



CONSTITUTION AND BYLAWS OF THE
WESTERN HORSE ASSOCIATION OF P.E.I.

(Revised 2015)

CONSTITUTION AND BYLAWS OF THE WESTERN HORSE ASSOCIATION OF P.E.I.

TITLE

The name of the organization is "Western Horse Association of P.E.I." Hereinafter referred to as the Association.

OBJECTIVES

The objectives of the Association shall be:

- a) To promote any idea, development or activity that shall be for the betterment of western riding on P.E.I.
- b) To promote fellowship and bring about better cooperation and communication among the horse community throughout P.E.I.
- c) To develop and maintain a public relations program increasing public awareness of western riding as a recreational and competitive sport.
- d) To actively support a progressive instructional program for riders and coaches in the western disciplines.
- e) To establish and maintain a liaison with any authority, regional, national or international, whose objectives are in keeping with those of this Association.
- f) To establish and maintain a series of Western Horse Shows on P.E.I. and to provide and revise as necessary, the rules governing these shows.

NON-PROFIT ORGANIZATION

The Association will be not-for-profit and without share capital, and as well, the Association shall be carried on without pecuniary gain to its members and that any profits of the Association shall be used in promoting its objectives.

AMENDMENTS TO THE CONSTITUTION

Amendments to the Constitution of the Association may occur at the Annual General Meeting provided that a copy of any proposed amendment has been mailed or emailed to each member at least fourteen (14) days prior to the date of the meeting. Amendments must receive two-thirds (2/3) of the votes cast at such a meeting in order for the amendment to be approved.

BYLAWS

ARTICLE 1: MEMBERSHIP

1) Categories of Membership

There shall be two (2) categories of membership in the Association: Active and Life.

1) Active:

a) Any person may become a member of this Association upon payment of their annual membership dues and thereby agreeing to abide by the rules of the Association.

b) Members of this category, designated as regular members, shall be entitled to all rights and privileges given by these regulations when the word “member(s)” is mentioned.

c) Active membership to this Association shall be of two (2) categories:

(i) Individual Membership

(ii) Family Membership – includes all immediate members of a family, (ie: husband, wife and children).

2) Life:

a) Any Active member who in one way or another has made outstanding contribution to the Association and is deserving of the honor of “Life Member”.

b) Members of this category are proposed at a General Meeting or at an Executive Meeting and their admission into the Association is subject to approval at General Meeting.

c) Members of this category shall be entitled to all rights and privileges given by these regulations when the word “member(s)” is mentioned.

2) Members in Good Standing

A member shall be deemed to be in good standing provided he/she has paid membership dues as prescribed by the Association and it is not subject to disciplinary investigation or action by the Association.

3) Membership Fees

Membership fees are set annually following recommendation by the Board of Directors and voted on by the General Membership at the Annual General Meeting.

4) Resignation or Expulsion

1) Membership in the Association is a privilege and may be terminated or rejected by resolution of a $\frac{3}{4}$ majority vote of the general membership for cause detrimental to the interests of the Association, its programs, policies, objectives and harmonious relationship of its members.

2) Membership may be terminated by a member submitting his/her written resignation to the Executive.

3) In either event, membership ceases and no refund of dues shall be made in such cases.

4) A member ceases to be a member when the annual dues are 30 (thirty) days in arrears.

ARTICLE 2: GOVERNANCE

1) Board Composition

The property and affairs of the Association shall be administered by a Board of Directors and such Board shall consist of a minimum of eight (8) or a maximum of ten (10) directors, including the following: a President, Vice President, Secretary, Treasurer, and Past President. The Executive shall consist of the President, Vice President, Secretary, Treasurer and Past President.

2) Board Powers

The Board has the powers of the Association and may delegate any of its powers, duties and functions, without limiting the generality of the above.

- a) The Board may establish committees, appoint members of committees, and delegate any of its powers, duties and functions to any committee.
- b) The Board may appoint or employ such persons as it deems necessary to carry out the work of the Association.
- c) The Board shall have the authority to interpret any word, term or phrase in the bylaws which is ambiguous or unclear.
- d) The Board may make policies, procedures and rules for managing the affairs of the Association.
- e) The Board may make policies, procedures and rules relating to the discipline of members and shall have the authority to discipline members accordingly.
- f) The Board may make policies, procedures and rules relating to the management of disputes within the Association and shall have the authority to deal with all disputes accordingly. (Refer to Appendix 1).

3) How Board is Elected or Appointed

- a) The President, Vice President, Secretary, Treasurer and remaining Directors to a minimum of eight (8) or a maximum of (10) members on the Board of Directors shall be elected by the members at the Annual Meeting of the Association.
- b) Any member of the Association shall be eligible to be elected a director of The Association provided that he or she is 18 years of age or older and is a member in good standing.
- c) It is recommended that the Board of Directors be elected for a period of two (2) years.
- d) Following a two (2) year term a Board Member may be re-elected.

