

Bylaws of the Western Canadian Miniature Horse Club

October 24, 2021

DEFINITIONS:

1. Member in Good Standing: has paid his/her current membership fees and complies with the Club's Bylaws.
2. Just Cause: Any act that is fraudulent, immoral or unethical (including but not limited to breach of duty, conflict of interest, undermining of the Club).

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ARTICLE 1: NAME

Section 1: Name

The name of the Club shall be the Western Canadian Miniature Horse Club, hereinafter referred to as the "Club". The Club, formed in November 1985, is associated with the American Miniature Horse Association (AMHA), and the American Miniature Horse Registry (AMHR). The Club is a non-profit organization.

ARTICLE 2: MEMBERSHIP

Section 1: Members

Memberships shall be open to all persons with an interest in the Miniature horse breed, as long as that person:

- Is a member in good standing of the Club;
- Pays the annual dues that will be set each year by the Board of Directors, and
- Agrees to abide by these bylaws.

Club members do not need to own a horse, and do not need to reside within Western Canada.

Section 2: Membership Types

There shall be three types of club memberships:

- Single,
- Family,
- Youth.

Section 3: Membership Fees:

Fees shall be set so that a Family Membership may be purchased for an amount less than or equal to the cost of two Single Memberships. Family Memberships will be in the name of one family member with a second voting name listed and the other family names provided for roster purposes. Youth Memberships are at a reduced rate as set by the Board of Directors, and allow for the collection of Club Points, but receive no newsletter. In the calendar year following a youth's 19th birthday, a Single Membership must be purchased. Memberships are for a calendar year, due January 1st. Non payment of fees, thirty days past the payment deadline shall result in the member being removed from the membership roster and forfeiting all membership rights until the membership is again paid, or as determined by the Board of Directors.

Section 4: Voting:

A Single Membership shall have one vote at any regular or special meeting of the general membership. A Family Membership shall have two votes at any regular or special meeting of the general membership. Youth Memberships shall be non-voting. There shall be no proxy votes.

Section 5: Membership Withdrawal

Any member wishing to withdraw from membership may do so upon a notice in writing (either a posted letter or an email) to the Board of Directors through its Secretary. Any member may be expelled from the Club for just cause by a 2/3 vote of the Board of Directors and ultimately a 2/3 vote of members

present at a special meeting of the membership. All member rights and privileges must be revoked and the member's name must be removed from the register and website.

ARTICLE 3: CLUB MANAGEMENT

Section 1: Club Management

(a) Management of the Club shall be vested in a Board of Directors. Since the Board of Directors has been elected by the membership, they have been empowered to make decisions on behalf of the membership. However, changes to the Bylaws require ratification by the general membership.

(b) All Board members including the President shall have full voting rights at Board Meetings

(c) Three (3) Board members will constitute a quorum at a Board meeting.

(d) No Board or Club member shall receive remuneration for services without a membership motion.

(e) Any Board member may be removed for just cause including dereliction of duty by a 2/3 vote of members present at a special meeting of the general membership.

Section 2: Term of the Board of Directors

(f) The President shall serve for a period of one year, to a maximum of two consecutive years as President. The President then becomes Past President. The member would then be eligible for re-election to the position after two years out of office. The Vice President, the Secretary and the Treasurer positions may be re-elected each year. Wherever possible, the two year term of the Board will be staggered.

ARTICLE 4: BOARD OF DIRECTORS

Section 1: Organization

(a) The Board consists of the following officers elected from the general membership:

- President

- Vice President

- Secretary

- Treasurer, and

- Past President (not elected).

The membership may elect to add positions on the Board of Directors for additional directors at large from time to time. A Board member may hold only one Board position, and be entitled to only one vote. All nominees for the Board positions must be members in good standing for a period of six months prior to election at the Annual General Meeting. It is the responsibility of each Board member to review their

portfolio prior to the Annual General Meeting and propose any changes and have the changes approved by the Board of Directors.

Section 2: Roles of Board of Directors

a) President shall:

- Be the chief officer of the Club and oversee the general operation of the Club. He or she will preside at all meetings of the Club's general membership and of its Board of Directors, and perform all duties usual to the office of President.
- be an ex-officio member of all committees. except the nominating committee, appoint all committee chairpersons with the approval of the Board of Directors, and delegate tasks as necessary
- be a signing officer for the Club if required.
- call meetings of the Club as required
- arrange agendas for Executive and membership meetings.
- carry out those other responsibilities assigned by these bylaws and by the Board of Directors.
- He or she shall serve as the non voting chairperson of the Nominating Committee.

b) Vice-President shall:

- Be the second highest elected position in the Club.
- Shall perform the duties and have the powers of the President, in the absence or temporary incapacity of the President.
- preside at meetings in the absence of the President
- be the Chairperson of the Membership Committee
- be a signing officer of the Club
- assist the President in setting up meetings, including the booking of speakers, demonstrations, etc.
- perform any other duties assigned by the President or Board

c) Secretary shall:

