



2018

Alberta High School Rodeo Bylaws

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ALBERTA HIGH SCHOOL RODEO ASSOCIATION BYLAWS

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ARTICLE 1 PREAMBLE

1.1 The Society

The name of the society is the Alberta High School Rodeo Association, which may also be known or referred to as the AHSRA or the Association

1.2 The Bylaws: The following articles set forth Bylaws of the AHSRA.

ARTICLE 2 DEFINING AND INTERPRETING THE BYLAWS

2.1 Definitions: In these bylaws, the following words have these meanings.

- 2.1.1 **Act** means the Societies Act RSA 2000, Chapter S-14 as amended, or any statute substituted for it.
- 2.1.2 **AGM** also known as **Annual General Meeting** means the Annual General Meeting described in Article 5.1.
- 2.1.3 **Association** means the Alberta High School Rodeo Association as incorporated under the Alberta Societies Act, December 4th, 1972.
- 2.1.4 **AHSRA** means the Alberta High School Rodeo Association.
- 2.1.5 **AHSRA Website** is the official publication of the Alberta High School Rodeo Association.
- 2.1.6 **Board** means the Provincial Board of Officers & Directors of this Association
- 2.1.7 **Board Meeting** means the meeting for the elected directors.
- 2.1.8 **Bylaws** mean the Bylaws of this Association as amended and accepted by Corporate Registry.
- 2.1.9 Provincial **Director** means any person elected or appointed to their District Board in their respective districts. This includes the Adult or Student President, Vice-President and Secretary in Junior and High School Divisions. These directors form the provincial board.
- 2.1.10 **Districts:** The AHSRA has been divided into three Districts, see Article 4.10. District Meetings means meetings held in districts for their respective district membership High School or Junior High.
- 2.1.11 **Mails or Delivers** means submission of information by any of the following means; Postal Service, by hand, by e-mail, by fax, by text, by Posting to the Website.
- 2.1.12 District **Member** means a member of the Association as per Article 4.1.1.1
- 2.1.13 **NHSRA** means National High School Rodeo Association.
- 2.1.14 **Non-Voting Member** means Associate or Honorary Members as per article 4.1.1.2
- 2.1.15 Provincial Board **Officers & Directors** means any officer listed in Article 6.3.
- 2.1.16 Contract positions to be hired by the Board of Directors, term to be dictated as per contract.

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- 2.1.17 **Registered Office** will be at the location utilized by the current Provincial Secretary of the Alberta High School Rodeo Association.
- 2.1.18 **Register of Members, Officers & Directors** means the Register maintained by the provincial secretary containing the names of the Members of the Association
- 2.1.19 **Special Meeting** means a meeting of members, Officers & Directors of the Association, which occurs at an irregular time, as described in Article 5.2
- 2.1.20 **Special Resolution** means:
- a) a resolution passed at an Annual General Meeting or a Special Meeting of the membership of this Association. There must be twenty-one (21) days' notice for this meeting. The notice must state the proposed resolution(s).
There must be approval by a vote of a 50% of the voting provincial board Members who vote in person;
 - b) a resolution proposed and passed as a special resolution at an Annual General Meeting or a Special Meeting of which less than 21 days' notice has been given, if all the members entitled to attend and vote at the general meeting so agree, or
 - c) a resolution consented to in writing by all the members who would have been entitled at an Annual General Meeting or a Special Meeting to vote on the resolution in person
- 2.1.21 **Voting Member** means a Student or Adult Member entitled to vote at the district meetings of the Society as in Article 4.1.1.1.
- 2.1.22 **Website of the AHSRA** is the official publication of the Alberta High School Rodeo Association
- 2.1.23 **Written:** When Written is used in this document such as Written Request, Written Notice, or a Written Resolution, it shall mean by mail, email or delivery

2.2 Interpretation

The following rules of interpretation must be applied in interpreting these Bylaws Singular and

- 2.2.1 plural: words indicating the singular number also include the plural, and vice-versa.
- 2.2.2 Headings are for convenience only. They do not affect the interpretation of these Bylaws.
- 2.2.3 Liberal Interpretation: these Bylaws must be interpreted broadly and generously.

ARTICLE 3 OBJECTS OF THE SOCIETY

3.1

The Objects of the Society are detailed in the Society Application.

