
Irish Draught Horse Society of Canada Bylaws

SECTION 1 – GENERAL

1.1 NAME

“THE IRISH DRAUGHT HORSE SOCIETY OF CANADA” herein referred to as the “Society”.

1.2 OBJECTIVES

The objectives of the Society are:

- To preserve and promote the Irish Draught Horse, a rare breed originating in Ireland.
- To identify, register and keep records, including DNA, on Irish Draught (ID) and Irish Draught Sport Horse (IDSH) horses in Canada.
- To encourage the breeding of horses with Irish Draught blood and in particular, the purebred Irish Draught horse.
- To educate Canadians and promote the understanding of the preservation of the rare breed Irish Draught Horse.

1.3 RECOGNITION OF IRISH DRAUGHT STUD BOOK IN IRELAND

The Irish Draught Horse Society of Canada will conduct all inspections of Irish Draught and partbred Irish Draught horses, by approved inspectors, for potential approval as respectively “Registered Irish Draught” or “Irish Draught Sport Horse”, in a manner consistent with the procedure employed by the holder of the Irish Draught Stud Book and Irish Sport Horse Stud Book in Ireland.

1.4 HEAD OFFICE

The location of the head office of the Society shall be decided by the Board, and communicated on the Society website.

1.5 DEFINITIONS

Within these bylaws, the following definitions apply:

- a) “Society” wherever used means the Irish Draught Horse Society of Canada;
- b) “Board” is the Board of Directors of the Society;
- c) “Written” shall include communications delivered by mail, electronic mail, or internet web based tools;
- d) “Member” unless otherwise qualified shall mean any member of the Society regardless of class or standing;
- e) “Full voting member” means a member belonging to a membership class that is expressly granted the right to vote in national elections in these bylaws.

SECTION 2 – MEMBERSHIP

2.1 TYPES OF MEMBERSHIP

- a) Members are those individuals who support the objectives of the Society as defined in Section 1.2.
- b) The Society has the following types of memberships:
 - 1. Individual members.
 - 2. Partnership members are two individuals but utilize one postal address.
 - 3. Associate members who reside in a country other than Canada.
 - 4. Honorary members are individuals recognized by the Board for their contributions to the society; as an individual lifetime membership.

2.2 MEMBERSHIP RIGHTS AND RESTRICTIONS

Membership Type	RIGHTS AND RESTRICTIONS					
	Vote	Request amendment to Bylaws	Request Extraordinary General Meeting	Serve on Board	Serve on Committees	Receive Mailings
1. Individual	Yes	Yes	Yes	Yes	Yes	Yes
2. Partnership	One vote each	Yes	Yes	Yes	Yes	Yes
3. Associate	No	No	No	No	Yes	Yes
4. Honorary	No	No	No	No	Yes	Yes

- a) Individual, Partnership, Associate, and Honorary members are entitled to all services of the Society with respect to the registration, inspection and ownership of horses in accordance with the rules and policies of the Society. Non-members are also entitled to these services, however at a different financial rate.
- b) Voting members’ rights include but are not limited to the entitlement to vote in elections, to serve on the Board of Directors and to vote on amendments to the articles of the Society and the bylaws.
- c) No member shall hold office, be entitled to vote or to request an Extraordinary General Meeting or request an amendment to these bylaws when he or she is not in good standing.

2.3 MEMBERSHIP DUES

- a) The membership year runs from January 1 to December 31 of each year.
- b) Annual dues are payable on January 1 of each year except for Honorary members who do not pay dues.
- c) The membership lapse date is April 1. Members whose annual dues have not been received by the Society before the membership lapse date, cease to be members of the Society as of that date.
- d) Members who have not paid their dues on or before April 1 shall cease to be entitled to any rights, privileges or benefits of membership for the membership year. They may however receive fee-paid services from the Society at the non-members’ rate.
- e) Members who pay their dues after April 1 shall not be entitled retroactively to any rights, privileges or benefits of membership arising between January 1 and the date on which their dues were received by the Society.

- f) Members who join the Society for the first time on or after December 1 shall be entitled to membership for the following year.
- g) The amounts of membership dues shall be set by resolution of the Board of Directors but may not be increased more than once in every two years.

