

**CONSTITUTION AND BY-LAWS**  
**OF THE GANARASKA FOREST**  
**HORSE CLUB**  
(Founded 1996)

**Revised April 2011**

**CONSTITUTION AND BY-LAWS**  
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BY-LAWS relating generally to the transaction of the business and affairs of the Ganaraska Forest Horse Club (GFHC).

**I. NAME**

The name of the organization shall be the Ganaraska Forest Horse Club and reference to the GFHC in these By-laws shall mean the Ganaraska Forest Horse Club.

**II. GOALS AND OBJECTIVES**

**General Objectives**

1. Encourage the growth and popularity of recreational trail riding in Ontario.
2. Encourage participants to promote safe and courteous riding at all times.
3. Improve the public image of trail riding by educational methods.
4. Plan and undertake promotional and educational programmes and activities to further the interests of the GFHC among horse owners, associations, clubs and other enthusiasts.
5. To foster goodwill and understanding between horse owners, landowners and various levels of governments in the establishment of trails.
6. Promote properly organized recreational outings among GFHC members.

**III. DEFINITIONS**

“Director” means a member in good standing elected by the membership or otherwise appointed to the Board of Directors, to represent the GFHC membership for a term of office, to foster and support the goals and objectives of the GFHC.

“Executive Director” means a Director having been elected by the general membership to an executive position (President, Vice-president, Secretary or Treasurer.

“Committee Chair” means one or more members of the GFHC appointed by the Board of Directors for an approved job duty, position or special project, ongoing or ad-hoc (eg. Membership committee, Dance committee)

“Trail Representative” means a Director or Non-Director member of the GFHC appointed by the Board of Directors to represent the GFHC and equestrians with respect to a specific trail, trail system/park system, to act as a liaison for the GFHC in the geographic area, and to provide a local contact and may include representation on or to a local trail committee or authority.

#### IV. MEMBERSHIP

1. Any individual or family may become a Member(s) of the GFHC by applying for and being accepted by the GFHC and paying the annual dues prescribed.
2. Any equestrian club/organization/association supporting the establishment, securing and development of a system of shared use trails, bridle paths and recreational horseback riding in Ontario may become a Member Association of the GFHC by applying for and being accepted by the GFHC and paying the dues prescribed.
3. Dues shall be payable annually or prepaid for the two(2) years dues are prepaid and the member decides to withdraw from membership, no reimbursement will be given. The membership year shall be the calendar year or as determined by the Board of Directors from the time to time.
4. The Board of Directors may, for just cause, by resolution passed by 2/3 majority of Directors present, suspend or terminate the membership and participation of any member or organization of the GFHC, provided that a request has been made, in writing, for the member to cease the offending conduct. Just cause shall include, but not limited to, endangering the safety of riders, drinking alcoholic beverages on a trail ride. The termination may be appealed at the next annual or Special General meeting.
5. All individual members shall be entitled to one (1) vote at the general or special meetings of members. A family membership shall be entitled to two (2) votes. Clubs or associations shall be entitled to two (2) votes.

#### V. BOARD OF DIRECTORS

1. The affairs of the GFHC shall be managed by a Board of Directors who may exercise all such powers and so all such acts and things as may be exercised or done by the GFHC and are not, by the By-laws of the GFHC or by statute, expressly directed or required to be done by the GFHC at general meetings of members.
2. There shall be a minimum of eight (8) directors, but no more than ten (10) Directors of the Association, including four (4) Executive positions.
3. At least 60 days before the Annual General Meeting, a Nominating Committee consisting of at least two members of the GFHC will be struck by the Board of Directors.
4. The nominating Committee shall, upon appointment, be charged with the task of preparing a Slate of Nominees suitable for election to the Board of Directors at the upcoming Annual General Meeting.
5. To be eligible for election as a Director, a person must:
  - be a member in good standing.
  - have confirmed in writing or verbally his/her willingness to serve as a Director, and
  - has been a member for at least 28 days.

