

MANITOBA HORSE COUNCIL INC.

BYLAWS

The Manitoba Horse Council is a safe and welcoming member-based community that fosters respect for our equine companions and the growth of equine-related activities.

ARTICLE 1: GENERAL

1.1 Name

Manitoba Horse Council Inc. (MHC) is a not-for-profit organization which shall be known as the Manitoba Horse Council or MHC.

1.2 Registered Office and Corporate Seal

- (a) The registered office of MHC will be in the City of Winnipeg, in the Province of Manitoba.
- (b) The Corporate seal shall remain at the registered office of MHC in the custody of the Executive Director.

1.3 Mandate, Objects or Purpose

MHC represents Clubs and individual Members involved in a wide range of equine activities in Manitoba. MHC provides support, leadership, and resources for athletes and promotes the interests of Manitoba equestrian enthusiasts.

1.4 Definitions and Interpretation

Board – The elected Board of Directors of MHC.

Club – a provincial, regional, and local organization which engages in the promotion and development of equestrian sport and recreation.

Ex officio – An ex officio member is a person who is not elected or appointed to the board or committee but serves in an advisory capacity due to their office (i.e. Past President) or position (i.e. Executive Director).

Members in Good Standing – Members whose rights as members of MHC are not under suspension because of disciplinary proceedings or by operation of some specific provision in the bylaws.

ARTICLE 2: MEMBERSHIP

2.1 Individual Membership

- (a) **Eligibility:** Membership in MHC is available to individuals who support the mandate of MHC.

- (b) **Categories:** Categories of individual members include:
- (i) **Honorary life:** Effective 2019 no new nominations for Honorary life will be accepted. Existing honorary members will retain their status in the organization.
 - (ii) **Adult Competitor:** This class of membership is reserved for members 18 years and over of age as of January 1st of the calendar year.
 - (iii) **Youth Competitor:** This class of membership is reserved for members under the age of 18 as of January 1st of the calendar year.
 - (iv) **Family Competitor:** This class of membership is reserved for family members (parents, grandparents and children who meet the youth eligibility requirements) as one group. A family membership will include the first two members (two Adults, or a Youth and an Adult) plus an additional fee for each additional Youth.
 - (v) **Friends of horses:** This class of membership is reserved strictly for non-riders/drivers and volunteers of the MHC or a Club who are active in occasional equine activities and wish to belong for the purpose of obtaining liability insurance coverage only.
 - (vi) **Recreation:** This class of membership is reserved for individuals of any age who are engaged in non-competitive, recreational equine activities as defined by the Board.
 - (vii) **Recreation Family:** This class of membership is reserved for family members (parents, grandparents and children who meet the youth eligibility requirements) as one group. A family membership will include the first two members (two Adults or a Youth and an Adult) plus an additional fee for each additional Youth.
 - (viii) **Golden:** This class of membership is reserved for members 70 years and over as of January 1st of the calendar year.
- (c) **Admission:** An individual may become an Individual Member in the appropriate category by completing the application in the manner prescribed by MHC and paying the prescribed fee.
- (d) **Fees**
- (i) All Individual Members except Honorary Life Members will pay such annual fees as may from time to time be established by the Board.
 - (ii) Memberships expire on December 31 of the calendar year in which they were purchased.
 - (iii) Membership fees will not be reimbursed or carried forward in whole or in part upon termination of membership (by resignation, suspension or otherwise).

- (e) **Membership Benefits**
- (i) **Programs:** All Individual Members will be eligible to participate in all MHC programs that may be implemented including news and updates on specials offers, upcoming events and industry news, etc.
 - (ii) **Insurance:** All Individual Members will receive basic insurance coverage which includes third-party liability, accident, and accidental death and dismemberment, except for Friends of Horses and Golden which receive only third-party liability insurance.
 - (iii) **AGM:** All Individual Members are entitled to notice of and to attend meetings of Members but shall have no vote thereat.
- (f) **Resignation:** Individual Members may resign from MHC by submitting their resignation in writing to the MHC office.
- (g) **Suspension or Termination of Membership:** Individual Members are not Members in Good Standing if they:
- (i) fail to pay fees or other amounts outstanding to MHC;
 - (ii) are suspended by Equestrian Canada or other relevant national/international equine governing bodies;
 - (iii) are suspended by their Club; and/or,
 - (iv) are reprimanded, suspended or expelled pursuant to the process set out in the MHC Discipline and Complaints policy based on a violation of the MHC Code of Conduct and Ethics.
- (h) **Reinstatement of membership:** A former Member, whose membership has been terminated for any other reason under the Bylaws, may be reinstated upon approval of the Board of Directors, following the payment of any outstanding dues and/or any assessments that may have been levied in the year preceding reinstatement.

