



**Alberta
Equestrian
Federation.®**

BYLAWS
of the Alberta Equestrian Federation
Society

Adopted March 21, 2009

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Definitions of terms or words used in the Bylaws of the Alberta Equestrian Federation Society:

Member in good Standing shall be used in reference to a person(s) or organization that has all dues and debts payable to Alberta Equestrian Federation paid to date and is not the subject of inquiry or suspension by Equine Canada or Alberta Equestrian Federation.

Executive, Executive Committee and Officers are interchangeable words for the purpose of the Alberta Equestrian Federation Bylaws.

Objects and Objectives of the Federation are and shall be as determined by the Members and as adopted from time to time by the Executive Committee, Board of Directors and/or General Meetings of the Federation.

Bylaws of the Alberta Equestrian Federation Society

Incorporated under the Societies Act of the Province of Alberta.

Article I. Name

The name of the organization will be the Alberta Equestrian Federation Society, hereinafter called the Federation.

Article II Membership

Section 1. General

Membership in the Federation will consist of Individual Adult Members, Individual Youth Members, Family Members, Provincial Association, Affiliate Organizations, and Business Members, whose main aims and objectives are to further equine and equestrian activities in Alberta, and who apply in writing and maintain membership in good standing.

Section 2. Membership Definition

- A. **Individual Adult Members** are classified as voting members from the beginning of the calendar year following their eighteenth (18th) birthday.
- B. **Individual Youth Members** are under the age of eighteen (18) years as of 01 January and shall be non voting.
- C. **Family Members** being a maximum of two (2) adults and their children who are under the age of eighteen (18) as of 01 January.
- D. **Provincial Associations** being those organizations having provincial jurisdiction over an equine breed, activity or interest, may have representation on the Federation Board provided they will have met the following qualifications:
 - i) Filed an application in writing recognizing the objectives and mandate of the Alberta Equestrian Federation Society.
 - ii) Filed proof, satisfactory to the Board of Directors that the Association is organized democratically and represents and is recognized by the majority of the equine and equestrian associations and/or members within its terms of reference.
 - iii) Filed proof, that if applicable its national parent body recognizes it as the Provincial representative for the equine and equestrian activities within its terms of reference or by its members.

iv) Be registered under the Societies Act of the Province of Alberta unless prevented from doing so by the Bylaws of its National parent body.

E. **Affiliate Organizations** being an equine or equestrian society or association not having provincial jurisdiction, which will have applied for and been admitted to membership by the Board of Directors and will not be eligible to a seat on the Board of Directors of the Federation.

F. **Business Member**

i) Businesses Educational Institutions or Individuals having an interest in the field of equestrian/equine activities, providing sponsorships or resource support to the Federation will be recognized as Business Members.

ii) Corporate members will receive recognition at levels as determined by the Board of Directors and will not be eligible for a seat on the Board of Directors of the Federation.

G. **Honorary Life Members** being those persons or organizations elected to Honorary Membership by the Board of Directors.

Section 3. Membership Privileges

A. **Representation:**

i) Individual Adult and adult Family Members may elect individual representatives to the Federation Board of Directors at the Annual General Meeting.

ii) Each Provincial Association may nominate one (1) member who will be the representative of that organization on the Federation Board of Directors. Written notice of the nomination and an alternate if desired must be on file with the Federation office. The Federation will consider nominees for a Board seat at an Executive, Board or General meeting which ever next follows the receipt of the nomination.

B. **Federation Programs.**

All classes of members will be equally eligible to participate in all Federation programs that may be implemented from time to time.

Section 4. Suspension and/or Expulsion of a Member

A. A member may resign from the Federation by tendering resignation in writing to the Federation office or to the President of the Federation.

- B. The Federation may expel a Member:
 - i) When the President or the Executive Committee instructs the Provincial Hearing Committee (ARTICLE VII, Section 4.) to hold a Hearing within seven (7) days of the instruction in order to hear all relevant facts of alleged wrong doing, contravention of rules, law or the Federation Bylaws and
 - ii) The Committee reports their findings to the President or the Executive Committee within two (2) days of the Hearing conclusion.

- C. Membership may be suspended by a Majority vote of the Executive Committee pending a Hearing to determine;
 - i) If the member's actions are deemed to be detrimental to the interests, objectives and well being of the Federation
 - ii) If the member is in contravention to any Rules or the Bylaws of the Federation

- D. A member may be expelled by a majority vote of no less than two thirds of those Federation Board members present at a duly called Board meeting:
 - i) If a Hearing (ARTICLE II, Section 4, B.) has determined that a member's actions are in contravention or deemed to be detrimental to the interests, objectives and well being of the Federation, and,
 - ii) Intention to consider a membership termination has been circulated to all Federation Board Members and the subject member at least twenty-one (21) days prior to the meeting at which the termination will be considered.