4) Executive, IHC Representative and Committee Chairpersons

a) The newly elected Board of Directors shall meet immediately following the Annual Meeting or at the latest within one (1) month of the Annual Meeting for the purpose of:

(i) Electing the Island Horse Council Representative

(ii) Electing Chairperson of any Committees they choose to establish, ie: horseshow committee, youth committee, education, publicity.

b) Members of the Executive may also be a Committee Chairperson and Directors may be Chairperson of more than one Committee.

5) Filling a Vacancy on the Board

In the event that a director resigns or is removed by The Board from his/her office or ceases to be a member of the Association, the position may be filled for the unexpired portion of the term by the Board of Directors from among the members of The Association.

6) How Board Members may resign or be removed

a) The Board of Directors may, in accordance with Article 1. 4, remove any director before their end of term of office and appoint another person in his/her position to complete the end of term.

b) Resignation by a Board Member shall be deemed official once a letter of resignation has been submitted to the Executive.

7) Meetings of the Board

a) The Board of Directors shall meet at least four (4) times a year.

b) Sixty per cent (60%) of the Board of Directors shall constitute a quorum for the transaction of business at a Board meeting.

c) Notice of any meeting of the Board of Directors specifying the time and place thereof shall be given orally or in writing, at least one (1) week before the meeting is to take place to each Director, but non-receipt of such notice by any Director shall not invalidate the proceedings of any meeting of the Board.

8) Committees of the Board

- a) The Board of Directors may establish such committees as it deems necessary for managing the affairs of the Association.
- b) The Board of Directors shall establish terms of reference and operating procedures for committees and may delegate any of its powers, duties and functions to any committee.
- c) The Board of Directors may appoint any individual to any committee and may remove any member of any committee.
- d) When a vacancy occurs on any committee, the Board of Directors may appoint a qualified individual to fill the vacancy for the remainder of the committee's term.

9) Committees Established by the Board shall:

- a) Have a chairperson whom is a member of the Board of Directors
- b) Present a report to each Board of Directors meeting
- c) Establish a program and budget to be approved by the Board.

10) Titles and Duties of Officers

1) The President:

- a) Shall preside at all Board of Director, Annual and Special Meetings.
- b) Shall prepare an agenda for all such meeting.
- c) Shall exercise the power of authority of the Board of Directors in case of emergency but subject to ratification by the entire Board at the next meeting.
- d) Shall be the official spokesperson for the Association.
- e) Shall be charged with the general management and supervision of the affairs and operations of the Association.
- f) Shall be an ex-officio member of all standing and ad hoc committees.
- g) Shall co-sign cheques signed by the Treasurer.
- h) Shall vote only in the case of a tie where he or she shall cast the deciding vote.
- i) Shall ensure that all officers and directors perform their duties.

2) The Vice President:

- a) Shall perform the duties of the President in his/her absence or at his/her request and he or she shall then have all the powers and rights of the President.
- b) Shall be a full voting member of the Board of Directors, except when acting as President in which case shall only vote in the case of a tie.
- c) Shall assist the President in performing his/her duties and may hold the position of chairperson of an ad hoc or any standing committee.
- d) Shall perform other duties as assigned.
- e) Shall, in the absence of the President, co-sign cheques signed by the Treasurer.

3) The Secretary:

- a) Shall issue notices of all meetings.
- b) Shall maintain records of proceedings and meetings.
- c) Shall ensure that all correspondence is attended to and keep an accurate record of all business transactions of the Board of Directors.
- d) Shall have custody of all the documents and records, except financial, pertaining to the affairs of the Association.
- e) Shall be the official liaison between the NSO, Island Horse Council, Sport P.E.I. and the Sport and Recreation Division of Community and Cultural Affairs and ensure that all correspondence is brought before the Board of Directors.
- f) Shall perform other duties as assigned.
- g) Shall be a full voting member of the Board of Directors.

4) The Treasurer:

- a) Shall pay all accounts by cheque, signed by him/herself and one signature of either the President or Vice-president.
- b) Shall keep complete and accurate records of accounts in which shall be recorded all receipts and disbursements of the Association and report same at all regular and annual general meetings.
- c) Shall perform other duties as assigned.
- d) Shall be a full voting member of the Board of Directors.

5) The Past President:

- a) Shall carry out all the duties assigned by the Board of Directors and act as advisor to the Board of Directors.
- b) Shall be a full voting member of the Board of Directors.

ARTICLE 3: MEETINGS

1) Annual General Meeting

a) The Annual General Meeting of The Association shall be held annually within thirty (30) days after the end of each fiscal year (October 31) and at such time and place as the Executive shall determine.

b) The order of business at the AGM shall be as follows, unless otherwise waived by the meeting:

- 1) Call to order
- 2) Minutes of previous Annual General Meeting
- 3) Business arising from the minutes
- 4) Presentation of reports by Committee Chairpersons
- 5) Financial report
- 6) Amendments to the Bylaws
- 7) New Business
- 8) Election of Executive and Directors
- 9) Adjournment

2) Other Meetings

Special Meetings of The Association may be called by the President or shall be called by a written request of twelve (12) or more members in good standing. Such meeting must convene within thirty (30) day of request.

