

ALBERTA DRESSAGE ASSOCIATION 1985

BYLAWS

APRIL 2014 FINAL DRAFT

1.0 NAME

The name of the organization shall be the Alberta Dressage Association 1985.

2.0 MEMBERSHIP QUALIFICATIONS, CATEGORIES AND FEES

2.1 General Qualifications

Membership in the Alberta Dressage Association shall be open to persons interested in furthering the objectives stated in the ADA Mission Statement and Vision Statement of the Association and who meet the membership qualifications. Membership is a privilege, not a right and may be denied by the Board of Directors or by an Area Group within their area of authority if they believe that doing so is in the best interests of the Association or Group.

2.2 Membership Categories

The Board of Directors may designate classes of memberships from time to time, provided that such classes shall include:

(a) Senior Members shall consist of persons who:

1. Make a written application for membership using forms as prescribed by the Area Groups;
2. Are 18 years of age or over as of January 1 of the year in which they wish to be a member;
3. Pay all Area Group and Association fees;
4. Meet all other qualifications which may be set by the Association or Area Group they wish to join.

(b) Junior Members shall consist of persons who:

1. Make a written application for membership using forms as prescribed by the Area Groups;
2. Are under the age of 18 years as of January 1 of the year in which they wish to be a member;
3. Pay all Area Group and Association fees;
4. Meet all other qualifications which may be set by the Association or Area Group they wish to join.

2.3 Membership Fees

The Board of Directors may from time to time set membership fees for any category of membership. Additional membership or activity fees may be set by Area Groups for the Members in their Area.

2.4 Membership Records

Membership records with Members' names, and the dates when each Member became or ceased to be a Member shall be maintained by each Area Group. Area Groups shall forward to the Association lists of members and/or copies of membership forms including information such as names and contact information, and birthdates as may be specified from time to time by the Board of Directors.

2.5 Member Benefits

Benefits of membership will be as determined by the policies of the Association.

3.0 MEMBERS IN GOOD STANDING

"Members in Good Standing" shall be those Members of the Association who:

- (a) are not in arrears of any fees or other financial obligations to any part of the Association;
- (b) are not under disciplinary restrictions or suspension by any part of the Association, Alberta Equestrian Federation, Dressage Canada, or Equine Canada

Members in good standing shall have the right to attend and participate in Annual General Meetings and Special General Meetings of the Association. Every Senior member in good standing is entitled to one vote.

4.0 WITHDRAWAL, SUSPENSION OR TERMINATION OF MEMBERSHIP

- 4.1 Any Member may withdraw his or her membership from the Association by providing written notice to the Area Group where the Member is enrolled. A Member who withdraws from membership shall not be entitled to a refund of membership fees or absolved from liability for unpaid fees owing.

4.2 An Area Group may suspend the membership of any Member for cause including but not limited to non-payment of any fees or other financial obligations, violations of the Equine Canada Code of Conduct, or conduct likely to bring discredit to the Association. If requested by the suspended member or his or her representative, the suspension shall be reviewed by the Association within a reasonable time following procedures which shall be set out from time to time by the Board of Directors and which shall include the right of the member to a hearing.

4.3 The Association may suspend immediately, and if warranted after further investigation, terminate the membership of any Member for cause including but not limited to:

- (a) non-payment of membership or activity fees;
- (b) gross dereliction of duty; and
- (c) behavior likely to bring discredit to the Association.

A Member shall be entitled to a hearing before his or her membership is terminated under this paragraph. The Board of Directors may delegate the authority to carry out an investigation or hearing and to terminate membership on a case by case basis provided that in such cases, the Member shall have a right of appeal to the Board of Directors.

5.0 ANNUAL AND SPECIAL GENERAL MEETINGS

5.1 At the Annual General Meeting the Members shall:

- (a) receive the reports of the President, Area Groups and Standing Committee Chairs;
- (b) receive financial statements and the financial review;
- (c) appoint reviewers to review financial statements, to hold office until the close of the next Annual General Meeting;
- (d) ratify, pass or amend bylaws; and;
- (e) may consider or transact all other business as may duly come before them.

