

Constitution and By-laws of the Pacific Association of the Andalusian and Lusitano Horse

Constitution

ARTICLE 1

Name

The name of the society is **Pacific Association of the Andalusian and Lusitano Horse.**

ARTICLE 11

Purposes

1. To educate members and non-members in the common history of the Andalusian and Lusitano horse, their similarities and differences.
 - a. The Andalusian and Lusitano horse, sometimes referred to as the Iberian horse, includes all horses, with pure or part bred blood of the breeds referred to as Andalusian, PRE and Lusitano, that originated in the Iberian peninsula of Europe.
2. To educate members and non-members in the unique characteristics of the Iberian horse, their training, health and nutrition, conformation and movement, temperament, hoof care, tack and attire, equestrian cultures of Spain and Portugal and breed showing.
3. Promotion of the Iberian horse and its education will be by means of
 - a. hosting clinics, seminars, open houses, and shows
 - b. by attendance at trade shows, fairs, parades
 - c. by published articles and newsletters
 - d. by guest presentations to other clubs.
4. To host a minimum of one breed show a year with the intention to promote the versatility of the Andalusian and Lusitano horse. The show to appeal equally to those interested in
 - a. pursuing breed championships (halter, performance on the rail)
 - b. traditional Iberian riding pursuits (doma vaquera & garrocha, working equitation)
 - c. high performance (dressage, driving, reining, cutting, jumping)

- d. freestyle and exhibition
 - e. fun classes appealing to all levels of expertise.
5. To host a minimum of one educational clinic or seminar a year that has a focus on the Andalusian or Lusitano horse.
 6. To encourage and promote quality and education in the breeding of pure and part bred Andalusian and Lusitano horses.
 7. To do all in its power to protect and advance the interests of the Andalusian and Lusitano breed by encouraging sportsmanlike competitions and other organized activities.
 8. To encourage and promote responsible horse ownership of the Andalusian and Lusitano horse.

ARTICLE 111

The society shall not be conducted or operated for profit and no part of any profits or remainder or residue from dues or donations to the society shall inure to the benefit of any member or individual. This provision is unalterable.

By-laws

ARTICLE 1

SECTION 1

Membership

1. An alphabetical list of names, addresses and phone numbers of all current members of the society in the different classes of membership shall be maintained by the secretary of the society and shall be provided to each member of the society at least once annually.
2. On being admitted to membership, each member is entitled to, and the society must give the member without charge, a copy of the constitution and bylaws of the society.
3. Every member must uphold the constitution and comply with these bylaws.

SECTION 11

Eligibility

1. The members of the society are the applicants for the incorporation of the society, and those persons who subsequently become members, in accordance with these bylaws and in either case, have not ceased to be members.
2. A person may apply to the directors for membership in the society and by a majority vote of the directors is accepted as a member.
3. All members are in good standing except a member who has failed to pay his or her current annual membership fee, or any other subscription or debt due and owing by the member to the society, and a member is not in good standing so long as the debt remains unpaid.

SECTION 111

Class of Membership

1. Full Member shall be any member 19 years of age and over, they shall have the right to one vote and to hold an officer position in the society.
2. Youth Member shall be anyone 18 years of age and under. They shall have all the rights and privileges of membership except the right to vote and hold office.
3. Family Member shall be any family with two or more members living in the same household. A family membership shall be entitled to only one vote and these voting individual appointed by the family must be 19 years of age and over and they may hold an officer position in the society.

SECTION 1V

Dues

1. The directors will determine the amount of the first annual membership dues. Thereafter the annual membership dues must be determined at the annual general meeting of the society.
2. Membership dues shall be due on the first day of January of each year.
3. Family membership dues shall not exceed one and one-half times full membership dues.
4. Youth membership dues shall be half of the full membership dues.