3.2

The purpose and aims of the Alberta High School Rodeo Association is to maintain standards and compliance set forth in the National High School Rodeo Associations Current By-Laws & Constitution Handbook.

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ARTICLE 4 DISTRICT MEMBERSHIP

4.1 Classification of Membership

4.1.1 Membership shall be divided into two (2) major categories: All voting members must be a resident of the province of Alberta.

Members:

a) Student Membership:

- i. Students in grades 9-12 interested in the sport of rodeo and the affairs of the AHSRA & holding a current membership. This is a voting membership.

b) Adult Membership:

- i. Any Adult interested in the sport of rodeo and the affairs of the AHSRA, holding a current membership. This is a voting membership at the district level.

4.1.1.2 Non-Voting Members:

- a) Associate Lifetime Membership-Any person or firm wishing to support the AHSRA. This is a non-voting membership.
- b) Honorary Lifetime Membership- A membership that may only be bestowed by a vote of the Board of Directors. This is a non-voting membership. Membership allows free admission to Provincial Finals.

4.1.2 All Members and Non-voting Members of this Association shall comply with all its rules, by-laws, code of ethics and decisions and shall be bound by same.

4.2 Membership Fees

4.2.1 Membership Year

The membership year is from August 1 to July 31 of that respective year.

4.2.2 Setting Membership Fees

Annual membership fees for each category of Members are decided by the active Board of Directors.

4.2.3 Payment Date of Fees

The annual membership fees must be paid as per the Policy and Procedure manual.

4.2.4 No Refund

Membership fees are not refundable. Exception may be made in extreme issues as decided on by the Executive Board.

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4.3 Rights and Privileges of Members at the district level

4.3.1 Associate and Honorary Members are NOT entitled to:

- a) hold office or vote.

4.3.2 Any Student or Adult Member in good standing is entitled to:

- a) Vote at the district level & receive all information pertinent to the operation of the Association the Provincial board deems necessary
- b) receive notice of meetings of the Association;
- c) attend an Annual General Meeting or Special Meeting of the Association, attend a Director's meeting with the appropriate written notice, see Article 5
- d) speak at the Annual General Meeting or Special Meeting of the Association;
- e) exercise other rights and privileges given to Student or Adult Members in these bylaws.

4.3.3 Voting at all levels in the association. A tie vote at any level of voting means the motion is defeated.

4.3.3.1 Elected Officers & Directors can vote at Provincial Meetings of the Association

- a) Provincial President/Chairman & Provincial Vice President/National Director each have one (1) vote
- b) Provincial Vice President # 1, Provincial Vice President # 2, Provincial Vice President # 3 each have one (1) vote. Provincial Vice Presidents # 1, # 2, # 3 are a one year term. Thirty three (33) directors each have one vote at the provincial board meetings.
- c) Advisory or Contract positions have no vote at any level.

4.3.3.2 Members who can vote at the Annual General Meeting or Special Meetings are:

- a) Elected Provincial Board Members;
- b) Adult and Student Member

4.3.3.3 Votes allowed at district meetings are: any district member student or adult who hold an current membership in the district.

4.3.4 Member in Good Standing

A Member is in good standing when:

- a) the Member has paid membership fees or other required fees to the Association;
- b) the Member is not expelled as a Member as stated under Section 4.5.

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4.4 Suspension of Membership

4.4.1 Decision to Suspend

- 4.4.1.1 The Provincial Board of Officers & Directors, at a Special Meeting called for that purpose, may suspend a Adult Member's membership, for one or more of the following reasons:
- 4.4.1.2 If the Adult Member has failed to abide by the Bylaws;
- 4.4.1.3 If the Adult Member has been disloyal to the Association;
- 4.4.1.4 If the Adult Member has disrupted meetings or functions of the Association; or
- 4.4.1.5 If the Adult Member has done or failed to do anything judged to be harmful to the Association. The length of the suspension will be determined by the NHSRA rulebook & provincial board of officers & directors.