6. Additional nominations will be entertained from the floor subject to the nominee having the proper credentials.
7. At least 28 days before the Annual General Meeting, the Nominating Committee shall contact the general membership asking for a reply within 10 days naming nominees of the organization who will stand for election to the Board of Directors. **For this purpose a notice in the association's newsletter will constitute sufficient notice.**
8. The election of Directors, at the Annual General Meeting of members shall follow conventional rules of order, save that election shall not be by ballot unless demanded by at least ten members entitled to vote at such a meeting.
9. All Directors and Executive Directors shall hold office of Director for one(1) year from the date of the annual General Meeting of members at which they were elected or until their successors are appointed. All Directors shall be eligible for re-election if otherwise qualified.
10. No Director shall serve on the Board of Directors holding the same executive office, committee or other position longer than three(3) consecutive years; three(3) terms, unless the extension of term is approved annually by a 2/3 majority vote of the Directors present at the Directors' Meeting.
11. The role of the President is a maximum of two years and includes the role of Past President in the following year. (A three year commitment)
12. There is a requirement that any candidate who wishes to be President of the GFHC must have completed a minimum of one year as a Director prior to assuming the President's role.
13. The board of Directors may, subject to prior notice and opportunity to be heard, declare vacant the directorship of any Director who has failed or neglected to attend three (3) consecutive meetings of the Board and has failed to provide just cause for non attendance.
14. Vacancies on the Board of Directors, however caused, may, so long as a quorum of Directors remains in office is filled on majority vote by the Directors from among qualified members of the GFHC. Said filling of a vacancy will be deemed a Director appointment and shall be confirmed in the form of a motion passed by the majority vote of Directors.
15. The term of a Director appointment will be the remainder of the term of office which applied to the Directorship vacancy being filled.
16. In the event of a Director anticipating absence from a Directors Meeting, the Director shall make every effort to communicate notice of cancellation of the meeting to the Directors.
17. In the event that such notice results in loss of quorum the President, or his/her successor, will make every effort to communicate notice of cancellation of the meeting to the Directors.
18. A quorum shall consist of three (3) Board of Director members of which two (2) shall be Executive Directors.
19. The Board of Directors may hold its meetings in such a place or places as it may from time to time determine. Notice of such meetings, including agenda and minutes of the past meeting, shall be sent to each director before the meeting is to take place. Directors' meetings may also be held without notice immediately

- following the Annual General Meeting. The Board of Directors shall meet at least twice during its term, exclusive of the occasion of the Annual General Meeting.
20. Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes unless otherwise designated.
  21. Each Director has one (1) vote. Proxy votes are not permitted. In the case of a tie vote, the president or his/her designate, in addition to his/her original vote, shall have a second or casting vote.
  22. The Directors of the GFHC shall receive no remuneration for acting as such. However, they may from time to time by resolution provide for payment from the revenues of the GFHC for expenses incurred in the carrying out of their duties as Directors.
  23. The Board of Directors may on majority vote, appoint a member to co-ordinate a special/ad hoc assignment or to chair some other approved project to any approved position.
  24. The Board of Directors may on majority vote, from time to time appoint Regional Representatives, as they see fit. Regional Representatives appointments shall be non-voting positions on the Board.
  25. At the first meeting subsequent to the election of the Directors at the Annual General Meeting, be it within the framework of the Annual General Meeting, or at the next Directors meeting, the Directors will vote on the filling of the Executive board positions from among the current Directorship. Following the election of the Executive Positions, Directors, Reps and/or any other approved positions as deemed appropriate.

## VI. SUCCESSION

1. In the event that the President is unable to fulfill his/her duties as outlined in Article VII, the Vice-President shall succeed him/her.
2. In the event that the Vice-President is unable to fulfill his/her duties the Treasurer or Secretary, shall succeed him/her.
3. If a Director, Treasurer or Secretary is unable to fulfill his/her functions as outlined in Article VII, the Executive Committee shall appoint a replacement who will be ratified by the Board of Directors at its meeting next following the said appointment.

## VII. EXECUTIVE COMMITTEE

1. The Board of Directors is empowered to form an Executive Committee from among the duly elected members of the Board. Which shall consist of the following Executive Officers:
  - President
  - Vice-President
  - Treasurer
  - Secretary
  - Director

2. Any one person may not hold more than one office.
3. At the first meeting subsequent to the election of the Directors at the Annual General Meeting, be it within the framework of the Annual General Meeting, or at the next Directors meeting, the Directors will vote on the filling of the Executive Committee from among the current Directorship.
4. Directors in good standing qualify to hold a position of executive office.
5. Executive committee positions have a one year term of office. Said term commences at the completion of the meeting which the position is filled.
6. Duties of Offices of the Executive Committee

#### President

The President shall direct the affairs of the GFHC subject to its regulations and shall:

- (a) Preside over all Board of Directors meetings, Executive Director Meetings and Annual General Meetings.
- (b) Sit on all committees as an ex-officio member.
- (c) Act as a signing officer of the GFHC and as a secondary signing officer of cheques.
- (d) Represent the GFHC as directed by the Executive Committee at special occasions or functions.
- (e) Call special meetings as required or as requested in writing by at least three (3) directors.

