



# **MANITOBA HORSE COUNCIL, INC.**

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## **By Laws**

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**REVISED**  
November 2, 2012

**Manitoba Horse Council Inc.  
145 Pacific Avenue  
Winnipeg, MB R3B 2Z6**

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## ARTICLE 1 GENERAL

1. The name of the organization is Manitoba Horse Council, Inc.
2. The purpose of the MHC is the promotion and development of the equestrian sport in Manitoba.
3. The activities of the MHC shall be carried out without purpose of gain for its members, and any profits earned by the MHC shall be used for promoting its purposes.
4. Upon dissolution of the MHC, the assets which remain after satisfying all debts and liabilities shall be distributed to a charitable organization or organizations having purposes similar to those of the MHC, as determined by the MHC prior to dissolution.
5. Definitions:
  - 5.1. Club Representative:           the representative of a Club
  - 5.2. MHC                               Manitoba Horse Council, Inc.
  - 5.3. Council of Clubs               the group of all the Club Representatives
  - 5.4. Board of Directors           the group of elected officers of the MHC
  - 5.5. Equestrian                   a rider, driver or handler of equine
  - 5.6. Equine                         includes horses, ponies, donkeys, mules

## ARTICLE 2 MEMBERSHIP

Membership in MHC shall be limited to organizations, individuals and corporations who support the purpose of MHC.

### 2.1 Categories of Membership

#### 2.1.1 Club

This class of membership is limited to provincial, regional and local equine organizations which engage in the promotion and development of equestrian sport and recreational activities in Manitoba and which meet the following criteria:

1. Have a minimum of 10 members
2. are not-for-profit, volunteer based and democratic in nature;
3. have a written constitution;
4. hold regular meetings;
5. hold election of directors and officers; and
6. maintain a financial record-keeping system which will be available on request to the MHC.

#### 2.1.2 Individual:

This class of membership is reserved for individuals who have paid the required membership fees to MHC and Equine Canada. Categories of individual members include:

- 2.1.2.1 Honorary life:** Granted by the Board of Directors to those persons, other than corporations, who have made an extra-ordinary contribution to the MHC.
- 2.1.2.2 Senior:** this class of membership is reserved for members 18 years and over of age as of January 1<sup>st</sup> of the calendar year
- 2.1.2.3 Junior:** this class of membership is reserved for members under the age of 18 as of January 1<sup>st</sup> of the calendar year
- 2.1.2.4 Family:** this class of membership is reserved for family members (parents, grandparents and children who meet the junior eligibility requirements) as one group. A family membership will include the first two members (two Seniors or a Junior and a Senior) plus an additional fee for each additional Junior.
- 2.1.2.5 Friends of horses:** this class of membership is reserved strictly for non-riders/drivers and volunteers (non-riders/drivers) of the MHC or Clubs who are not active in daily equine activities and wish to belong for the purpose of obtaining insurance coverage only.
- 2.1.2.6 Recreation:** this class of membership reserved for individuals of any age who are engaged in recreational equine activities as defined by the Board from time to time.

- 2.1.2.7 Golden:** this class of membership is reserved for members 70 years and over as of January 1<sup>st</sup> of the calendar year.

## **2.2 Privileges of Members**

The privileges of the Members are as follows:

### **2.2.1 Club**

1. Appoint one person and alternate from among their membership as Representative on the Council of Clubs;
2. Cast one vote at all meetings of the Council of Clubs;
3. Apply for monetary assistance, such as for the following funding services where applicable: bingos, competition grants, provincial and national championship grants, and team development grants;
4. Receive administrative services of the MHC; and
5. Insurance coverage as per group insurance policy.

### **2.2.2 Individual:**

All Individual members shall be entitled to the following privileges:

#### **2.2.2.1 Honorary life members**

1. Address meetings of members of MHC on any issue;
2. Privileges of senior member

#### **2.2.2.2 Senior members:**

1. Insurance coverage which includes: 3<sup>rd</sup> person liability, accident, accidental death and dismemberment.
2. Apply for monetary assistance.
3. Receive copies of all membership communications and publications.

#### **2.2.2.3 Junior members:**

1. Insurance coverage as per senior members
2. Apply for monetary assistance as per senior members
3. Receive copies of all membership communications and publications.

#### **2.2.2.4 Family members:**

1. Insurance coverage for all members listed under membership: 3<sup>rd</sup> person liability, accident, accidental death and dismemberment.
2. Members listed may apply for monetary assistance where applicable..
3. Receive copies of all membership communications and publications. One copy per family.

