

~~ALBERTA EQUESTRIAN
FEDERATION SOCIETY
BYLAW~~THE ALBERTA
EQUESTRIAN FEDERATION
SOCIETY BYLAWS

Approved March 16, 2023

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The Alberta Equestrian Federation Society Bylaws

Bylaws of The Alberta Equestrian Federation Society Incorporated under the Societies Act of the Province of Alberta ("Bylaws")

Part One - Name and Definitions

Section 1. Name

The name of the organization is The Alberta Equestrian Federation Society and will be referred to as "AEF" within these Bylaws.

Section 2. Definitions

- a) "Board of Directors" of the AEF will consists of Directors, and the President's Suite, and will be referred to as the BOD within these Bylaws.
- b) "Executive Committee" means the President's Suite, Secretary and Treasurer.
- c) "Member in Good Standing" shall be used in reference to a person(s), organization or a business that has all dues and debts payable to the AEF, paid to date and is not the subject of inquiry or suspension by the AEF.
- d) "Objects" and "Objectives of the Federation" are and shall be as determined by the members and as adopted from time to time by a Special Resolution of the AEF.
- e) "President's Suite" means the President, President Elect and Past President.

Part Two - Membership

Section 1. General

Membership in the AEF will consist of individuals, clubs and businesses whose main goals and objectives are to further equine and equestrian activities in Alberta, and who maintain a membership in good standing. All members of the AEF will comply with all policies governing Members as established by the BOD.

Section 2. Membership Definition

- a) Individual Adult Members are classified as voting members if they are at least eighteen (18) years old at the time of a meeting.
- b) Individual Youth Members are under the age of eighteen (18) at the time of a meeting.
- c) Club Members being any structured equine group of a non-profit or with charitable status that operates on a local, provincial or national scope.
- d) Business Members being Businesses, Educational Institutions or Individuals having an interest in the field of equestrian/equine activities, providing sponsorships or resource support to the AEF.
- e) Honorary Life Members being those persons or organizations elected to Honorary Membership by the BOD.

Section 3. Membership Privileges

Representation:

- All Individual Adult Members in Good Standing with the AEF shall have a vote at all General Meetings and Special Meetings of the AEF.
- Individual Youth Members have no rights to vote at any meeting of the AEF.
- Club Members in Good Standing with the AEF shall have a vote at all General Meetings and Special Meetings of the AEF.
- Business Members in Good Standing with the AEF shall have a vote at all General Meetings and Special Meetings of the AEF.

AEF Programs:

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

Section 4. Resignation and Expulsion of a Member

Members may resign from the AEF by submitting their resignation in writing to the AEF office. Members who have not paid their annual dues are also deemed to have resigned from the AEF.

If required, the AEF Executive Committee will hold a meeting to determine if a Member's current or past actions are deemed to be detrimental to the interests, objectives, and well-being of the AEF. In cases where the expulsion of a member is warranted, the AEF may expel a member by a vote (in person or via electronic voting) of the BOD and a minimum of two thirds majority support of expulsion is required.

Section 5. Personal Information Protection

The AEF will respect the privacy of their Members, their families and employees of the AEF in accordance with the Alberta Personal Information Protection Act, the AEF's privacy policy and other applicable laws.

Part Three - Dues

- All Members excepting Honorary Life Members will pay dues annually.
- Dues for each class of Membership will be reviewed from time to time by the BOD.
- Memberships expire ~~one year after they were purchased~~annually for all Members excepting Honorary Life Members.
- Membership fees will not be reimbursed nor carried forward in whole or in part upon termination of a membership (by resignation, expulsion or otherwise).

Part Four - Board of Directors

Section 1. Duties and Responsibilities

The affairs of the AEF shall be governed by the BOD. The BOD shall oversee policy and direction. They shall assist with the leadership, supervise the day to day business required to support the AEF offices, and attend to other affairs as required and directed by these Bylaws. The BOD may exercise all such powers on behalf of the AEF and not in contravention of any applicable laws of Alberta or Canada. All

members of the AEF BOD shall endorse and comply with the AEF Code of Ethics and must be Members in Good Standing.

Section 2. Composition and Terms of Office

The BOD shall consist of up to twelve (12) Directors and the Presidents Suite. The new Directors will take office after the Annual General Meeting at which they were elected.

