

# **BYLAWS OF ENDURANCE RIDERS ASSOCIATION OF BRITISH COLUMBIA**

## **PART 1 INTERPRETATION**

**1.1** In these Bylaws, unless the context otherwise requires:

- (a) “Board” or “Directors” or “Board of Directors” mean the directors of the society;
- (b) “Officer” means the president, secretary, treasurer, and such other persons elected or appointed to the society’s executive from time to time under these bylaws;
- (c). “ Executive Committee ” means the Officers of the society which together form the Executive Committee, which shall act for and in the name of the Board in the month to month management of the affairs of the Society .
- (d) “Act” means the Societies Act of British Columbia as amended from time to time. If there is a conflict between these Bylaw s and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.
- (e) “Member” means a member of the Society as listed in the register of members of the Society, and unless the context otherwise requires, includes adult members, junior members, and lifetime members, accepted by the Board of Directors or Executive.

**1.2** The definitions in the Society Act on the date these Bylaws become effective apply to these Bylaws.

**1.3** Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

**1.4** “Equine” – means horse, mule, donkey or zebra.

**1.5** “ Region ” means geographic areas of the Province whose boundaries are established by the Board of Directors and which may be altered by the Board of Directors from time to time.

## **PART 2 MEMBERSHIP**

### **2 .1 Admission of Members**

No individual shall be admitted as a Member of the Society unless:

- (a) the candidate member has made an application for membership in a manner prescribed by the Society;
- (b) the candidate member has paid dues as prescribed by the Board, from time to time; and
- (c) the candidate member agrees to uphold and comply with the Society’s Constitution, Bylaws, policies, procedures, rules and regulations; and
- (d) the candidate member has been approved by Ordinary Resolution by the Board or by any committee or individual delegated this authority by the board.

### **2 .2 Membership Dues and Duration:**

- (a) Year - the membership year of the Society will be from January 1st until December 31st;
- (b) Dues – the amount of the membership dues will be determined by the Board of Directors from time to time;

(c) Duration – Except for Lifetime members, membership duration is accorded on an annual basis and the Members must reapply for membership annually.

**2.3** There shall be two (2) classes of members:

(i) Annual members:

1. Senior members shall be those individuals who have attained the age of nineteen (19) years as of Jan 1st of the current membership year. All members that have attained the age of 19 at the time of the meeting shall have one vote.

2. Junior members shall be those individuals who have not attained the age of nineteen (19) years as of January 1st of the current membership year.

(ii) Lifetime members;

Lifetime members are those members awarded lifetime membership by special resolution of the Board of Directors. They shall pay no fees. Each Lifetime member in good standing shall have one (1) vote.

#### **2.4 Member not in good standing**

A member is not in good standing if the member fails to pay any subscription or debt due and owing by the member to the society, or as determined by the Board, and the member is not in good standing for so long as those dues or debt remains unpaid.

#### **2.5 Transfer and Termination of Membership:**

(a) Transfer - membership in the Society in non-transferable.

(b) Termination - Membership in the Society will terminate immediately upon:

(i) the expiration of the Member's annual membership, unless renewed in accordance with these Bylaws;

(ii) the resignation by the Member by giving written notice to the Society;

(iii) the Member's death or:

(c) A member may be expelled by a resolution passed by 2/3's of the officers at an Board of Directors meeting.

(i) The notice of resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.

(ii) Before the resolution is put to a vote, the officers must elect or appoint a panel of three (3) directors to investigate the proposed expulsion and make a recommendation to the Board.

(iii) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard by the panel or Board before the resolution is put to a vote.

(iv) The Board may accept or reject the panel's recommendation, as the Board sees fit.

d) Discipline – A Member may be disciplined in accordance with the Society's policies and procedures relating to the discipline of Members.

e) Dues Payable – Any dues, subscriptions, or other monies owed to the Society by terminated or expelled Members will remain due.

f) All members are in good standing except a member who has failed to pay his current annual membership fee or other fees or dues, or is suspended or expelled.

g) No member shall be entitled to any of the rights and privileges of the Society during

any year until his annual membership fee for that year is paid. On May 30th in each year all members who paid for the preceding year, but who have not paid for the current year, shall be removed from the membership list.

### **PART 3 PROCEEDINGS OF GENERAL MEETINGS**

#### **3.1 Time and Place of General Meeting**

General meetings of the Society shall be held at the time and place that the Directors determine. Electronic meetings are permissible.

