

## **Canadian Cowboy Challenge Association By-Laws (April 2015)**

### **Definitions**

1. In these by-laws:
  - a) The Association means The Canadian Cowboy Challenge Association.
  - b) A Special Resolution means a resolution passed by not less than three fourths of such members entitled to vote as are present in person at a general meeting of which notice, of no less than 21 days specifying the intention to propose the resolution as a special resolution has been duly given.

### **Membership**

2. Those to whom the Association is ultimately accountable shall be the members of The Canadian Cowboy Challenge Association. This will include a minimum of five (5) subscribers to the Memorandum of Association incorporating said Association, and other such individuals and groups who are financial members of The Canadian Cowboy Challenge Association.
3. Every member of the Association shall be entitled to attend any meeting of the Association and to be awarded one vote at any meeting of the Association and, if of legal age, to hold any office.
4. Membership in the Association shall not be transferable.
5. Membership in the Association shall consist of those who support the objects, missions statement and rules of the Association and
  - a) Contribute to its support in an amount to be determined from time to time by the members at a general meeting, and
  - b) Being of full age of 18 years or if under the age of 18 years may in the same manner become a member once membership fees have been received by The Canadian Cowboy Challenge Association.
6. No formal admission to membership shall be required and the entry in a Register of Members by the Secretary of the name and address of any individual shall constitute

admission to membership in the Association. Organizations may be admitted to membership in the same manner.

7. Membership in the Association shall cease upon the death of a member, or if by notice in writing to the Association, he/she resigns his/her membership, or if he/she ceases to qualify for membership in accordance with these bylaws.
8. The board has the authority to suspend the privileges of Membership in the Association, or revoke the Membership in the Association of any member, judge or CCC event host, within the guidelines set forth in the Membership Policy.
9. A member can be expelled from the Association for any cause which the Association may deem reasonable. Expulsion of a member would be made by majority vote at a special meeting.

#### **Fiscal Year**

10. The fiscal year of the Association shall be the period 1st January to 31<sup>st</sup> December of the same year.

#### **Members' Meetings**

11. Every member shall have voting rights by way of one vote for each member at members meetings and there shall be proxy voting.
12. Members meetings will include:
  - a) Any ordinary or special general meetings of the members called by the board chair or the directors may be held at any time, and shall be called if requested in writing by directors or 51% of total of the members. Members shall have voting rights by way of one vote for each member and there shall be proxy voting.
  - b) The annual general meeting (AGM) of the Association which shall be held within three months after the end of each fiscal year of the Association.
13. Seven (7) days notice to members is required for an ordinary general or special general meeting of the members. The notice must specify the date, place and time of the meeting and in the case of special business, the nature of such business shall be given to the members. Such notice will be given by one or more of the following methods: the

use of newsletters, newspapers, television, radio, public bulletin boards, e-mail and/or other electronic means. The non-receipt of any notice by any member shall not invalidate the proceedings at any general meeting. At any special general meeting members shall have voting rights by way of one vote for each member and there shall be proxy voting.

14. Twenty-one (21) days notice to members is required for a special resolution meeting.

The notice must specify the date, place and time of the meeting and the nature of the special resolution. Notice is to be given to the members by means stated in by-law #12. Members shall have voting rights by way of one vote for each member and there shall be proxy voting.

15. One (1) months' notice is required for an annual general meeting. The notice must specify the date, place and time of the meeting and, in the case of special business, the nature of such business shall be given to the members. Such notice will be given by one or more of the following methods: the use of newsletters, newspapers, television, radio, public bulletin boards, e-mail and/or other electronic means. The non-receipt of any notice by any member shall not invalidate the proceedings at any annual general meeting. At the annual general meeting of the Association the following items of business shall be dealt with and shall be deemed ordinary business:

- a) Minutes of the previous annual general meeting
- b) Consideration of the annual report of the directors and other reports
- c) Consideration of the annual financial report of the Association and, if required by these by-laws, the appointment of auditors for the ensuing year.
- d) Election of directors and officers
- e) Special Resolutions (e.g. changes in by-laws) All other types of business transacted at an ordinary general, annual general or special general meeting of the members shall be deemed special business. Members shall have voting rights at annual general meetings by way of one vote for each member and there shall be proxy voting.