2.4 GOOD STANDING

- a) A member is in good standing with the Society when:
 - i. His or her membership dues are paid for the current year.
 - ii. He or she does not owe any money to the Society (e.g. for registration or inspection fees); greater than 30 days in age from the date of the first invoice.
 - iii. He or she is not suspended under any provision of these bylaws, or any other rule or regulation of the Society.
 - iv. He or she is not the subject of review proceedings conducted under section 2.5.

2.5 REVIEW AND TERMINATION OF MEMBERSHIP

- a) The Society may by resolution of the Board deny membership or renewal of membership to anyone.
- b) The Board may review the membership of anyone whom the Board determines:
 - i. Has failed to maintain his or her good standing as defined in these bylaws; or
 - ii. Has failed to perform any obligation to the Society including but not limited to a failure to abide by the Society's rules; or
 - iii. Has conducted himself or herself in any manner that has damaged or could foreseeably damage the Society and/or the breed.
- c) The Board shall first consider the reasons for which review of the membership is proposed. If a determination is made by a resolution of the Board that the membership shall be reviewed, the Board shall proceed as follows:
 - i. The Board shall communicate to the member in writing giving at least fourteen and no more than thirty days' notice of a hearing to review the membership and stating the grounds on which it has decided to proceed. In addition to giving notice, the Board may request the member to resign from the Society, may request the member to remedy any failure with respect to any obligations to the Society, and/or may suspend the member until the hearing.
 - ii. Unless the member resigns or remedies any failure to the satisfaction of the Board within the notice period, the Board shall hold a hearing as to the disposition of the membership. At the hearing, the Board shall give the member full opportunity to explain and, where necessary, defend his or her actions to them, either orally or in writing as the Board may direct.
 - iii. Subsequent to the hearing, the Board may terminate the membership or place restrictions on it or make such other disposition as they decide by resolution. A resolution terminating the membership must be passed by a quorum, 51% or more of the Directors voting. All other dispositions must only be passed by a simple majority of the directors voting. The Board must have a quorum for the hearing and the subsequent meeting exclusive of the member whose case is under consideration if he or she is a Director.
- d) The suspension of any member under this section shall automatically cease thirty days after the date of notice issued under 2.5 (c), if the Board has failed to hold a hearing in respect of the notice. The member shall return to the same standing as was held prior to the hearing.

- e) There is no appeal from a decision by the Board under this section.

SECTION 3 - DIRECTORS AND OFFICERS

3.1 BOARD OF DIRECTORS

- a) The purpose of the Board of Directors is to govern the affairs of the Society in the best interests of the breed and the membership and to reflect the diversity of interests of the membership.
- b) The Board of Directors shall consist of no less than five/no more than seven members to be elected by the members of the Society.
- c) All directors shall be elected to a term of two years.

3.2 DIRECTORS' CODE OF RESPONSIBILITY

Each director is independently responsible for abiding by the following Code of Responsibility:

- a) Shall familiarize himself or herself with the Society's structure, objects, activities, publications and programs.
- b) Shall attend to the business of the Society with care, diligence, good faith and paramount concern for the interests of the breed and of the Society.
- c) Shall ensure that the Board of Directors as a whole determines the policies and manages the affairs of the Society.
- d) Shall be familiar with the Society's budget, budget process and financial situation.
- e) Shall attend regularly and participate actively at Board meetings and meetings of committees of which they are members.
- f) Shall take responsibility for the accurate documentation of the minutes of Board meetings, membership meetings and meetings of committees of which they are members.
- g) Shall ensure that all committees, including the Executive Committee, report on the exercise of any delegated authority to the Board of Directors promptly and fully and do not overstep their authority.
- h) Shall declare all conflicts of interest in advance of any determination by the Board with respect to the matter wherein the director has the conflict of interest.

3.3 MEETINGS OF THE BOARD OF DIRECTORS

- a) A quorum of the Board shall be 75% or more of the number of serving directors.
- b) A meeting of the Board may be called by any director.
- c) Notice of meetings of the Board shall be communicated to all directors seven (7) days before the meeting. However, a meeting of the Board may be held on shorter notice than required in this paragraph only if all directors have given their prior consent to the meeting being held. A record of such consent shall be entered in the minutes of the meeting.
- d) Motions dealing with major issues, such as changes to the Society's rules, shall be recorded in the minutes and circulated to all directors at least twenty-one (21) days prior to voting. Directors may submit their view in writing and may vote in writing and their view and/or vote shall be communicated to the Secretary prior to the Board meeting where the motion is to be considered.
- e) If the contact information which the Secretary has with respect to any director is incorrect or ineffective so that the Secretary is not able to reach the director to give notice by normal means, the Secretary shall make reasonable efforts to contact the director before the meeting. In these circumstances the meeting and all

actions taken by the Board thereat shall not be invalid due to the failure to give notice within the time required in this paragraph or at all to the affected director.