#### Vice-President

Shall be responsible to the President and shall:

- (a) Exercise the powers and duties of the President in his or her absence.
- (b) Perform such duties as assigned by the President.
- (c) Act as a signing officer of the GFHC and as a secondary signing officer of cheques.
- (d) Represent the GFHC with affiliated groups, associations or organizations where it is the best interest of the GFHC.

#### Treasurer

Shall be responsible to the President and shall:

- (a) Keep a record of all monies received and disbursed, shall deposit all monies in the bank and make all disbursements by cheque.
- (b) Have all expenditures in excess of \$75.00 approved by the Executive Committee
- (c) Be responsible for the presentation at each Directors meeting and Annual General Meeting of a statement showing the receipts and disbursements of the Association.
- (d) At the Annual General Meeting, in addition to presenting a statement showing all receipts and disbursements, prepares a statement showing the preceding year's assets and liabilities.
- (e) Acts as a signing officer of the GFHC and the primary signing officer of cheques.

- (f) Monitors all fundraising events sanctioned by the Board.
- (g) **Arranges to have the books audited annually.**
- (h) Establish an annual budget in co-operation with the Executive Committee.
- (i) Performs such other duties in connection with the finances of the Association as the Board may deem necessary.

In absence of the treasurer and alternative primary signer will be selected by and within the Executive Committee.

### Secretary

Shall be responsible to the President and shall:

- (a) Record the minutes of all Board of Directors meetings and Annual General Meetings.
  - (b) Maintain a Minutes Book which shall contain the minutes and records of all Board of Director and Annual General Meetings.
  - (c) All other duties as may be assigned to him/her from the Board.
7. For just cause, a Director may be removed from his/her office by a 2/3 majority vote of those Directors present and voting at a meeting of the Board of Directors for which notice of intention to remove the officer has been given to all Directors at least ten days in advance of the meeting date.
  8. The Board of Directors may delegate to the Executive Committee such specific powers, for specific purposes and for limited periods of time, as it sees fit.
  9. Questions arising at any meeting of the Executive Committee shall be decided by majority of votes. In case of a tie, the President, in addition to his/her original vote shall have a second or casting vote. A quorum for the Executive Committee meetings shall be a majority of the Committee members.
  10. The Executive Committee shall be the future planning committee of the GFHC and shall assist the President in the co-ordination of the GFHCs' activities.
  11. The Executive Committee may recommend to the Board of Directors the hiring and employment of staff.

### VIII. COMMITTEES/AD HOC APPOINTMENTS

1. Any member in good standing qualifies to hold a position of Committee Chair, or any other approved position excluding Executive offices and Directors.
2. The Board of Directors may, from time to time, appoint Committee Chairs as the Board sees fit. Said appointment shall be in the form of a motion approved on majority vote.
3. A Committee Chairmanship shall have a one (1) year term, unless otherwise specified.
4. A committee Chair may appoint Director or non-Director members to comprise a committee of the GFHC.
5. The Chair of a Committee and any designated members of said committee have one vote on said committee business. The Chair of the committee and any and all

members of a committee are not entitled to a vote at the Board of Directors meetings by virtue of membership on a committee.

6. A committee may incur expenses only in accordance with the GFHC policy of pre-approval of project, budget and submission of receipts.

#### IX. TRAIL REPRESENTATIVES

1. The Board of Directors may, on majority vote, from time to time, appoint Trail Representatives as the Board sees fit.
2. Such appointment shall be for the specified day and time of the trail ride and or event.
3. The term of the appointment is renewable. Renewals of terms shall be in the form of a motion approved by the board of Directors.
4. One or more representatives may be appointed for each trail/trail system as the Board of Directors sees fit.
5. Any member in good standing qualifies to hold a trail representative position.

#### X. EXECUTION OF DOCUMENTS

1. Deeds, transfers, licences, contracts and engagements of behalf of the GFHC shall be signed by the President and one other signing officer.
2. Notwithstanding any provisions to the contract in the By-laws of the GFHC, the Board of Directors may, at any time by resolution, direct the manner in which, and the person or persons by whom, any particular instruments, contracts or obligation of the GFHC may or shall be executed.
3. Financial record keeping standards will be established for the GFHC so that there is consistency of data and tools from Board to Board. (This also ensures the history is maintained and can be compared to the current information.)

