only the matter(s) set out in the notice for the Special Meeting are considered at the Special Meeting.

(d) Procedure at the Special Meeting

Any Special Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting.

4.3 Proceedings at the Annual General Meeting or a Special Meeting

(a) Attendance

Annual General Meetings and Special Meetings of the Society are open to all Members in good standing.

(b) Failure to Reach Quorum

The Chair shall cancel the Annual General Meeting or Special Meeting if a quorum is not present within one (1) hour after the set time. If cancelled, the meeting will be rescheduled no later than Twelve (12) weeks thereafter. If a quorum is not present within one (1) hour after the set time of the second meeting, the meeting will proceed with the Members in attendance and voting will represent quorum.

(c) Presiding Officer

(i) The Chair chairs every Annual General Meeting or Special Meeting of the Society. The Vice-Chair chairs in the absence of the Chair. The Chair may name a different chairperson to Chair the meeting if he/she feels it is in the best interest of the Association.

(ii) If neither the Chair nor the Vice-Chair is present within one (1) hour after the set time for the Annual General Meeting or Special Meeting, the Members present are to choose one (1) of the Board Members to chair the meeting.

(d) Adjournment

(i) The Chair or Vice-Chair may adjourn any Annual General Meeting or Special Meeting from time to time. Only the unfinished business from the initial meeting shall be conducted at the adjourned Annual General Meeting or Special Meeting.

(ii) No notice of adjournment is necessary if the Annual General Meeting or Special Meeting is adjourned for less than thirty (30) days.

(iii) The Association must give notice when the Annual General Meeting or Special Meeting is adjourned for thirty (30) days or more.

(e) Voting

(i) Each voting Full Member has one vote per stallion nominated by the Member in accordance with section 2.7(b) herein, providing that any such nomination must be made at least (30) days before the Annual General Meeting or Special Meeting in order for the vote corresponding to that stallion to be granted at that meeting. A show of voting cards provided by the Association at the time of meeting registration decides every vote at every Annual General Meeting or Special Meeting.

(ii) The Chair does not have a second or deciding vote in the case of a tie vote. If there is a tie vote, the motion is defeated.

(iii) A voting Member may not vote by proxy.

(iv) A majority of the votes of the voting Members present decides each issue and resolution, unless the issue must be decided by a Special Resolution.

(v) The Chair declares a resolution as being carried or lost. This statement is final, and does not have to include the number of votes for and against the resolution.

(f) Failure to Give Notice of Meeting

No action at an Annual General Meeting or a Special Meeting is invalid due to:

(i) accidental omission to give any notice to any Member;

(ii) any Member not receiving any notice; or

(iii) any error in any notice that does not affect the meaning of the notice.

ARTICLE 5 – THE GOVERNANCE OF THE SOCIETY

5.1 The Board of Directors

(a) Governance and Management of the Association

The Board governs and manages the affairs of the Association.

(b) Powers and Duties of the Board

The Board has the powers of the Association, except as stated in the Act. The powers and duties of the Board include:

- (i) promoting the objectives of the Association;
- (ii) maintaining and protecting the Association's assets;
- (iii) approving an annual budget for the Association;
- (iv) paying all expenses for operating and managing the Association;
- (v) investing any extra monies;
- (vi) financing the operations of the Association and borrowing or raising monies;
- (vii) making policies for managing and operating the Association;
- (viii) maintaining all accounts and financial records of the Association;
- (ix) every year appointing two (2) Members of the Association to audit the financial records of the Association;
- (x) appointing legal counsel as necessary; and
- (xi) without limiting the general responsibility of the Board, delegating its powers and duties to sub-committees comprised of Board members and/or Members or the paid administrator of the Association.

(c) Composition of the Board

The Board shall consist of an odd number of Directors who are Members elected as Directors at the Annual General Meeting from among the voting members. There shall be a minimum of three Directors and a maximum of 15 Members of the Association.

To be eligible for nomination, potential Directors must be a Member in good standing with the Association for two (2) consecutive membership years immediately prior to nomination.

Employees of the Association may not hold the position of Director.

A Past President of the Board may be nominated by the Board as a non-voting Advisor to the Board.

(The term of Directors shall be two (2) years. There shall be no fixed maximum number of years Directors can serve on the Board.

