

MANITOBA QUARTER HORSE ASSOCIATION CONSTITUTION

1.0 Name and Boundaries

- 1.1 The Association shall be called “The Manitoba Quarter Horse Association” (*herein called “The Association”*).
- 1.2 The geographical boundaries of the Association shall be the same as those recognized by the American Quarter Horse Association.

2.0 Objectives

- 2.1 The Association shall act as an umbrella group within the boundaries of the province for the promotion of the Quarter Horse (*reference to the word Quarter Horse in the constitution shall refer to the breed known as the American Quarter Horse herein called “the breed”*) and those people interested in the objectives of the Association.

It shall provide encouragement and support for groups to organize and hold shows and contests; activities of special interest to breed enthusiasts; and education activities to further the knowledge, experience and abilities of members.

- 2.2 The Association shall be an organization affiliated with the Canadian Quarter Horse Association (*herein called “the Canadian Association”*) and the American Quarter Horse Association (*herein called “the American Association”*).

The Association shall have the following objectives:

- 2.2.1 To promote and encourage the development and improvement of the breed.
- 2.2.2 To promote membership in the provincial and American Association.
- 2.2.3 To provide assistance, guidance and promotion for the development and operation of speciality interest groups interested in the breed (*herein referred to as Sub-Associations of the Association*).
- 2.2.4 Encouraging and assisting interested organizations in the conduct of shows, contests, futurities, clinics and other promotional activities involving the breed and those interested in the breed.
- 2.2.5 Distributing information to members of the Association and Sub-Associations concerning the breed and related activities through the publication of a newsletter and other means.
- 2.2.6 To administer an annual show and contest recognition system for Association members within the boundaries of the Association.

3. Members

- 3.1 Membership in the Association shall be open to applicants who indicate an interest in the objectives of the Association.

There shall be four types of membership:

- 3.1.1 Life Members – Life members shall be those individuals or companies who are members of the Association and who have paid the set life membership fee.
- 3.1.2 Individual Members – Individual members shall be those persons or companies who pay the set annual membership fee due on the first day of March each year. Each company who purchases an annual membership shall designate a person working in that company who will be given all the privileges of an individual member for that year.
- 3.1.3 Family Members – A family member, who is an immediate member (father, mother, son, daughter) of a family which has purchased a family membership, at the set membership fee, shall be entitled to all rights and privileges of an individual member of the Association with the exception that it entitles this membership to only two votes. Family membership coverage, with the exception of a spouse, ceases to be effect for those individuals who attain their nineteenth (19) birthday as of the 1st of January.
- 3.1.4 Honorary Members – An honorary member shall be those persons or corporations who are given this recognition by the Board of Directors of the Association for an indefinite or definite period of time. The set annual membership fee will be waived for this member and all privileges of a paid member will be given to this member or company.
- 3.2 All members of Sub-Associations must hold one of the current memberships offered and be a member in good standing with the Association. A list of officially accepted Sub-Associations will show in the minutes of the Association.
- 3.3 A member in good standing is a member who is not in arrears of membership or other fees, dues or assessments levied by the Association.
- A suspended member is a member who has been suspended by the Board of Directors of the Association, the Canadian or American Association, or by any other Sub-Association.
- 3.4 Members shall be admitted, retained and expelled in accordance with such rules and regulations as the Board of Directors may, from time to time adopt.
- 3.5 In all matters governed by the voting of the members, each member in good standing, entitled to vote, shall have one vote.

- 3.6 Only members in good standing shall hold office or be entitled to vote at a meeting or to give notice to amend this constitution.
- 3.7 A members suspended or expelled from the Association shall, for a period of thirty (30) days, have the right to appeal such suspension or expulsion to the Board of Directors of the Association and shall meet with the Board at a time and place set by the Board within thirty (30) days of receipt of appeal.
- 3.8 The membership year shall be March 1st and the fiscal year of the Association shall be December 1st to November 30th.

Membership privileges shall start the day the appropriate membership is accepted by the Association.

4. Relationships

- 4.1 The Association shall operate as an umbrella body within the boundaries, encouraging the development of Sub-Associations and/or events having to do with the breed.

The Association will assist these Sub-Associations or events when possible with financial and other resources.

- 4.2 All Sub-Associations will be required to follow certain guidelines developed by the Association from time to time and to also outline in their constitutions the relationship they have with the Association.

