

Zone 10 Paint Horse Committee Bylaws

1.0 NAME AND PRINCIPAL OFFICE

1.1 NAME

This society shall be known as ZONE 10 PAINT HORSE COMMITTEE and shall at all times be operated and conducted as a non-profit society, without stock in accordance with the laws of the Province of Alberta.

1.2 PRINCIPAL OFFICE

The principal office of the society for the transaction of business shall be located at SE 15-10-24 4, Box 73, Monarch, AB, T0L 1M0. The society will continuously maintain with the Province of Alberta, a registered office in compliance with applicable provincial legislation, which office shall be designated by the Board of Directors. The business of the society may be carried on at any place convenient to such directors, officers or members as may be participating.

1.3 CHANGE OF OFFICE

The Board of Directors is hereby granted full power and authority to change the principal office of the society from one location to another within the Provinces of Alberta, Saskatchewan and Manitoba or the Yukon or Northwest Territories. Any such change shall be noted by the Secretary in these By-Laws, but shall not be considered an amendment of the By-Laws.

2.0 MEMBERS

2.1 ELIGIBILITY FOR MEMBERSHIP

Membership shall be open to the Provinces of Alberta, Saskatchewan and Manitoba as well as the Yukon and Northwest Territories.

2.2 MEMBERS DEFINED

Wherever in the By-Laws the term "member" or "members" is used, unless otherwise specified, such term shall mean an APHA approved entity representing the above regions.

2.3.1 CLASSIFICATION OF MEMBERS

The society shall have one class of members only, and each member shall have equal voting and other rights. No member shall hold more than one membership in the society.

2.3.2 RESPONSIBILITIES OF MEMBERS

Members shall be required to act in accordance with these Bylaws and the Objective of the Society. Members shall pay all membership fees set by the Board of Directors. Members shall appoint at least one director to the Board of Directors.

2.4 ADMINISTRATION TO MEMBERSHIP

Any region qualified for membership under section 2.1 and 2.2 of these By-Laws shall be admitted to membership upon the submittal of a letter or other writing from any of the regional representatives expressing a desire to become an active member, payment of the membership fee as set by the Board of Directors, and advising of the appointment of the respective director or representatives. Membership participation, however, is not mandatory.

2.5 TRANSFERABILITY OF MEMBERSHIP

Neither the membership in the society nor any rights in the membership may be transferred or assigned for value or otherwise.

2.6 MEMBERSHIP BOOK

The society shall keep in written form a membership book containing the name and address of each member. The book shall also contain the fact of termination and the date on which such membership ceased. Such book shall be kept at the principal office of the society and shall be subject to the rights of inspection required by law and as set forth below:

- a. Inspect and copy the record of all the members' names, addresses and voting rights, at reasonable times, on five (5) business days prior written demand on the society, which demand shall state the purpose for which the inspection rights are requested; or
- b. Obtain from the secretary of the society, on written demand and tender of a reasonable charge, a list of the names, addresses and voting rights of those members entitled to vote for the election of Directors, as of the most recent record date for which it has been compiled or as of the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be available on or before the latest of ten (10) business days after the demand is received or after the date specified therein as the date of which the list is to be compiled.
- c. Any member may exercise the rights of inspection set forth above for a purpose reasonably related to such club's interest as a member.

2.7 NONLIABILITY OF MEMBERS

A member of the society shall not solely, because of such membership, be personally liable for the debts, obligations or liabilities of the society.

2.8 TERMINATION/EXPULSION OF MEMBERSHIP

The membership and all rights of membership shall automatically terminate on the occurrence of any of the following causes:

- a. The voluntary resignation of a region;
- b. Where a region fails to appoint any directors for the current year;
- c. Where a membership is issued for a period of time, the expiration of such period of time;
- d. Receipt of written notice of resignation of the Members, delivered to the Secretary of the society; or
- e. Non payment of any fee owing by the Member to the society for a period greater than 30 days will result in automatic termination of membership/expulsion. Written notice of termination of membership/expulsion shall be delivered by regular mail to the Member by the Secretary of the society. Termination of membership/expulsion shall be effective 14 days from the date of written notice.