4.4.2 Notice to Adult Members

- 4.4.2.1 The affected Adult Member will receive written notice of the Provincial Board's intention to deal with whether the Adult Member should be suspended or not. The Member will receive at least two (2) weeks' notice before the Special Meeting.
- 4.4.2.2 The notice will also be sent by single registered mail to the last known address of the Adult Member shown in the records of the Association. The notice may also be hand delivered by an Officer of the Board.
- 4.4.2.3 The notice will state the reasons why suspension is being considered

4.4.3 Decision of the Board

- The Adult Member will have an opportunity to appear before the Provincial Board to address the matter. The Board may allow another person to accompany the Adult Member.
- 4.4.3.1 The Provincial Board will determine how the matter will be dealt with, and may limit the time given to the Adult Member to address the Board.
The Provincial Board may exclude the Adult Member from its discussion of the matter, including the deciding vote. The decision of the Board is final.

4.5 Termination of Membership

4.5.1 Resignation

- 4.5.1.1 Any Member may resign from the Association by sending or delivering a written notice to the Provincial Secretary or Provincial President/ Chairman of the Association.
- 4.5.1.2 Once the notice is received, the Members name is removed from the Register of Members. The Member is considered to have ceased being a Member on the date their name is removed from the Register of Members.

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4.5.2 Deemed Withdrawal

- 4.5.2.1 If renewal of membership has not been paid to the association a Member is considered to have submitted their resignation.

4.5.3 Expulsion

- 4.5.3.1 The Provincial Board of Association may, by Special Resolution at a Special meeting called for such a purpose, expel any Adult Member, Director or Officer for any cause deemed sufficient in the interests of the Association to include the Code of Conduct, the AHSRA Policy and Procedure manual, the AHSRA Provincial and the NHSRA rule books.
- 4.5.3.2 This decision is final.
- 4.5.3.3 On passage of the Special Resolution, the name of the Adult Member is removed from the Register of Members. The Adult Member is considered to have ceased being an Adult Member on the date their name is removed from the Register of Members.

4.6 Transfer of Membership

No right or privilege of any Member is transferable to another person. All rights and privileges cease when the Member resigns, dies, or is expelled from the Association.

4.7 Student Membership

Any suspension or termination of a Student Member will be dealt with as per the Policy and Procedure Manual and the NHSRA rulebook.

4.8 Continued Liability for Debts Due

Although a Member ceases to be a Member, by death, resignation or otherwise, he is liable for any debts owing to the Association at the date of ceasing to be a Member

4.9 Limitation on the Liability of Members

No Member is, in his individual capacity, liable for any debt or liability of the Association.

4.10 Districts: The AHSRA has been divided into three (3) Districts listed below:

- a) District One – South JR DIVISION, HS DIVISION
- b) District Two – Central JR DIVISION, HS DIVISION
- c) District Three – North JR DIVISION, HS DIVISION

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- 4.10.1 Each District shall meet annually by their final fall Rodeo and submit their recommendation and proposals through their directors for consideration for the Provincial Board of Directors & Officers.
- 4.10.2 Student Members are to designate which District they will be competing in at the time of purchase of their membership. If a Student Member chooses to switch districts through the year their points are not transferred.

ARTICLE 5 MEETINGS OF THE ASSOCIATION

5.1 The Annual General Meeting

- 5.1.1 The Association holds its Annual General Meeting no later than October 31, of each calendar year, in Alberta. The Provincial Board of Officers & Directors sets the place, date and time of the meeting.
- 5.1.2 The Provincial Secretary mails, e-mails, delivers or posts to the official news source of the Association the AHSRA Website, and/or other news sources at least twenty-one (21) days prior to the date of the Annual General Meeting. This notice states the place, date and time of the Annual General Meeting, and any business requiring a Special Resolution.

5.1.3 Agenda for the Meeting

The Annual General Meeting deals with the following matters:

- a. adopting the agenda;
- b. adopting the minutes for the last Annual General Meeting;
- c. considering the Provincial President/Chairman's report;
- d. reviewing the financial statements setting out the Association's income, disbursements, assets and liabilities and the auditor's report;
- e. appointing the auditors;
- f. considering matters specified in the meeting notice;
- g. committee reports;
- h. other specific motions that any members has given set out in the notice of the Annual General Meeting.

5.1.4 Quorum

A quorum for the Annual General Meeting or Special Meeting of the Alberta High School Rodeo Association shall be the combined attendance of 20 members which shall include board members, and/or adult and student member

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5.2 Special Meeting of the Association

5.2.1 Calling of a Special Meeting

A Special Meeting may be called at any time:

- a) by the Provincial President/ Chairman of the Association;
- b) by a majority vote of the Provincial Board of Directors & Officers to the effect; or
- b) on the written request of at least five (5) Directors. The request must state the reason for the Special Meeting and the motion(s) intended to be submitted at this Special Meeting;

5.2.2 Notice

The Provincial Secretary mails, e-mails, delivers or posts to the official news source of the Association the AHSRA Website, and/or other news sources at least seven (7) days before the Special Meeting. This notice states the place, date, time and purpose of the Special Meeting.