#### **2.2.2.5 Friends of horses:**

1. 3<sup>rd</sup> person liability insurance only.

#### **2.2.2.6 Recreation**

1. Insurance coverage which includes: 3<sup>rd</sup> person liability, accident, accidental death and dismemberment. *NOTE: Limited to recreational equine activities as defined by the Board from time to time.*
2. Apply for monetary assistance through any recreational programs.
3. Receive copies of all membership communications and publications.

### **2.2.2.7 Golden**

1. Insurance coverage which includes: 3<sup>rd</sup> person liability. [Accidental death and dismemberment (ADD) is not included]
2. Apply for monetary assistance.
3. Receive copies of all membership communications and publications.

## **2.3 Procedure for Application for New Club Membership**

### **2.3.1 Applications for membership:**

Applications for all categories of membership in MHC shall be submitted to the MHC in such form as the Board of Directors may designate.

### **2.3.2 Application for new Club Memberships:**

2.3.2.1 Applications for new Club Members shall be in such form as the Board of Directors may designate and shall contain evidence of compliance with the requirements for Club members set forth in section 2.1.1.1

2.3.2.2 The Board of Directors shall review and approve all applications for membership within 60 days of receipt of the application.

## **2.4 Renewal of Club Membership**

Applications for renewal of Club memberships shall include a complete list of registered members of the Club and such other information as may be required by the Board of Directors.

## **2.5 Resignation of members**

**2.5.1.** Voluntary resignation of members: Any member may withdraw from the MHC by delivering to the Secretary of the MHC a written resignation. Withdrawing members shall not be entitled to a rebate of fees.

**2.5.2** Suspension of members: Any Member may be suspended from the MHC by a 2/3 vote of those present at an annual or special general meeting of members called for that purpose and provided that 30 days notice be given to any member so affected and shall not be entitled to a rebate of fees.

## **2.6 Reinstatement of member**

A former Member, whose membership has been terminated by resignation or for any other reason under the Bylaws, may be reinstated upon approval of the Board of Directors, following the payment of the outstanding dues, all assessments that may have been levied in the year preceding reinstatement and any reinstatement fee prescribed by the Board of Directors.

## **2.7 Suspension of Membership**

Individual members are considered members not in good standing if they:

1. fail to pay dues or other amounts outstanding to the MHC;
2. are suspended by the Equine Canada or other relevant national equine governing bodies;
3. are suspended by their Club.
4. are guilty of inappropriate behaviour towards equine or person, subject to a review by the Ethics committee.

## **2.8 Membership Fees**

- 2.8.1** The amount of the annual membership fees for each category of membership shall be proposed by the Board of Directors and shall be subject to the approval of the majority of the members present, entitled to vote and voting.
- 2.8.2** The full amount of membership fees payable by Individual members (other than Honorary Life Members) shall be due and payable by March 16 of each year, except as otherwise specifically provided for elsewhere in these Bylaws.
- 2.8.3** Honorary Life members shall pay no membership fees.
- 2.8.4** Commencing in the 2012 membership year, a pro-rated Senior, Junior, and Family membership fee will be implemented for all membership applications received after October 15 of the current membership year at a discounted rate of 35% off the annual membership fee.

## **2.9 Assessments**

- 2.9.1** Any assessments over and above the annual membership fee proposed by the Board of Directors shall be subject to the approval of two-thirds (2/3) of the members present, entitled to vote and voting at a meeting of members.
- 2.9.2** Honorary Life members shall be exempt from the payment of any assessment levied upon the membership.

## **ARTICLE 3 GOVERNANCE**

### **3.1 Council of Clubs**

Each Club shall be entitled to appoint a representative to the Council of Clubs. The Council of Clubs is an advisory body to the Board of Directors and is entitled to participate in the development and review of the Strategic Plan of MHC. The Council of Clubs is also responsible for approving Bylaw changes.

#### **3.1.1 Qualifications**

Representatives must meet the following qualifications

- (a) be an individual member in good standing of MHC
- (b) be a member in good standing of the Club
- (c) be a resident of Manitoba.
- (d) be at least 18 years of age.

#### **3.1.2 Meetings**

There shall be a minimum of two (2) regular meetings per year of the Council of Clubs, which shall be held at the call of the President.

#### **3.1.3 Special Meetings**

3.1.3.1. A special meeting of the Council of Clubs may be called any time by a request in writing from no less than five (5) Representatives or a majority of the Board of Directors.

