

BYLAWS

of

BRITISH COLUMBIA BARREL RACERS ASSOCIATION

Part 1 - Definitions and Interpretation

Definitions

1.1 In these Bylaws:

“Act” means the Societies Act of British Columbia as amended from time to time;

“Board” means the Directors of this Association;

“Bylaws” means these Bylaws as altered from time to time.

“BCBRA” shall be used as a contraction of the Association name in these bylaws and any instance where a contraction is desirable.

Definitions in the Act apply

1.2 The definitions in the Act apply to these Bylaws.

1.3 If there arises a conflict between the Act or any of the Regulations under the Act and these Bylaws, then the Act or the Regulations, prevail.

1.4 If there arises a conflict between these Bylaws and Rules or Regulations issued and updated from time to time by the Board and or the Members, then these Bylaws prevail.

1.5 Mails or Delivers means transmission of information by any of the following means: by Postal Service, by Hand, by E-mail, by Fax, or by Text Message.

Part 2 – Membership

Application for Membership

- 2.1 The BCBRA is a non-profit social club for people who enjoy barrel racing to come together to promote barrel racing at the non-professional level and to organize barrel racing events for members and other participants. Any person may apply to the Board for Membership in the Association, and that Person becomes a Member upon acceptance of the Application by the Board.
- 2.2 The Board has the right and duty to exercise discretion in accepting membership applications. While it would be expected that (by far) the majority of applicants would be accepted without question, there are circumstances where concern for the wellbeing of the Association or the Members in General necessitates decline of an application. The Board has the authority to decline any application deemed unfit or unsuitable at the Discretion of the Board. In all instances where an Application for Membership is declined the Applicant must be promptly advised in writing of the decline, including the reason for decline. Reasons for decline of an application for Membership might include, but are not limited to:
- a) Misappropriation of members' funds.
 - b) Failure to provide adequate documentation regarding the disposition of monies received or expenditures made.
 - c) Committing to contractual obligations on behalf of the Association without obtaining the mandated authorization from the majority of the Board of Directors.
 - d) Conduct which constitutes failure to abide by the Rules of the Association.
 - e) Suing or Defaming the Association, or any or all

the Board of Directors or the General Membership of the Association.

f) Other reasons that the Board, acting in the best interest of the Association, shall deem appropriate from time to time.

Expulsion of a Member

- 2.3 The Board shall have the right to expel a member for reasons as outlined in section 2.2 above.

Appeal of a Decision

- 2.4 In each instance where the Board either declines an Applicant or expels a Member under the powers outlined in sections 2.2 and 2.3 above, the Applicant or Expelled Member shall have the Right to Appeal that decision. The first level of the appeal process is for the Applicant or Expelled Member to make a written submission to the Board responding to the Reason for Decline or Expulsion Notice. If that should fail to convince the Board to reverse the previous decision, the Applicant shall have the right to a hearing at the next occurring AGM, provided that the request for a hearing be supported in advance by 20% of the current members in good standing, as evidenced by a written petition signed by the members and clearly displaying their name and individual membership number. This petition must be received by the Board no less than 45 days prior to the AGM to provide the Board with sufficient time to ensure that the 20% threshold has been reached. Appeal to the AGM can only occur after the first stage appeal has been processed and a decision rendered and after the Board has confirmed the petition has reached the 20% of membership threshold.

Expulsion and/or Banning an Applicant for Membership

- 2.5 In the event of a Member being expelled under the terms of section 2.3 above or an Applicant for Membership being declined under terms of section 2.2 above, the Board has the authority to impose a ban upon future applications for Membership for a specific period of years, or additionally to a maximum of a lifetime ban. The banned person must be notified of the ban by written notice including the reason for the ban.

Duties of Members

- 2.6 Every member must uphold the Constitution of the Society and must comply with these Bylaws and such other Rules and Regulations as are posted.

Amount of Membership Dues

- 2.7 The amount of the Annual Membership Dues must be determined from time to time by the Membership at an AGM and posted as part of the Rules and Regulations.

Member Not In Good Standing

- 2.8 A Member is not in good standing if the member fails to pay the member's annual membership dues, and any fines or monies owed to the Association. The Member is not in good standing for so long as those dues and fines remain unpaid.

Member not in good standing may not vote

- 2.9 A voting member who is not in good standing
- (a) may not vote at a general meeting, and
 - (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Termination of membership if member not in good standing

- 2.10 A person's membership in the Society is terminated if the person is not in good standing for 12 consecutive months.