3.0 MEETINGS

3.1 TYPES OF MEETINGS

The society shall have the following types of meetings:

- a. Board of Directors meetings;
- b. Executive Board meetings;
- c. Special Directors meetings;
- d. Special Member meetings; and
- e. General Member meetings

All meetings will be called and conducted according to the terms of these By-Laws and Roberts Rules of Order.

3.2 BOARD OF DIRECTORS MEETINGS

The duly elected directors, being equal in number from each of the Provinces of Alberta, Saskatchewan and Manitoba and the Yukon and Northwest Territories, shall hold meetings as circumstances require, and at such time and place as may be fixed by resolution.

- a. At a board meeting held in the spring of each year, officers would be elected and the activities for the year scheduled;
- b. The President shall preside at meetings of the Board of Directors. The Secretary of the society or, in the Secretary's absence any person appointed by the presiding officer shall act as Secretary of the Board.
- c. Notice of Board meetings shall be given to all directors by email, phone, fax or regular mail, at least seven (7) days before any meeting.
- d. A quorum necessary to transact business at all Board meetings shall consist of fifty percent (50%) of the total number of directors, there being one from each region.
- e. Members of the Board may participate in a meeting through use of a conference telephone or similar communications equipment, provided that all members participating in such meeting can hear one another. Such participation shall constitute personal presence at the meeting.
- f. Any action required or permitted to be taken by the Board of Directors may be taken without meeting and with the same force and effect as if taken by a unanimous vote of Directors, if authorized by a writing signed by all members of the Board. Such consent shall be filed with the regular minutes of the Board. Any action required or permitted to be taken by the Board of Directors may be taken based on the result of an email vote, provided a majority of directors cast a vote and such email vote shall be treated as if taken at a regular meeting and shall be filed with the regular minutes of the Board.
- g. Absentee or proxy votes are not allowed.

3.3 EXECUTIVE BOARD MEETINGS

Meetings of the Executive Board shall be held any time or place as necessary to conduct the day-to-day business of the society. Executive Board meetings shall be noticed as set forth in Section 3.2(c) above, and may be conducted as set forth in Sections 3.2(d-g) above.

3.4 SPECIAL DIRECTORS MEETINGS

- (a) A Special Directors Meeting may be called by the President of the society, or by a majority of the directors, as long as proper notice stating the purpose, location and time is given within the time limits set forth in Section 3.2(c) above.
- (b) A quorum necessary to transact business at a Special Directors Meeting shall consist of fifty percent (50%) of the total number of Directors.
- (c) Directors may participate in a meeting through use of a conference telephone or similar communications equipment, provided that all members participating in such meeting can hear one another. Directors participating through use of such medium shall be entitled to Vote. Such participation shall constitute personal presence at the meeting.
- (d) Each Director shall be entitled to one (1) vote at a Special Directors Meeting and the decision of the majority of directors voting shall rule. Votes shall be carried out verbally with each director voicing his/her vote. Voting may also occur as authorized under s. 3.2(f).

3.5 SPECIAL MEMBER MEETINGS

- (a) Special meetings may be called by a majority of the directors as long as proper notice stating the purpose, location and time is given within the time limits set forth in Section 3.2(c) above.
- (b) A quorum necessary to transact business at a Special Member Meeting shall consist of fifty percent (50%) of the total number of members.
- (c) Members may participate in a meeting through use of a conference telephone or similar communications equipment, provided that all members participating in such meeting can hear one another. Members participating through use of such medium shall be entitled to Vote. Such participation shall constitute personal presence at the meeting.
- (d) Each member shall be entitled to one (1) vote at a Special Member Meeting and the decision of the majority of members voting shall rule. Votes shall be carried out verbally with each member voicing its vote.

3.6 GENERAL MEMBER MEETING

- (a) The President may call a General Member meeting upon Notice of such meeting being given by email, fax or regular mail to each member at least fifteen (15) days, but not more than forty-five (45) days, before any meeting.
- (b) A quorum necessary to transact business at all General Members meetings shall consist of fifty percent (50%) of the title number of members.
- (c) Members may participate in a meeting through use of a conference telephone or similar communications equipment, provided that all members participating in such meeting can hear one another. Members participating through use of such medium shall be entitled to Vote. Such participation shall constitute personal presence at the meeting.
- (d) Each member represented at the meeting shall be entitled to one vote and a majority vote will rule. Votes shall be carried out verbally with each member voicing its voice.

