

BY-LAWS of
Maritime Quarter Horse Association

ARTICLE I
Definitions

In this by-laws unless there be something in the subject or context inconsistent therewith

- a) *Society* means Maritime Quarter Horse Association herein after the “Association”.
- b) *Registrar* means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.
- c) *Special Resolution* means a resolution passed by not less than three-fourths of such members entitled to vote as are present in person or by proxy, where proxies are allowed, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

ARTICLE II
Objects

The objects of the Association are the encouragement, development and improvement of the Quarter Horse Breed in the Maritimes, being Nova Scotia, New Brunswick and Prince Edward Island, *Labrador and Newfoundland*.

ARTICLE III
Membership

- 1. The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance with these by-laws, and none other, shall be members of the Association, and their names shall be entered in the Registry of Members accordingly.
- 2. For the purpose of registration, the number of members of the Association is unlimited.
- 3. Subject to these by-laws every member of the Association shall be entitled to attend any meeting of the Association and to vote at any meeting of the Association and to hold any office.
- 4. Membership in the Association shall not be transferable.

5. There shall be the following class of members:
 - a) Honorary Members: The Association, by ordinary resolution of a General Meeting may appoint Honorary Members of the Society, if the Board of Directors has, by prior resolution thereof, named the proposed member or members recommended that such appointment be made for life, or for a term, as the case may be, but such Honorary Member shall take no part in the management of the Association's affairs, and shall have no vote, and shall not be entitled to hold office in the Association, other than the office of Honorary President. Notwithstanding anything contained, any Honorary Membership may at any time be revoked by $\frac{3}{4}$ vote of the Board of Directors present at such meeting, or by ordinary resolution of a General Meeting.
 - b) Annual Members: Annual Members shall be those individuals and/or families who apply for annual memberships and who pay the prescribed fee due the first day of January in each year.
 - c) Youth Members: Youth Members shall be those individuals who have not yet attained the age of nineteen years of age as of January 1st, who apply for Youth Membership, and who are accepted as Youth Members, and who have paid the prescribed fee. Youth Members shall have no vote and shall not be entitled to hold any office in the Association.
6. A member may at any time terminate his or her membership in the Association by giving a written notice to the Secretary, but there shall be no refund or membership dues.
7. Application for membership be it Youth, Adult, or Family shall be made in writing to the Association using the prescribed form as provided by the Association, and each applicant whose application is accepted shall agree to be bound to these by-laws and all amendments thereto, and all rules and regulations of the Association, provided that the Board of Directors shall at all times have the power to reject or defer any application for membership.
8. The membership year of the Association shall be January 1st to December 31st.
9. Parts 5b) and 5c) are designated as active members.
10. Membership in the Association shall cease upon the death of a member, or if, by notice in writing to the Association he / she resigns his / her

membership, or if he / she ceases to qualify for membership in accordance with these by-laws.

ARTICLE IV
Meetings

1. The Annual General Meeting of the Association shall be held at such time and place as may be decided by the Board of Directors of the Association. Other General Meetings shall be held at the time and place fixed by the Board of Directors or the Executive Committee. Notice of such Annual or General meeting shall be given to each member at least 30 days in advance of such meeting, indicating time, date and place of meeting. Notice shall be given by facsimile, electronic mail or circular letter, postage prepaid to each member at his or her last known post office or electronic mail address appearing on the books of the Association. In the event of the Association publishing a Newsletter, be it Paper or electronic, then notice of such meeting therein shall be deemed sufficient notice.
2. a) Notice of Meetings of the Board of Directors and the Executive Committee (other than the one immediately following the Annual General Meeting) shall be given to each Director at least 20 days in advance of such meeting. Notice shall be given by either facsimile, or circular letter, postage prepaid to each member at his or her last known post office address appearing on the books of the Association. Notice may be given via telephone, in which case, only 15 days notice is required. In the event of the Association publishing a Newsletter then notice of such meeting therein shall be deemed sufficient notice.

b) A Meeting of the Board of Directors or Executive Committee may be held on shorter notice provided all Directors have given their consent to the meeting being held. A record of such consent shall be entered in the minutes.
3. a) No business shall be transacted at any Annual or General meeting unless a quorum of members is present at the commencement of such business and such quorum shall be five (5) voting members in good standing.

b) Furthermore the non-receipt of any notice of meeting by any member shall not invalidate the proceedings at any meeting.
4. a) Only active Adult members in good standing shall be entitled to vote at any meeting of the members of the Association and each Active Member or his/her proxy shall have one vote. Only an Active

Member in good standing may act as proxy for a member, and no members shall vote as proxy for more than two other members.