#### XI. ANNUAL AND SPECIAL MEETINGS OF MEMBERS

1. The Annual or Special General Meeting of the members shall be held in Ontario as the Board of Directors may determine and on such days as the Directors shall designate The Annual General Meeting shall be held no longer than six months following the end of the previous fiscal year.
2. At every Annual Meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statement and a Board of Directors elected for the ensuing year shall be made. The Board of Directors of the President shall have the power to call at any time, a Special General Meeting of the members of the GFHC. A Special General Meeting must be held within forty-five days of the receipt of a written request for such meeting from 25% of the members of the GFHC. No public notice nor advertisement of members' meetings, annual or general, shall be required, but notice of the time and place of every such meeting shall be given to each member by sending the notice by mail and or email to members' address as recorded on the books of the GFHC at least

- twenty days before the time fixed for the holding of such meeting. For this purpose a notice in the associations' newsletter will constitute sufficient notice.
3. A quorum for the transaction of business at any Annual or Special General Meeting of members shall consist of twenty (10) members of the GFHC or 2% of the membership, which ever is less.
  4. Each person who has been a member of the GFHC for at least 28 days and is a paid up member may vote. This includes membership renewals on the day of the Annual Meetings.
  5. At all meetings of members every question shall be decided by a majority of the votes of the members present in person. Every question shall be decided in the first instance by a show of hands, every members having voting rights shall have one vote unless a poll be demanded, a declaration by the President that a resolution has been carried or not carried and an entry to that effect in the minutes of the GFHC shall be sufficient evidence of the fact without proof of the number or proportion of the votes accorded in favour or against such resolution. The demand for a poll may be withdrawn, but, if a poll be demanded and not withdrawn, the question shall be decided by a majority of votes given by the members present in person and such poll shall be taken in such manner as the President shall direct and the result of such poll shall be deemed the decision of the GFHC in the general meeting upon the matter in question. In the case of an equality of votes at any General Meeting, whether upon a show of hands or at a poll, the President shall be entitled to a second or casting vote.

## XII. FISCAL YEAR

The fiscal year of the Ganaraska Forest Horse Club shall terminate on the 31<sup>st</sup> day of December in each year.

## XIII. CHANGES TO THE CONSTITUTION

1. Changes to the constitution in the form of additions, deletions or amendments may be made at the Board of Directors Meetings but must be ratified at the next Annual General Meeting of the members before coming into effect.
2. Any proposed change to the By-laws must be carried by 2/3 of the eligible members present.

## XIV. PROTECTION OF OFFICERS AND DIRECTORS

1. No Director of the GFHC shall be liable for the acts, receipts, neglects or defaults of any other Director, or for joining in any receipts or other act for conformity, or for any loss or expense happening to the GFHC through the insufficiency of deficiency of title to any property acquired by order of the Board for or on behalf of the GFHC, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the GFHC shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any of the monies, securities or effects of the GFHC shall be

deposited, or for any loss, damage or misfortune whatever, which happen in the execution of the duties of his office or in relation thereto unless the same shall happen through his/her own dishonesty.

2. Every Director of the GFHC and hi/her heirs, executors and administrators, and estate and effects, respectively, shall, from time to time and at all times be indemnified and saved harmless out of the funds of the GFHC from and against:
  - I) all costs, charges and expenses whatsoever which such Director sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her, for or in respect of any act, deed matter or thing whatsoever, made, done or permitted by him/her in or about the execution of the duties of his/her office.
  - II) All costs, charges and expenses, as authorized by Board of Directors which he sustains or incurs in or about or in relation to affairs of office, except such costs, charges or expenses as are occasioned by wilful neglect or default.

#### XV. INTERPRETATION

In these By-laws and in all other By-laws of the GFHC hereafter passed, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number of the feminine gender, as the case may be, and vice-versa, and references to persons shall include firms and corporations.

#### XVI. RULES OF ORDER

Except as provided for in theses by-laws, the rules of procedure as contained in Roberts Rules of Order shall be followed for governing the proceedings of meetings and the conduct of its members.

#### XXVII. SUSPENSION OF THE RULES

Except where it is provided otherwise, any one or more of these rules of procedure may be temporarily suspended if a least two thirds (2/3) of the members present at a meeting vote to do so.

ENACTED this 31<sup>st</sup> day of October, 2008-10 -31

President

*Anne Oavra*

Vice-President

*Paul Melrose*

# **GANARASKA FOREST HORSE CLUB**

## **MISSION STATEMENT**

To develop a fellowship with other equine enthusiasts, that allows one to safely enjoy trail riding in the Ganaraska Forest.

## **GHFC MANDATE**

The club will encourage safe, non-competitive and organized trail rides for **ALL** levels of equestrians.

The club will encourage safe practices and the use of proper equipment.

The club will be dedicated to the safety of all riders.