

CONSTITUTION AND BYLAWS OF THE P.E.I CATTLE PENNING CLUB OF P.E.I.

TITLE

The name of the organization is “P.E.I Cattle Penning Club”. Hereinafter referred to as the Club.

OBJECTIVES

The objectives of the Club shall be:

- a) To promote any idea, development or activity that shall be for the betterment of cattle penning 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 cattle penning 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 Club.
- f) To establish and maintain a series of Cattle Penning Shows on P.E.I and to provide and revise as necessary, the rules governing these shows.

NON-PROFIT ORGANIZATION

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

AMENDMENTS TO THE CONSTITUTION

Amendments to the Constitution of the Club may occur at the Annual General Meeting provided that a copy of any proposed amendment has been mailed 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 three (3) categories of membership in the Club: Active, Honorary and Life.

- 1) Active:
 - a) Any person may become a member of this Club upon payment of their annual membership dues and thereby agreeing to abide by the rules of the Club.
 - 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 Club 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) Honorary:
 - a) Any person who in one way or another, helps, encourages or cooperates with the Club, could be designated as an Honorary member for one year.
 - b) Members of this category are proposed at a General Meeting or at an Executive Meeting and their admission into the Club is subject to approval at a General Meeting.
 - c) Honorary Members cannot vote or hold office in the Club.

- 3) Life
 - a) Any Active member who in one way or another has made outstanding contribution to the Club 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 Club is subject to approval at a 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 it has paid membership dues as prescribed by the Club and it is not subject to a disciplinary investigation or action of the Club.

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 Club is a privilege and may be terminated or rejected by resolution of a 3/4 majority vote of the general membership for cause detrimental to the interests of the Club, 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 Club shall be administered by a Board of Directors and such Board shall consist of seven (7) Directors, including the following: a Chair, Vice Chair, Secretary, Treasurer, Past Chair and two other directors.

The Executive shall consist of the Chair, Vice Chair, Secretary, Treasurer and Past Chair.

2) Board Powers

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

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

3) How Board is Elected or Appointed

- a) Directors shall be elected by members at the Annual General Meeting of The Club.
- b) Any member of The Club shall be eligible to be elected a director of The Club provided that he or she is 18 years of age or older and is a member in good standing.
- c) Directors terms of obligation are to be,
2 Directors at 1 years
2 Directors at 2 years
3 Directors at 3 yeras

4) Filling a Vacancy on Board

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

5) How Board Members may Resign or be Removed

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 specified term of office.

6) 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 meetings 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.

7) Committees of the Board

- a) The Board of Directors may establish such committees as it deems necessary for managing the affairs of the Club.
- 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.

8) Titles and Duties of Officers

1) The Chair:

- a) shall preside at all Board of Director, Annual and Special Meetings;
- b) shall prepare an agenda for all such meetings;
- c) shall exercise the power of authority of the Board of Directors in case of an emergency, but subject to ratification by the entire Board at the next meeting;
- d) shall be the official spokesperson for the Club;
- e) shall be charged with the general management and supervision of the affairs and operations of the Club;
- 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 Chair:

- a) shall perform the duties of the Chair in his/her absence or at his/her request and he or she shall then have all the powers and rights of the Chair;
- b) shall be a full voting member of the Board of Directors, except when acting as Chair in which case he/she shall vote only in the case of a tie;
- c) shall assist the Chair 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 Chair, co-sign checks signed by the Treasurer.

3) The Secretary:

- a) shall issue notices of all meeting;
- 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 documents and records, except financial, pertaining to the affairs of the Club;
- e) shall perform other duties as assigned.
- f) shall be a full voting member of the Board of Directors.

4) The Treasurer:

- a) shall pay all accounts by check, signed by him/herself and one signature of either the Chair or Vice Chair;
- b) shall keep complete and accurate records of accounts in which shall be recorded all receipts and disbursements of the Club 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 Chair:

- a) shall carry out all 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 Meetings

- a) The Annual General Meeting of The Club shall be held annually within thirty (30) days after the end of each fiscal year 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 directors
 - 9) Adjournment

2) Other Meetings

Special Meetings of The Club may be called by the Chair or shall be called at the written request of twelve (12) or more members in good standing. Such meeting must convene within thirty(30) days 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 ten (10) days in advance.

4) Quorum for Meetings

- a) At the Annual General, General or Special Meeting, a minimum of two-thirds (2/3) of the voting membership, or twenty (20) voting members, whichever is less, is required for a quorum. Of these, three (3) must be executive members (one (1) being the Chair or Vice-Chair).
- b) No business shall be transacted at any meeting of the Club 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, if convened upon the requisition of the members, shall be dissolved.
- d) The Chair or, in his/her absence, the Vice Chair or, in the absence of both of them, any director appointed from among those directors present shall preside as Chairperson at any meetings of the Club.

5) Voting -

1) Board of Directors Meetings

- a) Each Director is entitled to a vote, except as specified in Article 2.8.
- b) In the case of the equality of votes, the Chair's vote shall be the casting vote.
- c) Any resolution or motion arising at any meeting of the Association shall be decided by a majority of votes.

2) General, Annual General or Special Meetings

- a) At a General, Annual General or Special Meeting 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.

6) Procedure of Meetings

Meetings shall be conducted following Roberts Rules of Order, except as otherwise noted in the Bylaws of the Club.

ARTICLE 4: FINANCE and MANAGEMENT

- a) The fiscal year of the Club shall be from November 1st in any year to October 30st in the year following.
- b) The Board of Directors shall make an annual report and present properly prepared financial statements of the Club to the members at the Annual General Meeting. .
- c) The Chair, Vice Chair and Treasurer shall have signing authority for the Club. 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 Club shall be applied to some charitable or similar organization.

ARTICLE 6: AMENDMENTS TO THE BYLAWS

- a) Amendments to the bylaws shall only be approved at an annual meeting or a special general meeting 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.
- b) Any proposed amendment, additions and/or deletions to the Bylaws must receive two-thirds (2/3) of the votes cast at such a meeting in order for the amendment to be approved.
- c) When no notice of motion has been given, the Bylaws can only be changed at an Annual General Meeting.
- d) No motion or resolution on any matter, other than the Constitution and Bylaws, shall be considered by the members of the Club until it has been considered by the Directors.