5.2.3 Agenda for Special Meeting

Only the matter(s) set out in the notice for the Special Meeting are considered at the Special Meeting.

5.2.4 Procedure at the Special Meeting

Any Special Meeting has the same method of voting (refer to 5.3.6) and the same quorum requirements as the Annual General Meeting.

5.3 Proceedings at the Annual General Meeting or a Special Meeting

5.3.1 Attendance by the Public

Annual General Meetings of the Association are open to the public. A majority of the Members present may ask any persons who are not Members to leave.

5.3.2 Conduct of Meetings

Unless otherwise specified in the Act or these Bylaws, meetings of Members will be conducted according to Roberts Rules of Order (current edition).

5.3.3 Failure to Reach Quorum

The Provincial President/Chairman may cancel the Annual General Meeting or Special Meeting if a quorum is not present within one-half (1/2) hour after the set time, or proceed and have, the minutes ratified at the next meeting. If cancelled the meeting is rescheduled for one (1) week later. If a quorum is not present within one-half (1/2) hour after the set time of the second meeting, the meeting will proceed with the Members in attendance.

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5.3.4 Presiding Provincial President/ Chairman

- 5.3.4.1 The Provincial President/Chairman Chairs every Annual General Meeting or Special Meeting of the Association.
- 5.3.4.2 In the absence of the Provincial President/Chairman the Members present choose one (1) of the Directors to chair.

5.3.5 Adjournment

- 5.3.5.1 The Provincial President/Chairman may adjourn any Meeting with the consent of the Members at the meeting. The adjourned Meeting conducts only the unfinished business from the initial Meeting.
- 5.3.5.2 No notice is necessary if the Meeting is adjourned for less than (30) days.
- 5.3.5.3 The Association must give notice when a Meeting is adjourned for thirty (30) days or more. Notice must be the same as for any Meeting.

5.3.6 Voting REFER TO 4.3

- 5.3.6.1 Each Member is entitled to 1 at the district level
- 5.3.6.2 A show of hands decides every vote at every Meeting of the Association;
- 5.3.6.3 The show of hands is counted by the President/Chairman.
A ballot is used if at least five (5) voting Members request it;
the ballots are counted by the secretaries of each division.
- 5.3.6.4 The Provincial President/Chairman does have a vote at the provincial level and in the case of a tie, the motion is defeated.
- 5.3.6.5 A majority of the votes of the Voting Members present decides each issue and resolution/motion,
- 5.3.6.6 The Provincial President/Chairman declares a resolution carried or lost.
This statement is final, and does not have to include the number of votes for and against the resolution/motion

5.3.5 Acceptance of Motions at any level

- a) For each Motion made, a Second is required
- b) A Tabled motion is not debatable

5.3.6 Failure to Give Notice of Meeting

No action taken at a Provincial Meeting is invalid due to:

- a) accidental omission to give any notice to any Member;
- b) any Member not receiving any notice; or
- c) any error in any notice that does not affect the meaning.

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5.3.7 Written Resolution of All the Voting Members

- a) All Voting Provincial directors and officers may agree to and sign a resolution.
This resolution is valid as one passed at a General Meeting. The date on the resolution is the date it is passed and the association can act upon it from that date forward.

5.4 Minutes

All minutes from all meetings will be posted on the association website.

ARTICLE 6 GOVERNANCE OF THE ASSOCIATION & PROVINCIAL BOARD STRUCTURE

6.1 The Provincial Board of Officers & Directors of the AHSRA

6.1.1 Governance and Management of the Association

The Provincial Board governs and manages the affairs of the Association.

The Provincial board may hire paid employees/contractors to carry out functions under the direction and supervision of the Provincial Board. The positions of provincial secretary/treasurer & will be non voting, advisory position on the provincial board.

