



CONSTITUTION AND BY-LAWS

The Area 3 Promotional Club is a member area of the Ontario Quarter Horse Association which in turn is an affiliate of the American Quarter Horse Association.

Purpose

The Area 3 Promotional Club offers quality, welcoming horse shows where fun, success and personal growth are our primary focus.

Definitions

In this by-law of the Corporation the following definitions apply:

- a) "the Club" means the Area 3 Promotional Club
- b) "Board" means the Board of Directors elected from time to time
- c) "Private Interest" includes the financial or material interests of a Director and the financial or material interests of a member of the Director's immediate family
- d) "Affected Person" means any individual or organization directly involved in a matter being considered by the Board.

Boundaries

The boundaries for the Area 3 Promotional Club are defined by the Ontario Quarter Horse Association and agreed to by the Area 3 Board and membership.

Membership

Any person residing within the boundaries of the Area 3 Promotional Club is eligible to be a member of the Club. Persons who reside in a bordering but inactive OQHA Area may apply in writing (through the membership application process) to become Area 3 members.

Membership Fees

Membership Fees will be established by the Board of Directors and will be posted from time to time.

Condition of Membership

Membership fees must be paid in full to be a Member of the Club and Members must be in good standing.

Meeting of Members

Annual Meetings - The Annual Meeting of Members shall be held on such a day in each year as the Board of Directors or the President may from time to time determine but no longer than fifteen months from the date of the last preceding Annual Meeting.

Business of Annual Meetings - At every Annual Meeting, in addition to any other business that may be transacted, the report of the Directors and the Annual Financial Report of the Club shall be presented. In addition the Board of Directors for the coming year will be elected by the Members.

Special Meetings - Other general meetings of Members may be convened by order of the President or 1st Vice-President or 2nd Vice-President or by the Board of Directors at any time.

Notice of Meetings of Members - Notice of the time and place of any meeting of the Members and the general nature of the business to be transacted shall be published/posted in a form or through a medium regularly used to notify Members of the activities of the Club. The notice of meeting should be published at least 60 days prior to the date of the meeting.

Quorum - Each Member in attendance shall have one vote and quorum will be a majority of those Members in attendance. There will be one vote per membership application - a family membership can cast one vote.

Election of Board of Directors - The Members shall elect the Board of Directors at each Annual General Meeting by secret ballot. If the minimum number of Directors are not elected at the Annual Meeting, those Directors that have been elected may select Directors from the Membership and publish the name(s) of the individual(s) in the medium used by the Club to inform the members of its activities. Proxies will be accepted for the nomination of individuals to the Board of Directors however proxies will not be accepted for the election of the Board of Directors.

Board of Directors

Appointment of Officers - There shall be a President, 1st Vice-President, 2nd Vice-President, Secretary, Treasurer and such other Officers as the Board of Directors may from time to time determine. The President, 1st Vice-President, 2nd Vice-President shall be elected from among the Directors, at each first meeting of the Board of Directors following its election by the Members. A vacancy in any office may be filled at any time in the same manner. All other Officers shall be appointed from time to time by the Board of Directors. One person may hold more than one office except the offices of President, 1st Vice-President and 2nd Vice-President.

Signing Officers - The Board of Directors will select the directors who will be the signing Officers of the Club.

Powers of Directors - The Board of Directors may exercise all such powers and do all such acts as may be exercised or done by the Club. No Officer, Director or other person will have the power to overrule or direct Board decisions on matters conferred upon the Board or in anyway effectively fetter the discretion of the Board.

Term - The Board of Directors shall serve for the period from Annual Meeting to the next Annual Meeting.

President - The President shall be the Chair of the Board of Directors. He/she shall, if present, preside over the meetings, sign all documents as required, and perform all the duties of Chair as required including: being the spokesperson for the Board unless the Board has otherwise authorized someone else to speak, report to the Annual Meeting of the Members concerning the operations of the Club, represent the Club at public or official functions, and perform such other duties as may from time to time be determined by the Board.

1st Vice-President - Shall be vested with all the powers and shall perform all the duties of the President in the absence or disability or refusal to act of the President. They shall also have such powers and duties, if any, as may from time to time be assigned to them by the Board.

2nd Vice-President - shall be vested with all the powers and shall perform all the duties of the President or 1st Vice-President in the absence or disability or refusal to act of the President or 1st Vice-President.

Secretary - The Secretary shall have charge of the Corporation seal and the minute book of the Club and shall record in such book, minutes and votes of the meetings of the Board of Directors and Members and of such other proceedings as the Board may direct. They shall also keep or cause to be kept such records and books as the Club requires to be kept under the provisions of the Ontario Corporations Act.

Treasurer - The Treasurer shall have care and custody of all funds and securities of the Club and shall deposit same in the name of the Club in such bank or financial institution as the Board of Directors may direct. The Treasurer shall keep or cause to be kept the books of account which the Club is required to keep under the provisions of the Ontario Corporations Act.

Qualification - Only Members in good standing will be eligible to be Directors, the Member must hold a valid current Membership in the Club and must have reached his/her 19th birthday by January 1st of the Director term. For this purpose, a family membership shall be deemed an individual membership.