Classes of Membership

- 2.11 **Open Category** is open to all riders of any age.
- Junior Category** is open to any rider of 15 years of age or younger on January 1st of the current membership year.
- Senior Category** is open to any rider 50 years of age or older on January 1st of the current membership year.

Peewee Category is open to any rider 10 years of age or younger on January 1st of the current membership year.

Double Dip Category is only open to any rider eligible to hold a Junior or Senior category wishing to compete in the open category in conjunction with their Junior or Senior membership. Peewees are not eligible for double dip category.

Associate Category is restricted to the parent or guardian of a Peewee where the parent is not a member in their own right in another category.

Additional Horse registration is available in all categories. This registration allows the member to run more than one horse at the Finals as long as they have sufficient race credits to run additional horse(s).

Each member is allowed one vote, ie. Open/Senior or Open/Junior Double Dip Memberships only have one vote. In the case of Associate Category One parent only would be allowed one vote in lieu of the Peewee members vote, the Peewee DOES NOT get an additional vote. Those members with Additional Horse Memberships DO NOT get additional voting privileges.

Membership Year

- 2.12 The Membership Year begins the day after the Annual BCBRA Finals event and runs through to the completion of the next Annual BCBRA Finals.
- 2.13 A person ceases to be a member of the society:
- a) by delivering his or her resignation in writing to the secretary of memberships or president of the association of the society or by mailing or delivering it to the address of the society; b) on being expelled
 - b) on his or her death;

- c) on being found to be incapable of managing his own affairs by reason of mental or physical infirmity;
- d) on having been a member not in good standing for 12 consecutive months
- e) as a result of the dissolution of B.C. Barrel Racers Association

PART 3 – GENERAL MEETINGS OF MEMBERS

Time and Place of General Meeting

- 3.1 A general meeting must be held at the date, time and place the Board determines.
- 3.2 Members will be notified of a general meeting no less than 30 days prior to the date of the meeting.

Ordinary Business at General Meeting

- 3.3 At a general meeting, the following business is ordinary business:
 - a). Adoption of rules of order.
 - b). Consideration of any financial statements of the Society presented to the meeting.
 - c). Consideration of the reports, if any, of the directors or auditor.
 - d). Election or appointment of directors.
 - e). Appointment of an auditor, if any.
 - f). Business arising out of a report of the directors not requiring the passing of a special resolution.
 - g). Business requested by members must be received no later than 30 days prior to the date of the

announced meeting.

Notice of Special Business

- 3.4 A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member(s) receiving the notice to form a reasoned judgment concerning that business

Chair of General Meeting

- 3.5 The following individual is entitled to preside as the chair of a general meeting:
- a). The individual, if any, appointed by the Board to preside as the chair.
 - b). If the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair.
 - i). The president,
 - ii). The vice-president, if the president is unable to preside as the chair, or
 - iii). One of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

Alternate Chair of General Meeting

- 3.6 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

Quorum Required

- 3.7 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting

members is present.

Quorum for General Meetings

- 3.8 The quorum for the transaction of business at a general meeting is 3 voting members or 5% of the total number of current voting members, whichever is greater.

Lack of Quorum at Commencement of Meeting

- 3.9 If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,
- a). In the case of a meeting convened on the requisition of members, the meeting is terminated, and
 - b). In any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

If Quorum Ceases To Be Present

- 3.10 If, at any time during a General Meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Adjournments by Chair

- 3.11 The Chair of a General Meeting may, or, if so directed by the voting members at the meeting, must adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of Continuation of Adjourned General Meeting

- 3.12 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Order of Business at General Meeting

- 3.13 The Order of Business at a General Meeting is as follows:
- a) Elect an individual to chair the meeting, if necessary.
 - b) Determine that there is a quorum.
 - c) Approve the agenda.
 - d) Approve the minutes from the last general meeting
 - e) Deal with unfinished business from the last general meeting

If the meeting is an annual general meeting,

- i). Receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
- ii). Receive any other reports of directors' activities and decisions since the previous annual general meeting,
- iii). Elect or appoint directors, and
- iv). Appoint an auditor, if any.
- g) Deal with new business, including any matters about which notice has been given to the members in the notice of meeting.
- h) Terminate the meeting.

Methods of Voting

- 3.14 At a General Meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the

intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the Chair of the meeting, voting must be by a secret ballot.

Tied Votes

- 3.15 In the case of a tie vote, the Chair does not have a casting (or second) vote in addition to the vote to which he or she may be entitled as a member), the proposed resolution fails.

Announcement of Result

- 3.16 The Chair of a General Meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy Voting Not Permitted

- 3.17 Voting by proxy is not permitted, except in the case of a Peewee member where the parent or guardian who signed the application of the Peewee member as such, has an Associate Membership under the terms outlined in Section 2.11 above.