4.0 DIRECTORS

The business and property of the society shall be managed and controlled by the Board of Directors and an Executive Board hereinafter created and empowered. The Board of and the Executive Board shall possess and may exercise, any and all powers granted to the society under the laws of the Province of Alberta and its Articles of Incorporation. No director shall serve without being a member of the American Paint Horse Association.

4.1 POWERS OF THE BOARD OF DIRECTORS

The Board of Directors shall have the power and authority to make, amend, repeal and enforce such rules and regulations, not contrary to law or the Articles of Incorporation or these By-Laws, as they may deem expedient concerning the conduct, management and activities of the society, by admission, suspension and expulsion of members, removing of officers, the rules and regulations governing the procedure of such suspension, expulsion and removal, the fixing and collecting of dues and fees, regulations regarding auditing of the financial records, awarding of one-year awards and all other details relating to the general purpose of the society.

4.2 TERM

The directors of the society shall hold office until their successors have been elected.

4.3 APPOINTMENT OF DIRECTORS

Each Member region shall be entitled to appoint up to six (6) directors to represent the said Member region on the society's Board of Directors. Notice of the directors entitled to represent the said Member region for the given year shall be given to the society by March 1st of the current year.

4.4

A vacancy on the Board of Directors shall be filled by the director's region. The Board may declare vacant the office of a director on the occurrence of any of the following events:

- a. The director has been declared of unsound mind by a final order of the court;
- b. The director has been convicted of an indictable offence;
- c. If the authorized number of directors is increased;
- d. The director has been suspended by APHA;
- e. The director has violated any of the By-Laws of the society, or any of the rules or By-Laws of the APHA, or has acted in such a way to cause unfavourable reflections on this society;
- f. If the director is removed from office by the member region having appointed him/her;
- g. If a member region fails to elect a director.

4.5 RESIGNATION OF A DIRECTOR

Any Director/Officer may resign effective on giving written notice to the President or Secretary of the Executive Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

4.6 REMOVAL OF DIRECTORS

A director may be removed only by a vote of the director's member region. The society shall be entitled, however, to declare the director's position vacant, in accordance with Article 4.4.

4.7 REMOVAL OF OFFICER

An officer may be removed only by a majority of the Directors to be held at a Board of Directors Meeting or Special Director's Meeting.

4.8 DETERMINATION OF DIRECTOR ALLOTMENT

- a. Each region shall have up to six directors;
- b. Each director elected shall be a bona fide resident of his or her representative area and an APHA member in good standing of the member province or territory that elected him or her;
- c. No director may be elected to represent more than one member region;
- d. Directors for the following year must be determined prior to the date of the annual election meeting and the Executive Board notified in writing of the name and address of such director.

5.0 EXECUTIVE BOARD

The Directors will elect an Executive Board consisting of President, Vice-President, Secretary and Treasurer from the Directorate at the Board of Directors meeting held in the spring of each year and empowered to conduct the day-to-day business of the society. Each shall serve until the selection and qualification of his or her successor.

5.1 ELIGIBILITY

Only member of the Board of Directors shall be eligible to serve as officers of the Executive Board.

5.2 POWERS

All powers of the Board of Directors, except the power to change or amend the By-Laws are invested in the Executive Board. All actions of the Executive Board are subject to ratification, revision or amendment by the directors at any regular or special meeting of the Directors.

5.3 RESPONSIBILITIES OF THE EXECUTIVE BOARD

The following responsibilities shall rest with the Executive Board:

- a. Interpret and decide all questions or ambiguities that may arise in connection with the meaning, intent or purpose of any bylaw, rule, regulation or other society document;
- b. Schedule and conduct all meetings, except that called by the Board of Directors or members;
- c. Execute all written contracts on behalf of the society;
- d. Appoint such special committees as are deemed necessary;
- e. Fill any Executive Board vacancy from the Directors to serve until the next election;
- f. Inspect any records maintained by the Secretary or Treasurer for any proper purpose at any reasonable time.

5.4 DELEGATION OF RESPONSIBILITIES

The Executive Board may not delegate the right to determine the purposes for which income and assets of the society are to be devoted, or the selection of activities in which the society shall engage.