SECTION V

Termination of Membership

1. A person ceases to be a member of the society
 - a) by delivering his or her resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society
 - b) on his or her death
 - c) on being expelled
 - d) on has been a member not in good standing for 12 consecutive months.
2. A member may be expelled by a special resolution of the members passed at a general meeting.
3. A brief statement of the reasons for the proposed expulsion must accompany the notice of a special resolution for expulsion.
4. The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

SECTION VI

Conduct of Members

1. All members shall conduct themselves in a manner proper to the society and its goals and shall act in the best interest of the society. No member shall defame the society, its members, or member's horses, farms or businesses in any way or through any media.
2. Complaints about the society, its members, member's horses, farms or businesses shall be addressed to the board of directors in writing.
3. Disputes between members involving financial transactions or contract disputes must be discussed and settled outside of the society meetings, shows, clinics, sponsored media or events.

4. Any member who purposefully disregards the above rules of conduct may be subject to expulsion from the society.

ARTICLE 11

SECTION 1

Meeting of Members

1. The first annual general meeting of the society must be held not more than 15 months after the date of incorporation and after that an annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.
2. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
3. The directors may, when they think fit, convene an extraordinary general meeting.
4. Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.
5. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
6. A director present, must preside as chair of a general meeting.
7. If at a general meeting
 - a. there is no director present within 15 minutes after the time appointed for holding the meeting, or
 - b. the directors present are unwilling to act as the chair, the members present must choose one of their members to be the chair.

8. Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at the time when a quorum is not present.
 - a. If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
 - b. A quorum is 7 members present.

9. A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - a. When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
 - b. Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.

10. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

11. A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.
 - a. Questions arising at a meeting must be decided by a majority vote.
 - b. In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.

12. A full & family member in good standing present at a meeting of members is entitled to one vote.
 - a. Voting is by show of hands.
 - b. Voting by proxy is not permitted.

13. Every act done or decision made, other than bylaw changes, by a majority vote of the members present at a duly held meeting is the act of the membership.

SECTION 11

Annual General Meeting

1. The annual general meeting shall be held once in a calendar year in the spring. The directors shall determine the time and place. Two weeks notice must be given to all members.
2. Business conducted at an annual general meeting shall be:
 - a. The adoption of rules of order,
 - b. Review and set membership dues,
 - c. The consideration of the financial statements,
 - d. The report of the directors,
 - e. The board will appoint and vote for a minimum of two persons and a maximum of three persons to stand on an election committee for the purpose of the election of directors and officers, one of those persons will be elected as the chair of the committee.
 - f. Any other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors.
 - g. Any business, which may come before, the membership, regardless of whether or not reference to such business or related matters have been given in any notice of the annual general meeting of the society.

SECTION 111

Extraordinary General Meeting

1. One general meeting shall be held in conjunction with a society sponsored event, clinic or show in the summer, once in a calendar year. Two weeks notice must be given to all members

2. Business conducted at this general meeting shall be:
 - a. The adoption of rules of order,
 - b. The report of the directors,
 - c. Report from the election committee as to nomination and elections,
 - d. Nominations for the election of directors,
 - e. Any old business carried forward from the annual general meeting,
 - f. Any business arising from the report of the directors,
 - g. Any business on an agenda that was conveyed to the directors before the general meeting.

SECTION 1V

Special Extraordinary General Meeting

1. A special extraordinary general meeting maybe called by a majority vote of the directors, or by the secretary on receipt of a written petition signed by three members of the society who are in good standing.
2. Two weeks notice of the time, place and business of the special extraordinary general meeting must be given to all members of the society.
3. No other business may be conducted at the special extraordinary general meeting other than that of which the meeting has been called and noticed.

SECTION V

Board Meetings

1. A board meeting may be called upon the request of at least two members of the board. The quorum for a board meeting shall be the majority of the board.

2. Two weeks notice of the time, place and business of the board meeting must be given to board members.
3. All board meetings will be open to the general membership unless there is business of a sensitive matter that involves another member of the society.

SECTION V1

Committee Meetings

1. The committee chair will call all committee meetings.
2. Committee meetings are to be chaired by the committee chair.
3. In the absent of the committee chair, the members present will choose one of the members to chair the committee meeting.
4. It is not mandatory to have a director in attendance at a committee meeting with the exception of committees of directors, were a director has delegated some, but not all of their power to the committee.
5. The members of a committee may meet and adjourn as they think proper.
6. The committee chair must submit to the secretary of the society, the minutes of the meeting within two weeks time.