5.2 The Annual General Meeting of the Association shall be held in Alberta at the time and place determined by the Board of Directors provided that the Annual General Meeting shall be held:

- (a) at least once each calendar year;
- (b) not more than four months after the fiscal year end of the Association; and;
- (c) not later than fifteen months after the preceding Annual General Meeting.

5.3 No proxy votes will be allowed.

5.4 A quorum for the transaction of business at Annual and Special General Meetings shall be ten (10) Members present in person **or by electronic media** provided that Members from each Area Group are represented.

5.5 Members shall be notified of each Annual General Meeting, stating the place, date and hour not less than thirty (30) days prior to the meeting. Notice may be delivered by hand, mail, fax transmission, electronic mail transmission, websites, or other means such as the Board of Directors may allow from time to time. The notice shall provide the Members with enough information to allow them to make a reasoned decision as to the importance of their attendance at the meeting. Normally, this will be a simple agenda of items to be discussed but where special and unusual business is included, additional details may be required.

5.6 A Special General Meeting of the Association shall be called as deemed necessary by the Board of Directors of the Association. All provisions relating to Annual General Meetings shall apply to Special General Meetings, provided that no business may be transacted at a Special General Meeting other than that business specified in the notice of the meeting.

6.0 BOARD OF DIRECTORS

6.1 The Board of Directors of the Association shall consist of the President, Vice-President, Secretary, Treasurer, Chair of each Area Group, and two (2) Directors-at-Large who are Active Members.

6.2 The Board of Directors shall be vested with the overall authority to establish policies to control and manage the activities, affairs and finances of the Association subject to these bylaws. The Board of Directors shall be authorized, without limiting the generality of the foregoing, to carry out the following duties:

- (a) govern the activities and affairs of the Association and deal with all matters that may arise;
- (b) establish and monitor appropriate activities to carry out the objects of the Association;
- (c) establish policies with respect to Area Groups;
- (e) approve Area Group Rules and Regulations;
- (f) set terms of reference for committees or sub-committees; and,
- (g) approve the annual budget and financial statements of the Association.

All Directors of the Association shall carry out their duties at all times with a view to the best overall interest of the Association.

6.3 The Board of Directors' decisions shall govern concerning interpretation of rules or matters in dispute including the interpretation of these bylaws.

- 6.4 The Board of Directors may from time to time pass such banking resolutions as the Directors determine to be appropriate. The Board of Directors may not borrow money at any time against the credit of the Association.
- 6.5 The Board of Directors shall be chaired by the President.
- 6.6 The Board of Directors shall meet at least two (2) times in each calendar year at the call of the President at such place **or by electronic media** in Alberta as the Board of Directors may from time to time determine.
- 6.7 A quorum at meetings of the Board of Directors shall consist of a majority of the members of the Board of Directors.
- 6.8 The term of office for all Directors is one (1) year.
- 6.9 Terms of office for Directors shall begin at the Annual General Meeting of their election and end at the next Annual General Meeting.
- 6.10 If, at the Annual General Meeting, an executive position is not filled, the new Board of Directors may appoint an appropriate member for that position at a later date.
- 6.11 If for any reason, a Director cannot complete his or her term in office, the Board of Directors may appoint or elect a replacement to serve the unexpired portion of the term.
- 6.12 Each Member of the Board of Directors, excluding the President, shall have one (1) vote at Board of Directors meetings, provided that the President may vote in the event of a tie. Except as specified elsewhere in these bylaws or by Canadian law, questions arising at meetings of the Board of Directors shall be decided by a majority of votes. In the event that an Area Chair is unable to attend, their replacement authorized by the Area, shall attend **in person or by electronic media**.
- 6.13 Notice of meetings of the Board of Directors shall be sent to all Directors at least seven (7) days before the meeting. The notice may be delivered by hand, mail, fax transmission, electronic mail transmission, or other means such as the Board of Directors may allow from time to time.