3.1.3.2. Within 15 days of receipt of a request for a special meeting of the Council of Clubs, the Secretary of the MHC shall send out notice of the time and place of the meeting, which shall be convened within the 30 days after the request at such time and place within Manitoba as the Secretary may determine. The notice calling a Special Meeting shall set out the business to be transacted thereat. No business shall be transacted at a special meeting except that for which the meeting has been called

#### **3.1.4 Teleconference Calls**

3.1.4.1 Teleconference calls accepted for MHC member club Presidents/Club Reps residing more than 200km away.

### **3.2 Board of Directors**

The Board of Directors shall consist of fourteen (14) individuals, elected by the members in accordance with section 3.11.2 of these Bylaws and the Past President who shall be an ex officio member of the Board of Directors.



### 3.2.1 Qualifications:

Directors must meet the following qualifications:

- (a) be an individual member in good standing of MHC
- (b) be a resident of Manitoba.
- (c) be at least 18 years of age.

### 3.2.2 Term of Office:

3.2.2.1 Except otherwise provided in these Bylaws, the term of office of a Director shall be three (3) years. The term of office shall commence on the date on which the Director is elected or appointed.

3.2.2.1 The terms of office of the Board of Directors shall be staggered such that 1/3 becomes due annually.

### 3.2.3 Vacancies

3.2.3.1 The office of a Director shall be automatically vacated when any such Director:

1. resigns his/her office by delivering a written resignation to the Secretary-treasurer of the MHC;
2. is removed from office by a resolution passed by two-thirds (2/3) of the members of the Council of Clubs present and voting at a special meeting called for that purpose;
3. ceases to be a permanent resident of Manitoba;
4. does not attend three consecutive regular meetings of the Board of Directors without providing reasons for non-attendance satisfactory to the Board of Directors;
5. ceases to be a member of MHC;
6. dies; or
7. is no longer able to carry out the duties due to physical or mental illness.

3.2.3.2 Where a vacancy in the Board of Directors occurs for any reason other than the expiration of the term for which the Director was appointed, the vacancy may be filled by appointment by the Board of Directors.

The appointment shall be for the remainder of the unexpired term of office.

In the event the office of President becomes vacant, the Vice President shall automatically become President for the unexpired portion of the term.

In the event the office of Vice President becomes vacant, the duties of the Vice President shall be performed by one of the remaining Directors by appointment of the Board of Directors.

### **3.3 Powers and Duties**

The Board of Directors shall be the managing body of the MHC.

#### **3.3.1 Powers of the Board of Directors shall include:**

1. The establishment of rules and regulations consistent with these Bylaws to govern its organization, procedure and conduct;
2. The establishment of administrative procedures for the management of the MHC;
3. The approval of new clubs which meet the criteria described in Article 2.

### **3.4 Meetings**

#### **3.4.1 Regular meetings:**

There shall be a minimum of six (6) regular meetings per year of the Board of Directors.

#### **3.4.2 Special meetings:**

Special meetings of the Board of Directors may be called at any time by the President or upon the written request of five (5) voting members of the Board of Directors, provided due notice of any such meeting is given to each member of the Board of Directors at least fourteen (14) days in advance of the time scheduled for the meeting. The Board shall meet not later than twenty-one (21) days after such written request is submitted to the Secretary. Directors may waive notice requirements. The notice calling a Special Meeting shall set out the business to be transacted thereat. No business shall be transacted at a Special Meeting except that for which the meeting has been called.

#### **3.4.3 Minutes:**

Minutes of the Board of Directors meetings shall be provided to the Council of Clubs.

### **3.5 Attendance**

Attendance at meetings of the Board of Directors shall be open to members of MHC, and invited guests with prior approval of 2/3 of the Board of Directors.

### **3.6 Quorum**

One-half of the voting members of the Board of Directors constitute a quorum for the transaction of business at any meeting.

### **3.7 Voting**

Decisions of the Board of Directors shall be determined by a majority of the votes cast by the Directors in attendance. In case of a tie in voting, the President shall, in addition to his/her original vote, have a second vote.

### **3.8 Remuneration**

The Directors shall receive no remuneration for acting as such, but, by resolution of the Board of Directors, expenses of their attendance at meetings of the Board, or otherwise incurred in connection with their services as Directors may be allowed and paid. No Director may receive any financial gain from the MHC.

### **3.9 Officers**

The officers of the MHC shall be the President, Vice President, Chair Athlete Development, Chair Officials, Chair Coaching, Chair Marketing, Chair Equestrian Centre, Chair Competitions, Chair Bingo, Chair Recreation, Chair Breeds & Industry, Chair Special Events, Secretary/Treasurer, Past President and a Director at Large.