- b) A member not in good standing is a member who is:
 - i) in default under any of the by-laws hereof or those of the American Quarter Horse Association; or
 - ii) in arrears in payment of any membership fees, dues or other monies to the Association; or
 - iii) under suspension from the Association or the American Quarter Horse Association.
 - c) Notwithstanding anything contained herein no individual shall be at liberty to cast more than three (3) votes (including all proxies and all designations by partnership; firms; or companies) on any matter called before a General Meeting.
 - d)
 - i) All proxies shall be in writing and submitted on the prescribed form as provided by the Association
 - ii) should a meeting be adjourned and reconvened on a different date and time, proxies shall be deemed void and a new proxy form must be submitted for that new date and time
 - iii) proxies entitling any member of the Association to vote at more than one meeting shall be void.
5. No member shall be entitled to any of the rights and privileges of the Association during any year until his / her annual fee for that year is paid. Annual fees shall become due January 1st of each year.
6. At each General or Annual meeting of the Association the following items shall be dealt with and shall be deemed to be ordinary business:
- a) Identification of members.
 - b) Reading of Minutes from previous meeting.
 - c) Reports of Officers, Directors, and Committees

- d) Correspondence, where applicable to the General Membership
 - e) Unfinished Business
 - f) Election of Directors
 - g) New Business
 - h) Adjournment
- 7.
- a) All business conducted at any meeting of the Society shall be carried by a 50% plus 1 majority vote of the votes cast in each particular vote taken.
 - b) Members abstaining from the vote shall not be counted in the overall number of votes used to determine the outcome of a motion.

ARTICLE V
Board of Directors

1. Except as hereafter otherwise provided, the affairs of the Association shall be conducted by the Board of Directors. Unless otherwise determined by general meeting, the number of directors shall not be less than five or more than twelve.
2.
 - a) Directors shall be elected at an Annual Meeting of the Association. They shall hold office for a maximum term of two years or until their successors are duly elected or appointed. Retiring Directors are eligible for re-election.
 - b) No member shall hold office as a Director or Officer unless they are a member in good standing and are of nineteen years of age. No member shall be entitled to attend a meeting of the Directors unless they are a member in good standing.
 - c) The immediate Past-President of the Association shall be deemed to be a member of the Board of Directors for a one year term following completion of his / her term as President.
3. In the event that a Director resigns or ceases to be a member of the Association, or is removed from office in accordance with these by-laws, the Board of Directors shall have the power to fill vacancies which may occur among their members, provided, however, that any Director so

appointed shall hold office only until the next Annual Meeting of the Association, but shall be eligible for re-election.

4. Any Director not attending two consecutive Directors Meetings without due cause may be asked to resign and may not be re-elected as a Director for two years after the resignation becomes official. Furthermore, the Association may, by special resolution, remove any Director before the expiry of the period of office and appoint another member in his/her stead. The member so appointed shall hold office during such time only as the Director in whose place he/she is appointed would have held office if such Director had not been removed.
5. No business shall be transacted at any meeting of the Board of Directors unless there is a quorum present and a majority of the Directors shall constitute a quorum of any Directors Meeting.
6. The Board of Directors shall meet at such a place that the Board will determine and the Board shall meet as often as the business of the Association may require.
7. The Directors and Board of Directors shall not be liable to any members in damages or otherwise for any matter or act done by the Directors acting in good faith.
8. The Board of Directors shall have the power to expel or suspend any member who fails to observe these by-laws or whose conduct is, in the opinion of the Board, prejudicial to the interest of the Association. A member so suspended or expelled shall, for a period of 30 days, have the right to appeal such expulsion or suspension to the Board of Directors who shall after review of the circumstances, either order the reinstatement or continue the suspension or expulsion for a stated period or impose such other disciplinary action as may be provided in the by-laws, Rules and Regulations of the Association. Particulars of charges any person which may result in suspension or expulsion shall be laid before a meeting of the Executive Committee which shall set a date for the hearing of such charges by the Board of Directors and the person so charged shall be given fifteen days (15) notice in writing of such meetings and be given the right to appear and be heard. Anyone suspended by AQHA shall automatically be suspended for the same amount of time by MQHA in all sanctioned events.
9. The management of the activities of the Association shall be vested in the Directors who, in addition to the powers and authorities by these by-laws or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Association in general meeting. The Directors may appoint an

Executive Committee and may delegate any of their powers to the Executive Committee.

ARTICLE VI

Executive Committee

1. The Executive Committee shall consist of the immediate Past President, President, Vice-President, Secretary, Treasurer and such other Director as the Board of Directors may determine.
2. The Executive Committee shall do such things and execute such matters and carry out such instructions as the Board of Directors may from time to time direct.