6.1.2 Powers and Duties of the Provincial Board of Directors & Officers

The Board has the powers of the Association, except as stated in the Societies Act.
The powers and duties of the Board include:

- a) Promoting the objects of the Association;
- b) Promoting membership in the Association;
- c) Hiring of employees or contractors;
- d) Regulating employees or contractor's duties and setting their salaries or enumeration;
- e) Maintaining and protecting the Association's assets and property;
- f) Approving an annual budget for the Association;
- g) Paying all expenses for operating and managing the Association;
- h) Paying persons for services and protecting person from debts of the Association;
- i) Investing any extra monies;
- j) Financing the operations of the Association, and borrowing or raising monies;
- k) Making rules and policies for managing and operating the Association;
- l) Approving all contracts for the Association;
- m) Maintaining all accounts and financial records of the Association;

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- n) Appointing legal counsel as necessary;
- o) Making policies, rules and regulations for operating the Association and using its facilities and assets;
- p) Selling, disposing of, or mortgaging any or all of the property of the Association; and
- q) Without limiting the general responsibility of the Provincial Board, the Provincial Board may hire paid employees/contractors to carry out functions listed under the duties of the Directors & Officers of the Board, under the direction and supervision of the Provincial Board

6.1.3 Composition of the Provincial Board of Directors & Officers

6.1.3.1 Officers of the Provincial Board:

- a. Provincial President/Chairman of the Board (adult)
- b. Provincial Vice President/National Director (adult)
- c. Provincial Vice President # 1 (adult)
- d. Provincial Vice President # 2 (adult)
- e. Provincial Vice President # 3 (adult)
- f. Advisory Position Provincial Secretary/Treasurer (adult non voting)

6.1.3.2 Directors of the Provincial board:

36 student & adult positions elected at the district levels up flow from the District/division level to represent respective districts/divisions members at the provincial level as officers & directors. (18 adults, 18 students) (voting)

3 Provincial Adult vice presidents will be elected from this group by the provincial board to upflow to officer positions at the provincial level.

They retain all voting privileges and will be one of five officers with signing authority on all AHSRA accounts completing a total of 6 Officer positions and 33 director positions to form the AHSRA provincial board of Officers & Directors.

The AHSRA provincial board of officers & directors guides, supervises and provides input at the provincial level from the district/division membership. The AHSRA provincial board carries out duties as required at the district/division level and provincial level.

6.1.4 Election and Duties of board of directors at the district level (adult & student)

- 6.1.4.1 Terms will rotate with the Adult President position on the odd years for a 2 year term, the Vice-President on the even years as a two year term and the Secretary in the odd year as a 2-3 year term. (This allows for consistency and continuity in the board) Student board of directors are a one year term.

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- 6.1.4.2 Each District/division shall elect three (3) elected Adult District Directors & three (3) student directors which may be called District President, District Vice & District Secretary. These elected positions will flow up to become the provincial board of directors at the provincial level. The districts memberships elect their representatives for their district and provincial level.
- 6.1.4.3 Each District will also vote in one (1) Adult Event Director, per event and one (1) Student Event Director per event. (See Policy and Procedure Manual for full job descriptions).
These positions remain at the district level and do not move up to the provincial level.
- 6.1.4.4 Terms of office will commence the day after Provincial Finals and continue through the last day of Provincial Finals of the next year.
- 6.1.4 Candidates may be nominated from the floor by the Student Members, or the Adult Members at the district level.
- 6.1.4.5 Voting will be by show of hands or ballot with a majority necessary to be elected.
- 6.1.4.6 District Directors duties are outlined in the Policy and Procedure Manual
- 6.1.4.7 Each District Director will have other such duties as necessary for the governance and business of the Provincial Board. (See Policy and Procedure Manual for full job descriptions).
- 6.1.4.8 District Secretaries will take minutes for all District Meetings and Elections and will have such minutes posted on the website.
- 6.1.4.9 The District Secretaries may email any information to their District Members as directed.
- 6.1.4.10 Any Director, by election, may succeed himself in office.
- 6.1.4.11 Voting will be by show of hands or ballot with a majority necessary to be elected.
- 6.1.4.12 Elections will be held in the spring for the upcoming season.
- 6.1.5.13 Any Director, by election, may succeed himself in office.

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6.1.6 Election of the Officers & Directors of the Provincial Board

6.1.6.1 Election of the Provincial Officers of President/Board Chairman and the Provincial Vice President/National Director shall take place at a provincial Board meeting of the Association by the provincial board of directors & officers.