2.2 Club Membership

- (a) **Eligibility for Membership:** Club membership is available to equine organizations which engage in the promotion and development of equestrian sport and recreation activities in Manitoba, support the mandate of MHC and which meet the following criteria:
- (i) Minimum of 10 members.
 - (ii) Not-for-profit and volunteer based.
 - (iii) Have Governing bylaws.

- (iv) Hold Regular meetings.
- (v) Hold Elections of directors and officers.
- (vi) Maintain financial records which are available on request to MHC.
- (vii) Agree to Dispute Resolution as mandated by Sport Manitoba.
- (viii) Agree to Safe Sport policies and principles for competition as mandated by a national sporting body and/or Sport Manitoba.

There is one class of Club membership.

- (b) **Admission as a Member Club:** A Club may become a Club Member by completing the application in the manner prescribed by MHC and paying the prescribed fee.
- (c) **Membership Fees**
 - (i) All Club Members will pay such annual fees as may from time to time be established by the Board.
 - (ii) Memberships expire on December 31 of the calendar year in which they were purchased.
 - (iii) Membership fees will not be reimbursed or carried forward in whole or in part upon termination of membership (by resignation, suspension or otherwise).
- (d) **Member Club Benefits:** Member Clubs:
 - (i) Have the right to participate in the Council of Clubs;
 - (ii) May cast one vote per motion at the AGM, special meetings, and meetings of the Council of Clubs;
 - (iii) May apply for monetary assistance such as the following funding where applicable: competition grants, provincial and national championships, program grants, and team development grants;
 - (iv) Have access to administrative services offered by MHC; and
 - (v) Obtain insurance coverage as per the MHC group insurance policy.
- (e) **Resignation of Membership:** Clubs may resign from MHC by submitting their resignation in writing to the MHC office.
- (f) **Suspension or Termination of Membership:** Member Clubs are not Members in Good Standing if they:
 - (i) Fail to pay fees or other amounts outstanding to MHC;

- (ii) Fail to meet the eligibility criteria set out in 2.2 (a);
- (iii) Are suspended by Equestrian Canada or other relevant national/international equine governing bodies; and/or
- (iv) are reprimanded, suspended or expelled pursuant to the process set out in the MHC Discipline and Complaints policy based on a violation of the MHC Code of Conduct and Ethics.

2.3 Council of Clubs:

- (a) 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.
- (b) Each Member Club shall be entitled to appoint a representative to the Council of Clubs. Representatives must meet the following qualifications:
 - (i) be an individual Member in Good Standing of MHC;
 - (ii) be a member in good standing of the Club;
 - (iii) be a resident of Manitoba; and
 - (iv) be at least 18 years of age.
- (c) There shall be a minimum of two (2) regular meetings per year of the Council of Clubs. The AGM constitutes one of these regular meetings. The second meeting will be held at the call of the President.
- (d) Notice of Council of Clubs meetings shall be provided by email at least thirty (30) days before the meeting.
- (e) Representatives may participate in Council of Clubs meetings by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting if the MHC makes such means available. A person so participating in a meeting is deemed to be present at the meeting.
- (f) 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.

ARTICLE 3: MEMBER MEETINGS

3.1 Annual General Meeting

The Annual General Meeting of Members (AGM) shall be held within 120 days following the end of the fiscal year.

The meeting shall receive the audited financial statement and the annual report of the Board of Directors. It shall also appoint auditors for the next year, elect the Board of Directors, and conduct such other business as may properly come before it.