5.5 DUTIES OF THE PRESIDENT

The President shall be the Chief Executive Officers of the society and shall preside at all meetings of the Board of Directors. He or she shall see that the By-Laws, rules and regulations of the society are enforced and shall perform all other duties that may be prescribed by the Board of Directors. He or she shall be an *ex officio* member of all committees.

5.6 DUTIES OF THE VICE PRESIDENT

In the absence of the President, the Vice-President shall act as President performing all prescribed duties.

5.7 DUTIES OF THE SECRETARY

The Secretary shall be the custodian of records and documents of the society except financial records. The Secretary shall issue notices of all meetings, shall maintain a record of the proceedings of all meetings of the Executive Board and Board of Directors and shall perform such other duties as the Board of Directors or President directs. The Secretary shall be responsible for taking minutes at the society meetings and shall maintain a record of all such proceedings.

5.8 DUTIES OF THE TREASURER

The Treasurer shall take custody of all funds, gifts received and other assets upon direction of the Board of Directors or President. Such receipts shall be deposited by the Treasurer in the name of and to the credit of the society, with such depositories as may be designated by the Board of Directors. He or she shall disburse the funds of the society as may be ordered by the Executive Board or the Board of Directors. The Treasurer shall maintain accurate and complete financial records of all types of transactions within specific resolution of the Board, but subject to ratification by the corporate body, and perform such other duties as the Board of Directors or President may direct. The treasurer shall present a complete financial report to the members at least annually and at any other time as requested by the Executive Board.

6.0 ZONE SHOWS

The Board of Directors and/or the Executive Board shall be responsible for the coordination and/or sponsorship of all Zone 10 consistent with rules and regulations set forth by the American Paint Horse Association and may adopt such other rules and guidelines as to the Zone shows.

7.0 AMENDMENTS

The By-Laws may only be amended by a special resolution of the members.

8.0 INDEMNIFICATION

Each Officer, Director or member of Zone 10 shall be indemnified by the society against all cost, expenses and liabilities incurred by him or her in connection with or resulting from any action, suit or proceeding to which he or she may be made a party by reason of his or her being or having been an officer, director or member of Zone 10, except in relation to matters which shall have been occasioned by the willful misconduct or dishonesty of said officer, director or member. The foregoing right of indemnification shall cover the amount paid in settlement of any such action, suit or proceeding when such settlement appears to be in the interest of the society. The foregoing rights shall be in addition to any other rights to which said officer, director or member may be entitled as a matter of law.

9.0 DISSOLUTION

Upon dissolution of the society, the Board of Directors shall, after paying or making provision for payment of all the liabilities of the society, dispense all the assets of the society to the American Paint Horse Association's Youth Development Foundation. Dissolution of this society shall require not less than $\frac{3}{4}$ of the members' written consent and shall be compliance with the laws of the Province of Alberta.

10.0 REVIEW OF FINANCIAL STATEMENT

- a. The books, accounts and records of the Treasurer shall, annually, be reviewed and approved by two members of the society appointed by the Board of Directors for that purpose.
- b. The Board of Directors at each annual meeting shall submit a complete report of its activities and of the affairs of the society. An Interim Financial Statement shall be presented setting out its income, disbursements, assets, and liabilities at year end;
- c. A copy of the financial statements reviewed pursuant to 10.0(a) will be made available to any member requesting one.

11.0 BORROWING POWERS

For the purpose of carrying out its objects, the Club may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power of the Club shall be exercised only under the authority of the By-laws of the Club and in no case shall debentures be issued without the sanction of a Special Resolution of the Club.

12.0 PAYMENT TO DIRECTORS AND OFFICERS

No Director or Officer will receive remuneration for services rendered to the Zone 10 Paint Horse Committee for services provided as such Director or Officer. A Director or Officer will be entitled to be reimbursed for expenses incurred by him/her on behalf of the Zone 10 Paint Horse Committee, provided receipts for such expenses are submitted.

13.0 SOCIETY SEAL

The society shall not adopt a society seal.

**CERTIFICATE OF SECRETARY OF
ZONE 10 ZONE-O-RAMA**

I HEREBY CERTIFY that I am the duly elected and acting Secretary of the said society and that the foregoing By-Laws, comprising nine pages, constitute the By-Laws of the said society as duly adopted by a Special Resolution of the Members thereof attached hereto.

Dated: November, 2016

Secretary: