



ALBERTA CARRIAGE DRIVING ASSOCIATION BYLAWS

Article 1 Name

The name of the association is THE ALBERTA CARRIAGE DRIVING ASSOCIATION and will be referred to as ACDA or the Association in these bylaws.

Article 2 The operation of the Association will be carried on from such place within the Province of Alberta as will be determined from time to time by the membership.

Article 3 Membership

Membership in the ACDA shall be open to persons interested in furthering the objectives of the Association. Membership is a privilege, not a right and may be denied by the Board of Directors or by an ACDA Chapter if they believe that doing so is in the best interest of the Association or Chapter. Every member must comply with these Bylaws.

- 3.1
 - a. Family membership is determined as a household of no more than 2 adults and such of their children as are less than 18 years of age, as of January 1st of the current year.
 - b. Adult membership will be individuals 18 years and over as of January 1st of the current year.
 - c. Junior membership will be those individuals who have not reached their eighteenth birthday as of January 1st of the current year and who pay the prescribed membership fee, but who will not hold office or be entitled to vote on fiscal matters.
 - d. Supporter members will be individuals, clubs and companies who pay the prescribed membership fee, but who will not hold office or be entitled to vote on fiscal matters.
- 3.2 Family membership will entitle that family to only one vote.
- 3.3 Membership Fees
 - a. Fees will be established by the Board of Directors.
 - b. The membership year corresponds to the ACDA fiscal year: October 1 to September 30.
- 3.4 Application for Membership — Every application for membership in the Association will be made in such form as the Board may from time to time, prescribe and will be approved by the Board.
- 3.5 Any member wishing to withdraw from membership may do so upon a notice in writing to the Board through its Secretary.
- 3.6 A member in good standing is a member who has complied with the regulations herein set forth and who is not in arrears of membership or other fees or dues or suspended.
- 3.7 No member will be entitled to any rights and privileges of the Association during any year until his annual fee for that year is paid.
- 3.8 On October 31 in each year all members who paid for the preceding, but who have not paid for the current year, will be removed from the membership roll.
- 3.9 Only members in good standing will be entitled to vote at an ACDA Meeting.
- 3.10 The Board will have the power to suspend or expel any member who fails to observe any rule herein set forth. The Board may also suspend members after due deliberation for continued infractions of Association rules. A member who is suspended will cease to have or exercise any of the rights or privileges of a member during the period of this suspension. A member so suspended may during the following calendar year again make application for membership.



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- 3.11 The Board may suspend or expel a member by a vote (in person or via electronic media) of the Board with a minimum of two thirds majority support of suspension or expulsion is required

Article 4 Board of Directors (the Board)

- 4.1 The affairs of the Association will be managed by a board of Directors, each of whom will be a member of the Association and will be elected at the Annual General Meeting of each Chapter from amongst their Individual Adult and Adult family members.
- 4.2 The Board will consist of two (2) members from each Chapter as well as the immediate Past President of the Association if he/she is still resident in the province.
- 4.3 Election – The first year of operation a Chapter will elect two Directors, one of which will serve a one-year term and the other a two-year term. A retiring Director may stand for reelection. After the first year one Director will be elected at the Chapter Annual Meeting to replace the Director whose term has expired.
- 4.4 Casual Vacancies - The Board will have the power to fill any casual vacancy in its numbers by appointing a person from amongst those qualified and such appointees will be a Director for the unexpired portion of the term of the member whose position on the Board is being filled.
- 4.5 The Board may appoint a maximum of two additional Directors with specific expertise, from the ACDA members, to fill roles on the Board.
- 4.6 Powers
- a. The Board will manage the affairs of the Association subject to any direction properly given by the members and in that connection will have the right and power to do and perform all such acts, matters and things as are requisite and normal in the circumstance.
 - b. The Board may establish committees and appoint and dismiss the Chairman and members thereof and define their duties.
 - c. The Board may make such rules or regulations to govern the management of the Association and the conduct of its members as may be necessary. Any such rule or regulation may be altered or replaced by the members at an Annual Meeting or a Special General Meeting called for that purpose but notice in writing of such intention to alter or replace such rules or regulations must be handed in writing to the Secretary 30 days prior to the Annual Meeting or at the time of requesting a Special General Meeting, which later may be called upon a signed request by not less than 20 members
 - d. The Board may from time to time hire or discharge a manager or such other employees as it deems necessary and define the terms of any such employment.
 - e. The Board may by unanimous vote of all its members, other than a director to whom this clause may apply, dismiss any Director who without good reason has failed to fulfill his duties and obligations as a Director of the Association and in particular has;
 - Failed to attend three consecutive meetings of the Board properly convened, without good reason or explanation to the Secretary of his impending absence.
 - Declined activity in the affairs of the Association other than mere attendance at meetings of the Board.