An annual general meeting must be held at least once in every calendar year.

#### **3.2 Ordinary business at a general meeting**

At a general meeting, the following business is ordinary business:

- (a) adoption of rules of order;
- (b) consideration of any financial statements of the society presented to the meeting;
- (c) consideration of the reports, if any, of the directors or auditor;
- (d) elections or appointments, if any;
- (d) appointment of an auditor, if any;
- (e) business arising out of a report of the directors not requiring the passing of a special resolution.

#### **3.3 Calling of General Meeting**

The Society will convene a General Meeting by providing notice in accordance with the Act and these Bylaws in any of the following circumstances:

- (a) at the call of the Chair; or
- (b) when resolved by Board Resolution; or
- (c) when such a meeting is requisitioned in writing by the (10%) of the Voting Members in accordance with the Act. The meeting must be held within 45 days of receipt of notice to the Society's office.

#### **3.4 Notice of General Meeting**

The Society will provide notice of every General Meeting to each voting Member as follows:

- (a) by electronic method sent to the address provided by each Member who has provided the Society with an e-mail address not less than fourteen (14) days prior to the date of the Meeting; and
- (b) by posting notice of the Meeting on the Society's website, for at least fourteen (14) days immediately prior to the date of the Meeting.

#### **3.5 Contents of Notice**

Notice of a General Meeting will specify the place, the day and the time of the meeting and will include the text of every Special Resolution to be proposed or considered at that meeting, in sufficient detail to permit a Member to form a reasoned judgement concerning that business.

#### **3.6 Omission of Notice**

The accidental omission to give notice of a General Meeting to a Member, or the non- receipt of notice by a Member, does not invalidate proceedings at that meeting.

### **3.7 Attendance at General Meetings**

In addition to Members, Directors and the Society's auditor, if any, the Board may also invite any other Person or Persons to attend a General Meeting as observers and guests. All observers and guests may only address the assembly at the invitation of the Person presiding as chairperson.

### **3.8 Registration of Members**

Every Member attending a General Meeting must register their attendance prior to the call to order for the meeting in such manner as may be established by the Board from time to time.

### **3.9 Requirement of Quorum**

No business, other than the election if required, of a Person to chair the general meeting and the adjournment or termination of the meeting, will be conducted at a general meeting at a time when a quorum is not present.

### **3.10 Quorum**

A quorum at a General Meeting is ten (10) Voting Members in good standing on the date of the Meeting.

### **3.11 Lack of quorum at commencement of meeting**

If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,

(a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and

(b) in any other case, the meeting stands adjourned to the next time set by the members.

### **3.12 Loss of Quorum**

If at any time during a General Meeting there ceases to be a quorum present, business then in progress will be suspended until there is a quorum present or until the meeting is adjourned or terminated.

### **3.13 Chair of General Meeting**

The following individual is entitled to preside as the chair of a meeting:

(a) the president, or

(b) one of the other directors or officers present at the meeting, if the president is unable to preside as the chair.

### **3.14 Adjournment by Chair**

The Chair of any General Meeting may, or, if so directed by the voting Members at the meeting, must, adjourn from time to time and from place to place, but no business will be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting. The meeting may not be adjourned for more than thirty (30) days. It is not necessary to give notice of a continuation of an adjourned General Meeting of the business to be transacted at the continuation of an adjourned General Meeting.

### **3.15 Rules of Order**

Where resolution of a procedural issue at a meeting is required Robert's Rules of Order may be applied.

### **3.16 Minutes of General Meetings**

The Chair or such other person designated will ensure that minutes are taken for the Meeting.

## **Part 4**

### **VOTING BY MEMBERS**

#### **4 .1 Ordinary Resolution**

Unless the Act, or these Bylaws provide otherwise, every issue for determination by a vote of the Members will be decided by an Ordinary Resolution.

#### **4 .2 Entitlement to Vote**

Each Voting Member in good standing is entitled to one (1) vote on matters for determination by the Members. No other person is entitled to vote on a matter for determination by the Members, whether at a Meeting or otherwise.

#### **4 .3 Voting Methods at a General Meeting**

Voting by Voting Members may occur by any one or more of the following methods at the discretion of the Board:

- (a) by show of hands or voting cards; or
- (b) by written ballot;

Where a vote is to be conducted by show of hands or voting cards, except that if, and prior to or after such a vote, two (2) or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot .

(c) a resolution proposed at a meeting needs to be seconded, and the Chair of a meeting may move or propose a resolution.

(d) in the case of a tie vote, the Chair does not have a casting or second vote in addition to the vote to which they may be entitled as a member, and the proposed resolution does not pass.

#### **4 .4 Voting Other than at a General Meeting**

The Board may, in its sole discretion, conduct a vote of the Voting Members other than at a General Meeting, whether by mail-in ballot or electronic means, provided in each case that the Society provides each Member in good standing with notice of:

- (a) the text of the resolutions to be voted on;
- (b) the open and closing dates for casting a vote; and
- (c) instructions on how a Voting Member may cast a vote.

#### **4.5 Election of Directors**

Voting by electronic ballot for the election of Directors is permitted. The form of such ballot shall be specific and shall provide for anonymity while ensuring only authorized ballots are considered.

#### **4 .5 Announcement of result**

The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting. Results by electronic means shall be announced on the Society's website.

#### **4 .6 Voting by Proxy**

Voting by proxy is not permitted.

#### **4 .7 Matters decided at General Meeting by Ordinary Resolution**

A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special

resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

## **PART 5 DIRECTORS AND OFFICERS**

### **5.1 Eligibility requirements of Directors**

Directors of the society must meet eligibility requirements established by the Board of Directors and the Society Act and are a minimum of 19 years of age.

### **5.2 Number of Directors on Board**

The affairs of the Society shall be managed by a board of not less than five (5) or not more than eight (8) elected by the membership, and shall consist of the following:

- a) A Treasurer
- b) one Director from each of three Regions: Coastal (Vancouver Island to Merritt), Interior (north of Merritt to Salmon Arm) and Northern (north of Salmon Arm)
- c) four (4) Directors at Large
- d) a Director elected by the current Ride Organizers to represent their interests and communicate with the Board.

The President and Secretary will be appointed by the Board from within the elected Board.

### **5.3 Ceasing to be a Director**

A director who if by reason of death, incapacity, resignation, or by ceasing to be a Member of the Society, will immediately cease to be a director.

### **5.4 Filling a Vacancy**

- a) In the event of a vacancy of a position, the Board may choose to appoint a member to that position or leave vacant until the next election cycle. If applicable, during the next election cycle a replacement for the remainder of the term may be filled by a by-election.
- b) A director appointed by the board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

### **5.5 Removal of a Director**

- a) A director may be removed as a director by a resolution passed by 2/3's of the directors

### **5.6 Duties of Directors**

Pursuant to the Act, every Director will:

- (a) act honestly and in good faith with a view to the best interests of the Society;
- (b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances;
- (c) act in accordance with the Act and the regulations there under ; and
- (d) act in accordance with these Bylaws.

### **5.7 Director Conflict of Interest**

A Director who has a direct or indirect material interest in a contract or transaction (whether existing or proposed) with the Society, or a matter for consideration by the Directors:

- (a) will disclose fully and promptly the nature and extent of his or her interest in the contract, transaction or matter;
- (b) is not entitled to vote on the contract, transaction or matter;
- (c) will refrain from any action intended to influence the discussion or vote.

The Board may establish further policies governing conflicts of interest of Directors and others, provided that such policies must not contradict the Act or these Bylaws.

**5.8** The Directors shall be elected at **or prior to** the annual general meeting. Terms of office shall be two (2) years. The Treasurer and Regional Directors shall be elected in the even years and the Directors at Large shall be elected in the odd years.

**5.9** An election may be by acclamation, otherwise it shall be by ballot.

**5.10** If no successor is elected the person previously elected or appointed continues to hold office until a replacement is found or remains vacant until the next election cycle (see 5.4).

## **PART 6**

### **DIRECTORS MEETINGS**

#### **6.1 Calling Directors' meeting**

A directors' meeting may be called by the president or when such a meeting is requested by three (3) of the Directors. Such meeting may be in person or conducted via electronic means or conference call.

#### **6.2 Notice of a Directors' meeting**

At least 5 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

#### **6.3 Proceedings valid despite omission to give notice**

The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

#### **6.4 Chair of Director Meeting**

The following individual is entitled to preside as the chair of a meeting:

- (a) the president, or
- (b) one of the other directors present, if the president is unable to preside as the chair.

#### **6.5 Quorum of Directors**

(a) The quorum for the transaction of business at a directors' meeting is five(5) directors.