- 4.3 All Sub-Associations will be required to have at least one Association Director sit on their respective Board of Directors to ensure the relationship is maintained and the necessary direction and assistance is available when required.

The Association Director shall be required to report back to the Association Board of Directors on a regular basis on the status of the relationship and the assistance required.

- 4.4 The Association shall encourage representation of its members and directors to the Canadian and American Associations.

The Association shall designate one or more directors to sit on the Board of Directors of the Canadian Association if the Canadian Association desires so. This designation shall be made by the Directors at the annual Directors meeting. Any membership fees, if necessary, for that Director to sit on the Board of Directors of the Canadian Association shall be deemed expenses and be paid by the Association.

- 4.5 All Sub-Associations who wish to be affiliated with the Association shall apply in writing stating their objectives and allow for at least one of the Association directors to sit on their Board of Directors.

This director shall ensure the objectives of the Association are encouraged and report back to the Association any business that director deems appropriate.

Any additional fees, if necessary, for that director to be paid to the Sub-Association shall be deemed expenses and be paid by the Association.

All members of the Sub-Associations will be required to hold membership with the Association.

5.0 Offices

- 5.1 The head office of the Association shall be at such a place within the territorial boundaries of the Association as the Board of Directors may from time to time determine or if not specified it shall be the residence of the Association President.

6.0 Officers and Duties

- 6.1 The Officers shall consist of: President, Vice-President, Secretary, Treasurer and/or Secretary-Treasurer.

One of the Directors shall be the Past President of the Board of Directors who shall automatically hold this office for a maximum term of three (3) years. At such time as the new past president becomes available the prior shall cease to be a Director of the Association unless otherwise elected through the normal process.

- 6.2 Directors shall be elected at the Annual General Meeting to give the Board a maximum of fifteen (15) directors.

Initially five (5) Directors shall be elected for term of one (1) fiscal year, five (5) Directors for a term of two (2) fiscal years, and five (5) Directors for a term of three (3) fiscal years. Thereafter, five (5) Directors shall be elected at each Annual General Meeting for a period of three (3) fiscal years or until their successors are duly elected or appointed.

Subject to the provisions of law and the By-Laws of this Association, the Board of Directors shall have control of this Association's affairs, including the general direction and management of the properties, business and operation of this Association, the appointment and employment of any and all agents and employees as the Board of Directors deems advisable, and the compensation and terms of office of each, and the delegation of powers to certain persons or standing committees as the Board of Directors shall from time to time direct. The Board of Directors shall have the power and authority to make, amend, repeal and enforce such rules and regulations not contrary to law or the by-Laws of this Association, as they may deem expedient concerning the conduct, management and activities of this Association and Membership.

- 6.3 All Directors of the Association should live within the boundaries of the Association.

Any person not living within the boundaries, but wishing to hold office in the Association, may notify the Association in writing at least thirty (30) days prior to the Annual General Meeting. This request will be voted on by the outgoing Board of Directors prior to the Annual General Meeting and the decision to allow nomination will be communicated to the member prior to the start of the Annual General Meeting.

- 6.4 The President and Vice-President shall be elected by the Board of Directors from members of the said Board at a meeting following adjournment of the Annual Meeting. In the case of a tie vote, the presiding Officer, who shall be the immediate Past President, shall cast the deciding vote.

- 6.5 Any member in good standing shall be eligible for election as a Director.

- 6.6 The Directors shall have the power to fill casual vacancies which may occur among the Directors through resignation, death or other cause.

- 6.7 Officer and Committee description, duties and comments are as follows:

6.7.1 President: The President shall hold office for a term of one (1) fiscal year or until a successor is elected. The duties of the President shall be to preside at all meetings of the Association and the Board of Directors. The President shall see that the By-Laws, rules and regulations of the Association are enforced, and shall perform all other duties that may be prescribed from time to time by the Board of Directors. The President shall also chair the Executive Committee, which will carry on the general affairs and supervision of the Association.

6.7.2 Vice-President: The Vice-President shall similarly hold office for a term of one (1) year and in the absence of the President performs all the duties to that office.

6.7.3 Secretary or Secretary-Treasurer: The Board of Directors shall from time to time as occasion may require appoint a Secretary or Secretary-Treasurer, who may but shall not be required to be Director of Directors and shall act under the authority and with the approval of the Board of Directors.