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- 4.7 Members registered with a specific Chapter may remove one or both of that Chapter's Directors by a vote (in person or via electronic media) of the Chapter membership and a minimum of two thirds majority support of removal is required
- 4.8 **Limitation of Powers**
Borrowing - The Board may not without the consent of a General Meeting incur any indebtedness other than normal operating expenses whether by way of loan, mortgage, charge or otherwise.
- 4.9 **Directors' Remuneration**
Directors will not receive remuneration. However, the Association may pay the reasonable and proper fees and expenses of a Director where the same have been earned or incurred at the request of the Board.
- 4.10 **Meetings**
- a. The Board will meet at the call of the President but in any event not less than once in each year not including a Board meeting held within 30 days before or after the Annual General Meeting.
 - b. The Board will meet at the request of any five of its members.
 - c. Notice of each meeting of the Board will be forwarded by the Secretary by mail or electronic media to each Director at least 5 days prior to such meeting.
 - d. A majority of the Directors will constitute a quorum at any meeting of the Board.
 - e. The President or in his absence, the vice-president, will chair the meetings of the Board or if neither is present those Directors present will elect a Chairman.
 - f. Meetings of the Board of Directors and/or the Executive Officers may be held in person or by conference telephone call or by electronic media, or the Board or Committee members may be canvassed by mail or electronic media by the President.
- 4.11 **Voting**
- a. Questions arising at any meeting of the Directors will be decided by a majority of votes. The Chairman does not vote. In the case of an equality of votes, the Chairman of the meeting, will have a deciding vote.
 - b. All votes at any such meeting will be taken by ballot, if so demanded by any director present, but if no demand be made the vote shall be taken in the usual way by voice or a show of hands of assent or dissent.
 - c. All questions to be determined by vote of the Board will be in the form of a motion duly moved and seconded.
 - d. A motion proposed and seconded and consented to in writing, or by electronic media, by the members of the Board will have the same validity as if it had been proposed, seconded and passed at a regular meeting. Such motion must be entered in the minute book and the duly signed consent in writing must also be retained therein.
 - e. There will be no voting by proxy at meetings of the Board.
- 4.12 The Secretary will cause proper minutes to be kept of the proceedings of all meetings of the Board.
- 4.13 **Custody of Seal.** The Board of this Association does not possess a seal.

Article 5 Election of Executive Officers

- 5.1 The President, Vice-President, Secretary and Treasurer will be elected or appointed by the Board at the Board Meeting immediately following the Annual General Meeting.



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- 5.2 The persons so elected or appointed will be known as the Executive Officers.
- 5.3 The Executive Officers will be elected for two-year terms. The President and Treasurer will be elected in odd numbered years and the Vice-President and Secretary will be elected in even numbered years.
- 5.4 The Past-President will act in an advisory role to the Executive Officers.
- 5.5 The Treasurer and either of the two of the designated members of the Board will have fiscal signing authority for the Association.
- 5.6 **Duties**
The Executive Officers will perform such duties as are normal to the office and will hold and exercise such powers as are normal in the circumstances.
- 5.7 **Limitations to the fiscal power of the Executive Officers**
No member of the Executive may authorize or sign cheques or make transactions in excess of five hundred (\$500.00) dollars unless such transactions have the prior approval of the Board as evidenced by a minute of a motion made, seconded and carried by a majority of the Board.
- 5.8 An Executive Officer may be removed from office by a 2/3 majority vote of the Board at a meeting called for that purpose.
The Board will consider a request by the members to remove an Executive Officer when that request is in the form of a petition signed by seventy five percent (75%) of the Association membership.
- 5.9 **Executive Officers' Renumeration**
Executive Officers will not receive renumeration. However, the Association may pay the reasonable and proper fees and expenses of an Executive Officer where the same have been earned or incurred at the request of the Board.

