

CONSTITUTION AND BY-LAWS OF THE GANARASKA FOREST HORSE CLUB

Founded 1996
Revised April 2010
Revised April 2011
Revised November 2015
Revised November 2016
Revised January 2019

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

The Ganaraska Forest Horse Club (GFHC) is a recreational trail riding club that is devoted to

- Developing a fellowship with other equine enthusiasts
- Promoting safe trail riding practice and good horsemanship.
- Preserving the privilege of sharing the trail in the Ganaraska Forest with other users

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 (e.g. Membership committee, Dance committee)

IV. MEMBERSHIP

1. Types of memberships and voting privileges at the general or special meetings of members:
 - i. Individual - Junior (< 19 years) - no voting privileges
 - ii. Individual - Adult (19 years +) - one vote
 - iii. Family - 2 Adults - two votes
 - iv. Barn - One Adult - one vote
2. Any individual or family members may become a Member of the GFHC by applying for and being accepted by the GFHC and paying the annual dues prescribed.
3. The owner of a boarding or coaching facility may become a Barn Member of the GFHC by applying for and being accepted by the GFHC and paying the dues prescribed.
4. Dues shall be payable annually or prepaid for two (2) years. If 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.
5. The Board of Directors may, for just cause, by resolution passed by 2/3 majority of Directors, suspend or terminate the membership and participation of any member of the GFHC, provided that a request has been made in writing. Just cause shall include, but not be limited to, endangering the safety of riders, drinking alcoholic beverages on a trail ride and abusing horses under their care. The termination may be appealed at the next annual or Special General meeting.
6. Any member in good standing may put forth notices/advertisements of horse related activities in the GFHC community to the directors for inclusion on the club website and newsletters. These horse related activities must not however, conflict with those being offered by the club.

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 seven (7) Directors of the Association, including four (4) Executive positions.
3. 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
 - have been a member in one of the previous 2 years
4. Nominations will be gathered from the General Membership by the Board of Directors prior to the Annual General Meeting to identify nominees who will stand for election to the Board of Directors. Additional nominees will be entertained from the floor at the Annual General Meeting subject to the nominee meeting the criteria in Article V Item 3. .

5. The election of Directors, at the Annual General Meeting of members shall follow conventional rules of order. Elections will be by ballot.
6. 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.
7. No Director shall serve on the Board of Directors holding the same executive office, committee chair 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.
8. 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 during any term prior to assuming the President's role.
9. 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.
10. A quorum shall consist of a majority of Board of Director members of which two (2) shall be Executive Directors.
11. Vacancies on the Board of Directors, however caused, may, so long as a quorum of Directors remains in office be filled by 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.
12. The term of a Director appointment will be the remainder of the term of office which applied to the Directorship vacancy being filled.
13. In the event of a Director anticipating absence from a Directors Meeting, the Director shall make every effort to communicate his/her absence to the Directors.
14. 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.
15. The Board of Directors may hold its meetings in such a place or places as it may from time to time determine. Meetings may be held in person or by conference call. 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.
16. Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes unless otherwise designated.
17. 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.
18. The Directors of the GFHC shall receive no remuneration for acting as such. However, upon presentation of receipts for expenses incurred in the carrying out of their duties as Directors they may receive payment from the revenues of the GFHC
19. The Board of Directors may on majority vote, appoint a member to chair a committee or to co-ordinate a special/ad hoc assignment or some other approved project.
20. 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 first Directors meeting of the new term of office, the Directors will vote on the filling of the Executive board positions from among the current Directorship.

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 VIII, the Executive Committee shall appoint a replacement who will be ratified by the Board of Directors at its meeting next following the said appointment.

VIII 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) Have all allocations and disbursements of club funds for donations or projects over \$1,000 presented and ratified by the membership at the Annual General Meeting or at a Special General Meeting.
- (d) Be responsible for the presentation at each Directors meeting and Annual General Meeting of a statement showing the receipts and disbursements of the Association.
- (e) 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.
- (f) Acts as a signing officer of the GFHC and the primary signing officer of cheques.
- (g) Monitors all fundraising events sanctioned by the Board.
- (h) Arranges to have the books audited annually.
- (i) Establish an annual budget in co-operation with the Executive Committee.
- (j) Performs such other duties in connection with the finances of the Association as the Board may deem necessary.

In absence of the treasurer an 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.

IX. COMMITTEES/AD HOC APPOINTMENTS

1. Any member in good standing qualifies to hold a position of Committee Chair, or any other approved position except 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 (see Policy manual).

X. EXECUTION OF DOCUMENTS

1. Deeds, transfers, licenses, contracts and engagements of behalf of the GFHC shall be signed by the President and one other signing officer.
2. Any legal documents, such as trailer ownership, or registrations, such as website domain or software programs, must be transferred to a designated Board Member.
3. 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.
4. 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.)
5. Accounting software and practices must meet Revenue Canada guidelines. The Treasurer needs to retain and use the established accounting program in order to maintain a continuity of financial history. If an updated program is installed it must be compatible with the established program currently being used.
6. The Treasurer shall prepare and forward to the membership a copy of the yearly financials at least 10 days prior to the AGM.

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.
3. The Board of Directors or 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. Neither 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 member's² 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 association's newsletter will constitute sufficient notice.
4. A quorum for the transaction of business at any Annual or Special General Meeting of members shall consist of twenty (20) members of the GFHC or 20% of the membership, whichever is less.
5. Each person who is a paid up member may vote.

6. At all meetings of members every proposed resolution shall be decided by a majority of the votes of the members present in person. Every proposed resolution 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 31st 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 or 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 his/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 willful 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 these 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.

XVII. 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 January 20, 2019

President
Dave Grant

Vice-President
Sue Hagerman