Matters Decided at General Meeting by Ordinary Resolution

- 3.18 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

PART 4 – DIRECTORS

Number of Directors on Board

- 4.1 The Association must have no fewer than 5 and no more than 13 Directors or such other number as shall be determined

from time to time at a General Meeting.

Election or Appointment of Directors

- 4.2 At each Annual General Meeting, the Voting Members entitled to vote for the election or appointment of directors must elect or appoint the Board.

Directors May Fill Casual Vacancy on Board

- 4.3 The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death, incapacity or removal of a director during the director's term of office.

Term of Appointment of Director Filling Casual Vacancy

- 4.4 A Director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

Conditions for Nomination

- 4.5 Nominees for the position of Director must be a Current Member in Good Standing for at least 12 consecutive months leading up to the current Annual General Meeting.
- 4.6 The members may, by special resolution, remove a director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.
- a) Pending an extraordinary meeting, a director may be suspended while in office, with another director accepting the duties of the director on suspension.

PART 5 – DIRECTORS' MEETINGS

Calling Directors' Meeting

- 5.1 A Directors' Meeting may be called by the president or by any 2 Directors.

Notice of Directors' Meeting

- 5.2 At least 2 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

Proceedings Valid Despite Omission to Give Notice

- 5.3 The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a Director, does not invalidate proceedings at the meeting.

Conduct of Directors' Meetings

- 5.4 The Directors may regulate their meetings and proceedings as they think fit, ie. In person meetings or electronically as long as everyone can hear and participate.

Quorum of Directors

- 5.5 A quorum for the transaction of business at a Directors' Meeting is 50% of the directors.

PART 6 – BOARD POSITIONS

Election or Appointment to Board Positions

- 6.1 Directors must be elected or appointed to the following Board positions, and a Director, other than the President, may hold more than one position.
- a) President.
 - b) Vice-President.
 - c) Secretary.
 - d) Treasurer.

Directors at Large

- 6.2 Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large, although titles

may be accorded to such positions as the members see fit to reflect the role to be fulfilled.

- 6.3 The Board of Directors have the authority to make Rules and Regulations for the Association that are consistent with the bylaws and to change them from time to time.

Role of President

- 6.4 The President is the Chair of the Board and is responsible for supervising the other Directors in the execution of their duties.

Role of Vice-President

- 6.5 The Vice-President is the Vice-Chair of the Board and is responsible for carrying out the duties of the President if the President is unable to act.

Role of Secretary

- 6.6 The Secretary is responsible for doing, or making the necessary arrangements for, the following:
- a). Issuing notices of General Meetings and Directors' Meetings.
 - b). Taking minutes of General Meetings and Directors' Meetings.
 - c). Keeping the records of the Association in accordance with the Act.
 - d). Conducting the correspondence of the Board.
 - e). Filing the Annual Report of the Association and making any other filings with the Registrar under the Act.

Absence of Secretary from Meeting

- 6.7 In the absence of the Secretary from a meeting, the Board must appoint another individual to act as Secretary at the meeting.

Role of Treasurer

- 6.8 The Treasurer is responsible for doing, or making the necessary arrangements for, the following:
- a). Receiving and banking monies collected from the members or other sources.
 - b). Keeping accounting records in respect of the Association's financial transactions.
 - c). Preparing the Association's financial statements.
 - d). Making the Association's filings respecting taxes.

PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

Remuneration of Directors

- 7.1 7.1 These Bylaws do not permit the Association to pay to a Director remuneration for being or acting in the capacity of a Director, but the Association may, subject to the Act, pay remuneration to a Director for recognised professional services provided by the Director to the Association. Any professional services that a director provides must be pre-approved by the Board of Directors for the Association prior to the Director providing the services.
- 7.2 A Director will be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the Association.

Signing authority

- 7.3 A contract or other record to be signed by the Association must be signed on behalf of the Association:
- a). By the President, together with one other Director.
 - b). If the President is unable to provide a signature, by the Vice-President together with one other Director.
 - c). If the President and Vice-President are both unable to provide signatures, by any 2 other directors.
 - d). By one or more individuals authorized by the Board to

sign the record on behalf of the Association.

Corporate Seal

- 7.4 The Directors, at their discretion, may provide for a common seal for the Association and may destroy a seal and substitute a new seal in its place.
- 7.5 In the event a common seal exists, use of the common seal must be authorized by a resolution of the Directors which should include specifying the persons in whose presence the seal may be applied.