- f) Except as otherwise allowed in these bylaws, actions of the Board shall be taken by a vote of 51% of the directors in attendance.

3.4 ACTION WITHOUT MEETING

- a) Action required or permitted to be taken at a Board meeting may be taken without a meeting by:
 - i. One or more written ballots describing the action and requesting a yes or no vote sent to each director at least seven (7) full days before the closing time for the vote, or
 - ii. One or more written consents signed by every serving director describing the action taken.

Written ballots or consents shall be included in the minutes.

- b) Action taken under this paragraph is effective at the closing time of the written ballot if the required majority has voted in favor or when the last director provides written consent unless the ballot or the consent specifies a different effective date.
- c) A ballot or consent under this paragraph has the effect of a meeting vote and may be described as such in any document.

3.5 VACANCIES

- a) The Board of Directors may by resolution fill a vacancy with any voting member who consents to serve.
- b) If a vacancy occurs, the term of a member who fills it shall end as of the effective date of the next annual general elections.
- c) A member who fills a vacancy on the Board via resolution of the Board shall be eligible for election to the Board in subsequent elections in which he or she is eligible to stand.

3.6 RESIGNATION AND TERMINATION OF DIRECTORS

- a) A director may resign at any time by delivering a written notice of resignation to the Board. The resignation shall be effective immediately unless the resignation notice specifies a different date or a specific event upon which it becomes effective.
- b) If a director fails to attend or contribute in writing to three consecutive meetings or at least fifty percent (50%) of the meetings of the Board within a six-month period without adequate reason, the Board may by resolution request the resignation of that director.
- c) If a director conducts himself or herself in a manner prejudicial to the breed or the interests of the Society, the Board may by resolution request the resignation of that director.
- d) If a director requested to resign by the Board does not resign, the Board may conduct a vote as to the termination of the director's office upon twenty-one (21) days' written notice to the director. The notice shall specify the grounds for the termination vote. The director must be granted an opportunity to make his or her case, either orally or in writing, before the Board votes. There must be a quorum of the Board for the vote exclusive of the director who is the subject of the notice. A motion to terminate the director's office must receive a two-thirds majority of the directors voting to be effective.

SECTION 4 – EXECUTIVE COMMITTEE

4.1 EXECUTIVE COMMITTEE

- a) The officers of the Society shall be the Chair, Vice-Chair, Secretary and Treasurer who shall collectively constitute the Executive Committee.
- b) The whole Executive Committee shall be elected from among the directors, by the directors.

4.2 CHAIR

The Chair is the executive head of the Society. He or she

- a) Is responsible for the conduct and management of such of the Society's business and affairs as the Board may define and delegate.
- b) Speaks for the Society both internally and publicly.
- c) Presides at meetings of the membership.
- d) Presides at meetings of the Board.
- e) Must have been an active board of director member for a minimum of 1 year to hold this position of Chair.

4.3 VICE-CHAIR

The Vice-Chair's primary responsibility is to assist the Chair. He or she shall perform such duties as the Chair may delegate and he or she may step in to replace the Chair as necessary.

4.4 SECRETARY

The Secretary's primary responsibilities are:

- a) To keep the corporate records including master copies of bylaws policy documents etc. and to provide them to other directors upon request and to members as required.
- b) To ensure the validity of the Society's nominations, elections, etc., by ensuring that all relevant deadlines are observed.
- c) To supervise all mailings on behalf of the Society.
- d) To take, publish and file with the society the recorded minutes of all Board and membership meetings.

4.5 TREASURER

The Treasurer's primary responsibilities are:

- a) To keep the society's books of account in a timely and accurate manner that accords with generally accepted book keeping principles.
- b) To receive all forms of payments on behalf of the Society and ensure that they are deposited in a bank account belonging to the Society.
- c) To ensure that the Society's financial obligations are met in a timely manner.
- d) To prepare financial reports including budgets as the Board may require and request.