3.2 **Special Meetings**

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

3.3 **Electronic Meetings**

Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting if the MHC makes such means available. A person so participating in a meeting is deemed to be present at the meeting.

3.4 **Notice of Meetings**

Notice of meetings of Members shall be provided by email at least thirty (30) days before the meeting to all Members entitled to attend the meeting. Such notice shall state the date, location, and time of the meeting and in the case of a special meeting shall state the nature of the business to be transacted.

The failure of any Member to receive notice of any meeting shall not invalidate any proceedings taken at any meeting of Members.

3.5 **Quorum**

A quorum shall consist of no less than fifty percent (50%) of the eligible voting Council of Clubs representatives.

3.6 **Voting**

Clubs who are Members in Good Standing will have one vote.

Voting by electronic means or any other method that MHC makes available for that purpose is permissible at all Annual and Special General meetings.

In all matters requiring a simple majority, the President, may cast an additional vote to break a tie.

ARTICLE 4: BOARD OF DIRECTORS

4.1 **Board of Directors**

(a) **Powers**

The affairs of MHC shall be governed by the Board. The Board shall oversee policy and direction. They shall assist with the leadership, supervise the day-to-day business required to support the MHC offices, and attend to other affairs as required and directed by these Bylaws.

4.2 **Composition**

- (a) The Board shall consist of a minimum of eight (8) and a maximum of twelve (12) Directors. The new Directors will take office after the Annual General Meeting at which they were elected. The Past President shall be an ex officio member of the Board.
- (b) The Board shall be composed of Directors who reflect the diversity among members, regions, equine and equestrian activities, and interests found throughout the province; and who work on behalf of all members to further MHC's purposes, priorities, and strategic direction.
- (c) The Board shall ensure through its nomination and election policies and processes that no single interest, need or region has majority representation, undue influence, nor has its interests excluded by the Board.

4.3 **Eligibility**

Each Director shall:

- (a) Be at least 18 years of age;
- (b) Reside in Manitoba;
- (c) Be a member in good standing of MHC;
- (d) Not hold a paid position with MHC and not enter a contract for services with the organization;
- (e) Be interested in furthering the objectives of MHC; and
- (f) Endorse and comply with MHC Policies, the Code of Conduct and Ethics.

4.4 **Selection**

- (a) The Board shall appoint a Nominations Committee. The Nominations Committee will be responsible to solicit and receive nominations for the election of the Directors.
- (b) No fewer than sixty (60) days prior to the Annual General Meeting, the Nominations Committee shall seek nominations of eligible Members to be considered for the available positions. This notice will include the nomination process for potential Directors.
- (c) Notice of candidates will be sent by email to the Members in the Notice of Meeting.
- (d) Nominations shall not be accepted from the floor.

4.5 Terms of Office

- (a) All Directors will serve three-year terms and may serve no more than three (3) consecutive full terms, unless the final term is extended in accordance with this section. Directors must stand for election when they move from one term to another term.
- (b) The terms of office of the Board shall be staggered such that one-third (1/3) are elected annually. In order to allow for implementation of staggered terms, at the AGM at which this By-law is confirmed, approximately 1/3 of the Directors shall be elected or appointed for a term of one (1) year, approximately 1/3 of the Directors shall be elected or appointed for a term of two (2) years and approximately 1/3 of the Directors shall be elected or appointed for a term of three (3) years. A Director appointed or elected to fill a vacancy created by a resignation or removal "mid-term" shall hold office for the unexpired term of the predecessor.
- (c) Directors, having served three consecutive full terms on the Board, are not eligible for re-election for a period of twelve (12) consecutive months following the end of their third term. After this one-year period they may once again stand for election in the same manner as regular membership. The Board may, if it considers it advisable, extend, by no more than one year, the final term of a Director who has reached the term limit if the Director is an Executive and remains an Executive Officer during the extended term.