7.0 EXECUTIVE

- 7.1 The Executive of the Association shall consist of the President, Vice-President, Treasurer and Secretary.
- 7.2 The Executive shall be vested with the complete authority of the Board of Directors to make day-to-day decisions and manage the activities, affairs and finances, including budget changes of the Association between meetings of the Board of Directors, subject only to terms of reference which may be established from time to time by the Board of Directors. The Executive shall carry out its duties at all times with a view to the best overall interest of the Association.
- 7.3 The Executive of the Association shall carry out the duties that are ordinarily and properly associated with their respective offices. Executive duties shall be established in terms of references approved from time to time by the Board of Directors with reference to the following fundamental duties:
- (a) The President shall:
- (i) oversee the administration of the Association;
 - (ii) preside at all meetings;
 - (iii) be an ex-officio Member of all committees.
- (b) The Vice-President shall:
- (i) act in the absence of the President, and in such case, shall exercise all of the powers and duties of the President;
 - (ii) be responsible for the co-ordination of Association activities and the co-ordination of activities between Area Groups.
- (c) The Treasurer shall:
- (i) be charged with all financial responsibilities of the Association;
 - (ii) be responsible to keep current the signing authorities of the Association with the financial institutions and ensure the accounts are set-up requiring any two of the **Chair** President, **Vice-Chair** Vice-President, Secretary or Treasurer to sign.
 - (iii) be responsible for books of account to be maintained, made available for inspection by any member of the Association and ensure such books of account are audited each year as required;
 - (iv) provide interim financial statements at each Board meeting and provide the Annual General Meeting with the audited financial statements for the fiscal year ending December 31.
 - (v) maintain a list of Members of the Association; and,
 - (vi) be responsible for preparing and presenting to the Board of Directors a proposed budget for the following fiscal year, or subsequent fiscal years as determined by the Board of Directors.

(d) The Secretary shall:

- (i) give notice of all meetings;
- (ii) take minutes at all meetings;
- (iii) circulate minutes of all meetings;
- (v) maintain appropriate minute books which shall be available for inspection by any member of the Association.

8.0 AREA GROUPS

8.1 For the purpose of administration, the Association shall consider the Alberta Dressage Community to be divided into Area Groups as limited and defined from time to time by the Board of Directors and approved at an Annual or Special General Meeting of the Association.

8.2 The Area Groups shall be formed for the purpose of promoting and implementing the **objectives stated in the ADA Mission Statement and Vision Statement of the Association.**

8.3 No Area Groups may be removed nor additional Area Groups created except on the recommendation of the Board of Directors, subsequently approved and ratified at an Annual or Special General Meeting of the Association.

8.4 An Area Group may adopt Area Group Rules and Regulations which may include terms of reference for the Chair, and other officers provided that they are consistent with these bylaws and policies which may be established by the Board of Directors from time to time. Area Group Rules and Regulations may amongst other matters deal with the following:

- (a) Area Group Annual and Special General Meetings;
- (b) election procedures for the Area Group Chair, and other Area Group office holders;
- (c) terms of office and/or limitations on consecutive terms served in office for all Area Group offices;
- (d) procedures for resolving controversy within the Area; and,
- (e) establishing quorums for meetings.

Area Group Rules and Regulations shall not become effective until approved by the Board of Directors of the Association.

8.5 Activity fees may be set by an Area Group as established by its Board of Directors.

8.6 Each Area Group shall hold an Annual General Meeting at which it shall:

- (a) elect Directors and Officers;
- (b) ratify, pass or amend Area Regulations as required; and,
- (c) receive reports from the Area Chair and others as may duly be received.
- (d) arrange that the finances of the Area Group be reviewed by at least one person other than the Treasurer and who is not related to the Treasurer.
- (e) schedule their area group AGM on or before February 15th**
- (f) submit their area group annual financial statement within one week after their AGM using ADA's structural template**

8.7 Any Area Group is subject to suspension by the Board of Directors of the Association if it is in violation of any Association bylaw, rule, regulation, or policy and/or if in default of any membership, activity, or other fees or payments which are rightly due to the Association. An Area Group which has been suspended, shall not take part in any Association activities nor shall its members be entitled to a vote at Association meetings.