- e) To communicate to the Board in a timely manner any potential financial problems of which he or she may become aware.
- 4.6 All officers of the Society may have, in addition to the responsibilities listed above, such other responsibilities, duties and functions as the Board may decide.
- 4.7 The Board may define such positions as it may find necessary for the conduct of business of the Society.
- 4.8 All Officers of the Society may appoint assistant officers with the approval of the Board.

SECTION 5 – ELECTIONS

5.1 ELECTIONS BY WRITTEN BALLOT

- a) In this section, an “eligible voting member” is a voting member of the Society, whose membership is in good standing seven days before notice of an election is E-mailed or otherwise delivered.
- b) All elections by the members of the Society must be delivered to eligible voting members a minimum of 3 days prior to the Annual General Meeting (AGM).
- c) All elections by the members of the Society shall be conducted through a web-based poll received 3 days prior to the AGM, and tallied at the end of the AGM.

5.2 ELECTION SECRETARY

- a) The Board in the case of national elections shall designate an Election Secretary for each election no later than 30 days before the ballot return date of the election. Until and unless the Board appoints an Election Secretary, the Secretary of the Society shall act as Election Secretary.
- b) The duties of the Election Secretary include:
 - i. Engaging a teller for the election as required in these bylaws.
 - ii. Assisting the teller by providing information with respect to members, their eligibility to vote and/or to serve and the quorum required.
 - iii. Receiving the election results from the teller and delivering them to the Board.
 - iv. Mailing or otherwise delivering the solicitation for nominations and ballots to the members.
 - v. Accepting and validating nominations.
 - vi. Drawing up the nomination form and the ballot form.

5.3 NOTICE OF ELECTIONS

- a) The Election Secretary shall give notice of the election to all eligible voting members entitled to notice no more than one hundred and twenty (120) days and no less than thirty (30) days before the ballot return date of the election by delivering a solicitation for nominations. The solicitation shall include a nomination form which contains the Election Secretary’s address for delivery of nominations and the deadline date by which nominations must be delivered.

5.4 NOMINATIONS

All eligible voting members are entitled to receive the solicitation for nominations if they are in good standing seven (7) days before the solicitation of nominations is mailed or otherwise delivered.

- a) Candidates for election must be nominated by both a signed written nomination and a signed written acceptance of the nomination delivered to the Election Secretary as specified on the call for nominations.
- b) A nomination will be accepted by the Election Secretary only if the nominator and the nominee are eligible members in good standing of the Society. Nominations and acceptances may not be post-dated. The Election Secretary shall make all reasonable efforts to confirm that a nominator or a nominee is an eligible voting member and is in good standing before rejecting a nomination.
- c) Delivery of nominations and acceptances may be made in e-mail or web-based form showing the acceptance of the nominator or the nominee respectively.

5.5 BALLOTS

- a) Ballots shall be e-mailed or otherwise delivered to the eligible voting members at least 30 days before the ballot return date of the election.
- b) Each ballot shall include, in addition to the names of candidates,
 - A space for the written acceptance of the voter;
 - i. The e-mail address of the teller; and
 - ii. The date by which the ballot must be returned to the teller to be counted.

5.6 ENTITLEMENT TO SERVE

- a) A person elected may not serve if he or she is not an eligible voting member in good standing of the Society on the ballot return date of the election.
- b) A person elected to the Board of Directors may serve only if that person is not a member of the immediate family (spouse, domestic partner, sibling, parent or child) of any other person who is
 - i. Elected to the Board in the same election or
 - ii. Is a serving member of the Board whose term will continue after the next election.

If two or more members of the same immediate family are nominated in one election, they shall be noted as family members on the ballot. If two or more members of the same immediate family are elected, the family member receiving the most votes shall serve.

5.7 ELECTION RESULTS

- a) For all elections, the vote count shall be supervised by a teller who is not a member of the Society. Upon completion of the vote count, the teller shall submit a signed report containing full details of the vote count to the Election Secretary who shall forward the report immediately to the Board.
- b) For all elections the quorum shall be the same number of eligible voting members as would be required if the election took place at a general meeting.
- c) If the election is conducted prior to and in association with a national general meeting, the vote count shall be completed before the meeting and the results shall be announced at the meeting by the chairman of the meeting or his or her delegate.

