



# Bylaws

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*Amended January 29, 2025*

## ERA BYLAWS

### **Article I Name**

- 1.1 The name of this association shall be the Endurance Riders of Alberta Association (hereinafter referred to as ERA).

### **Article II Membership**

- 2.1 Any person interested in the purposes and objectives of this organization shall be eligible for membership and upon proper application; agreement to abide by the bylaws and objectives, and payment of required dues, shall be accepted in membership.
- 2.2 There shall be **six** classes of members that shall be admitted, retained, permitted to withdraw, be suspended or expelled under such terms as the Board of Directors shall adopt from time to time:
- a) Any individual may become an individual member of ERA upon payment of the annual INDIVIDUAL membership fee and agreement to abide by the bylaws;
  - b) **Any individual and spouse (or common-law) and children in full-time attendance at a post secondary educational institution may become members of ERA under one family membership upon payment of the annual FAMILY membership fee and agreement to abide by the bylaws;**
  - c) Any individual under the age of 16 years as of January 1 of each calendar year can become a JUNIOR member of ERA;
  - d) Any individual can become a YOUTH member of ERA from the date they leave Junior Division up to 21 years of age (under the age of 22 as of January 1), upon agreeing to abide by the bylaws;
  - e) **Any individual 60+ years of age as of January 1 of each calendar year can become a SENIOR member of the ERA upon payment of the annual Senior membership fee and agreement to abide by the bylaws.**
  - f) HONOURARY Membership status can be granted by the ERA BOD to any person(s), who meets 4 out of the 6 criteria required:
    - 1. Founding/long term member
    - 2. Has supported the ERA in the capacity of BOD member, casino rep, ride manager, etc.
    - 3. Supported the ERA Nationally or Internationally as a rider or equine owner
    - 4. Has a significant lifetime achievement
    - 5. Is no longer riding competitively – mandatory
    - 6. Has reached the age of 65 - mandatory
  - g) VETERINARY Membership status can be granted to all Veterinarians who; officiate at ERA sanctioned Endurance Rides on a yearly basis, in the year in which they officiate and agreement to obey the rules, regulations and bylaws
- 2.3 Membership fees will be established annually by the Board of Directors and must be ratified by a majority vote of the quorum present at any general meeting.

- 2.4 Membership in ERA will be valid from the date of payment of the annual membership fee to the end of the fiscal year in which the membership was obtained.
- 2.5 Dues are payable on or before the first day of January. Any member who fails to renew their membership by payment of the annual membership by March 31st is assumed to have withdrawn such membership effective that date and shall forfeit all privileges of membership and shall only be accepted back into membership in that year upon reapplication for membership and payment of required dues.
- 2.6 The Board of Directors shall have the power to suspend or expel any member who fails to observe any rule of the Society or any regulation set forth in these Bylaws or whose conduct is, in the opinion of the Board, prejudicial to the interests of the Society. A member so suspended or expelled shall, after the expiration of sixty (60) days, have the right to apply to the Board of Directors for reinstatement and may be reinstated at the next meeting of the Board provided two-thirds of the members of the Board of Directors present thereat vote in favor of such reinstatement. If the Board of Directors refuses to reinstate a person suspended or expelled from membership, such person shall have the right to apply for reinstatement at the next succeeding General Meeting of the Society, but reinstatement by General Meeting shall be only by a vote of two-thirds of the members of the Association and shall not be deemed to be special business.
- 2.7 Any member wishing to withdraw from membership may do so upon notice in writing to the Board through its Secretary. No membership fee or portion thereof will be refunded.