Vacancies - In case of any vacancy in the Board of Directors by death, resignation, disqualification the vacancy may be filled by the appointment of the Board from Members in good standing. A Director may vacate his/her office at any time by written resignation.

Removal of Directors - A Director may be removed from office at any time by resolution passed by two thirds of the vote cast at a meeting of the Board of Directors provided that notice specifying the intent to pass such a resolution has been given as set out below.

Remuneration of Directors - The Directors may be paid such remuneration, if any, as the Board of Directors may from time-to-time determine.

Meetings of Directors

Notice of Meetings - All Directors shall be notified of the date, time and place of Directors meetings in person, by phone or in writing in advance of the meeting.

Without Notice - Director's meetings may also be held at any place with no formal notice, if all the Directors are present, or if those absent waive notice and consent to the holding of the meeting.

Attendance - Any Director who has missed two consecutive meetings is automatically removed as a Director. In extenuating conditions the Board reserves the right to make an exception. Meetings can be in person and/or via teleconference.

Quorum - Attendance of 50% of Directors is required for quorum at any meeting of the Directors. In the absence of a quorum resolutions can be developed and either voted on at the next meeting of the Board or by teleconference with the absent Board members or by electronic mail to the absent Board members.

Voting - Each Director present (with the exception of the Chair) shall have one vote on every question/ resolution and in the case of equality of votes the Chair shall cast the deciding vote.

Rules of Order - Meetings of the Board of Directors shall be conducted in a professional and respectful manner and Roberts Rules of Order shall be used to guide the deliberations.

Directors' and Officers' Obligations

Duty of good faith - Every Director and Officer of the Club shall exercise the powers and discharge the duties of his/her position honestly, in good faith and in the best interest of the Club. In this connection, the Directors and Officers shall exercise the degree of care, diligence and skill a reasonably prudent person would exercise in comparable circumstances.

Books and Records

The Directors shall ensure that all the necessary books and records of the Club required by the by-laws of the Club or any applicable statute or law are regularly and properly kept. Directors are responsible to ensure that the financial records of the Club and the minute book are passed on to the in coming Board of Directors.

I. Conflict of Interest

A Director is in conflict if:

- he/she participates in an advisory, recommendatory or decision-making role in respect of a proposal before the Board, or makes representations to another Director about what decision that person should make, and at the same time knows or ought to know that in the decision is the opportunity, or the reasonable appearance of an opportunity, for the Director to further his or her Private Interest;
- the Director uses information that they acquire by virtue of their position but which is not available to or accessible by the general public to further their own Private Interest;
- the Director uses their position to further their Private Interest by influencing a decision or recommendation to be made by another Director;
- the Director accepts a fee, benefit or gift in connection with the performance of their role as Director;
- the Director is an Affected Person in a matter before the Board;

- the Director's spouse is a close relative of an Affected Person;
- the Director is of the opinion that he or she cannot provide an objective review of a matter before the Board.

Annual declaration - Each Director will sign an annual declaration with respect to the Conflict of Interest policy which outlines the policy, process for declaration and consequences.

II. Confidentiality

Each Director of the Club shall not:

- disclose confidential information or make public or private statements or comments regarding thereto;
- use any confidential information for its own benefit or that of third parties;
- allow any third party to gain access to any confidential information; and shall
- take required steps to protect confidential information and avoid any unauthorized disclosure thereof.

Annual declaration - Each year each Director shall sign a confidentiality agreement that outlines the confidentiality policy of the Club.

Indemnification of Directors and Officers

Every Director or Officer of the Club and every member of a Committee of the Club and their heirs, executors and administrators, and estate shall be indemnified and saved harmless, by the Club from and against:

- all costs, charges and expenses which such Director, Officer or Committee member sustains or incurs in or about any action, suit or proceeding which is brought commenced or prosecuted against him or her for, or in respect of any deed, matter or thing whatsoever, made, done or permitted by him or her in or about the execution of the duties of his office; and
- all other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by his or her willful neglect.

The indemnity herein before provided for shall be applicable only if the Director, Officer or Committee member acted honestly and in good faith with a view to the best interests of the Club and, in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.

Committees

The Board of Directors may, from time-to-time, establish committees for the purposes of carrying out the activities of the Club.

Rules and Regulations

The Board of Directors may prescribe such rules and regulations relating to the management and operation of the Club as they deem appropriate for the benefit of the Club and its Members. These rules and regulations shall be published/posted in the medium used to inform the Members about the activities of the Club.

Disciplinary Action

The Board of Directors shall have the right to determine and set the scope of disciplinary action of any Member who fails to observe the rules and regulations of the Club or whose conduct is, in the opinion of the Board, prejudicial to the interests of the Club. Upon a situation being brought to the attention of the Board, the Board will write to the Member, informing them of the concern/incident and providing the Member with the opportunity to appear at a meeting of the Board of Directors to explain their action. The individual shall be informed within 10 business days of the decision of the Board by registered mail. The Board can determine the scope of the disciplinary action to be applied, taking into consideration the severity of the situation.