Article III. Dues

Section 1.

- A. All members excepting Honorary Life Members will pay dues annually.

- B. Dues for each class of membership may be re-established from time to time at a duly called meeting of the Board of Directors of the Federation.

- C. Memberships expire on the 31st day of December in each year for all members excepting Honorary Life Members.

Article IV. Officers

Section 1. Executive

- A. The Executive of the Federation and the duly elected members thereof are the Officers of the Federation and shall be known collectively as the Executive Committee:
 - i. President
 - ii. Vice president
 - iii. Secretary
 - iv. Treasurer
 - v. Past President (the person who has served as President most recently and is a Member in good standing).
 - vi. Executive Director (an employee who shall not have a vote on any matters of the Federation)
 - vii. Standing Committee Chairperson for each of
 - a) Sport
 - b) Recreation
 - c) Breeds and Industry
 - d) Education
 - e) Promotion and Publicity
- B. An employee of the Federation may not be designated a voting officer of the Federation.
- C. All officers must be at least eighteen (18) years of age as of January 1st the year of their ascension to office.
- D. All officers must be members of the Federation.
- E. The President and/or the Executive Committee of the Federation may from time to time appoint committees and assign duties and responsibilities within the intent and best interest of the Members of the Federation.

Section 2. Election of Executive

The Executive will be elected by a majority vote from and by the Board of Directors immediately following the Annual General Meeting at which the incoming directors were proclaimed or elected to the Board.

Section 3. Duties of Executive

- A) All officers will assume their duties upon their election or appointment.
- B) Excepting the Executive Director and the reimbursement of certain expenses approved by the Executive or the Board of Directors there will be no remuneration for the services of Officers of the Federation.

- C) The Powers and duties of the Officers will be as follows:
- i. **The President** will be the Chief Executive Officer (CEO) of the Federation and will preside at all meetings of the Officers, Board of Directors and General Meetings of the Federation. The President will see that all resolutions and motions of the Executive Committee and the Board are carried into effect. The President and the Secretary or other Officer appointed by the Board for the purpose, will sign all bylaws and other documents requiring signature on behalf of the Federation and will authenticate the Corporate Seal. The President will be an ex officio member of all committees. The President will oversee the management of the Federation office and its staff which includes but is not limited to:
 - a) Ensuring the Executive Director or an alternate staff person will give or cause to be given applicable notice of all meetings to the membership, the Executive Committee and Board of Directors and that the Executive Director will perform such duties from time to time as may be prescribed by the President and Executive.
 - b) Ensuring the Executive Director or alternate has custody of the Seal of the Federation and ensures its use from time to time as directed by the signing officers of the Federation.
 - ii. **The Vice President** will carry out such duties as from time to time may be determined by the President or by the Board of the Federation and further, in the absence or unavailability of the President shall assume any and all the duties of the President.
 - iii. **The Secretary** or an individual designated by the Board, will attend all sessions of the Executive, the Board and all meetings of the members and act as clerk thereof, record all minutes and votes of all the proceedings, see that all necessary books and records of proceedings are regularly and properly kept and verbatim copies circulated as certified and directed by the President.
 - iv. **The Treasurer** will have access at all times to the financial records of income, expense, account balances and all financial transactions of the Federation and will ensure that all monies and other valuable effects are deposited in the name and to the credit of the Federation and in such depositories as may be designated by the Board of Directors from time to time. The Treasurer shall report to the President, Executive Committee, Board of Directors and/or Members regularly and as requested by the President from time to time. The Treasurer shall cause a full audited report of all aspects of asset, liability and balance

statement of the Federation be presented at each Annual General Meeting of the Federation or at the request of the Executive. The Treasurer shall recommend an auditor for the next fiscal year each year as part of the Annual report.

- v. **The Past President** shall be the most immediate person who was a duly elected President of the Federation and is a Member in good standing. The Past President will carry out roles and the President may prescribe duties as from time to time.

- vi. **The Executive Director** shall be hired by the Executive through process of interview and who shall manage the day to day business of the Federation including but not limited to all staff determination and according to the direction as established by the Board of Directors, Executive and the President of the Federation. The Executive Director shall be a non-voting member of the Executive Committee and shall present reports to all meetings of the Federation as well as providing resource and liaison to all committees of the Federation. The Executive Director must be Bondable. The Executive Director will have authority on all financial matters including signing authority for day-to-day operations.