6.1.6.2 The Provincial Secretary shall provide notice to the Members of the Association, the provincial positions open for election for Officers of the Board for provincial president/chairman &/provincial vice president/national director.

6.1.6.3 Candidates for the position(s) will be reviewed from letters of intent submitted to the provincial board from any interested party & the provincial board of officers and directors will review and vote in the candidate for the position(s) to be filled.

6.1.6.4 Voting will be by show of hand or ballot with a majority necessary to be elected.

6.1.6.5 The Provincial Vice President/National Director will be elected by provincial board Officers & Directors for an initial probationary term of two years, if re-affirmed after the two year term, succeeding terms are for five (5) years.

6.1.6.6 The Provincial President/Board Chairman will be selected by the provincial board of officers & directors for a 3 year term.

6.1.7 Resignation, Death or Removal of a Director or Officer

6.1.7.1 A Director or Officer including may resign from the provincial board by giving one (1) months' notice in writing. The resignation takes effect either at the end of the months' notice, or on the date the Provincial Board accepts the resignation., with exception contract positions being exempt from this point.

6.1.7.2 Voting Members may remove any Director including the Provincial President/Chairman, before the end of his term. There must be a majority vote at a Special Meeting called specifically for this purpose.

6.1.7.3 If AHSRA determines it is in their best interest to replace the seated Provincial Vice President/National Director during the term the procedure for doing so will follow the most current National High School Rodeo bylaws.

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6.1.7.4 If there is a vacancy on the Board, the respective district may elect a new director for the remaining term.

6.1.8 Operation of the Provincial Board of Directors & Officers

6.1.8.1 The Provincial Board of Officers & Directors holds at least three (3) meetings each year.

6.1.8.2 One (1) meeting is to be held in a Board Room

a) Directors may participate in this meeting via conference call and/or video conferencing and are considered present for the meeting.

b) To do this Provincial Board Members are required to give seven (7) days prior notice to the Provincial President/Chairman.

6.1.8.3 The remaining Provincial Board Meetings, may take place by conference call, video conference or in a Board Room, or any combination of the above

6.1.8.4 In the intervals between meetings of the Board of Directors the President/Chairman may refer and submit by email, or telephone to the members of the Provincial Board of Directors definite questions relating to the affairs of the Association which in the opinion of the President/Chairman require immediate action on the part of the Provincial Board of Directors. The result of such a Referendum shall require a majority vote of the Provincial Board of Directors to pass.

6.1.8.5 The President/Chairman calls the meetings. The President/Chairman also calls a meeting if five (5) Directors make a request in writing and state the business for the meeting.

6.1.8.6 Seven (7) days' notice for Provincial Board meetings are emailed to each Board member. Board Members may waive notice.

6.1.8.7 A majority of the Provincial Directors present at any Board meeting is a quorum.

6.1.8.8 Meetings of the provincial Board are open to Members of the Association, but only Provincial board officers & Directors may vote. The President/chairman or majority of the Provincial Officers & Directors present may ask any other persons present, to leave the meeting when matters of confidentiality or matters regarding to land, legal, and labour arise and move into an in camera session. When in camera no minutes are taken.

6.1.8.9 Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.

6.1.8.10 A Director may waive formal notice of a meeting.

6.1.8.11 The Student Executive may have a separate meeting prior to the Full Board Meeting. Agenda items from this meeting are to be added to the Full Board Meeting at the request of the Student Board.

6.1.9 Voting at Provincial Board Meetings

Refer to 4.4.3

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6.1.10 Authority of the Provincial Board Officers & Directors

- 6.1.10.1 The Provincial Board of Directors & Officers of the AHSRA shall have the authority to enforce the Association Bylaws and Rules and Regulations and to create policy which is consistent and is deemed necessary to conduct its business.
- 6.1.10.2 The affairs of the AHSRA shall be managed by its Provincial Board of Directors & Officers, and all of the rights, power, duties and responsibilities relative to the management and control of the AHSRA's property and affairs are vested with the Provincial Board of Directors & Officers

6.2 Policy Manual, Rules & Regulations Manual

- 6.2.1 The Provincial Board of Directors & Officers shall create and approve Policies, Rules & Regulations which will not contradict the Bylaws of the AHSRA, NHSRA & ALGC
- 6.2.2 All members of the AHSRA as governed by the Bylaws of the AHSRA shall also adhere to the Policies of the AHSRA & the Rules & Regulations of the AHSRA,
- 6.2.3 NHSRA & ALGC.
The Provincial Board of Directors & Officers shall be responsible to maintain the Policy Manual Manual, the Rules and Regulation Manual in a current state, reflecting all Provincial Officer & Director Board decisions.
- 6.2.4 The Code of Conduct shall be included in the Policy and Procedures Manual

6.3 Duties of the Officers & Directors of the Association

- 6.3.1 The President/Chairman (See Policy and Procedure Manual for Full Job Description)
 - Supervises the affairs of the Board & has one vote at the provincial level
 - When present, Chair's all meetings of the Association
 - Is an ex officio member of all Committees
 - Acts as the spokesperson for the Association
 - Carries out other duties assigned by the Board
 - Acts as a signing officer for cheques and other documents
 - Term is 2 (two) years

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6.3.2 Vice President/National Director (See Policy and Procedure Manual for Full Job Description)

- Acts as a signing officer for cheques and other documents & has one vote at the provincial level.

6.3.2.1 The Vice President/National Director is required to attend the following:

- a) Provincial High School Finals Rodeo,
- b) Provincial Junior High School Finals Rodeo,
- c) National High School Finals Rodeo,
- d) Annual Mid-Winter meeting of NHSRA
 - (i) The Provincial Board of Directors may assign a designate to attend the Junior High National Finals Rodeo, to act on behalf of the National Director as a non-voting representative

6.3.2.2 The Vice President/National Director at the national level will:

- a) Assume any duties and responsibilities as assigned by the National Board of Directors
- b) Vote in accordance with the wishes of AHSRA
- c) Report to the Provincial Board of Directors & Officers with information from the NHSRA.

6.3.2.3 Vice Presidents # 1, #2 & # 3 at the Provincial Level will act as signing authority on all accounts and do duties necessary at the district & provincial level to assist the association. refer to 6.1.2

6.3.2.4 Advisory Positions on the Provincial Board of Officers & Directors is the Provincial Secretary Treasurer & will do:

- a) any duties and responsibilities as assigned by the Provincial Board Officers & Directors and job descriptions within the AHSRA policies & procedures.
- b) The provincial secretary/treasurer or any other contract positions will not have signing authority on any bank accounts.
- c) The provincial secretary/treasurer & any other contract positions will not have a vote at any level.

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6.3.2.5 Directors of the Provincial Board are elected by the membership at the district level and flow up to become the directors of the AHSRA provincial board.

(18 students & 18 adults).)

- a) Each of the board of directors have one vote at the provincial level.
- b) The board of directors guides and monitors all affairs of the provincial board, while providing input from the district membership to the provincial level.
- c) Carry out duties as required at the district & provincial level Refer to . policies and procedures for further detail.

6.4 Board Committees Establishing Committees

The Provincial Board of Directors & Officers may appoint committees to advise and assist the Board and report to the Provincial Board of directors and officers as necessary. Board committee's may have such duties as ticket coordinators, education coordinators, sponsorship or awards or others as deemed necessary.

6.5 Standing Committee

6.5.1 The board may establish any required standing committees including but not limited to:

- a) Bylaws, Rules and Regulations and Policy Committee, Human Resources Committee, Finance Committee, Finals Committee, and other committees as required.

6.5.2 Terms of reference shall be established by each committee, and retained by the current AHSRA Provincial Secretary.

ARTICLE 7 CONTRACT POSITIONS/ADMINISTRATION

7.1 Contract Positions

- 7.1.1 The professional contract staff under the supervision of the Provincial President/Chairman as directed by the Board of Directors, and shall carry out the daily operations of the AHSRA.
- 7.1.2 The Auditor reports to the Board of Directors.
- 7.1.3 At the discretion of the Board of Directors, various duties of the Directors of the Association and/or Contract Positions, can and will be designated to contract staff positions.

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ARTICLE 8 FINANCE AND OTHER MANAGEMENT MATTERS

8.1 **The Registered Office** will become the address of the Provincial Secretary.

8.2 Finance and Auditing

8.2.1 The fiscal year of the Association ends on July 31 of each year.

8.2.2 An audit will be prepared by an externally designated accredited accountant, and be presented to the Members annually at the AGM and once accepted shall be posted to the website. The Provincial Board of Directors & Officers can designate a proper audit be prepared by an externally designated accredited accountant, when they deem that this process is necessary.