8.8 Upon the closing or winding up of any Area Group of the Association for whatsoever reason, the Area Group must remit all membership fees and other accounts due, all membership records of the Area Group, all Area assets, all books, statements of account of the Area Group, and all other documents held by the Area Group in respect of or relating to affairs of the Area Group to the Board of Directors of the Association.

9.0 QUALIFICATIONS FOR OFFICE

9.1 All candidates for any office in the Association at any level shall be **Adult** Members in Good Standing as defined in paragraph 4-0 **3.0** and successful candidates must remain Members in Good Standing for the duration of their term in office.

9.2 All office holders must be capable of retaining the confidence of their electors for the duration of their term in office and may be recalled as per section **10** if they fail to retain that confidence.

10.0 REMOVAL FROM OFFICE

10.1 Any Association director or officer including the President may be removed from office by majority vote of at least two thirds of the total eligible Members.

10.2 Any Area Group director or officer including the Chair may be removed from office by majority vote of at least two thirds of the total eligible voting members of the Area Group.

10.3 A supervised vote may be requested by either the office holder or the Board of Directors of the Association or Area Group involved. Supervised votes shall follow procedures which shall be established from time to time by the Board of Directors.

- 10.4 The Board of Directors of the Association or Area Group may establish policies which deem any office holder to have resigned if he or she fails to attend a specified number or proportion of meetings.
- 10.5 Removal from office under any of the above paragraphs does not result in termination of membership.
- 10.6 Any office in the Association shall be deemed to be vacant if the incumbent:
(a) resigns his or her office;
(b) ceases to be a Member in Good Standing.

11.0 VOTING

- 11.1 The following restrictions shall apply for voting at all levels in the Association:
- (a) Except as specified elsewhere in these bylaws, in Area Group Rules and Regulations, or by Canadian law, all matters shall be decided by a ~~minimum of 55%~~ **a simple majority** of the voting members present **in person or by electronic media**, voting in favor of the matter.
- (b) Except for elections and other special cases, voting will be by ~~show of hands~~ **open affirmation (eg. Show of hands; verbal response; return e-mail; and the like)**. A secret ballot is required on any matter if one quarter of the voters present request it.
- (c) Any meeting of the Association at any level once duly called to order may continue to conduct business at the pleasure of the remaining members if it happens that some members leave the meeting thereby reducing the number present to less than a quorum.
- (d) No proxies or other methods of absentee voting **except by direct and real time electronic media** are allowed at any level in the Association.

12.0 MISCELLANEOUS

12.1 Remuneration

- (a) No remuneration shall be paid to any Director, Officer or Committee Member of the Association for his or her services to participate in meetings of the Association or for carrying out the normal duties of his or her office. Directors, Officers and Committee Members may be reimbursed for reasonable out-of-pocket expenses.
- (b) No person shall appoint himself or herself or a member of his or her immediate family to any position that shall receive payment for services or an honorarium without pre-approval as may be required from time to time by Board policies.
- (c) Members of ADA may be paid by the Alberta Dressage Association when they are assuming the duties of a professional as required for an activity sponsored by ADA eg. Judge, Steward, Coach, Clinician, and such. The payment or honorarium will be pre-approved by the simple majority of Directors of ADA in a written contract.**

12.2 Conflict of Interest

A Member who is a party to a contract, is a party to a proposed contract or has a material interest in any company or person who is a party to a contract with the Association or any of its Area Groups shall disclose the nature and extent of his or her interest in the contract.

- (a) In the event that a Member fails to disclose his or her interest in a contract, the Association reserves all rights to have the contract set aside.
- (b) A contract between the Association or any of its Area groups and a Member will not be invalidated solely because the Member has an interest in the contract, provided that the contract was reasonable from the Association's perspective at the time it was approved.
- (c) Guidelines for assessing if a contract involving a conflict is reasonable from the Association's perspective include:

- (i) No extraordinary financial gains should result from the contract with Association or any of its Area Groups; and,
- (ii) In the event there are alternative sources for the goods and services offered, evidence shall be available that quotations have been sought on a periodic basis from these alternative sources.