4.6 Vacancy

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

- (a) Resigns their office by delivering a written resignation to the President of MHC;
- (b) Ceases to be a permanent resident of Manitoba;
- (c) Ceases to be a Member in Good Standing of MHC;
- (d) Is absent for 3 consecutive Board meetings of MHC unless the Board agrees to waive this requirement;
- (e) Dies; or
- (f) Is no longer able to carry out their duties due to physical or mental illness.

Vacancies on the Board may be filled by appointment of the Board for the remainder of the unexpired term for which the Director was appointed.

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

In the event the office of Vice President Governance becomes vacant, the Board will appoint one of the remaining Directors to the office.

4.7 Meetings

The Board shall meet following the MHC annual general meeting to elect the officers and committee chairs of MHC. The Board will meet at least seven (7) more times each year, with time and location to be determined by the President.

The President shall have the power to call a meeting of the Board at any time or when requested to do so in writing by any five (5) Members of the Board. A minimum of forty-eight (48) hours' notice shall be provided for any meeting of the Board, except that the Board may unanimously waive any notice requirement.

Directors may participate in a meeting either in person, by virtual technology or by a combination of both. A Director so participating in a meeting is deemed to be present at the meeting.

4.8 **Quorum**

At any meeting of the Board, a quorum shall consist of a simple majority (50% plus one) of those entitled to be present and vote. Directors who declare a conflict of interest shall nonetheless be counted in determining a quorum.

4.9 **Voting**

Only Directors in attendance in person or electronically at any meeting of the Board may vote. In all matters requiring a simple majority, the President, may cast an additional vote to break a tie. Proxies are not accepted at meetings of the Board.

4.10 **Remuneration**

Directors shall not receive any remuneration for their services, except for reimbursement of authorized expenses.

4.11 **Conflict of Interest**

The Board shall expect, and to the extent possible, require any person affiliated with MHC in any manner whatsoever to comply with MHC policies regarding Conflict of Interest, as well as the Code of Conduct and Ethics.

Directors are obligated to identify a potential conflict of interest that may preclude them from voting on an issue. The Board will then decide whether the Director should be recused from the discussion and vote.

4.12 **Duties**

Every Director of MHC shall exercise the powers and discharge the duties of the office honestly, in good faith and in the best interests of MHC. They will exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in similar circumstances.

The Board and individual Directors represent the membership of MHC and are directly accountable to the membership.

The Board and individual Directors shall execute the tasks assigned in the Director's job description as stated in the MHC Board Manual.

4.13 Limitations on Powers

- (a) No individual Director shall have any authority to act on behalf of the Board with respect to agents or employees of MHC except as provided in these Bylaws or by resolution of the Board.
- (b) No individual Director shall have any authority to act on behalf of the Board with respect to the transaction of the affairs of MHC except as provided for in these Bylaws or by resolution of the Board.

4.14 Executive Officers and Committees

- (a) **Selection:** The Board shall meet following the Annual General Meeting to elect the Executive Officers.

The following positions are considered Executive Officers and will be elected by a majority vote of the Board:

- (i) President
- (ii) Vice President, Governance
- (iii) Vice President, Finance
- (iv) Vice President, Equestrian Facility

An officer must have served as a Director for at least one (1) year prior to being eligible as an Executive Officer, unless there is no one meeting such criteria. For the VP, Equestrian Facility, an officer must have also served at least one (1) year prior as a member of the Facility Committee,

The Past President is considered an ex officio Executive Officer for one year following their last year as chair/president to assist with transition.

- (b) **Term of Office:** The Officers hold office until the end of their term(s), they resign, or until a successor is appointed.
- (c) **Duties of President:** The President is responsible for leadership and oversight of MHC's Board and is ex officio member of all other committees. Information regarding the role and responsibilities of the President are found in the MHC Policy Manual.
- (d) **Duties of Vice-President, Governance:** The Vice-President Governance is responsible for assisting the President and fulfilling their duties when unavailable. The Vice-President may oversee special committees/projects as determined by the Board. Information regarding the role and responsibilities of the Vice-President Governance are found in the MHC Policy Manual.