8.2.3 The Provincial Secretary keeps a copy of all financial records of the Association at the address of the current Provincial Secretary and at the book keepers.

8.3 Seal of the Association

8.3.1 The Board may adopt a seal as the Seal of the Association (society)

8.3.2 The Provincial Secretary has control and custody of the seal, unless the Board decides otherwise.

8.3.3 The Seal of the Association (society) can only be used by Directors authorized by the Board. The Board must pass a motion to name the authorized Directors.

8.4 Cheques and Contracts of the Association

8.4.1 The designated Provincial Officers of the Board sign all cheques drawn on the monies of the Society. Two signatures are required on all cheques. 2 of the 5 signing officers must sign all cheques. Designated signing officers are Provincial President/Chairman, Provincial Vice President/National Director, Provincial Vice President # 1, Provincial Vice President # 2 and Provincial Vice President # 3.

8.4.2 All contracts of the Association must be signed by the Officers or other persons authorized to do so by resolution of the Provincial Board.

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8.5 The Keeping and Inspection of the Books and Records of the Association

- 8.5.1 The Provincial Secretary keeps a copy of the Minute Books and records minutes of all meetings of the Members and of the Board.
- 8.5.2 The Provincial Secretary keeps the original Minute Books at the Registered Office of the Association. This record contains minutes from all meetings of the Association, the Board and the Districts Meetings.
- 8.5.3 The Provincial Secretary keeps and files all necessary books and records of the Association as required by the Bylaws, the Societies Act, ALGC or any other statute or laws.
- 8.5.4 The Board keeps and files all necessary books and records of the Society as required by the Bylaws, the Societies Act, ALGC or any other statute or laws.
- 8.5.5 An Member wishing to inspect the books or records of the Association must give reasonable notice to the President or the Provincial Secretary of the Association of her intention to do so.
- 8.5.6 All financial records of the Association are open for such inspection, during regular business hours. Reasonable notice must be provided.
- 8.5.7 Other records of the association are also open for inspection, except for records that the Provincial Board of Officers & Directors designates as confidential. Reasonable notice must be provided.

8.6 Borrowing Powers

- 8.6.1 The Association may borrow or raise funds to meet its objects and operations. The Board decides the amounts and ways to raise money, including giving or granting security.
- 8.6.2 The Association may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution of the Association.

8.7 Payments

- 8.7.1 No elected Director or Officer of the Association receives any payment for his services as a Director or Officer with the exclusion of paid contract positions on the provincial board as advisory positions under contract, with no vote.
- 8.7.2 Reasonable expenses incurred while carrying out duties of the Association may be reimbursed upon Board approval.

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8.8 Protection of Indemnity of Provincial Board of Directors & Officers

- 8.8.1 Each Provincial Director or Officer holds office with protection from the Association. The Association indemnifies each Director or Officer against all costs or charges that result from any act done in her role for the Association. The Association does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.
- 8.8.2 No Director or Officer is liable for the acts of any other Director, Officer or employee/contractor. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Association. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in her role for the Association, unless the act is fraud, dishonesty or bad faith.
- 8.8.3 Directors or Officers can rely on the accuracy of any statement or report prepared by the Association's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

ARTICLE 9 AMENDING THE BYLAWS

9.1 These Bylaws

May be cancelled, altered or added to by a Special Resolution at any Annual General or Special Meeting of the Association.

9.2 The Twenty-One (21) days' Notice

Of the Annual General or Special Meeting of the Association must include details of the proposed resolution to change the Bylaws.

9.3 The Amended Bylaws

Take effect immediately after;

- a) approval of the Special Resolution at the Annual General Meeting or Special Meeting and take affect as of date approved and will be filed with Corporate Registry of Alberta.

ARTICLE 10 DISTRIBUTING ASSETS AND DISSOLVING THE ASSOCIATION

10.1 The Association

Does not pay any dividends or distribute its property among its Members.

10.2 If the Association is Dissolved

Any funds or assets remaining after paying all debts are to be paid to a non-profit organization with objects that has objects similar to those of AHSRA.

10.3 Members are to select the organization to receive the assets by Special Resolution. In no event do any Members receive any assets of the Association.