- vii. **Standing Committee Chairpersons**
 - a) **SPORT**: the Committee Chairperson shall be responsible for all aspects of equestrian competition within the jurisdiction of the Federation including but not limited to: coaches and related certification, Judges and related certification, medication and drug testing (equid and human), sanctioning of competitions, all rules and regulations related to all competitions, liaison with Equine Canada Sport Division. The Sport Committee Chairperson may nominate persons as members of the Sport Committee and propose their respective duties and responsibilities to the President and/or the Executive for ratification. (Article VII., Section 3., C.)

 - b) **RECREATION**; the Committee Chairperson shall be responsible for all aspects related to recreational activities for Equine enthusiasts including but not limited to liaison with the Recreation Division of Equine Canada. The Recreation Committee Chairperson may nominate persons as members of the Recreation Committee and propose their respective duties and responsibilities to the President and/or the Executive for ratification. (Article VII., Section 3., C.)

 - c) **BREEDS AND INDUSTRY**; The Committee Chairperson shall cultivate liaisons with breed groups, associations, government departments, and corporations so as to access and

provide information on behalf of and in the best interests of Federation Members. The Breeds and Industry Chairperson may nominate persons as members of the Breeds and Industry Committee and propose their respective duties and responsibilities to the President and/or the Executive for ratification. (Article VII., Section 3., C.)

- d) **EDUCATION**; The Committee Chairperson may survey to determine the needs for any form of information that could be beneficial to equine enthusiasts including but not limited to changes in Federation Rules, Legislation, methods of training, safety, etc. and propose methods to the Federation Executive of communicating the information to Federation Members. The Education Chairperson may nominate persons as members of the Education Committee and propose their respective duties and responsibilities to the President and/or the Executive for ratification. (Article VII., Section 3., C.)

- e) **PROMOTION AND PUBLICITY**; The Committee Chairperson shall propose to the Federation Executive cost effective options of presenting Federation objectives, current information, and programs to the general public, including but not limited to the promotion of all other Federation committee promotional needs and funding initiatives. The Promotion and Publicity Chairperson may nominate persons as members of the Promotion and Publicity Committee and propose their respective duties and responsibilities to the President and/or the Executive for ratification (Article VII., Section 3., C.)

Section 4. Removal of an Officer

An officer may be removed from his/her appointed or elected office by a majority vote of the Executive Committee or the Board of Directors if the officer is deemed to have acted in contravention to these Bylaws or against the best interests of the Federation.

Article V. General Meetings

Section 1. Annual General Meeting

- A. The Annual General Meeting of the Federation will be held each year at such time and place as the Executive may designate.

- B. Any member of the Federation will be entitled to give notice of items for inclusion on the Agenda providing a notice in writing is received by the President fourteen (14) days before the meeting.

- C. Twenty (20) members, present in person, at the meeting will constitute a quorum.

- D. The Individual Adult and adult Family Members present at the Annual General Meeting of the Federation will elect the Individual Directors for the ensuing year of the Federation as prescribed in Article VI, Section 1, A.
- E. Notice of the Annual General Meeting of the Federation shall be posted on the Federation web site and circulated to members during a period of not more than forty (40) or less than one hundred and forty (140) days prior to the meeting date.

Section 2. Special General Meetings

- A. A Special General Meeting of the members will be called when requested in writing by not less than five (5) Directors or by majority vote of the Executive.
- B. Twenty (20) members present in person at a Special General Meeting will constitute a quorum.
- C. Notice of a Special General Meeting of the Federation will be posted on the Federation website and circulated to members at least twenty-one (21) days but not more than sixty (60) days prior to the date of a Special General Meeting of the Federation.

Section 3. Voting at Annual and Special General Meetings

- A. Members will have the following voting privileges:
 - i) **Individual Adult** members who are in good standing and present will have one vote.
 - ii) **Family Members** who are adults and in good standing and present will have one vote.
 - iii) **Provincial Associations** which are members in good standing of the Federation shall have one vote in all matters of business except Individual Member Director elections, provided the Association has confirmed their appointed representative in writing over the signature of the respective President or Board of Directors of the applicant organization.
 - iv) **Affiliate Organizations** who are in good standing will have one vote in all matters of business except Individual Member Director election, provided the Organization has confirmed their appointed adult representative in writing over the signature of the respective President or Board of Directors of the Affiliate Organization.
 - v) Proxy votes are prohibited at all Federation meetings.

- vi) In all matters requiring a simple majority, the President, or in his absence, the Chairperson, may cast an additional vote to break a tie.