3) Notice of Meetings

a) Fourteen (14) days notice, in writing of the Annual General Meeting shall be given to the members, but non-receipt of such notice by any member shall not invalidate the proceedings.

b) Notice of the date, time and place of Special Meetings together with notice of the business to be transacted, shall be given in writing and post-marked at least fourteen (14) days in advance.

4) Quorum for Meetings

a) At the Annual General, or Special Meeting, a minimum of two-thirds (2/3) of the voting membership, or fifteen (15) voting members, whichever is less, is required for a quorum. Of these, three (3) must be executive members, one (1) being the President or Vice-President.

b) No business shall be transacted at any meeting of the Association unless a quorum of members is present at the commencement of such business

c) If within one-half hour from the time appointed for the meeting, a quorum of members is not present, the meeting shall be dissolved.

d) The President or, in his/her absence, the Vice-President, or in the absence of both of them, any director appointed from among those directors present shall preside as Chairperson at any meeting of the Association.

5) Voting

1) Board of Directors Meetings

a) Each Director is entitled to a vote.

b) In the case of the equality of votes, the President's vote shall be the casting vote.

c) Any resolution or motion arising at any meeting of the Association shall be decided by a simple majority of votes.

2) Annual or Special Meetings

a) At the Annual or Special Meetings of the Association, each "Life" and "Active" member thirteen (13) years of age and over, shall be entitled to one (1) vote. This may be given personally or by proxy. All proxy votes must be given in writing at the time of the vote.

6) Procedure of Meetings

Meetings shall be conducted following Roberts Rules of Order, except as otherwise noted in the By-laws of the Association. Voting shall be decided by a simple majority, except for changes to The Constitution or By-laws of the Association. (Article 6) in which case a two thirds 2/3 majority of the votes cast is required.

ARTICLE 4: FINANCE and MANAGEMENT

a) The fiscal year of the Association shall be from November 1st. in any year to October 31st. in the year following.

b) The Board of Directors shall make an annual report and present properly prepared financial statements of the Association to the members at the Annual General Meeting. The Board of Directors will appoint an auditor.

c) The President, Vice President and Treasurer shall have signing authority for the Association. At least two signatures are required.

ARTICLE 5: DISSOLUTION

In the event of winding up or any other dissolution, there shall not be any distribution of any kind among members and the funds of the Association shall be applied to some charitable or similar organization.

ARTICLE 6: AMENDMENTS TO THE BYLAWS

Amendments to the bylaws shall only be approved at an Annual Meeting or Special General Meeting and requires a two thirds (2/3) majority vote of the members present. A copy of any proposed amendment must be mailed to each member at least fourteen (14) days prior to the date of the meeting at which the proposed amendment will be introduced.

ARTICLE 7: HORSE SHOW RULE BOOK

All changes to the Horse Show Rule Book must be approved by members of the Association at the Annual or a Special Meeting, provided notice of Rule Book Changes be noted in the notice of meeting which shall be sent to all members at least fourteen (14) days in advance of the meeting date.

ARTICLE 8:

CONSTITUTION AND BY-LAW ADOPTION

The above Constitution and By-Laws have been approved at the Meeting of The Association held on _____ at _____ in Charlottetown.

Moved by: _____

Second by: _____

Motion: _____

PRESIDENT: Alison Borghese _____
Signature

VICE PRESIDENT: Kerri-Anne Fraser _____
Signature

SECRETARY: Betty MacDonald _____
Signature

APPENDIX 1

Procedure for handling complaints or disputes.

If deemed necessary, complaints/disputes may be addressed by a three (3) person committee appointed by the “Board of Directors”. (Not necessarily from within the membership).

This Committee:

- a) Will appoint a chair from amongst the committee to oversee the proceedings.
- b) Will gather all related facts from the party(s) involved.
- c) Will determine if the complaints/disputes are valid.
- d) Will aim to resolve the issue with the interests of the W.H.A. of P.E.I. as a foremost consideration.
- e) Will arrange a hearing of all involved parties, if necessary.
- f) Will endeavor to resolve the issue in a timely fashion. (approximately 30 days).

Upon resolution, or if it is determined that the issue is not a valid one, the chair of the Committee will:

- a) Inform the party bringing the issue forward of its findings.
- b) Inform the “Board” of its findings at their next meeting.

If the appointed committee cannot resolve the issue, it will be addressed by the full “Board”, who will follow similar procedures as outlined above.

Any member of the “Appointed Committee or “Board” who is in a conflict of interest, either real or perceived, shall excuse him/herself from all related proceedings.

If, during the proceedings, it is discovered that a “member” is (or may be) in a conflict of interest position, that member will be asked to leave the proceedings.