(e) Ceasing to be a Director

- (i) A Director shall cease to be a Director in any one of the following circumstances:
 - (A) if the Director resigns his office by delivering a written resignation to the Board.
 - (B) if the Director ceases to be a Member of the Association.
 - (C) if the Director is petitioned or makes an assignment into bankruptcy for the benefit of her or his creditors.
 - (D) if he becomes of unsound mind.
 - (E) on death of the Director.
 - (F) if at a Special Meeting of Members a resolution for the removal of such Director is passed by a majority vote of the voting Members present at the meeting.
 - (G) at the end of the term of the Director unless the Director is reappointed at the Annual General Meeting.
- (ii) If a Director is charged with a criminal offence, the Director shall be suspended as a Director until such time as he is acquitted of the offence. If the Director is not acquitted of the offence within six (6) months of being charged, or is convicted of the offence, he shall cease to be a Director at the Board's discretion.

- (iii) If there is a vacancy on the Board, the remaining Directors may appoint a voting Member in good standing to fill that vacancy for the remainder of the term.
- (i) A Director can be removed from his/her position on the Board by a majority vote of the Board for missing three (3) consecutive meetings/electronic votes without consent of the Board.

(f) Meetings of the Board

- (i) The Board shall hold at least four (4) meetings each membership year.
- (ii)
- (ii) The Chair calls the meetings. The Chair shall call a meeting if one third (1/3) of the Directors make a request in writing and state the business for the meeting.
- (iii) Each Board member shall be given at least ten (10) days Specific Notice of Board meetings. Directors may waive notice.
- (iv) A majority of the Directors present at any Board meeting either in person or by teleconference shall constitute a quorum.
- (v) If there is no quorum, the Chair may adjourn the meeting to another time, place, and day. The Directors present at this later meeting will constitute a quorum. No business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place unless proper notice has been given to the Directors of any changes in the agenda.
- (vi) Each Director has one (1) vote.
- (vii) The Chair does not have a second or deciding vote in the case of a tie vote. A tie vote means the motion is defeated.
- (viii) Meetings of the Board are open to Members, but only Directors may vote. A majority of the Directors present may ask any other Members, or other persons present, to leave the meeting;
- (ix) All Directors may agree to and sign a resolution. This resolution is as valid as one passed at any Board meeting. In such event, it is not necessary to give notice of or to call a Board meeting. The date on the resolution is the date it is passed.
- (x) A meeting of the Board may be held by conference call. Directors who participate in this call are considered present for the meeting.
- (xi) Under certain conditions, a motion approved by electronic mail shall be deemed to have been passed as if those voting by electronic mail were present at a duly called meeting of the Board. The conditions for a valid motion and vote by electronic mail are:
 - (A) at least two-thirds (2/3) of Board members take part in the vote;
 - (B) a majority of those voting are in favor of the motion;
 - (C) the e-mail vote takes place over no more than seven (7) business days; and
 - (D) such motions and the result thereof shall be reflected in the minutes of the next duly convened Board meeting for which minutes are prepared.
- (xii) Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.

5.2 Officers

- (a) The Officers of the Association are the Chair, Vice-Chair, Secretary, and Treasurer. A Director may hold more than one office. An office may only be held by a Director.
- (b) At its first meeting after the Annual General Meeting, the Board elects from among the Directors all Officers for the following membership year.
- (c) If an Officer resigns his office or otherwise ceases to hold office, the Board may appoint another Director to fill the office.
- (d) Duties of the Officers
 - (i) The Chair:
 - (A) supervises the affairs of the Board;
 - (B) when present, chairs all meetings of the Association and the Board;

(C) ensures the Board work plan is being carried out effectively;

(D) acts as the spokesperson for the Association.

(ii) The Vice-Chair:

(A) shall, in the absence or disability of the Chair, perform all of the duties and exercise all of the powers of the Chair; and

(B) performs all such other duties and exercises all such other powers as shall from time to time be determined by the Board.

(iii) The Secretary

(Can delegate its powers and duties to the Executive Committee or the paid administrator of the Association.)

(B) keeps accurate minutes of these meetings;

(C) has charge of the Board's correspondence;

(D) ensures that all notices of various meetings are sent;

(E) keeps on file a recorded record of all meetings, as a back up for all written minutes. If a recorder is not available the meeting shall continue.

(iv) The Treasurer:

(a) chairs meetings of the Board in the absence of the Chair and/ or Vice-Chair.

(F) ensures all monies of the Association are deposited in a chartered bank, treasury branch, or trust company chosen by the Board;

(G) ensures a detailed account of revenues and expenditures is presented to the Board as requested;

(H) ensures a statement of the financial position of the Association is prepared and presented at the Annual General Meeting.

(v) The Directors may delegate duties of an Officer to an employee of the Association.

(e) Ceasing to be an Officer

(i) An Officer shall cease to be an Officer if he or she fulfills one or more of the following criteria.