All Directors will serve three year terms and may serve no more than two consecutive full terms. Directors must stand for election when they move from one term to another term. Directors, having served two consecutive full terms on the BOD, are not eligible for re-election for a period of twelve (12) consecutive months following the end of their second term. After this one year time period they may once again stand for election in the same manner as regular membership.

Directors elected to the President's Suite will have their term on the BOD automatically extended to coincide with their three (3) year term of office in the President's Suite. Upon completion of a three (3) year term in the President's Suite, the extended board term ends and the incumbent officer must stand for re-election if eligible.

Section 3. Board of Directors Meetings

The BOD shall meet following the AEF's annual general meeting to elect the officers of the AEF. The BOD will meet at least three (3) more times each year, with time and location to be determined by the President.

The President shall have the power to call a meeting of the BOD or the Executive Committee of the AEF at any time or when requested to do so in writing by any five (5) Members of the BOD. A minimum of forty-eight (48) hours' notice shall be provided for any meeting of the BOD, except that the BOD may unanimously waive any notice requirement.

Directors may participate in a meeting by means of an electronic communication facility that permits all participants to communicate adequately with each other during the meeting and may vote by any electronic, telephonic or other method that the AEF has made available for that purpose. A Director so participating in a meeting is deemed to be present at the meeting.

Section 4. Quorum

At any meeting of the BOD, a quorum shall consist of a simple majority (50% plus one) of those entitled to be present and vote. Directors who declare a conflict of interest shall nonetheless be counted in determining a quorum.

Section 5. Voting Rights and Procedures

Only Directors in attendance in person or electronically at any meeting of the BOD may vote. In the case of an equality of votes, the Chair shall cast the deciding vote. Proxies are not accepted at meetings of the BOD. Any resolution or document purporting to be the minutes of a meeting of the BOD shall have full force and effect, whether or not any meeting was actually held, or properly constituted, or the proper procedure followed, provided that the resolution or other document is signed or consented to in writing by all Directors entitled to vote at a meeting held on such date.

Section 6. Resignations & Removal from Office

A Director may resign by delivering a written resignation to the President of the AEF. Such resignation shall be effective at such time the notice is received.

If the actions of a Director are determined to be detrimental to the well-being of the AEF, they may be removed from office by a vote of no less than 75% of the BOD. A minimum of seven (7) days notice must be given to the Director in question and to all Members of the BOD of the intention to place such a resolution on the Board Meeting Agenda.

All Board Members are required to attend 60% of the AEF board meetings each year or will be deemed to have resigned their position unless the BOD agrees to waive this requirement.

Removal or resignation from office does not relieve a Director from their responsibility to the AEF with respect to any indebtedness or any other liability incurred before or after their resignation or removal from office.

Section 7. Vacancies

Vacancies on the BOD may be filled by appointment of the Board until the next general election. The initial time in which an appointee serves office will be excluded from the six (6) year term limit.

Section 8. Remuneration

Directors and Officers shall not receive any remuneration for their services, with the exception of reimbursement of authorized expenses.

Section 9. Notices

The address for service of notice on a Director shall be the mailing address, facsimile number or electronic mail address supplied by such Director to the AEF for the giving of notices, and if no such address has been given by such Director to the AEF, then at the last such address known to the person giving the notice. A Director may change the address for service of notices by giving written notice of such change to the AEF.

Part Five - Nominations & Elections

Section 1. Nominations

No fewer than forty (40) days prior to AEF's Annual General Meeting, the BOD shall seek nominations of eligible Members of the AEF to be considered for the available positions. This notice will include the nomination process for potential Directors.

A notice of candidates will be sent by email to the Members entitled to vote at least fifteen (15) days prior to the Annual General Meeting. Nominations shall not be accepted from the floor.

Section 2. Elections

Newly elected Directors are announced annually at the Annual General Meeting of the AEF, and they must be Members in Good Standing~~Directors are elected annually at the Annual General Meeting of the AEF and must be Members in Good Standing.~~ Voting is allowed by all eligible Members in Good Standing ~~by attendance at the Annual General Meeting or~~ in accordance with AEF's Electronic Voting

Policy. Any ballot received after the voting period for the Annual General Meeting will be considered void.