- record and maintain a history of all the minutes of the Board of Directors and general membership meetings.
- Send minutes of the meetings to the Newsletter Editor for publication, or ensure that the Minutes are mailed and/or emailed to the membership as determined by the Board of Directors.
- Assist the President and Vice President with mass emails, and information disbursement to the membership,
- Ensure the filing of the Annual Return with Corporate Registry,

- Be the central contact point for Club correspondence.
- Be the custodian of the seal of the Club, and only the Secretary has the right to use that seal.
- be a signing officer of the Club if required
- ensure proper custody and use of the Club Seal.
- perform all duties usual to a Secretary and maintain all records for at least seven (7) years.

d) Treasurer shall:

- receive and disburse all Club funds through the Club's financial institution account, including membership dues, recording all financial transactions by way of receipts, cheques, reconciling all bank balances, ledgers, and ensuring all disbursements are made by cheque and are backed up by invoice.
- keep proper records and properly account for Club funds at each regular meeting and at the Annual General Meeting, as well as publish the reports in the newsletter after each meeting.
- provide a detailed account of receipts and disbursements to the Board and general membership as requested
- prepare and submit a proposed budget to the Board of Directors prior to the Annual General Meeting. The budget will be developed from proposals made by each of the Committees.
- Obtain and record all financial records from Show Managers and from the Youth Incentive Program prior to year end and provide them to the membership
- Prepare year end statements on all bank accounts, being an Income and Expense Statement and a Balance Sheet
- Maintain all membership records, receipting all payments and maintain and update membership records on the website as required
- Close off and balance to the last bank statement before transferring to the incoming Treasurer.
- submit a copy of the year-end financial statements to the Secretary and President for the Club's records and ensure that the financial year end statements and financial records are submitted to auditors or members elected by the membership to review the records and are filed in the Club's Minute Book and/or on the website.
- be a signing officer for the Society
- invest Club funds in investments as authorized by the Board of Directors and the membership.
- pay all Society accounts as directed by the Board.
- Have the Club financial records available for examination by the Board of Directors or a Club member, provided prior notice is given to the Treasurer by the Board or the Club member with Board approval.
- perform all duties usual to the office of Treasurer and maintain all records for at least seven (7) years.

e) Past President shall

- serve as an adviser to the Board.
- Provide additional continuity between fiscal years.

- Be the central contact for the Committees
- Offer advice and consultation as requested.

Section 3: Vacancies

With the exception of the President, vacancies in any elected office may be appointed from the membership by the Board of Directors. The President's position will be filled by the Vice President, with the Vice President's position being filled from the membership as above. Any successor, so chosen, shall serve for the remaining term of his or her predecessor.

ARTICLE 5: COMMITTEES

Section 1: Standing Committees

(a) The Club's Standing Committees shall include, but not be limited to, the following:

- Parliamentarian
- Membership
- Club Shows
- Bylaws
- High Points
- Sportsmanship
- Youth Development, and Youth Incentive Program
- Newsletter
- Fundraising
- Website
- Marketing
- Insurance
- Grants

(b) Other committees, as deemed necessary by the Board of Directors, may be established, or the existing committees may be consolidated, modified, and/or deleted by the Board of Directors at any annual general meeting.

(c) Ad hoc committees or additional Standing Committees shall be appointed by the Board of Directors as required.

(d) Members may serve on one or more Committees, provided there are no conflict of interests between the committees and/or the members.

ARTICLE 6: MEETINGS

Section 1: Board Meetings

Board meetings shall be held at a time and place designated by the President or any two Board members and agreed upon by the Board of Directors. In lieu of a physical meeting, an internet meeting or conference call may be used.

Section 2: General Membership Meetings

General Meetings will be held annually during the last quarter of each fiscal year, at a time and place designated by the Board of Directors. In lieu of a physical meeting, an internet meeting or conference call may be used. The membership shall receive notice either by mail and/or by email, or by telephone or the newsletter at least ten days prior to the meeting. The notice may include the proposed agenda, a slate of candidates for election, and a list of motions (if any), or these may be distributed at the meeting.

(c) The Board may call a general meeting of the Club at any time. Members shall be notified fifteen (15) days before the meeting by mail and/or email, telephone or website, or the newsletter.

Section 3: Special Meetings:

(a) Special membership meetings may be called by the President, a majority of the Board of Directors, or through written petition to the Board of Directors by at least one third of the current members. In each case, the membership shall receive notice from the President or Secretary, either through the Newsletter or via mail and/or email or by telephone, at least ten days prior to the meeting stating the purpose of the meeting along with the date, time and place.