(A) If the Officer resigns his office by delivery of a written resignation to the Secretary of the Association.

(B) If the Officer ceases to qualify as a Director.

(C) If a resolution for the removal of such Officer is passed by a majority of the Directors.

ARTICLE 6 - FINANCE AND OTHER MANAGEMENT MATTERS

6.1 The Registered Office

The Registered Office of the Association is located at Box 13, Site 503, RR#5 Stony Plain, Alberta T7Z 1X5

6.2 Finance and Auditing

(a) The fiscal year of the Association ends on Nov. 30th of every year.

(b) An audit of the Association's financial records will occur every year. The audit will be undertaken by two (2) Members of the Association as selected by the Board of Directors. The audit will consist of a procedure list as approved by the Board Of Directors.

- (c) At each Annual General Meeting of the Society, the Treasurer submits a complete statement of the audited financial records for the previous year.

6.3 Seal of the Society

The Board may adopt a seal for the Association. The seal of the Association can only be used by Officers authorized by the Board. The Board must pass a motion to name the authorized Officers. The seal shall be kept at all times at the Registered Office or such other location as may be approved by the Board. The seal will be kept by an authorized Officer.

6.4 Cheques and Contracts of the Association

- (a) Any two (2) of the Directors and/ or Officers will have authorization to sign cheques drawn on the accounts of the Association. Two signatures are required on all cheques.
- (b) A minimum of any two (2) of the Directors must sign all contracts of the Association or other persons authorized to do so by resolution of the Board.

6.5 The Keeping and Inspection of the Financial and Other Records of the Association

- (a) All financial and other records of the Association are to be kept at all times at the Registered Office or at such other location as may be approved by the Board.
- (b) The Secretary keeps a copy of the minute books and records minutes of all meetings of the Members and of the Board. This can also be performed by a paid employee.
- (c) The Secretary keeps the original minute books at the Registered Office. This record contains minutes from all meetings of the Association, and the Board. This can also be performed by a paid employee.
- (d) The Board keeps and files all necessary books and records of the Association as required by these Bylaws, the Act, or any other statute or laws.
- (e) A Full Member wishing to inspect the books or records of the Association must give reasonable notice to the Chair, Vice-Chair or the Secretary of the Association of his intention to do so.
- (f) Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office during normal business hours.
- (g) All financial records of the Association are open for such inspection by the Full Members. Full Members requesting this information must contact the Association executive committee and permission will be granted at the discretion of the committee.
- (h) Other records of the Association are also open for inspection by the Full Members, except for records that the Board designates as confidential.

6.6 Borrowing Powers

The Association may borrow or raise funds to meet its objects and operations. The Board decides the amounts and ways to raise the money, including by mortgaging or otherwise creating a security interest in real or personal, movable or immovable, property of the Association to secure any debenture, note or other evidence of indebtedness or obligation of the Association, providing that any such debenture may not be issued except by way of special resolution.

6.7 Payments

- (a) No Member, Director or Officer of the Association may receive any payment for his services as a Member, Director or Officer.
- (b) Reasonable expenses incurred while carrying out duties of the Association may be reimbursed upon Board approval.

6.8 Protection and Indemnity of Directors and Officers

- (a) Each Director or Officer holds office with protection from the Association. The Association defends, indemnifies and saves harmless each Director or Officer from and against all judgments, claims, causes of action, damages, costs, charges and expenses that result from any act done in his role for the Association. The Association does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.
- (b) No Director or Officer is liable for the acts of any other Director or Officer. 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 his role for the Association, unless the act is fraud, dishonesty or bad faith.
- (c) 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 7 - AMENDING THE BYLAWS

7.1 Amendment of Bylaws

These Bylaws may be amended by a Special Resolution at any Annual General Meeting or Special Meeting of the Association.

7.3 Bylaws Taking Effect

The amended bylaws take effect after approval by Special Resolution at the Annual General Meeting or Special Meeting and registration of the amended bylaws by the Registrar.

ARTICLE 8 - DISTRIBUTING ASSETS AND DISSOLVING THE SOCIETY

8.1 Dividends

The Society shall not pay any dividend or distribute its property among its Members.

8.2 Dissolution of Society

If the Society is dissolved, after payment of all debts and liabilities, all remaining assets will be given to a qualified donee described in subsection 149.1(1) of the *Income Tax Act*

ARTICLE 9 – RESCISSION OF PREVIOUS BYLAWS

These Bylaws, having been approved by Special Resolution, shall be registered with the Registrar under the Act, and by the fact of such registration all previous bylaws of the Society shall be rescinded.