### **3.10 Committees of the Board of Directors**

The Committees of the Board of Directors shall be:

#### **3.10.1 Executive Committee**

The Executive Committee shall have the authority to oversee implementation of Board of Director policies during intervals between meetings of the Board of Directors and shall perform other duties as from time to time as authorized by the Board of Directors.

The Executive Committee may act for the Board of Directors in response to urgent matters that may from time to time arise when it is impossible or impractical for the Board of Directors to meet.

The Executive Committee shall be comprised of the President, Vice-President, Secretary-Treasurer and one other Director.

#### **3.10.2 Other Committees**

Other committees as approved by the Board.

#### **3.10.3 Committee Requirements**

1. Terms of Reference for all committees must be approved by the Board of Directors.
2. Minutes of the Committees shall be provided to the Board of Directors.

### **3.11 Election of Directors**

**3.11.1** The Nominations Committee, consisting of the Past President plus two (2) individuals appointed by the Board of Directors, shall place into nomination at least one (1) name for each elective office to be filled.

Such individuals shall be chosen from Senior members, Golden members and Recreation members (over the age of 18 as of January 1<sup>st</sup> of the calendar year) for the term for which their nomination is being tendered.

**3.11.2** Election of directors for those positions which are vacant shall be as follows:

- a) The Council of Clubs at the Annual General Meeting, by a majority vote, shall elect
  - President
  - Vice President
  - Secretary-Treasurer.
  - Chair Athlete Development
  - Chair Officials
  - Chair Coaching
  - Chair Equestrian Centre
  - Chair Sports/Competitions
  - Chair Bingo
  - Chair Special Events
  - Chair Marketing/Fundraising
  
- b) The Senior members, Golden members and Recreation members (over the age of 18 as of January 1<sup>st</sup> of the calendar year) at the Annual General Meeting, by majority vote, shall elect
  - Chair Recreation
  - Chair Breeds & Industry
  - Director at Large

### **3.12 Appointive Officers**

#### **3.12.1 Title:**

The appointive officers of this MHC shall be an Executive Director and such others as may be designated by the Board of Directors.

#### **3.12.2 Tenure:**

The Board of Directors shall determine the tenure of the appointive officers.

#### **3.12.3 Duties:**

The duties of the Executive Director shall be to act as the chief administrator of the MHC. He/she shall represent the organization's interests/needs. He/she is responsible for the overall daily administration of the organization. The Executive Director shall perform his/her duties as outlined in the policy manual.

### **3.13 Indemnities to Directors and Officers:**

Every director and officer of the MHC, and every other person who has undertaken or is about to undertake any liability on behalf of the MHC, together with their heirs, executors, administrators and other legal personal representatives, shall from time to time be indemnified and saved harmless by the MHC from and against:

- 1) all costs, charges and expenses reasonably incurred by him/her in respect of any action, suit or proceeding that is proposed or commenced against him/her for or in respect of anything done or permitted by him/her in the execution of the duties of his/her office; and
- 2) all other costs, charges and expenses reasonably incurred by him/her in respect of the affairs of the MHC;

Except such costs, charges or expenses as are occasioned by his/her own wilful neglect or default.

## **ARTICLE 4 MEETINGS OF MEMBERS**

### **4.1 Annual General Meeting**

#### **4.1.1 Time and place:**

The Annual General Meeting of the MHC shall be held no later than April 30<sup>th</sup> following the fiscal year end at such place in the Province of Manitoba as may be determined by the Board of Directors.

#### **4.1.2 Notice:**

1. The Secretary/Treasurer shall publish notice of the Annual General Meeting, with the agenda, to Members 30 days prior to the date of the meeting.
2. The failure of any Member to receive notice of any meeting, shall not invalidate any proceedings taken at any meeting of members, any member may at any time waive the notice requirements.

#### **4.1.3 Attendance:**

1. Attendance at an Annual General Meeting shall be limited to members in good standing of the MHC.
2. All Clubs are entitled to have one voting representative at the Annual General Meeting.
3. If both the MHC Club President and MHC Club Representative are unable to attend, a designate is permitted to attend on behalf of the club. Written designation (email is acceptable) from the Club President must be provided to the MHC Office a minimum of 3 business days prior to the meeting date.
4. Teleconference calls accepted for MHC member club President/Club Representative residing more than 200 km away.

#### **4.1.4 Voting:**

1. Each duly appointed Club Member representative shall have one vote on any one issue.
2. Except as otherwise provided for in these bylaws, resolutions shall require a majority vote of those present, entitled to vote and voting.