The duties of the Secretary shall be to attend all meetings of the Association and Board of Directors and of the Executive Committee and keep proper minutes of the proceedings of same and to do such other things as may be delegated to them by this Constitution and the Board of Directors.

Fees for Secretary or Secretary-Treasurer shall be designed by the Board of Directors and agreed to by the appointee(s) at time of the appointment.

- 6.7.4 Treasurer or Secretary-Treasurer: The Treasurer shall deposit all monies received in a chartered bank to the credit of the Association, and shall pay out by cheque only, counter signed by the President or other authorized officer.

The Treasurer shall deposit for safe keeping all securities owned by the Association with a chartered bank or in a safety deposit vault as may be approved by the Board of Directors and shall withdraw the same only on the order of the President or other officers named by the Board of Directors.

The Treasurer shall keep a complete record of all other assets owned by the Association along with the location of their whereabouts and the Director or member responsible for their safekeeping.

The Treasurer shall keep proper books of account, and shall furnish at the completion of the fiscal year, and from time to time such statements in detail of the affairs of the Association or such other matters as may be directed by the Board of Directors or the Executive Committee.

- 6.7.5 Executive Committee: The Directors shall, at the first meeting after each Annual General Meeting, for reasons of efficiency and vast geographical boundaries elect one or more of their members to act as an Executive Committee, who, together with the President and the Vice-President, shall constitute the committee.

The Executive Committee shall carry on the day to day operations of the Association and be responsible for communicating information to the Board of Directors.

The Board of Directors may delegate to the Executive Committee full authority to manage and direct the business and affairs of this Association excluding such matters and duties as by law must be transacted or performed by the Board of Directors or the Members in General Meeting.

In all meetings of the Executive Committee a majority of same shall constitute a quorum. Any member of the Executive Committee may participate in a meeting of the Executive Committee by means of telephone or other communication facilities as long as all are allowed to participate in such meeting and to hear each other. Any member of the Executive Committee participating in such meeting is deemed to be present at the meeting.

Questions arising at any meeting of the Executive Committee shall be decided by a majority vote.

- 6.7.6 Committees: At the first Board of Directors meeting after the Annual General Meeting, Directors shall be assigned a Committee in which they will be expected to chair. Members of these committees will then be chosen by the Director from the membership and the notification made.

A list of committees shall be determined from time to time by the Board of Directors.

- 6.7.7 Nominating Committee: The Directors shall at least thirty (30) days prior to the Annual General Meeting appoint a Nominating Committee to be chaired by the Past President, and shall instruct such Committee to place before the Annual General Meeting names of nominees for election as Directors for the ensuing year.

- 6.7.8 Representation to other Associations or Sub-Associations: If the Association is entitled to nominate members to be Directors of the Canadian Association, the Board of Directors shall choose the representative(s) at the first Board meeting after the Annual General Meeting. The Canadian Association will be notified in writing by the Secretary of the Board's nomination.

Representatives to all Sub-Associations shall be nominated at the first Board meeting after the Annual General Meeting. The Sub-Association will be notified in writing by the Secretary of the Board's nomination.

- 6.8 Any Officer (President, Vice-President, Secretary, Treasurer or Secretary-Treasurer) may be removed from his or her office at any time by the two-third (2/3) vote of the Board of Directors at any meeting.

7.0 Meetings

- 7.1 The Annual General Meeting of the Association shall be held at such time and place as may be decided upon by the Board of Directors of the Association.

All attempts will be made to rotate this meeting on a yearly basis to best accommodate the majority of active members. The location shall be decided at the first Board of Directors meeting after the Annual General Meeting.

- 7.2 In addition to the Annual General Meeting, the Board of Directors may, whenever they see fit, call a general meeting of this Association at such time and place as the Board of Directors may determine.

- 7.3 A notice of the General Meeting will be sent at least thirty (30) days in advance by mail, indicating the time and the place of the meeting. This notice shall be given by a circular letter postage prepaid to each of the members at his/her or last known post office address appearing on the books of the Association.

In the event of the Association publishing an official newsletter, a notice published therein shall be deemed to be sufficient.

- 7.4 A notice of Board of Directors meeting shall be sent in the most appropriate way agreed upon by the Directors at the first Directors Meeting after the Annual General Meeting.

This notice shall take place at least ten (10) days prior to the meeting. A meeting of the Board of Directors may be held on shorter notice or without notice providing all Directors have given their consent to the meeting being held. A record of such consent shall be entered in the minutes.