16. No business shall be transacted at any members meeting of the Association unless a quorum of members is present at the commencement of business and such quorum shall consist of 5 members.
17. If, within one-half hour from the time appointed for a members meeting, a quorum of members is not present, the meeting, if convened upon the requisition of the members, shall be dissolved. In all other case it shall stand adjourned to such time and place as a majority of the members then present shall direct. At such adjourned meetings the members present shall constitute quorum only for the purpose of winding up the Association.
18. The Chair, or in his/her absence, the Vice-Chair, or in the absence of both of them, any member appointed from among those members present, shall preside as Chair at members meetings.
19. At a members meeting the Chair shall have a vote as any other member. In the case of an equality of votes, the motion shall be lost.
20. The Chair may, with the consent of the meeting, adjourn any meeting at any time and no business shall be transacted at any adjourned meeting.
21. At any members meeting, unless a poll is demanded by at least three members, a declaration by the Chair that a motion or resolution has been carried and the entry in the minutes shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favor of, or against, such a resolution. If a poll is demanded it shall be held by show of hands or by secret ballot as the Chair may prescribe and the result of such a poll shall then be deemed to be the will of the Association.

#### **Directors (Board of Directors)**

22. Unless otherwise determined by special resolution of the members, the number of directors shall not be less than five (5) or more than twenty (20).
23. Any member of the Association of legal age shall be eligible to be elected a director of the Association.

24. Half of the directors shall hold office for an alternate two years. 25. Directors shall be elected by members at annual general meetings of the Association as per bylaw #14 (d). If organizations are admitted to membership, the members may elect, as a director, a representative nominated by each of the organizations. The remaining directors shall be elected at large by the members.
25. At the annual general meeting (AGM) of the Association, those directors retiring from office shall hold office until the dissolution of the meeting at which their successors are elected. Retiring directors shall be eligible for re-election.
26. In the event that a director resigns his/her office or ceases to be a member in the Association, the vacancy thereby created may be filled for the unexpired portion of the term by the Board of Directors from among the members of the Association.
27. A majority of Directors may, by *special resolution*, remove from the Board any of their number before the expiration of the period of office. The directors may, with respect to this article, develop a code of conduct for board members or a job description which may provide grounds for such removal. A Director can be expelled from the Association for failure to undertake their duties as set out by the Association or for reasons which the Association may deem reasonable. Expulsion of a Director would be made by majority vote at a special meeting.
28. Directors who have, or could reasonably be perceived to have, a conflict of interest with respect to the affairs of the Association, have a duty to declare this interest. Such a declaration is to be made to the members upon nomination or, if serving as a director, to the Board, when the possibility a conflict is realized. Conflict of interest does not preclude a member from serving as a director provided that he/she withdraws from decision making on matters pertaining to that interest and that such withdrawal is duly recorded.
29. Directors are not entitled to remuneration for their services to the Association. Directors may be reimbursed for reasonable expenses incurred in the conduct of their duties. Such expenses maybe specified in advance by a policy of the Board of Directors.

30. The responsibility for the management of the activities of the Association shall rest with the directors who, in addition to the authorities and responsibilities outlined by these by-laws or otherwise expressly conferred upon them, may exercise, within the limits of the law, all powers as may be required by the Association to achieve its purposes. Particular, the directors shall have power to set policy to guide the management of the Association, engage staff, and to determine their duties, responsibilities and remuneration. The directors may appoint an executive committee and other committees consisting of directors and/or other such persons as required.