Part Six - Executive Officers

Section 1. Election of the Executive Officers

The BOD shall meet following AEF's Annual General Meeting to elect the Executive Officers whose terms of office have expired, or who have resigned or been removed prior to the end of their respective terms of office. An officer must have served as a Director for at least one (1) year prior to being eligible as an Executive Officer, unless there is no one meeting such criteria. The following positions are considered Executive Officers and will be elected by a majority vote of the BOD for the following terms:

- a) Secretary (three year term of office)
- b) Treasurer (three year term of office)
- c) President Elect (three year term of office in the President's Suite)

The following positions are also considered to be Executive Officers:

- a) President
- b) Past President

Section 2. Duties of Executive Officers

All Executive Officers will assume their duties upon their election.

The Duties of the Executive Officers are as follows:

President - The President shall be the person who served as President Elect the previous year. The President will also be the Chief Executive Officer of the AEF and will Chair all meetings of the Executive Committee, BOD and General or Special Meetings of the AEF. 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 AEF and will authenticate the Corporate Seal. The President will be an ex officio Member of all Committees and have voting privileges.

Past President - The Past President shall be the most immediate person who served as President the previous year. The Past President will act as a mentor to both the President and President Elect. The Past President may be assigned other duties as required by the BOD or Executive Committee.

President Elect - The President Elect will shadow the President learning the requirements of the position in preparation for taking office the following year. The President Elect may be assigned other duties as required by the BOD or Executive Committee. In the absence or unavailability of the President, the President Elect shall assume any and all of the duties of the President.

The President's Suite (Past President, President and President Elect) will oversee the AEF office and its operations which includes but is not limited to:

- a) Ensuring the Executive Director or an alternate staff person provides applicable notice of all meetings to the Members, the Executive Committee and BOD.

- b) Requests the Executive Director to carry out duties from time to time as directed by the President and Executive Committee.
- c) Ensuring the Executive Director or alternate has custody of the AEF Seal and ensures its use from time to time as instructed by the signing officers of the AEF.

Secretary - The Secretary will attend all meetings of the Executive Committee, the BOD and all General Meetings of the Members. The Secretary will ensure all necessary documentation, minutes and votes of the proceedings have been recorded. The Secretary will review all records and ensure they are properly retained by the AEF, and circulate verbatim copies that are certified if required and/or directed by the President.

Treasurer - The Treasurer will have access at all times to the financial records of the AEF including financial statements, expenses, account balances and all financial transactions as required. The Treasurer will ensure that all monies and other valuable effects are deposited in the name and to the credit of the AEF as designated by the BOD. The Treasurer shall provide a Treasurer's update for each BOD meeting and will provide information as requested to the President, Executive Committee, and BOD. The Treasurer shall ensure submission to the Annual General Meeting, Financial Statements duly audited of the financial position of the society, for approval by the membership.

Executive Director - The Executive Director shall be hired by the Executive Committee and shall manage the day to day business of the AEF including but not limited to, all staffing requirements, and will oversee operations according to the direction established by the BOD, Executive and the President of the AEF. The Executive Director shall be a non-voting Member of the Executive Committee and shall present reports to all meetings of the AEF. The Executive Director will be a liaison for Committees of the AEF and provide resources as required. The Executive Director must be bondable. The Executive Director will have authority on all financial matters including signing authority for day to day operations.

Section 3. Removal of an Executive Officer

If the actions of an Executive Officer are determined to be detrimental to the well-being of the AEF, they may be removed from office by a majority vote of no less than 75% of the BOD. A minimum of seven (7) days notice must be given to the Executive Officer in question and to the BOD for intention to place such a resolution on the Board Meeting Agenda.

Part Seven - Committees

The BOD may establish committees as deemed necessary. Information regarding the AEF Committees can be found in the AEF Policy Manual.

Part Eight - General and Special General Meetings

Section 1. Annual General Meeting

The Annual General Meeting of the AEF will be held each year at a time and location designated by the BOD.

Any Member of the AEF will be entitled to give notice of items for inclusion on the Agenda providing a notice in writing is received by the President thirty (30) days prior to the meeting.

Ten (10) Members present in person or electronically at the Annual General Meeting will constitute a quorum.

Notice of the Annual General Meeting of the AEF shall be circulated to Members during a period of at least twenty-one (21) days prior to the meeting date.

Section 2. Special General Meeting

A Special General Meeting of the AEF will be called when required for a change to the Bylaws or when requested in writing by at least five (5) Directors or by a majority vote of the Executive Committee.

Ten (10) Members present, in person or electronically at a Special General Meeting will constitute a quorum.

Notice of a Special General Meeting of the AEF will be circulated to Members at least twenty-one (21) days prior to the date of a Special General Meeting.