#### **4.1.5 Quorum:**

1. A quorum shall consist of no less than fifty percent (50) of the eligible voting Club Representatives.

## **4.2 Special General Meeting**

### **4.2.1 Time and Place:**

1. A special general meeting may be called any time by a request in writing from no less than five (5) Representatives or a majority of the Directors, or five (5) % of the individual members.
2. Within 15 days of receipt of a request for a Special General Meeting, the Secretary of the MHC shall send out notice of a Special General Meeting, to be convened within the 30 days next at such a place within Manitoba as the Secretary may determine. The notice calling a Special Meeting shall set out the business to be transacted thereat. No business shall be transacted at a Special Meeting except that for which the meeting has been called.

### **4.2.2 Attendance, voting and quorum:**

As described in Article 4.1



## ARTICLE 5 FINANCE & MANAGEMENT

### 5.1 Audit:

The members shall at each Annual General Meeting appoint an independent accountant to prepare audited financial statement for the ensuing year.

#### Execution of Contracts:

**5.2.1** Contracts, documents or instruments in writing requiring the signature of the MHC may be signed by any two (2) of the following three (3) persons:

- a) President,
- b) Secretary-Treasurer and
- c) Executive Director.

**5.2.2** All contracts, documents and instruments in writing so signed shall be binding upon the MHC without any further authorization or formality.

**5.2.3** The Board of Directors shall have the power from time to time by resolution to appoint any administrative officer or any person or persons, on behalf of the MHC either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

### 5.2 Borrowing Authority:

The Board of Directors shall have the power and authority to borrow money whenever, in the discretion of the MHC, the exercise of this power is required in the general interest of the MHC; and in such instance, the Board of Directors may authorize on behalf of the MHC such notes, bonds and other evidence of indebtedness as the MHC shall deem proper. The Board of Directors shall have the full power to pledge the property of the MHC, or any part thereof, as security for such indebtedness.

### 5.3 Fiscal Year:

The fiscal year of the MHC shall be April 1<sup>st</sup> to March 31<sup>st</sup> until the fiscal year end March 31<sup>st</sup> 2010. The year 2010 shall be a transition year where the fiscal year will be for a nine month period April 1<sup>st</sup> 2010 to December 31<sup>st</sup> 2010. For the year 2011 and thereafter the fiscal year shall be January 1<sup>st</sup> to December 31<sup>st</sup>.

## **ARTICLE 6 RULES & REGULATIONS**

### **6.1 Rules of Order**

The current edition of Roberts Rules of Order shall govern the procedures of MHC in all situations not otherwise provided for in these Bylaws or the adopted policies or administrative procedures of MHC

### **6.2 Rules and Regulations**

The Board of Directors may prescribe such rules and regulations not inconsistent with these Bylaws relating to the management and operation of the MHC as they deem expedient.

## **ARTICLE 7 AMENDMENT OF BYLAWS**

- 7.1** Amendments to these Bylaws may be proposed by the Board of Directors.
- 7.2** Amendments may also be made by any committee or Member, provided that the proposed amendment has been submitted in writing to the appropriate committee of the Board of Directors for proper formulation and wording no later than sixty (60) days prior to the next meeting of the Board of Directors where such action is to be considered.
- 7.3** These Bylaws may be repealed or amended by a two-thirds (2/3) vote of the Council of Clubs at any duly called and constituted meeting of the Council of Clubs, provided firstly that, as a condition precedent to the presentation of any such amendment, the appropriate committee of the Board of Directors shall have properly formulated and worded said amendment and a copy thereof shall have been mailed to each of the members of the Council of Clubs no later than thirty (30) days prior to such action.,

## **ARTICLE 8 INTERPRETATION OF BYLAWS**

These Bylaws as herewith stated, or as hereafter amended, shall have effect immediately upon adoption, unless otherwise stipulated; all prior conflicting laws, parts of laws or resolutions shall thereupon be null and shall stand repealed.

**ARTICLE 9 ADOPTION**

These Bylaws as herewith stated, or as hereafter amended, shall have effect immediately upon adoption, unless otherwise stipulated; all prior conflicting laws, parts of laws or resolutions shall thereupon be null and shall stand repealed.

**MANITOBA HORSE COUNCIL INC.**

**WHEREAS** it is expedient and in the interests of the MHC that a new general By-law be enacted to replace the previous By-law of MHC.

**DONE, PASSED AND ENACTED**

This \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_

*President* \_\_\_\_\_

*Secretary-Treasurer* \_\_\_\_\_