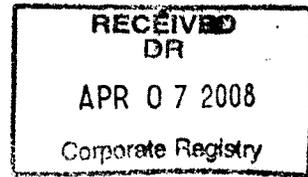


THE SOCIETIES ACT

BYLAWS

The Name of the Society is:

REINING ALBERTA SOCIETY



OBJECTS OF THE SOCIETY

The objects of the society are:

- 1.) To promote the sport of reining through education and preservation of the traditional values of horsemanship;
- 2.) To acquire property, both real and personal, for the purpose of furthering the objects of the Society;
- 3.) To make the general public aware of the services offered by the Society and to solicit the financial support and participation of the public in furtherance of the objects of the Society;
- 4.) To raise funds for the development and furtherance of the objects of the Society and to solicit, accept and receive grants, contributions, donations, gifts, registration fees from members and bequests, and to participate in fundraising activity for the furtherance of the objects of the Society.

BYLAWS OF THE SOCIETY

DEFINITIONS

“Board”: The Board of Directors of Reining Alberta Society.

“Branch”: a group of not less than 25 members in good standing that have been approved by the Board as a Branch of the Reining Alberta Society. The Society may have up to six Branches within the Province of Alberta.

“General meeting”: the annual general meeting of the Society which is held, in part, to conduct elections and review the Society’s financial statements. All other meetings of the Society will be special meetings.

“Member in good standing”: a member of the Society who has paid all membership fees, show fees and other amounts that may be owing to the Society; who has completed a membership application form; who has been approved by the Board as a member and who has not withdrawn, been suspended or been expelled from membership in the Society.

“Officer”: the President, Vice President, Secretary, or Treasurer of the Society.

“Society”: Reining Alberta Society, a society incorporated pursuant to the Societies Act of Alberta.

“Family member”. Any individuals related by blood, marriage or adoption including but not limited to a husband / wife, son / daughter, father / mother, brother / sister, grandfather / grandmother, grandson / granddaughter, uncle / aunt, nephew or niece.

SECTION ONE MEMBERSHIP

1.01 Annual membership in the Society shall be limited to those persons who are interested in pursuing the objects of the Society. The Board will have the authority to determine the eligibility for membership of any person.

1.02 Membership fees for the Society may be set, from time to time, by the Board.

1.03 Any eligible person may become a member of the Society upon payment of the applicable membership fee and upon submitting an application for membership to the Secretary in the form required by the Society. Membership in the Society is for the calendar year in which the application is received.

1.04 Any Member wishing to withdraw from membership may do so upon notice in writing to the Board through its Secretary, or through its registered office. Where the Board finds that there is reasonable cause to do so, they may suspend or revoke the membership of any Member, upon terms they deem appropriate.

1.05 Membership fees will not be refunded upon withdrawal, suspension or expulsion.

1.06 All Members must provide the Society with their full name and current address, and other information the Society may reasonably require. All Members must ensure timely payment of membership fees, show fees or other amounts owing to the Society. Breach of these requirements is sufficient grounds for the Board to suspend or expel a Member.

SECTION TWO BRANCHES

2.01 The Board has the discretion to establish Branches of the Society. Branches will be governed by the Bylaws of the Society and must act in accordance with the objects of the Society.

2.02 Applications to establish a Branch must be submitted to the Board. Branch applications must include a letter of support signed by at least 25 members in good standing, a

list of members in good standing who are willing to run for the Branch Committee, a proposed name for the Branch, a description of the geographic area the Branch proposes to represent and a description of the purpose and proposed activities of the Branch. Applications will not be considered approved until receiving a majority vote of approval from the Board. The Board may attach such conditions to the approval as it deems fit.

2.03 Branches will be run by a Branch Committee consisting of no less than a Branch Chairperson, Branch Vice Chairperson, Branch Secretary and Branch Treasurer (“the Branch Executive”). The positions of Branch Secretary and Branch Treasurer may be combined or separate. All Branch Committee members must reside in the geographical area being represented.

2.04 Branches will hold a year-end meeting for the purpose of electing the Branch Committee. Branches must elect individuals to each of the Branch Executive positions. Only members in good standing may be nominated to run in the Branch election.

2.05 Branches shall provide written notification of the year-end meeting to Branch members at least two weeks prior to the meeting. The Branch year-end meeting must take place at least two weeks prior to the Society’s general meeting.

2.06 The newly elected Branch Chairperson’s name must be submitted at the Society’s general meeting, supported by approved Branch year-end meeting minutes. On submission of this information, Branch Chairpersons will be considered elected to the Board.

2.07 The Branch Chairperson will be responsible for representing the needs of the Branch membership at Board meetings, submitting a budget for the Branch to the Board for approval on or before by December 15, and updating the Board on branch activities on at least a monthly basis.