SECTION 6 – MEMBERSHIP MEETINGS

6.1 GENERAL MEETINGS

- a) The Board is responsible for the scheduling, notice and conduct of every meeting of the general membership of the Society except as otherwise provided in these bylaws.
- b) For votes taken at any general meeting or by ballot a quorum shall be ten percent (10%) of the full voting members or ten full voting members whichever is greater.
- c) Notice of a general meeting shall be in writing delivered to all members entitled to vote at the meeting no less than thirty (30) days before the date of the meeting. The notice of meeting shall include a solicitation for resolutions to be placed on the agenda for discussion and voting at the meeting.
- d) The Board shall accept submission of items to be placed on the agenda for a general meeting until seven (7) days before the date of the meeting. Agenda items received after that date may be placed on the agenda only at the discretion of the Board. Agenda items received after the notice of the meeting and the agenda are mailed to members may at the discretion of the Board be placed on the agenda for discussion only.
- e) Any agenda item proposed for discussion at a general meeting may at the Board's discretion be voted on by ballot; however, that discretion may only be exercised where there is such a large number of agenda items proposed that not all of them can be adequately addressed during the meeting. In that event, the Board shall ask the proponent of the resolution to explain the case for the proposed resolution in writing and it shall be included with the ballot. The Board may at its discretion also obtain a written explanation of the case against the proposed resolution and include that with the ballot as well. The ballot need not be conducted prior to the general meeting but must be conducted within three months of the date of the general meeting.
- f) The agenda of a general meeting listing all resolutions submitted for consideration except for resolutions the Board has decided to put to a vote by ballot as permitted in these bylaws, shall be delivered in writing to all members entitled to vote at the meeting no less than three (3) days before the date of the meeting.
- g) Members entitled to receive notice of a general meeting under 6.1 (c) are full voting members of the Society whose membership is in good standing seven days before notice is mailed or otherwise delivered. Entitlement to notice of a meeting does not necessarily confer the right to vote at the meeting.

6.2 ANNUAL GENERAL MEETINGS

- a) The Annual General Meeting (“AGM”) of the Society shall be held once in every calendar year not more than fifteen months after the adjournment of the previous Annual General Meeting at a date, time and location decided by the Board.
- b) The agenda for the AGM shall be created as required under these bylaws.
- c) The order of business at all Annual General Meetings shall be as follows:
 - 1. Identification of Members and Determination of Eligibility to Vote
 - 2. Announcement of the election of directors and other officers, as applicable
 - 3. Reading and vote on the minutes of the previous Annual General Meeting.
 - 4. Reports of officers and committees.
 - 5. Report of the Board of Directors.
 - 6. Presentation of and vote on the financial statements
 - 7. Correspondence
 - 8. Unfinished business from the previous AGM, if any
 - 9. New business
 - 10. Adjournment

With the exception of the first item, Identification of Members and Determination of Eligibility to Vote, the above order may be changed at the discretion of the Board when the agenda is created or at the pleasure of the meeting assembled.

- d) At each Annual General Meeting the Board of Directors shall submit
 - i. A complete report of its acts and of the affairs of the Society; and
 - ii. Financial statements for the previous fiscal year of the Society.

6.3 EXTRAORDINARY GENERAL MEETINGS

- a) The Board may call an Extraordinary General Meeting (“EGM”) at any time to deal with any issues that it decides to put before the members for approval including but not limited to changes to these bylaws or the articles of incorporation of the Society.
- b) Extraordinary General Meetings may be conducted by ballot at the discretion of the Board. In that case, the ballot mailing shall constitute all necessary notice of the EGM. The Board should make reasonable efforts to inform the members of a future EGM but no EGM or vote in an EGM shall be invalidated by failure to give prior notice.
- c) An Extraordinary General Meeting may be called by a request in writing signed by 25% or more of the full voting members in good standing setting out any resolution upon which the requesters desire to conduct a vote of the membership. Notice of the meeting shall be sent within 21 days of the receipt of the request.
- d) An Extraordinary General Meeting requested by the members may be conducted by a ballot wherein the ballots shall be delivered within twenty-one (21) days of receipt of the request under section 6.3 (c).
- e) If the Board fails to send notice of an EGM requested by the members within 21 days of the receipt of the request, a majority of the members requesting the EGM may themselves conduct the EGM but must do so within four (4) months of the date of the delivery of the request to the Board.
- f) The Board shall designate a Secretary for any EGM who shall send notice of the meeting to the members. The notice shall include the text of any resolution put forward for voting at the EGM. No amendment shall be made to any resolution prior to the conduct of the vote once notice has been sent to the members.