- 12.3 Policies and changes to existing policies may be formulated and recommended by any member or committee of the Association to the Board of Directors. Such new policies or changes to existing policies shall not be implemented until approved by the Board of Directors.

- 12.4 The rules and procedures described in the latest edition of "Call to Order – Meeting Rules and Procedures for Non-Profit Organizations" shall govern the Association in all circumstances where they are applicable and are not inconsistent with these bylaws.

- 12.5 The bylaws of the Association may be amended by Special Resolution at a General Meeting of the membership if a minimum of 75% of the members present vote in favour of the Special Resolution. Members must be given at least 21 days of notice of the meeting. **Amendments may not be acted upon until they have been approved by Alberta Corporate Registry.**

- 12.6 All contracts to be signed on behalf of the Association shall be signed by the President and another Officer or Director or as otherwise determined by the Board of Directors.
- 12.7 In the event of dissolution or winding-up of the Association, all its remaining assets after payment of its liabilities shall be distributed to one or more qualified equestrian donors as defined under the provisions of the Income Tax Act.

13.0 Inactive Area Group

- 13.1 The current Executive calls for and sets up an AGM as per the Area Group By-Laws and by February 15th of the current year.
- 13.2 The AGM must be chaired by either the current President or Vice-President.
- 13.3 In the event that the executive positions of President, Secretary, and Treasurer cannot be filled by three different members present, the area group will be deemed “Suspended In Hibernation” for a period of no longer than six months by a motion approved by the majority of members present excluding the “Chairperson of the AGM”.
- a. By motion, a Secondary AGM date will be set within six months
 - b. Minutes must be kept of this meeting
 - c. Members who have joined the Suspended Area Group prior to this first AGM will be refunded their membership fee
 - d. If there is no motion to hold a Secondary AGM, then the conditions of #13.4 “Secondary AGM” will prevail. The Area Group will be deemed “Inactive”, and may move to #13.5 “Reactivation of Area Group” in a second consecutive year
- 13.4 Secondary AGM (same calendar year) – in the event that the executive positions of President, Secretary, and Treasurer cannot be filled by three different members present, the area group will be deemed “Inactive”.
- a. The signing authority for the Inactive Area Group’s bank accounts will be transferred to the ADA executive who have current signing authorities with the signing authorities being transferred to any two of the President, Vice President, Secretary or Treasurer.
 - b. The funds of the Inactive Area Group will be held in trust in that area group’s financial institutions until the area group becomes active or is disbanded.
 - c. Minutes must be kept of this meeting including a motion that reads “The signing authority of the bank accounts of “said area group” will be transferred to the executive of the Alberta Dressage Association who have current signing authorities (Name as appropriate: President [name]; Vice-President [name]; Secretary [name]; and Treasurer [name]) with any two of the named persons being authorized to sign cheques or carry out bank transactions.”
 - d. These minutes must be signed by the secretary or recording secretary of the Inactive Area Group, and given to ADA. A signature is required to authorize transfer of signing authorities at financial institutions.
- 13.5 Reactivation of Area Group – by February 15th of the second year of Inactivity, an area group AGM must be called for and a date set by any interested member(s).
- a. If the Area Group is reactivated, with an Executive of four members – President, Vice-President, Secretary, and Treasurer the business of the area group will proceed.
 - b. ADA will return the funds held in trust with the signing authority on the area group bank accounts being changed to the elected executive of the reactivated area group
 - c. A Secondary AGM may be called for if reactivation does not occur at the first AGM of the second year of Inactivity. (see #13.4)
- 13.6 If an Area Group is not reactivated by the end of the second calendar year of inactivity, then the Area Group will be declared disbanded.
- a. All funds will be transferred to ADA
 - b. All assets will be sold by a Closed Bid system with the first round of Closed Bids being offered to other area groups. Remaining items will be dispersed by Closed Bids to the public. An ADA committee will be named to manage the sale of these items.
- 13.7 During the period of Suspended or Inactivity, no ADA funds will be transferred to this area group.