### ***Article III Voting Privileges***

- 3.1 Only members whose dues are not in arrears, who have not been suspended or expelled from the Society by action of the Board of Directors, and who have not resigned from the Society are eligible to vote.
- 3.2 An individual holding a single membership is entitled to one (1) vote, provided that they are present at the time of voting.
- 3.3 A family holding a family membership is entitled to two (2) votes, provided that two members of the family are present at the time of voting.
- 3.4 A Single Honorary Member is entitled to one (1) vote, and a Family Honorary Membership is entitled to two (2) votes, provided that the appropriate numbers of people are present.
- 3.5 Voting will normally be by a show of hands of eligible voters present. However, in the case of a Special Resolution, votes may be cast by ballot, or by mail ballot or proxy if such proxy or mail ballot voting is authorized by the Board of Directors,

### ***Article IV Board of Directors***

- 4.1 Board of Directors, Executive Committee, or Board shall mean the Directors of the Society.
- 4.2 The Board of Directors shall consist of eight (8) Directors to be elected at the Annual General Meeting, four (4) in even numbered years and four (4) in odd numbered years. Each Director is elected for a term of two (2) years.
- 4.3 The Board shall, subject to the bylaws or directions given it by majority vote at any properly called and constituted meeting, have full control and management of the affairs of the Society; and meetings of the Board shall be held as often as may be required, but at least once every three months.

- 4.4 Directors meetings may be called at any time by the President or any two (2) Directors provided they request the President in writing to call such a meeting, and state the business to be brought before the meeting.
- 4.5 Meetings of the Board shall be called by eight (8) days notice in writing by mail to each Director or by three (3) days notice by e-mail, Messenger or telephone. When notice is given by telephone, Directors will be required to sign a waiver of notice.
- 4.6 Four (4) members of the Board of Directors shall constitute a quorum for the purpose of Directors Meetings, provided that notice of meeting has been executed and mailed to all Directors eight (8) days or by e-mail, Messenger, or telephone three (3) days prior to the meeting date. With the consent of all Directors, the eight days notice can be waived.
- 4.7 The immediate past President of the Association, shall be an ex-officio member of the Board of Directors for a period of one year and shall have a vote on the Board.
- 4.8 Should a member of the Board of Directors cease to be a member in good standing of the Association said member shall immediately cease to be a Director. A Director who is absent from four consecutive meetings shall cease to be a Director, unless the Board by majority vote, excuses those specific absences. Any director or officer, upon a majority vote of all members in good standing, may be removed from office for any cause which the society may deem reasonable.
- 4.9 The Board of Directors shall appoint a willing member to fill a vacancy on the Board should one occur. The appointment shall be in effect until the following Annual General Meeting.
- 4.10 All members of the Directors of the Society must be Alberta residents.

#### **Article V Executive Committee**

- 5.1 The Executive Committee of the Association shall be a President, Vice President, Treasurer and Secretary. These officers shall be elected annually at the Annual General Meeting.
- 5.2 The President shall:
  - preside at all meetings of ERA;
  - be responsible for the general management and affairs of ERA;
  - have the powers and duties as conferred by the Board of Directors;
  - interpret the bylaws;
  - be an ex-officio member of all committees;
  - not cast a vote, except in the case of a tie where he/she shall cast the deciding vote.
  - **Ensure the Annual Return for the Association is filed with Corporate Registry within 60 days of the Annual General Meeting;**
  - **Ensure any approved changes to the Association's Bylaws are submitted to Corporate Registry within 30 days of a Special General Meeting or Annual General Meeting.**

5.3 The Vice President shall:

- exercise the duties and powers of the President in the absence or disability of the President;
- participate as a committee member with according voting privileges when not acting in the capacity of the President.

5.4 The Secretary shall:

- have custody of all books, records, and papers;
- keep a record of the minutes of all meetings.

5.5 The Treasurer shall:

- control the collections and receipts of all monies payable to ERA and supervise the keeping of all accounts of all ERA monies received and disbursed;
- direct the deposit of all monies and valuables in the name and to the credit of ERA at such bank(s) as may be designated by the Board of Directors;
- present the Association's records to the designated accountant/auditor for a general audit of accounts and transactions;
- ensures the auditor's reviewed financial statement of accounts is available for review and approval by the Board of Directors prior to the AGM.

5.6 In the absence of both the President and the Vice President, a Chairperson may be elected by the meeting to preside thereat.