Article 6 General Meetings

Members have the right to attend the General meetings of the Chapter with which they are registered, and the General meetings of the Association.

- 6.1 **Annual General Meeting**
- The Board will call an Annual General Meeting each year before November 30, at a place in the Province of Alberta as the Board may prescribe.
 - The Board will call Special General Meetings as deemed necessary.
- 6.2 **Notices:** Written or electronic notice specifying the place, date and hour of the Annual or Special General Meeting will be given to all members of the Association not less than twenty one (21) days prior to the holding of the meeting. The non-receipt of such notice by a member will not invalidate the proceedings of such meeting.
- 6.3 **Agenda of Annual General Meeting**
- To receive and consider the report of the President on behalf of the Board.
 - To receive and consider the report of the Association Treasurer.
 - To receive and consider the report of the Association's Auditors.
 - To elect new auditors for the year.
 - To introduce the Directors for the ensuing year.
 - To transact any special business properly brought before the meeting.
 - To transact such other business as is normally transacted at an Annual General Meeting.



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- 6.4 Proceedings at Annual and Special General Meetings
- a. A quorum for the transaction of business will be twenty (20) members or 5% of the membership whichever is lesser.
 - b. If, after the expiration of 30 minutes from the time appointed for an Annual or Special general Meeting, a quorum is not present, it will stand adjourned to a date within the next 30 days to be named by the Chairman. In the case of a Special General Meeting it will stand adjourned indefinitely.
- 6.5 Bylaws
- a. The bylaws may be rescinded, altered or added to by a Special Resolution, at an Annual General Meeting or a Special General Meeting called for that purpose.
 - b. Notice of all proposed amendments will be in the hands of the Secretary at least 40 days in advance of such a proposed meeting.
 - c. The proposed amendments will be included in the Notice of Meeting, to all members, a minimum of 21 days prior to the meeting.
 - d. A majority of not less than 75% of votes cast by members in good standing, in person or by proxy, are required to amend the bylaws.
- 6.6 Minutes:
The Secretary will cause minutes of the proceedings of every Annual or Special General meeting to be kept.
- 6.7 Voting
- a. At a General meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members. If before or after such a vote, two or more voting members request a secret ballot, or a secret ballot is directed by the chair of the meeting, then voting must be by secret ballot.
 - b. At all meetings of members every member entitled to vote will have one vote. All matters to be decided by the majority of votes cast.
 - c. Proxies may be used at any Annual or Special General meeting of members.
 - d. Use of proxies will be limited to such items as are outlined in the Agenda accompanying the Notice of Meeting.
 - e. Proxies may only be submitted by members in good standing. They will be produced and checked by the Secretary and will be in form set out by the Board.

Article 7 Financial

- 7.1 Financial year — The Association financial year will begin on the first day of October in each year and end on the last day of the succeeding September.
- 7.2 Books of Accounts — Proper books of account will be kept to reflect the financial transactions of the Association and such accounts will be audited, to be presented at the Annual General Meeting and the correctness thereof or otherwise ascertained and certified by the signatures of at least 2 Directors in addition to the Auditors when used.



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7.3 Books of Accounts

- a. The books of accounts of the Association will be audited annually by a duly qualified accountant or two members in good standing of the Association, who are not members of the Board, elected for that purpose at a General Meeting.
- b. If the accountant or members so elected are unable to fulfill their duties the Board has the authority to appoint another accountant or two members in good standing of the Association, who are not members of the Board, to audit the books of accounts.

7.4 The books and records of the Association may be inspected by any member of the Association at the Annual General Meeting or at any time upon giving reasonable notice and arranging a time and place satisfactory to the officer or officers having charge of same.

7.5 At all times each member of the Board shall have access to such books and records.

Article 8 Indemnification

The Association will indemnify and hold harmless every member of the Board and the Officers and servants of the Association from and against any and all claims or demands resulting directly or indirectly from the proper discharge of his duties to the Association.

Article 9 Wherever the context permits in the Bylaws, the singular will include the plural and the masculine and the feminine.

Article 10 Dissolution Clause

In the event that the Alberta Carriage Driving Association is dissolved, all remaining proceeds after payment of liabilities will be donated to a qualified non-profit equestrian organization.