2.08 The Branch Secretary-Treasurer will be responsible for the Branch bank account. If the positions of Branch Secretary and Branch Treasurer are separate, the Branch Committee will assign responsibility for the Branch bank account to one of these positions.

2.09 The Branch Chairperson and Branch Secretary-Treasurer must have signing authority on the Branch bank account. If the positions of Branch Secretary and Treasurer are separate, the individual in the position assigned responsibility for the Branch bank account will have signing authority. The Branch Committee may grant signing authority to other Branch Committee members if necessary. All Branch cheques must be endorsed with two signatures.

2.10 The Branch Vice Chairperson will act as the Branch Chairperson in any situation where the elected Branch Chairperson is absent or otherwise unavailable.

2.11 If, at any time during the year, there is a vacancy in the position of Branch Chairperson, the Branch Vice Chairperson will assume the position of Branch Chairperson. The Branch Committee will then elect a new Branch Vice Chairperson from amongst the remaining members of the Branch Committee.

2.12 Any member of a Branch Committee may be removed, for reasonable cause, by a majority vote of the Board.

2.13 10 members in good standing will constitute quorum at any Branch meeting.

2.14 Branch fiscal year-end will be established by the Branch Committee but shall be no later than October 15. Branches must submit a financial report, with all supporting financial documentation, to the Secretary of the Society within 30 days after the Branches' fiscal year end.

2.15 The Branch Committee may recruit and utilize any and all volunteers as is required to facilitate the needs of the Branch membership. A Branch may also conduct appropriate fundraising activities, in accordance with the objects of the Society. However, proposed activities that involve regulatory or other formal approvals, must be presented to the Board for review and approval.

2.16 All members of a Branch must be members of the Society and shall submit their membership application and membership fees directly to the Secretary of the Society. Branches may not impose membership fees over and above the Society membership fee.

2.17 Branches must obtain the approval of the Board before opening bank accounts, hiring employees, or entering into agreements, contracts or other obligations that would result in an expenditure or potential liability of more than \$200.00.

2.18 The Branch Committees' responsibilities will be further defined in the Directors manual and distributed to each Branch by the Board.

2.19 The Board has discretion to revoke Branch status when a Branch's membership drops below 25 members in good standing, when a Branch acts contrary to the bylaws or the objects of the Society, or for any reasonable cause as determined by the Board.

SECTION THREE MEETINGS

3.01 Each year the Society shall hold a general meeting on or before the 30th day of September, or such other date as the Board may decide. The Society shall give notice to all **members in good standing** by mailing said notice **and absentee ballots** at least **21** days before the date set for the general meeting.

3.02 Additional special meetings may be called, from time to time, by the Board. Notice of special meetings will be given in a manner to be determined by the Board, including but not limited to notice by mail, email or posting on the Society's website. Members in good standing will receive at least 5 days notice of special meetings. If the Society intends to deal with a special resolution at a special meeting, members in good standing will receive at least 21 days notice of the meeting.

3.03 Only members in good standing have the right to vote at special or general meetings of the Society. Other than as already provided in these bylaws, the Board will decide on the procedure for voting, such as a show of hands or ballot, prior to the meeting. 10 members in good standing shall constitute a quorum at any special or general meeting of the Society.

3.04 Nominations for elected Directors must be signed by 3 members in good standing and received by Reining Alberta at least 30 days before the date of the general meeting. Nominations to the Board will not be accepted from the floor at the general meeting.

3.05 The membership shall elect **eight** Directors at **the general** meeting. Branch Chairpersons will be deemed to be Directors as of the date of the general meeting. No other names will be considered for the Director's positions to be assumed by Branch Chairpersons. The Directors so elected and deemed shall form the Board, and shall serve until their successors are elected and installed. Any member in good standing shall be eligible to run as a Director of the Board, provided that only one family member may hold a position as an elected Director in any given year.

3.06 At the general meeting, the newly elected Directors will vote to nominate and appoint elected Directors to the Executive positions of President, Vice President, Secretary, Treasurer or Secretary-Treasurer.

3.07 The elected Directors will sit on the Board for two year terms. Four elected Directors will be elected in even years and four in odd years. The Executive members of the Board will have one year terms in their Executive positions and the Executive positions will be open for appointment every year.

3.08 The President elected in the previous year's election shall remain on the Board in a position of Past President **for one year**. In the event that the previous year's President is re-elected, the position of Past President will remain vacant on the Board.

3.09 Members in good standing will receive a ballot in the mail prior to the general meeting. Members in good standing who cannot attend the general meeting may vote by submitting a completed ballot according to the instructions for voting that accompany the ballot.

3.10 Unless these Bylaws or the applicable law requires otherwise, at **special and** general meetings every question shall be decided by a majority of the votes cast on the question.