ARTICLE VII

Officers

1. All officers shall be a member of the Board of Directors and the officers of the Association shall be the immediate Past President, President, Vice-President, Secretary, Treasurer. The office of Secretary/Treasurer may be combined.
2. The President of the Association shall have general supervision of the activities of the Association and shall preside at all meetings of the Association and shall be Chairperson of the Board of Directors and so all such matters and things in addition thereto as the Board of Directors may from time to time request. The President shall present at each Annual Meeting a report of the activities of the Association, and shall meetings of the Directors when required and in any event upon request of any two Directors. The President is entitled to vote, and in the case of an equality of votes, the President shall have the casting vote, in addition to the vote to which he/she is entitled as a Director.
3. The Vice-President who shall assist the President in the exercises of his/her duties and will perform the duties and have the powers of the President in the absence of the President, or upon the Presidency becoming vacant.
4. The Secretary shall attend all meetings of the Association, the Board of Directors and the Executive Committee, and keep proper Minutes of the proceedings of same and to do such things as may be delegated to him/her by the Board of Directors, or the Executive Committee.

5. The Treasurer shall carry out such duties as assigned by the Board of Directors and such duties shall include: the deposit of Monies in a chartered bank to the credit of the Association; the safe keeping of any and all securities of the Association in a manner as directed by the Board; and attend to the payment of Association accounts/expenses as directed. The Board at each Annual meeting shall appoint a signing officer or officers as it deems appropriate, and the Treasurer may be appointed as signing officer. The Treasurer shall keep proper books of account, and shall furnish from time to time such statements, in detail, of the affairs of the Association or such other matters as may be directed by the Board of Directors or the Executive Committee. If the Board requires, the Treasurer shall be bonded in such amount as may be required from time to time by the Board and the cost, if any, of such bond shall be paid by the Association.
6. The aforesaid officers shall be elected by the Board of Directors from members of said Board at a meeting immediately following adjournment of the Annual Meeting. In the case of a tie vote, the President Officer, who shall be the immediate Past-President, shall cast the deciding vote.
7. Any vacancy in any of the above officers may be filled by the Board of Directors for the remainder of the term provided that in any event the Vice-President shall succeed the President in the case of the office of Presidency being vacant.
8. The term of office of each of the forgoing offices shall be for a period of one (1) year of such time as may occur between Annual Meetings provided such time does not exceed thirteen (13) months. Officers are eligible for re-election.

ARTICLE VIII Committees

1. The Board of Directors may appoint Committees and delegate to such Committees such power and duties as, in their discretion, they deem appropriate. In all cases the Board of Directors must name one of their members as Chairperson of such Committee.
2. Committees of the Association may consist of one or more Senior Members of the association that are in good standing. Committee members shall be selected by the Committee Chairperson that is appointed by the Board of Directors.

ARTICLE IX
Fiscal Year

1. The fiscal year of the Association shall run from the 1st day of January to the 31st day of December.

ARTICLE X
Amendments

1. The Association may, by special resolution, amend or appeal by-laws, providing such change is not inconsistent with the *Societies Act* or the Association's Memorandum.

ARTICLE IX
Income

1. The income and property of the Association from whatever source derived, shall be applied solely to the promotion and furtherance of the Association and no part thereof shall be paid or transferred directly or indirectly by way of bonus or otherwise as profit or gain to members of the Association, past, present, or future, or to any person, claiming through any members, provided, however, that nothing herein contained shall prevent the bona fide payment of remuneration of Secretary, Treasure, Registrar, Officer, Clerk, or Servant, or any other person or persons for services actually rendered the Association whether such members of the Association or not and the expenses of the Directors or other officers incurred in doing the business of the Association.

ARTICLE XII
Miscellaneous

1. The Association shall make an annual written report to the members as to the financial position of the Association and such report shall be in the form of a balance sheet showing general particulars of its liabilities and assets and a statement of income and expenditures in the preceding year. Such report shall be filed with the Registrar within Fourteen (14) days after the Annual General meeting in each year as required by law.
2. The Association shall file with the Registrar with its Annual Statement a list of its Directors with their addresses, occupations, and dates of appointment or election, and within fourteen (14) days of a change of directors, notify the Registrar of the change.

3. The Association shall file with the Registrar a copy in duplicate of every special resolution within fourteen (14) days after the resolution is passed.
4. The seal of the Association shall be the custody of the Secretary and may be affixed to any document upon resolution of the Board of Directors.
5. Preparation of minutes, custody of the books and records, and custody of the minutes of all the meetings of the Association and the Board of Directors shall be the responsibility of the Secretary.
6. The books and records of the Association may be inspected by any member at any reasonable time within two (2) days prior to the annual General Meeting at the registered office of the Association.
7. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Association by the President or the Vice-President and the Secretary, or otherwise as prescribed by resolution of the Board of Directors.
8. The borrowing powers of the Association may be exercised by special resolution of the members.

This constitution, in its entirety, was approved by the General Membership at a General Meeting of the Maritime Quarter Horse Association on November 5, 2011 and is hereby signed into action as the current governing document for the Association.

President: _____ Date: _____

Witness 1: _____ Date: _____

Witness 1: _____ Date: _____