- (e) **Duties of Vice-President, Finance:** The Vice-President Finance is responsible for overseeing MHC's financial policies, reviewing monthly and year-end financial reports/statements and with the Executive Director, preparing and reviewing the annual budget, and providing input into the annual audit. Information regarding the role and responsibilities of the Vice-President Finance are found in the MHC Policy Manual.
- (f) **Duties of Vice-President, Equestrian Facility:** The Vice-President Equestrian Facility is responsible for overseeing MHC's Equestrian Facility operations, fostering a positive relationship with Park management, sub-lessees and user groups, long-range planning, and with the Executive Director and Facility Manager, preparing and reviewing budget documents and seeking funding for improvements. Information regarding the roles and responsibilities of the Vice-President Equestrian Facility are found in the MHC Policy Manual.
- (g) **Duties of Past President:** The Past President shall be the most immediate person who served as President the previous year. The Past President role is ex officio for one year or until the end of their elected term whichever comes first. The Past President will act as a mentor to the President. The Past President may be assigned other duties as required by the Board.

4.15 **Committees**

The Board may establish committees as deemed necessary. Information regarding MHC Committees will be found in the MHC Policy Manual.

4.16 **Appointment of Executive Director**

The Executive Director shall be hired by the Board and shall manage the day-to-day business of MHC as outlined in the MHC Policy Manual and will oversee operations according to the direction established by the Board. The Executive Director shall be an ex officio Member of the Board and shall present reports to all meetings of the MHC. The Executive Director will be a liaison for Committees of MHC and provide resources as required. The Executive Director must be bondable. The Executive Director will have authority on all financial matters including signing authority for day-to-day operations. Information regarding the roles and responsibilities of the Executive Director are found in the MHC Policy Manual .

ARTICLE 5: FINANCE AND ADMINISTRATION

5.1 **Fiscal Year**

The fiscal year is January 1 to December 31.

5.2 **Execution of Documents**

Deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by MHC may be signed by two (2) Officers or Directors or one Officer and one Director in accordance with MHC's policies, rules, and regulations. In addition, the Board may from time to time direct the way, and the person or persons by whom a particular document or type of document shall be executed.

5.3 **Signing Authority**

The Executive Officers of the Corporation, including the Executive Director, or other persons appointed by the Board, shall have signing authority for all financial transactions conducted in the name of the Corporation. All such transactions shall require two signatures.

5.4 **Borrowing Powers**

MHC may borrow funds upon such terms and conditions as the Board may determine.

5.5 **Records and Books**

All necessary and correct books and records of MHC required by these Bylaws or by any applicable statute or law shall be kept in the MHC Office.

5.6 **Audit of Accounts**

At the Annual General Meeting each year, members will appoint an independent accountant to prepare the audited financial statement for the ensuing year.

ARTICLE 6: INDEMNIFICATION

6.1 **Indemnification:**

- (a) MHC will indemnify and hold harmless out of the funds of MHC each Director and any individual who act at MHC's request in a similar capacity, their heirs, executors, and administrators from and against all claims, demands, actions or costs which may arise or be incurred because of occupying the position or performing the duties of a Director or any individual who act at MHC's request in a similar capacity.
- (b) MHC will not indemnify a director or officer or any other person or entity for acts of fraud, dishonesty, or bad faith.
- (c) MHC will always maintain in force Directors' and Officers' liability insurance.

ARTICLE 7: RULES

7.1 **Parliamentary Authority or Rules of Order**

The parliamentary authority for the organization shall be Robert's Rules of Order Newly Revised.

ARTICLE 8: AMENDMENT AND ADOPTION OF BYLAWS

- 8.1 The Board shall review these Bylaws annually.
- 8.2 Amendments to these Bylaws may be proposed by the Board.
- 8.3 Amendments may also be made by any committee or Member, provided that the proposed amendment has been submitted in writing to the Board for proper formulation and wording no later than sixty (60) days prior to the next meeting of the Board where such action is to be considered.
- 8.4 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 that the Board provides a properly formulated and worded amendment. A copy of the amendment(s) shall be electronically mailed to each of the members of the Council of Clubs no later than thirty (30) days prior to such action.

MHC Board of Directors Approval Date: _____

Council of Clubs Approval Date at AGM: _____