SECTION FOUR
BOARD OF DIRECTORS

4.01 The Board shall, subject to the Bylaws, have full control and management of the affairs of the Society.

4.02 Meetings of the Board will be held as often as may be required, but at least once every three months, and will be called by the President. The President must call a meeting of the Board if so requested in writing by two members of the Board, which request must state the business to be brought before the meeting. Notice of Meetings of the Board shall be given either:

- (a) in writing, mailed at least 14 days in advance, or
- (b) by telephone at least 2 days in advance.

4.03 Notwithstanding anything to the contrary herein, at any properly constituted meeting of the Board a time and place may be set for the next meeting of the Board, in which case no further notice of such meeting need be given.

4.04 At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In the case of any equality of votes the Chairman of the meeting shall be entitled to a second or deciding vote. The past President is entitled to cast a vote on any question before the Board.

4.05 The Board may remove an elected Director **or Officer** from office for failing to attend three consecutive board meetings without reasonable excuse or failing to perform the duties assigned by to them by the Board. In all other situations, an elected Director **or Officer** may only be removed by a majority vote of the members at a general meeting called for that purpose.

4.06 The Board may appoint any member in good standing to fill a vacancy in the position of an elected Director on the Board. A Director appointed in this manner will only hold office until the next general meeting, at which time the membership shall elect a Director to fill the vacancy.

SECTION FIVE
OFFICERS

President

5.01 The President shall be the Chief Executive Officer of the Society, and shall preside at all meetings of the Society and the Board. In the President's absence, the Vice President shall preside at any such meetings , and in the absence of both an acting chairman shall be elected to preside at that meeting by the Directors present. The President shall be ex-officio member of all Board committees. The President shall have general superintendence and direction of all other officers of the Society.

Secretary

5.02 The Secretary or the Secretary's delegate will attend all meetings of the Society and the Board and will keep accurate minutes of the same, which minutes shall be maintained within a book or books. The Secretary shall have charge of the Seal of the Society, which Seal, whenever used, shall be authenticated by the signatures of two officers of the Society. The Secretary will have charge of the correspondence of the Society under the direction of the President and the Board.

5.03 The Secretary will keep a record of all the members of the Society and their current addresses and will ensure notice of the various meetings is given as required. The Secretary will also collect and receive the membership dues for the Society and promptly turn over such monies to the Treasurer for deposit with the Society's bankers.

Treasurer

5.04 The Treasurer will keep or cause to be kept in books belonging to the Society full and accurate accounts of receipts and disbursements and shall deposit or cause to be deposited all moneys of the Society with the Society's bankers or otherwise deal with the same as the Board may determine. The Treasurer will disburse or cause to be disbursed the funds of the Society as may be ordered by the Board taking proper vouchers for such disbursements and will render to the President and to the Board at regular meetings of the Board or at such times as they may require an account of all transactions of the Society and of the financial position of the Society.

SECTION SIX BORROWING POWERS AND REMUNERATION

6.01 For the purpose of carrying out its objects, the Society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Society, and in no case shall debentures be issued without the sanction of a special resolution of the Society.

6.02 Unless authorized by the Board, no Director, **Officer** or member of the Society will receive remuneration for services rendered to the Society. Directors, **Officers** and members may be reimbursed for expenses incurred in the course of carrying out the Society's business, which expenses will be approved by the Board.

6.03 Branch Committees have no authority to borrow money or secure payment of money as described in s. 6.01 without approval of the Board. Branch Committees have no authority to approve remuneration for services to any individual without the approval of the Board. Branch Committees may approve reimbursement of expenses pursuant to s. 6.02, where such expenses do not exceed \$200.00.

SECTION SEVEN
ACCOUNTS

7.01 The books, accounts and records of the **Society shall be audited once each year by a duly qualified accountant appointed for that purpose by the Board.** A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the annual meeting of the Society. The fiscal year end of the Society in each year shall be December 31, or such other date as may be set by the Board.

7.02 The books and records of the Society may be inspected by any member of the Society at the annual meeting provided for herein or at any time upon giving reasonable notice and arranging a time satisfactory to the Director or Directors having charge of the same. Each member of the Board shall at all reasonable times have access to such books and records.

SECTION EIGHT
BYLAWS

8.01 The Bylaws may be rescinded, altered or added to by a Special Resolution as defined in the Societies Act of Alberta or any statute that may be substituted therefor, as from time to time amended.

SECTION NINE
DISSOLUTION CLAUSE

9.01 In the event that the Society is dissolved or otherwise wound up, any assets or funds held by the Society at the time of its dissolution will be distributed to a charitable or non profit group with objects and purposes that are similar in nature to that of the Society.