(b) Questions arising at a meeting of directors must be decided by a majority of votes. In the case of a tie vote, the chair does not have a second or casting vote.

(c) A resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors. The consent of the directors may be communicated by facsimile, electronic mail, or original signature on the resolution.

## **6 .6 Nomination Committee**

A Nomination Committee of three or more shall be appointed by the Board of Directors from the membership. The nomination committee will be responsible to recruit, solicit , and receive nominations for election for Directors of the Society.

## **6 .7 Nomination**

Any nomination of a person for election will:

- (a) Include the written consent of the nominee by signed or electronic signature;
- (b) Meet qualifications as established.

## **6 .8 Nominations from the Floor**

A person may not be nominated from the floor of a Meeting.

# **PART 7 DUTIES OF OFFICERS**

## **7.1 Executive Committee**

- (i)The Executive Committee shall consist of the President, Vice President, and Treasurer
- (ii) The Executive Committee shall act for and in the name of the Board in the month to month management of the affairs of the Society

## **7.2 Role of the President**

- (i)The president is the chair of the Board and is responsible for supervising the other directors and officers in the execution of their duties. The president shall be ex officio member of all committees.
- (ii) The President shall preside at all meetings of the Society and of the Directors.

**7.3** The Vice-President shall carry out the duties of the President during his absence.

## **7.4 Role of the Secretary**

The secretary is responsible for doing, or making the necessary arrangements for, the following:

- (i) issuing notices of general meetings and directors' meetings;
- (ii) taking minutes of general meetings and directors' meetings;
- (iii) keeping the records of the Society in accordance with the Act;
- (iv) maintain the register of members.
- (v) conducting the correspondence of the Board;
- (vi) filing the annual report of the Society and making any other filings with the registrar under the Act.
- (vii) In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as secretary at the meeting.

## **7.5 Role of the Treasurer**

The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (i) receiving and banking monies collected from the members or other sources;
- (ii) keeping accounting records in respect of the Society's financial transactions;
- (iii) preparing the Society's financial statements;

**7.6** The offices of Secretary and Treasurer may be held by one person who shall be

known as the Secretary-Treasurer. When a Secretary Treasurer holds office the total number of Directors shall not be less than five.

#### **7.7 Role of other officers**

The other officers shall exercise all those responsibilities which are assigned them.

### **PART 9**

#### **RENUMERATION OF OFFICERS AND SIGNING AUTHORITY**

##### **9.1 Remuneration of Directors**

These Bylaws do not permit the Society to pay to a director remuneration for being a director or officer, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity. The Board of Directors may approve reimbursement to a director for reasonable expenses necessarily incurred by the director in performing their duties as a director.

##### **9.2 Signing authority**

A contract or other record to be signed by the Society must be signed on behalf of the Society by one or more individuals authorized by the Board to sign the record on behalf of the Society.

### **PART 10**

#### **BYLAWS AND ACCESS TO RECORDS**

10.1 On being admitted to membership, each member is entitled to, and the society must make available to the member without charge, a copy of the constitution and bylaws of the society.

10.2 These bylaws must not be altered or added to except by special resolution.

10.3 A Member is entitled, upon providing not less than fourteen (14) days' notice in writing to the Society, to inspect any of the following documents and records of the Society:

- (a) the Constitution and these Bylaws, and any amendments thereto;
- (b) the statement of directors and registered office of the Society;
- (c) minutes of any General Meeting, including the text of each resolution passed at the meeting;
- (d) resolutions of the Members in writing, if any;
- (e) annual financial statements relating to a past fiscal year that have been received by the Members in a General Meeting;
- (f) the register of Directors;
- (g) the register of Members;
- (h) the Society's certificate of incorporation, and any other certificates, confirmations or records furnished to the Society by the Registrar;
- (i) copies of orders made by a court, tribunal or government body in respect of the Society;

(j ) the written consents of Directors to act as such and the written resignations of Directors; and

(k) the disclosure of a Director or of a senior manager regarding a conflict of interest.

Except as expressly provided by statute or at law, a Member will not be entitled or have the right to inspect any other document or record of the Society.

## **PART 11**

### **DISSOLUTION OF THE SOCIETY**

11.1 On dissolution of the society and after payment of all debts and liabilities, the remaining assets of the society shall be distributed to such charitable British Columbia organization or organization as may be decided by the members aforesaid.

11.2 The society business shall be carried on without purpose of gain for its members and any profits or other accretions to the society shall be used for promoting