

# **ZONE 10 PAINT HORSE COMMITTEE**

## **BYLAWS**

### **Definitions:**

- Member: a qualified APHA regional club.
- Director: a duly appointed representative of a participating member club.
- Board of Directors: directors appointed by member clubs to the Zone 10 Paint Horse Committee.
- Officers: executive members (president, vice president, secretary and treasurer)
- Committee / Society: Zone 10 Paint Horse Committee
- APHA: American Paint Horse Association.

### **1 NAME**

This society shall be known as ZONE 10 PAINT HORSE COMMITTEE and at all times be operated as a non-profit society in accordance with the laws of the Province of Alberta.

### **2 PURPOSE**

The purpose of the Zone 10 Paint Horse Committee is to:

- a. To stimulate Zone-wide activity for the promotion of horses registered with the American Paint Horse Association.
- b. Encourage regional club and American Paint Horse Association membership.
- c. Organize and host an annual Zone 10 APHA Horse Show in accordance with the rules of the American Paint Horse Association.
- d. Organize and host any other activities that may be desirable and appropriate.

### **3 PRINCIPAL OFFICE**

- a. The principal place of business shall be in the province of Alberta.
- b. The society will maintain a registered office in accordance with provincial legislation, as designated by the Board of Directors. The business of the society may be carried on at any place convenient to the Board of Directors.

### **4 MEMBERS**

- a. Membership shall be open to APHA-chartered regional clubs in APHA Zone 10 (Alberta, Saskatchewan, Manitoba, Yukon and the Northwest Territories).
- b. Each member club shall be entitled to appoint up to six directors to represent it on the Committee. Membership participation is not mandatory.

- c. Clubs qualified for membership must express a desire or decline to become an active member of the Zone 10 Paint Horse Committee in writing annually. Active clubs must provide the names and contact information of its representatives to the Zone 10 Paint Horse Committee by November 1.
- d. Member clubs may be required to submit an annual membership fee as established by the committee's board of directors.

## **5 TERMINATION OF MEMBERSHIP**

- a. The membership and all its rights shall terminate on the occurrence of any of the following causes: the voluntary resignation of a member club; where a region fails to appoint any directors for the current year; or non-payment of any fee owing by the member to the society for a period greater than 30 days.
- b. Termination of membership shall be effective 14 days from the date of written notice.

## **6 DIRECTORS & OFFICERS**

- a. No director shall serve without being a current member of the American Paint Horse Association.
- b. No director may be elected to represent more than one member club.
- c. Each director shall have equal voting and other rights.
- d. Only members of the Board of Directors shall be eligible to serve as officers of the Committee.
- e. Board members shall elect officers at the annual meeting of the Committee in the fall and empower them to conduct the day-to-day business of the society under the laws of the Province of Alberta and its Articles of Incorporation.
- f. All actions of the officers are subject to ratification, revision or amendment by the directors at any meeting of the directors.
- g. The directors and officers of the society shall hold office until their successors have been elected.
- h. A director or officer may be removed only by a majority of the directors to be held at a Board of Directors meeting or Special Directors' meeting.
- i. A vacancy on the Board of Directors shall be filled by the respective member club.
- j. The Board of Directors may declare the office of a director vacant on the occurrence of any of the following events:
  - 1) The director is declared of unsound mind by a final order of the court;
  - 2) The director is convicted of an indictable offence;
  - 3) If the authorized number of directors is increased;

- 4) The director is suspended by APHA;
- 5) The director violates the bylaws of the society or APHA rules or bylaws or acts in such a way to cause unfavourable reflections on this society;
- 6) If the director is removed by the member club having appointed them;
- 7) If a member club fails to elect a director.

## **7 OFFICERS**

### **a. *PRESIDENT***

The president shall preside at all meetings of the Board of Directors. The president shall ensure the bylaws, rules and regulations of the society are enforced and shall perform all other duties that the Board of Directors may prescribe. They shall be an *ex officio* member of all committees.

### **b. *VICE PRESIDENT***

In the absence of the president, the vice-president shall act as president, performing all prescribed duties.

### **c. *SECRETARY***

The secretary shall be the custodian of the society's records and documents, except for financial records. The secretary shall issue notices of all meetings, take minutes, maintain a record of the proceedings of all meetings, and perform other duties as the board of directors or the president directs.

### **d. *TREASURER***

The treasurer shall take custody of all funds, gifts and other assets upon direction of the Board of Directors or president. The treasurer shall maintain accurate and complete financial records of all transactions and perform other duties as the Board of Directors or the president may direct. The treasurer shall present a full financial report to the members at least annually and at any other time as requested by the committee's officers.

## **8 MEETINGS**

- a. Notice of board meetings shall be given to all directors in writing (online) at least seven days before the meeting.
- b. A quorum to transact business at all board meetings shall be 50% of the total number of directors, there being one from each member club.
- c. Meetings may be conducted in person or online, provided all directors can hear and communicate with one another.
- d. Any action required or permitted to be taken by the officers on behalf of the Board of Directors may be taken based on the result of an online vote by board members,

provided a majority of directors cast a ballot. The online vote shall be treated as if taken at a regular meeting and filed with the regular minutes of the board.

- e. All meetings will be called and conducted according to the terms of these bylaws and Roberts' Rules of Order.
- f. Absentee and proxy votes are not allowed.

## **9 AMENDMENTS**

- a. These bylaws may be amended by Special Resolution at any regular Board of Directors meeting, provided that the amendment(s) shall have been submitted by motion at one previous regular board meeting. The notice of intention to amend shall be provided to each Zone 10 director and club president at least 30 days prior to the voting meeting. The adoption of an amendment shall require a 2/3 vote of the ballots cast at the meeting.

## **10 BORROWING POWERS**

- a. For the purpose of carrying out its objects, the Committee 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 committee shall be exercised only under the authority of the bylaws of the committee and in no case shall debentures be issued without the sanction of a Special Resolution of the Board of Directors of the Committee.

## **11 PAYMENT TO DIRECTORS AND OFFICERS**

- a. No director or officer will receive remuneration for services rendered to the Zone 10 Paint Horse Committee for services provided as such.
- b. A director or officer will be reimbursed for expenses paid on behalf of the Committee, provided receipts for expenses are submitted.

## **12 AUDIT**

- a. The books, accounts and records of the secretary and treasurer shall be audited at least once each year by a duly qualified accountant or by two members of the society elected for that purpose at the annual meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual Meeting of the society. The fiscal year end of the society in each year shall be April 30.

## **13 INDEMNIFICATION**

- a. Each officer, director or member club 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.

#### **14 SOCIETY SEAL**

- a. The society shall not adopt a society seal.

#### **15 DISSOLUTION**

- a. 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 equally between its member clubs.