6.4 BALLOTS

- a) All ballots shall be conducted by means of a written ballot which shall:
 - i. Set forth each proposed action or amendment.
 - ii. Provide an opportunity to vote for or against each proposed action or amendment.
 - iii. Contain a space for the signature of the voter.
 - iv. Ballots shall be sent no more than sixty (60) days and not less than thirty (30) days before the ballot return date.
- b) For all ballots, the vote count shall be supervised by a teller who is not a member of the Society.
- c) The vote count for any ballot shall be complete no later than seven (7) days after the ballot return date.
- d) Upon completion of the vote count, the teller shall submit a signed report detailing the results of the ballot to the Secretary responsible.
- e) One month after the completion of the vote count, the teller shall place the ballot papers in envelopes, seal the envelopes securely and send them to the Secretary of the Society who shall keep them with the corporate records for one year after the effective date of the ballot.

- f) Approval by ballot shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the same total number of votes were cast.
- g) All solicitations for votes by ballot shall indicate the time by which a ballot must be received by the Society in order to be counted.
- h) A written ballot cannot be revoked at any time.
- i) If a ballot is conducted prior to and in association with a GM, the results of the ballot shall be announced by the Board of Directors at the meeting.

SECTION 7 – AMENDMENTS

7.1 AMENDMENTS TO THE BYLAWS

- a) These bylaws shall be amended only by means of a written ballot delivered to all full voting members of the Society.
- b) Where a proposed amendment does not originate with the Board of Directors, the text of the proposed amendments shall be given to the Secretary of the Society ninety (90) days in advance of e-mailing or otherwise delivering a ballot containing proposed amendments to the bylaws. The text of all proposed amendments shall be included with the ballot.

SECTION 8 - COMMITTEES

- 8.1 The Board of Directors may create standing committees and ad hoc committees to consider and report on any matter or areas of the Society's work.
- 8.2 The members of each committee shall elect their own chairperson annually or as necessary due to vacancies.
- 8.3 No committee may commit the expenditure of money on behalf of the Society unless expressly authorized to do so by the Board of Directors.
- 8.4 Committee chairs must report their activities fully and promptly to the Board of Directors.

SECTION 9 – INFRASTRUCTURE

9.1 FISCAL YEAR

- a) For reporting purposes, the fiscal year of the Society shall end on June 30.
- b) For budgeting purposes, the fiscal year of the Society shall end on December 31.

9.2 NONPROFIT USE OF INCOME AND PROPERTY

The income from all sources and the property of the Society shall be applied and utilized solely for the furtherance of the objects of the Society 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 Society, past, present or future, or to any person claiming through any member except:

- a) Bona fide payment of remuneration to any officer or employee or other person for services actually rendered to the Society whether or not he or she is a member of the Society and
- b) Expenses of directors or other officers incurred in doing the business of the Society.

Appendix 1: Approved Bylaw Amendments

Bylaws January 28, 2010 version	Bylaws Amendments June 5, 2021 version
Chapter 1 SECTION 1 – GENERAL	
2. To identify, register and keep records on Irish Draught (ID) and Irish Draught Sport Horse (IDSH) horses in Canada.	ADD “including DNA” To identify, register, keep records, including DNA, on Irish Draught (ID) and Irish Draught Sport Horse (IDSH) horses in Canada.
1.4 HEAD OFFICE The location of the head office of the Society shall be decided by the Board.	ADD a second point to the mandate of the society To educate Canadians and promote the understanding of the preservation of the rare breed Irish Draught Horse Add at end of sentence: and communicated on the society website.
(c) “Written” shall include communications delivered by mail, electronic mail or fax;	Amend sentence (remove fax) “Written” shall include communications delivered by mail, electronic mail, or internet web based tools;
SECTION 2 – MEMBERSHIP	
(b) The Society has the following types of membership for everyone over the age of 18 as of January 1; a "Junior" membership is available for those under the age of 18 on January 1:	Delete a "Junior" membership is available for those under the age of 18 on January 1:
3. Junior members.	Delete
5. Honorary members are individuals recognized by the Board for a specific period of time.	Amend Honorary members are individuals recognized by the Board for their contributions to the society; as an individual lifetime membership. Table 2 at and of document for additional revisions
2.2 MEMBERSHIP RIGHTS AND RESTRICTIONS	Amend (remove junior and honorary)
(a) Individual, Partnership, Junior, Associate and Honorary members are entitled to all services of the Society with respect to the registration, inspection and ownership of horses in accordance with the rules and policies of the Society. Non-members are also entitled to these services, however at a different financial rate.	Individual, Partnership, and Associate are entitled to all services of the Society with respect to the registration, inspection and ownership of horses in accordance with the rules and policies of the Society. Non-members are also entitled to these services, however at a different financial rate.
(b) Annual dues are payable on January 1 of each year except for Honorary members who do not pay dues and members who pay for a 5-year membership, who pay their dues once.	Amend (delete 5 year membership) Annual dues are payable on January 1 of each year except for Honorary members who do not pay dues.
(i) The Board shall communicate to the member in writing giving at least thirty and no more than sixty days’ notice of a hearing to review the membership and stating the grounds on which it has decided to proceed. In addition to giving notice, the Board may request the member to resign from the Society, may request the member to remedy any failure with respect to any obligations to the Society, and/or may suspend the member until the hearing.	Amend (days) The Board shall communicate to the member in writing giving at least fourteen and no more than thirty days’ notice of a hearing to review the membership and stating the grounds on which it has decided to proceed. In addition to giving notice, the Board may request the member to resign from the Society, may request the member to remedy any failure with respect to any obligations to the Society, and/or may suspend the member until the hearing.