Section 3. Voting at Annual and Special General Meetings

Members who are entitled to vote at an Annual General or Special General Meeting will have the following voting privileges:

- a) Individual Adult Members in Good Standing will have one vote.
- b) Club Members in Good Standing will have one vote.
- c) Business Members in Good Standing will have one vote.

Voting by any electronic, telephonic or other method that the AEF has made available for that purpose is permissible at all Annual and Special General Meetings of the AEF.

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

Section 4. Notices

The address for service of notice on a Member shall be the mailing address, facsimile number or electronic mail address supplied by such Member to the AEF for the giving of notices, and if no such address has been given by such Member to the AEF, then at the last such address known to the person giving the notice. A Member may change the address for service of notices by giving written notice of such change to the AEF.

Section 5. Electronic Meetings

An Annual General Meeting or Special General Meeting may be held electronically. Members may participate in a meeting by means of an electronic communication facility that permits all participants to communicate adequately with each other during the meeting and may vote by any electronic, telephonic or other method that the AEF has made available for that purpose. A Member so participating in a meeting is deemed to be present at the meeting.

Part Nine - Fiscal Policies

Section 1. Fiscal Year

The fiscal year of the AEF shall be from January first to December thirty-first.

Section 2. Borrowing Powers

For the purpose of carrying out the objectives of the AEF, the Directors may borrow, raise or secure the payment of money in such manner as they see fit, and may issue debentures, providing debentures shall not be issued without the sanction of a Special Resolution of the AEF.

Section 3. Inspection of Financial Records

The approved prepared financial statements of the AEF may be reviewed by a Member in Good Standing at any time, by arranging a mutually convenient time with the President, Treasurer and Executive Director. The BOD shall at all times have access to the financial records of the AEF.

Part Ten - Signature & Certification of Documents

Contracts, documents, or any instruments in writing, requiring the signature of the AEF must be signed by one of the President, or President Elect, together with an additional signature of either 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 AEF, to sign contracts, documents and instruments in writing. The seal of the AEF when required may be affixed to contracts, documents and instruments in writing by anyone appointed to do so by the Executive Committee or the BOD.

Part Eleven - Offices

The Head Office of the AEF shall be situated in the City of Calgary in the Province of Alberta or at such other place in Alberta as the BOD may determine from time to time. The AEF may establish such other offices and agencies elsewhere within Alberta as the BOD may deem expedient.

Part Twelve - Adoption of Motions and Resolutions

Section 1. General Motions

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

Section 2. Resolutions

All minutes will include verbatim motions with the names of those who moved and seconded. Minutes will be kept of all staff meetings.

Approved copies of minutes of Executive Committee, Director meetings and all General Meetings will be signed by two (2) participating Members who attended the meeting.

Section 3. Special Resolutions

Special Resolutions require a positive vote of no less than 75% of voting Members who voted or are present in person or electronically at a General Meeting in which notice specifying the intention to propose the Special Resolution has been duly given.

Part Thirteen - Indemnification & Insurance

Section 1. Indemnification

If a Director acts honestly and in good faith with a view to the best interests of the AEF, the AEF shall indemnify the Director and their legal heirs. This will include the assignment and coverage of all legal

representatives' costs, charges and expenses. This will also include an amount paid to settle an action or satisfy a judgment 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 AEF.

Section 2. Insurance

The AEF will maintain a policy of insurance to cover "Directors' and Officers' Liability".

Part Fourteen - Bylaw Amendment

These Bylaws shall not be altered or added to, except by a Special Resolution. Notice of Bylaw change must be in writing to the Membership, along with proposed changes, a minimum of twenty-one (21) days prior to the meeting.

Part Fifteen - Dissolution

In the event of the dissolution of the AEF, all assets remaining after payment of all debts shall be distributed in accordance with *the Societies Act* (Alberta).

Part Sixteen - Invalidity of any Provisions of the Bylaws

The invalidity or inability to enforce any provision of these Bylaws shall not affect the validity or enforceability of the remaining provisions of these Bylaws.

Part Seventeen - Errors & Omissions

Any error in any notice not affecting its substance shall not invalidate any action taken at any meetings to which the notice pertained or was otherwise founded on.

The accidental omission of any notice, to any Member, Director, Committee Member or public accountant, as well as the non-receipt of any notice by any such person where AEF has provided notice in accordance with the Bylaws shall not invalidate any actions taken at any meetings to which the notice pertained or was otherwise founded on.