- 7.5 A notice of the Executive Committee shall be sent in the most appropriate way agreed upon by the Executive Committee members.

This notice shall take place at least seven (7) days prior to the meeting. A meeting of the Executive Committee may be held on shorter notice or without notice provided all Directors have given their consent of the meeting being held.

- 7.6 For the transaction of the business of the Association at a General Meeting a quorum shall be twenty percent (20%) of members in good standing.

A quorum for a meeting of the Board of Directors shall be 50% plus 1.

- 7.7 A copy of the minutes of all meetings of the members of the Board of Directors and of the Executive Committee shall be mailed or published following such meetings to each Director.

- 7.8 The accidental omission to give notice to any Member or the non-receipt of any member of such notice shall not invalidate the proceedings of a General Meeting.

8.0 Order of Business

- 8.1 The Order of Business at all General Meetings shall be as follows:
- 8.1.1 Identification of eligible voting Members and guests.
 - 8.1.2 Acceptance of the agenda
 - 8.1.3 Setting of an adjournment time
 - 8.1.4 Reading of the minutes of the previous meeting.
 - 8.1.5 President's report
 - 8.1.6 Financial report

- 8.1.7 Report of Directors of various committees
- 8.1.8 Correspondence
- 8.1.9 Business – new or unfinished
- 8.1.10 Election of Directors (If Annual General Meeting.)
- 8.1.11 Resolutions
- 8.1.12 Adjournment

8.2 The above order with the exception of 8.1.1 – ‘Identification of Voting Members and guests’, may be changed at the pleasure of the meeting assembled.

9.0 Annual Report

9.1 The Board of Directors at the Annual General Meeting shall submit a complete record of its acts and of the affairs of the Association.

It shall present a detailed financial statement of the receipts and expenditures of the preceding year and the assets and liabilities of the Association.

9.2 A copy of the Annual Report, along with the Directors reports, shall be published in the first following issue of the Association newsletter.

10.0 Income and Expenses

10.1 The income and property of the Association from whatever source derived, shall be applied solely towards the promotion and furtherance of the objectives of the Association.

No part thereof shall be paid or transferred directly or indirectly by way of bonus or otherwise as profit or gain to the members of the Association, past, present or future, or to any person claiming through any member, provided however, nothing herein contained shall prevent the bone fide payments of remuneration to any secretary, treasurer, registrar, office, clerk or servant or any other person or persons for services actually rendered the Association, whether such persons are members of the Association or not, and the expenses of the Directors or other Officers in doing the business or representing the Association as long as those expenses are approved in principal prior to them being incurred.

10.2 The Association shall levy such annual or periodic membership fees as described in this constitution at rates determined by its members at the Annual General Meeting.

Such fees or assessments shall be paid directly to the Treasurer or Secretary-Treasurer of the Association.

10.3 The Association may levy a fee to be paid by all exhibitors participating in Association breed shows.

This fee is to be collected by respective show secretaries and forwarded to the office of the Association no later than thirty (30) days after the show has been completed.

The rate and method of levy is to be determined by the Board of Directors based on the revenues required by the Association.

- 10.4 No Sub-Association shall levy any fee to be collected by show secretaries from exhibitors of breed shows without the prior approval and support of the Board of Directors. This shall exclude necessary fees or membership required by any National or International organization.

11.0 Shows and Contests

- 11.1 The Rules and Regulations of the American Association shall apply to the staging of shows or contests approved by the Association.

The various horse show management bodies applying for Association approval will also be required to apply to the American Association plus any other regulatory body, desired for approval of shows and contests.

- 11.2 Various horse show management bodies, requesting Association approval, will notify the Association by letter of the planned dates for shows or contests and the judges they have contracted with.

Approval of dates and judges will be accepted on a first come, first serve basis and a letter will be returned to the various management bodies with seven (7) days application informing them of the decision.

The Board of Directors shall set whatever necessary rules and requirements as they see fit regarding this approval process.

12.0 Amendments

- 12.1 This constitution may be amended at any General Meeting of the Association by the affirmative voted of a majority of the members present.

Notice of all proposed amendments shall be forwarded by members to the Secretary or Secretary-Treasurer of the Association in enough time to allow the proposed changes to be included with the notice of meeting sent to members thirty (30) days prior to the General Meeting or posted electronically on the association website ten (10) days prior to the General Meeting.