**Bylaws January 28, 2010
version**

(d) The suspension of any member under this section shall automatically cease sixty days after the date of notice issued under 2.5 (c), if the Board has failed to hold a hearing in respect of the notice. The member shall return to the same standing as was held prior to the hearing.

**Bylaws Amendments
June 5, 2021 version**

AMEND
The suspension of any member under this section shall automatically cease thirty days after the date of notice issued under 2.5 (c), if the Board has failed to hold a hearing in respect of the notice. The member shall return to the same standing as was held prior to the hearing.

SECTION 3 - DIRECTORS AND OFFICERS

(b) A meeting of the Board may be called by any director.

(c) Notice of meetings of the Board shall be communicated to all directors seven (7) days before the meeting. However, a meeting of the Board may be held on shorter notice than required in this paragraph only if all directors have given their prior consent to the meeting being held. A minute of such consent shall be entered in the minutes of the meeting.

Amend
A record of such consent shall be entered in the minutes of the meeting.

(b) Action taken under this paragraph is effective at the closing time of the written ballot if the required majority has voted in favor or when the last director signs the written consent unless the ballot or the consent specifies a different effective date.

Amend (signs)
favor or when the last director provides written consent unless the ballot or the consent specifies a different effective date.

SECTION 4 – EXECUTIVE COMMITTEE

ADD

4.5 TREASURER

The Treasurer’s primary responsibilities are:

(a) To keep the society’s books of account in a timely and accurate manner that accords with generally accepted accounting principles.

Add

(e) Must have been an active board of director member for a minimum of 1 year to hold this position of Chair

AMEND

...book keeping principles

4.7 The Board may define such positions as it may find necessary for the conduct of business of the Society. Board-elected officers shall not be entitled to vote as directors or otherwise function as members of the board.

DELETE

Board-elected officers shall not be entitled to vote as directors or otherwise function as members of the board.

SECTION 5 – ELECTIONS

5.1 ELECTIONS BY WRITTEN BALLOT

(a) In this section, an “eligible voting member” is a voting member of the Society, whose membership is in good standing seven days before notice of an election is mailed or otherwise delivered.

AMEND change to email

... E-mailed or otherwise delivered.

(b) All elections by the members of the Society shall be conducted by written ballot delivered to every eligible voting member.

AMEND

On-line ballot must be delivered to every eligible voting member a minimum of 3 days prior to the Annual General Meeting (AGM).

(c) The ballot for the annual general elections shall have a ballot return date no more than 3 days one month before the date of the Annual General Meeting for that year.

AMEND (remove 1 month)

All elections by the members of the Society shall be conducted through a web-based poll received 3 days prior to

**Bylaws January 28, 2010
version**

(d) Delivery of nominations and acceptances may be made in any form which shows the handwritten signature of the nominator or the nominee respectively.

5.5 BALLOTS

(a) Ballots shall be mailed or otherwise delivered to the eligible voting members at least 30 days before the ballot return date of the election.

(i) A space for the signature of the voter;

(ii) The address of the teller; and

SECTION 6 – MEMBERSHIP MEETINGS

(b) For votes taken at any general meeting or by postal ballot a quorum shall be twenty-five percent (25%) of the full voting members or ten full voting members whichever is greater.