Article VI Board of Directors

Section 1. Elections

- A. All Directors are elected, appointed or acclaimed annually at the Annual General meeting of the Federation.
- B. Individual Adult Members and Adult Family Members who are present at an Annual General Meeting of the Federation may elect one (1) Director for each six hundred (600) individual Adult Members and Adult Family Members evidenced on the Federation records at the close of the last fiscal year.
- C. Representatives presented to the Federation by a Provincial Association and who are compliant with ARTICLE II, Section 2 D. will be a Member of the Board of Directors and eligible for election to office. (Article.4., Section 2.)
- D. Directors may be elected or appointed after the beginning of the calendar year following their eighteenth (18th) birthday.

Section 2. Duties and Powers

- A. The Executive Committee as duly elected is authorized and responsible to supervise the day to day business required to support Federation offices, hire staff and attend to other affairs of the Federation subject to review and ratification by the Board of Directors of the Federation and in the best interests of the Federation and pursuant to these Bylaws.
- B. The Directors including the Executive Committee may exercise all such powers on behalf of the Federation as are pursuant to the Bylaws of the Federation and not in contravention of any Statues or Laws of Alberta or Canada.
- C. The Board of Directors may take such action as they may deem requisite to enable the Federation to receive donations, benefits and grants for the purposes of furthering the objects of the Federation.

Section 3 Meetings

- A. There shall be no less than three (3) meetings of the Board of Directors in one fiscal year.
 - i) Meetings of the Board of Directors may be held at any time and place to be determined by the Executive or Directors, provided

that the manner of notice for meetings of the Board are by mail, telephone, fax or email given to each Director.

- ii) The President shall have the power to call meetings of the Board of Directors of the Federation at any time.
- iii) The President must call a meeting whenever requested to do so in writing by any five (5) members of the Board of Directors. In such cases, at least fourteen (14) days notice must be sent to all Directors as in Article VI., Section 3., i. and which notice must include the reason for the meeting.

- B. One quarter of the members of the Board of Directors and no less than five (5) members shall constitute a quorum of the Board of Directors.
- C. Each member of the Board of Directors shall have one vote. The President or in his absence, the Chairperson may cast an additional vote to break a tie.
- D. Voting by proxy at any meeting of the Federation is prohibited.

Section 4 Resignations & Removal from office

- A. A director may resign his office by delivering a written resignation to the President and/or the Secretary of the Federation. Such resignation shall be effective as at such time the notice is received.
- B. If the conduct or actions of a Director are determined to be detrimental to the well being of the Federation, he may be removed from office by resolution passed by a majority of not less than three quarters (3/4) of the members of the Board of Directors present where same is considered. Fourteen (14) days prior notice of the intention to place such resolution before the members of the Board of Directors must be given to the Director in question and to all members of the Board of Directors.
- C. No such resolution or removal from office shall serve to relieve that Director from responsibility to the Federation in respect of any indebtedness or any other liability incurred before or subsequent to such resignation or removal from office.

Section 5. Vacancies

Vacancies on the Board of Directors may be filled:

- i) In the case of Individual Directors, by appointment of the Board until the next general election of directors.

- ii) In the case of Directors representing Provincial Associations, due notice to the Federation by the organization.

Section 6. Remuneration

Directors, shall not receive any remuneration for their services, notwithstanding, reimbursement of expenses as authorized by the Executive Committee or the Board will be allowed.

Article VII. Committees

Section 1. Executive Committee

An Executive Committee shall be elected annually as in ARTICLE IV, Section 1, A of these Bylaws, to act for and have the same powers as the Board of Directors, notwithstanding all actions by the Executive Committee shall be ratified by the Board of Directors of the Federation by review and adoption of the Minutes of Executive Committee at the next meeting of the Board following Executive Committee Meeting(s).

- A. The Executive Committee shall consist of eleven (11) members of the current Board of Directors and shall include all officers of the Federation as in ARTICLE IV, Section 1., A.

- B. Six (6) members of the Executive Committee shall constitute a quorum.

- C. There shall be no less than eight (8) Executive Committee Meetings each fiscal year, provided that the number may be reduced by the number of Board of Directors meetings that exceed four (4) and provided that at least six (6) Executive Committee Members were present at the Board meeting.

- D. Minutes of all Executive Committee meetings will be circulated to all members of the Federation Board of Directors.

- E. Meetings of the Executive Committee may be held at any time and place including by teleconference, to be determined by the President or the Executive, provided that the manner of notice for meetings of the Board are by mail, telephone, fax or email given to each Director.