(b) Special Board meetings may be called by the President or any two Board members at any time. When a special meeting is called, the President shall set the time and place for the meeting and notify each Director at least ten (10) days before the event. In lieu of a physical meeting, an internet meeting or conference call may be used.

Section 4: Motions

Motions to be considered at any membership meeting must be circulated to the Board of Directors in writing at least Ten (10) days prior to the meeting. The request must identify: the proposed motion, why the motion is being proposed, the implications of the motion, the areas impacted (committee, public, et), and indicate that the impacted areas have been contacted. This process allows the Board of Directors to carefully consider the implications of the proposed motion. It also assures the Board of Directors that those impacted by the motion have been consulted and notified of the result.

ARTICLE 7: QUORUM

Section 1: General Meetings:

One hundred percent of the members present at any duly called membership meeting shall constitute a quorum, subject to Article 12 of these bylaws. For meetings called by petition, at least two-thirds of the petitioning members must be present.

Section 2: Board of Directors' Meetings:

Three (3) members of the Board of Directors will constitute a quorum at a Board meeting.

ARTICLE 8: FISCAL AND CALENDAR YEAR

Section 1: Dates

The calendar year and the fiscal year for the Club shall start on January 1st and end on December 31st.

ARTICLE 9: BUDGET

Section 1: Budget

(a) The Treasurer shall submit to the membership at the Annual General Meeting a proposed budget of anticipated expenditures approved by the Board of Directors for the new fiscal year. It may be reviewed and is subject to revision at any regular meeting or special meeting of the Board of Directors called and conducted in accordance with these Bylaws.

(b) If during the year Committees need additional funding, a motion must be made to the Board of Directors and voted on at the next Board meeting. If the motion is denied, it may be presented at the next Annual General Meeting as part of the annual budgeting process

(c) Each Committee is responsible for proposing a list of activities for the following year, along with a budget to be presented to the Club Treasurer at least thirty (30) days prior to the Annual General Meeting.

Section 2: Finance

- Borrowing powers may be exercised only by a special resolution approved by membership.
- One signature by a Board of Director shall be required on all cheques.
- Any grant application shall require the signature of the President, and the Secretary or the Vice President.

- The financial records of the Club may be inspected by any member at the Annual General Meeting or at anytime upon giving reasonable notice and arranging a time satisfactory to the Treasurer having charge of same. Board members shall at all time have access to such financial records.
- A complete and proper statement of the standing of the financial books for the previous year shall be submitted by the Treasurer immediately after year end to the Board, and subsequently to the membership. The Treasurer's accounts and records shall be audited at least once a year by a qualified accountant or by two Society members elected for that purpose at the annual general meeting. The financial statements shall then be delivered to the membership either by email or via the newsletter and/or website.

ARTICLE 10: Nominations and Elections

Section 1: Nominations

(a) A nominating committee of not less than two (2) members shall be appointed by the Board of Directors for the purpose of nominating candidates for positions on the Board of Directors.

Section 2: Elections

(a) Elections shall be held at the Annual General Meeting.

(a) A Nominating Committee, chosen by the Board of Directors, shall present a slate of candidates to the Board of Directors by the end of September. The President will serve as the non voting chairperson.

(b) Nominations from the floor are accepted during the elections.

(c) Board of Directors shall be voted in by the membership via a show of hands or by secret ballot at the Annual General Meeting.

(d) Elections will be by simple majority. Tie votes shall be determined by a re-vote during the same meeting.

(e) Election results shall take effect on the 1st day of January of the following year.

ARTICLE 11: DISSOLUTION

In the event of a voluntary dissolution pursuant to The Societies Act, any remaining assets or funds of the Club shall be disposed of by gift to charitable organization(s) as determined by the Board of Directors, or as required by governing authorities.

ARTICLE 12: AMENDING BYLAWS

These by laws may be amended at any Annual General Meeting of the Club by a special resolution of the members and by a 75% vote cast by members present at the Annual General Meeting. The membership

shall receive twenty one (21) days' notice in writing of such proposed Special Resolution either by way of the newsletter or by email prior to the vote. These bylaws will come into effect immediately following acceptance by the Registrar.

ARTICLE 13: LIMITATION OF LIABILITY

No Director on the Board, nor any Committee member, nor any Club member is, in the member's individual capacity, liable for a debt or liability of the Club.

ARTICLE 14: PRIVACY POLICY

The Club shall follow the requirements of Alberta's Personal Information Protection Act. In addition, the Board of Directors shall set policy to protect personal, personal-contact information and financial information for members, buyers, donors, and attendees of Club events.

ARTICLE 16: PARLIAMENTARY AUTHORITY

(a) The rules contained in the current edition of Roberts' Rules of Order shall guide the Society in all cases to which they are applicable and in which they are not inconsistent with these bylaws, any special rules of order that the Club may adopt .

APPROVED by the Membership:

Date: October 24, 2021