### **Directors Meetings (Board Meetings)**

31. Meetings of the Board of Directors shall be held as often as the business of the Association may require but not less than quarterly. A meeting of directors may be held at the close of every ordinary or annual general meeting of members of the Association without notice. Special board meetings may be called by the directors. If notice is required it shall specify the time and place thereof and shall be given either orally or in writing to each director within a reasonable time before the meeting is to take place. Non-receipt of such notice by any director shall not invalidate the proceedings at any meeting of the Board of Directors.

32. No business shall be transacted at any meeting of the Board of Directors unless at least three (3) the directors are present at the commencement of such business.

33. 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 Chair at meetings of the Board.

34. At a directors' meeting, the Chair shall have a vote. In the case of an equality of votes, the motion shall be lost.

### **Officers**

35. The officers of the Association shall be a Chair, a Vice-Chair, a Secretary and a Treasurer. The offices of Treasurer and Secretary may be combined. Officers are not entitled to

remuneration for their services to the Association. An Officer can be expelled from their position for failure to undertake their duties as set out by the Association or for reasons which the Association may deem reasonable. Expulsion of an Officer would be made by majority vote at a special meeting.

36. The Board may elect one of their number to be the Chair of the Association. The Chair shall be responsible for the effectiveness of the Board of Directors and shall perform such other duties as may be assigned to her/him by the Board from time to time.
37. The Board may also elect from their number a Vice-Chair. The Vice-Chair shall perform the duties of the Chair during the absence, illness or incapacity of the Chair, or during such period the Chair may request him/her to do so.
38. There shall be a Secretary of the Association who shall be responsible for the minutes of the meetings of members and directors, and shall perform such other duties as may be assigned to him/her by the members. The directors may also appoint a Recording Secretary who is not a Director, for the purpose of taking minutes. The minutes of all the meetings of the Association and other legal books and records of the Board of Directors shall also be the responsibility of the Secretary.
39. The Board shall also appoint a Treasurer of the Association who shall be responsible for overseeing financial management practices, insuring that the Directors understand the financial situation of the Association and may carry out other such duties as the Board may assign.

### **Audit of Accounts**

40. The directors are responsible for insuring that all members receive annually a written report on the financial position of the Association. This statement shall be in the form of a balance sheet showing the particulars of its liabilities and assets, and a statement of its income and expenditures for the past year. A copy of the financial report, as a true and fair account of the Association's financial affairs, shall be signed by the auditor or, if

there is no auditor, by two directors and shall be filed with the Registrar within fourteen days after the annual general meeting in each year as required by law.

41. An auditor for the Association may be appointed annually by the members of the Association at the annual general meeting and, on the failure of the members to appoint an auditor, the directors may do so.

### **Miscellaneous**

42. The Association has power to repeal or amend any of these by-laws by a special resolution passed by the members, subject to the approval of the Registrar as stated in by-law #13.
43. The Association shall file with the Registrar, with its Annual Financial Statement, a list of its directors with their addresses, occupations, and dates of appointment or election, and, within fourteen days of a change of directors, notify the Registrar of the change.
44. The Association shall file with the Registrar a copy in duplicate of every special resolution within fourteen days after the resolution is passed.
45. The annual financial statements and minutes of membership and directors meetings may be inspected by any member with one week's notice at the registered office of the Association. All other financial records of the Association may be inspected by any member at any reasonable time within two days prior to the annual general meeting at the registered office of the Association.
46. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Association by the Chair or the Vice- Chair and the Secretary, or otherwise, as prescribed by a resolution of the Board of Directors.
47. The borrowing powers of the Association may be exercised by special resolution of the members.
48. The Board shall insure that the Association's assets are protected against damage and loss, and, if it is determined that considerable risk is involved in the operations of the Association, the directors themselves are adequately protected against liability resulting



from a legal action, suit or proceedings in respect to the pursuit of the organization's mission.

49. There shall be no seal adopted for the Canadian Cowboy Challenge Association.