Section 2. Nominating Committee

- A. There shall be a nominating Committee appointed by the President at least three (3) months before the Annual General Meeting. This committee shall be a committee of three (3) with the Chairperson being either the immediate past President or the President of the Federation.
- B. The Nominating Committee shall annually prepare a slate of prospective Individual Directors for the ensuing year of the Federation. These nominees must be members in good standing of the Federation.
- C. Nominations may be made at a General Meeting of the Federation from the floor, with written consent of the nominee and subject to qualifications respecting the categories of Board Members of these Bylaws.
- D. Nominations may also be submitted to the Nominating Committee provided fourteen (14) days prior written notice and consent of nominee are given to the chair of the Nominating Committee.
- E. The recommendations of the Nominating Committee must be pursuant to these Bylaws and subject to the approval of the Board.

Section 3. Interim & Standing Committees

- A. The Executive Committee and/or the Board of Directors of the Federation may appoint Interim and Standing committees and may prescribe such objectives and responsibilities that are consistent with these Bylaws.
- B. The President shall be an ex-officio member of all Interim and Standing committees.
- C. All member nominees to and recommendations of Interim and Standing committees shall be subject to approval by the Executive Committee.
- D. All minutes of Interim and Standing committees shall be circulated to the Executive Committee and the Board for the Agenda of the next meeting of the Executive and/or Board which follows the committee meeting.

Section 4. Drug & Ethical Hearings Committees

Subject to the rules of Equine Canada, and the relevant statutes and Regulations of the Province of Alberta, the Federation shall form a Provincial Hearing Committee to deal with any violations of Equine

Canada or Federation rules or Provincial Statutes and to hear complaints and/or appeals or any sustained protests that may arise within Alberta.

Article VIII. Fiscal Policies

Section 1. Fiscal Year

The fiscal year of the Federation shall be from 01 January to 31 December.

Section 2. Borrowing Powers

For the purpose of carrying out the objects of the Federation, the Directors may borrow or raise or secure the payment of money in such manner as they think fit, and may issue debentures, providing debentures shall not be issued without the sanction of a Special Resolution (Article XI., Section 2.) of the Federation.

Section 3. Inspection of Books

The financial statements of the Federation may be inspected by any member in good standing of the Federation at an Annual General Meeting, or at any time, upon giving notice in writing and arranging a time satisfactory to the President and Treasurer. Each member of the Executive Committee shall at all times have access to the books and records of the Federation.

Article IX. Signature & Certification of Documents

Contracts, documents or any instruments in writing requiring the signature of the Federation may be signed by one of the President, or Vice President, together with an additional signature of any one of the Treasurer or Secretary. The Executive Committee shall have the power from time to time to appoint individuals such as the Executive Director of the Federation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents and instruments in writing. The seal of the Federation when required may be affixed to contracts, documents and instruments in writing by anyone appointed to do so by the Executive Committee or the Board of Directors.

Article X. Offices

Section 1. Head Office

The Head Office of the Federation shall be situated in the City of Calgary in the Province of Alberta or at such other place in Alberta as the Directors may determine from time to time.

Section 2. Additional Offices/Agencies

The Federation may establish such other offices and agencies elsewhere within Alberta as the Board of Directors may deem expedient.

Article XI. Adoption of Motions and Resolutions

Section 1. General Motions

At all meetings of Members of the Federation every question shall be determined by a majority of votes.

Section 2. Special Resolutions

A Special Resolution requires a seventy five (75) percent majority of those voting members who are present in person at a General Meeting of which notice specifying the intention to propose the Special Resolution has been duly given.

Article XII Minutes

Section 1.

- A. All minutes will include verbatim motions with names of those who moved and seconded.
- B. All committees will record minutes of proceedings.
- C. Minutes will be kept of all staff meetings.
- D. Final copies of minutes of Executive Committee, Director meetings and all General Meeting minutes will be signed by two (2) participating members having been in attendance at the meeting.

Article XIII. Indemnification

Section 1

- A. The Federation shall indemnify its Directors and Officers and their legal heirs assigns and legal representatives all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement reasonably incurred by them in respect of any administrative action or proceeding to which they are made a party by reason of being a Director or Officer of the Federation if they acted honestly and in good faith with a view to the best interests of the Federation.
- B. The Federation will maintain a policy of insurance to cover "Directors Liability".

Article XIV. Bylaw Amendment

Section 1. Amendment

The Bylaws of the Federation shall not be altered or added to except by a Special Resolution of the Federation as Article XI., Section 2. Notice of Bylaw change must be in writing to the membership,

along with proposed changes, a minimum of 21 days prior to the meeting