(c) Notice of a general meeting shall be in writing delivered to all members entitled to vote at the meeting no less than ninety (90) days before the date of the meeting. The notice of meeting shall include a solicitation for resolutions to be placed on the agenda for discussion and voting at the meeting.

(d) The Board shall accept submission of items to be placed on the agenda for a general meeting until twenty (20) days before the date of the meeting. Agenda items received after that date may be placed on the agenda only at the discretion of the Board. Agenda items received after the notice of the meeting and the agenda are mailed to members may at the discretion of the Board be placed on the agenda for discussion only.

(e) Any agenda item proposed for discussion at a general meeting may at the Board's discretion be voted on by a postal ballot; however, that discretion may only be exercised where there is such a large number of agenda items proposed that not all of them can be adequately addressed during the meeting. In that event, the Board shall ask the proponent of the resolution to explain the case for the proposed resolution in writing and it shall be included with the ballot mailing. The Board may at its discretion also obtain a written explanation of the case against the proposed resolution and include that with the ballot mailing as well. The postal ballot need not be conducted prior to the general meeting but must be conducted within three months of the date of the general meeting.

(f) The agenda of a general meeting listing all resolutions submitted for consideration except for resolutions the Board has decided to put to a vote by postal ballot as permitted in these bylaws, shall be delivered in writing to all members

**Bylaws Amendments
June 5, 2021 version**

the Annual General Meeting, and tallied at the end of the AGM.

AMEND

... made in email or web-based form showing the acceptance of the nominator or the nominee respectively.

AMEND

Email

AMEND

A space for the written acceptance of the voter;

AMEND

Email address

AMEND

Delete "postal"

quorum shall be 10%

AMEND

30 days

AMEND

agenda for a general meeting until seven (7) days

AMEND delete "postal" and "mailing"

... be voted on by a ballot

...writing and it shall be included with the ballot.

... that with the ballot as well.

The ballot need not be conducted...

AMEND delete "postal"

... ballot as permitted...

**Bylaws January 28, 2010
version**

**Bylaws Amendments
June 5, 2021 version**

entitled to vote at the meeting no less than ten (10) days before the date of the meeting.

Revise three (3) days

(b) Extraordinary General Meetings may be conducted by postal ballot at the discretion of the Board. In that case, the postal ballot mailing shall constitute all necessary notice of the EGM. The Board should make reasonable efforts to inform the members of a future EGM but no EGM or vote in an EGM shall be invalidated by failure to give prior notice.

AMEND delete "postal"

(d) An Extraordinary General Meeting requested by the members may be conducted by a postal ballot wherein the ballots shall be delivered within twenty-one (21) days of receipt of the request under section 6.3 (c).

AMEND delete "postal"

6.4 MAIL BALLOTS

AMEND delete "MAIL"

(a) All mail ballots shall be conducted by means of a written ballot which shall:

(iv) Ballots for all mail ballots shall be mailed no more than sixty (60) days and not less than thirty (30) days before the ballot return date.

AMEND delete "MAIL"

(b) For all mail ballots, the vote count shall be supervised by a teller who is not a member of the Society.

AMEND delete "MAIL"

(c) The vote count for any mail ballot shall be complete no later than seven (7) days after the ballot return date.

AMEND delete "MAIL"

(f) Approval by mail ballot shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the same total number of votes were cast.

AMEND delete "MAIL"

(g) All solicitations for votes by mail ballot shall indicate the time by which a ballot must be received by the Society in order to be counted.

AMEND delete "MAIL"

(i) If a mail ballot is conducted prior to and in association with a GM, the results of the mail ballot shall be announced by the Board of Directors at the meeting.

AMEND delete "MAIL"

SECTION 7 – AMENDMENTS

(c) Where a proposed amendment does not originate with the Board of Directors, the text of the proposed amendments shall be given to the Secretary of the Society ninety (90) days in advance of mailing or otherwise delivering a written ballot containing proposed amendments to the bylaws. The text of all proposed amendments shall be included with the ballot.

AMEND mail to email

SECTION 8 - COMMITTEES

SECTION 9 – INFRASTRUCTURE

Table 2 (below): Membership Rights and Restrictions

Individual
Partnership
Junior
Associate
Honorary

Delete

Revise Honorary

Vote	Bylaw	Meet	board	Com	Mail
N	N	N	N	Y	Y