#### **Article VI Signing Authorities**

6.1 The Treasurer and two other **Executive Committee Members** shall have the authority to sign cheques issued on behalf of ERA. All cheques must have signatures of any two of these three people to be valid.

6.2 The society does not have a corporate seal.

#### **Article VII Meetings**

7.1 The Annual General Meeting of the Association shall be held during the month of January, following the fiscal period for the purpose of electing the Executive Committee, Board of Directors, receiving annual reports, and conducting any other business that may arise.

7.2 Written notice of the Annual General Meeting or a Special General Meeting will be emailed a minimum of 14 days prior to the date of the meeting to all association Members in good standing.

7.3 A Special General Meeting may be called at any time by the President or two (2) Directors or by written request to the President signed by a minimum of twenty five (25) percent of the membership.

7.4 A minimum of fourteen (14) days notice (as per Canada postmark) of any such meeting and its purpose must be given to each Member via email or in writing at his/her last known address. Such meeting shall deal only with the item/items which gave rise to the call for the meeting. If such meeting involves a Special Resolution, the criteria set out in Article 12.1 of these bylaws will prevail.

- 7.5 Eighteen (18) eligible voting members or fifteen percent (15%) of the voting membership, whichever is the lesser, must be present at any Annual General Meeting or Special General Meeting to constitute a quorum, unless the vote is on a Special Resolution, in which case the criteria set out in Article 12.1 will take precedence.

#### **Article VIII Auditing of Accounts**

- 8.1 The Board of Directors will hire a chartered/certified accountant to audit the annual financial statements at the end of each fiscal year.
- 8.2 The books and records of ERA may be inspected by any member at the Annual General Meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of such books and records. Each member of the Board of Directors shall at all time have access to such books and records.
- 8.3 The fiscal year of ERA shall commence on the first day of December and end on the last day of November.

#### **Article IX Remuneration**

- 9.1 No Board of Directors or Executive Committee Members of ERA shall receive any remuneration for his/her services. Directors shall serve on a voluntary basis without remuneration by the Association for their directorship. Board approved expenses will be reimbursed upon Board approval.

#### **Article X Bylaws**

- 10.1 The by-laws of ERA may be rescinded, altered or added to by a Special Resolution in accordance with Article 12.1 of these bylaws.

#### **Article XI Rules and Regulations**

- 11.1 The Rules and Regulations of ERA may be rescinded, altered or added to by a Special Resolution in accordance with Article 12.1 of these bylaws.

#### **Article XII Special Resolutions - Societies Act, R.S.A. 1980**

- 12.1 A Special Resolution may be passed at a Special General Meeting by a vote of at least seventy five percent (75%) of all eligible voting members present, or by mail ballot or proxy if such proxy or mail ballot voting is authorized by the Board of Directors, provided that at least twenty one (21) days notice was given of both the meeting and the intent to propose the resolution or all eligible members agree to waive notice.

#### **Article XIII Parliamentary Authority**

- 13.1 The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the Association in all cases in which they are applicable and in which they are not inconsistent with these By-Laws and the "Societies Act".

#### **Article XIV Borrowing Powers**

- 14.1 For the purpose of carrying out its Objects, the Association 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 Association, and in no case shall debentures be issued without sanction of a Special Resolution of the Association.

**Article XV Dissolution Clause**

- 15.1 A three-quarter vote of the membership shall be required to sell and disperse of the assets of the Endurance Riders of Alberta not in the regular course of business or to dissolve the corporation. Upon dissolution of the Endurance Riders of Alberta, a non-profit society, any assets remaining after payment of or provision for its debts and liabilities shall, consistent with the purposes of the organization, be paid over to charitable organizations exempt under the provision of the Canada Customs and Revenue Agency Income Tax Act or corresponding provisions of subsequently enacted federal law. No part of the net assets or net earnings of the corporation shall insure to the benefit of or be paid or distributed to an officer, director, member, or donor of the organization.

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