ARTICLE 111

SECTION 1

Directors and Officers

1. The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and that are not by these bylaws or by stature or otherwise lawfully directed required to be exercised or done by the society in a general meeting, but subject, nevertheless, to
 - a. all laws affecting the society,

- b. these bylaws, and
 - c. rules, not being inconsistent with these bylaws, that are made from time to time by the society in a general meeting.
2. The secretary, treasurer and board members are the directors of the society. The number of directors must be 7 or a greater number determined from time to time at a general meeting.
 3. One person who is to be known as the secretary treasurer may hold the offices of secretary and treasurer.
 4. If the secretary treasury holds office, the total number of directors must not be less than 7 or the greater number that may have been determined.
 5. The directors may at any time and from time to time, until the next annual elections of officers, appoint a member as a director to fill a vacancy in the directors with a majority vote of the then directors.
 6. The directors must retire from office on September 30th of each year at the conclusion of the annual elections for the society.
 7. The members may, by special resolution, remove a director, before the expiration of his of her term of office, and may elect a successor to complete the term of office.
 8. A director must not be remunerated for being or acting as a director but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society.

SECTION 11

Qualification of Directors

1. A minimum number of five directors of the board must be owners or lessees of a registered purebred or part bred Andalusian or Lusitano horse, when the total number of directors is 7.

2. If the number of directors of the board is increased at a general meeting, then the number of owning/lessee board members must be adjusted to be a number, greater than the majority of the board.
3. The majority of the board of directors must reside in the province of British Columbia.

SECTION 111

Proceedings of Directors

1. The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
2. The directors may from time to time set the quorum necessary to conduct business, and unless so set, the quorum is a majority of the directors then in office.
3. A director present is to be selected from the directors present to chair the meeting of the directors.
4. In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.
5. The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit. A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the directors.
6. A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution.

7. A resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.
8. An act or proceeding of the directors is not invalid merely because there is less than the prescribed number of directors in office.

SECTION 1V

Duties of Officers

1. The secretary must do the following;
 - a. conduct the correspondence of the society
 - b. issue notices of meetings of the society and directors
 - c. keep minutes of all meetings of the society and directors
 - d. have custody of all records and documents of the society except those required to be kept by the treasurer
 - e. maintain the register of members.
2. The treasurer must;
 - a. keep the financial records, including books of account, necessary to comply with the Society Act, and
 - b. render financial statements to the directors, members and others when required.
3. The directors shall select or dismiss all committee chairpersons by a majority vote of the directors.

ARTICLE 1V

SECTION 1

Voting

1. A full & family member in good standing present at a meeting of members is entitled to one vote.
2. Voting at meetings for general acts shall be by show of hand.

3. Voting at meetings for special resolutions shall be by ballot.
4. Voting by proxy is not permitted.
5. Every act done or decision made, other than bylaw changes, by a majority vote of the members present at a duly held meeting is the act of the membership.
6. The constitution and by-laws may be amended only by mail out ballot to the full & family membership; 35 days will be allowed from the time the ballots are mailed out by the society to the time that the ballots must be received back to the society; a 75% majority vote of the returned ballots is required for any amendments.
7. Election of directors and officers to be conducted by mail out ballot to the full & family membership; 35 days will be allowed from the time the ballots are mailed out by the society to the time that the ballots must be received back to the society; a majority vote of the returned ballots shall declare the candidate elected to office.

ARTICLE V

SECTION 1

Duties of Election Committee

1. The election committee will be responsible for the taking of nominations, mailing of ballots and counting of votes, from the full membership, for the election of directors and officers.
2. The chair of the election committee will report to the secretary the results of the ballot count by September 30th.

SECTION 11

Procedure of Elections

1. Nominations for directors and officers will be taken at the extraordinary general meeting that is held in conjunction with a

- society sponsored event, clinic or show in the summer, followed by a mail out request for further nominations, to the full membership.
2. No person may be a candidate in the society election that has not been nominated.
 3. No person may accept nomination for more than one position.
 4. Mail out ballots for voting will be mailed to the full & family membership no later than August 25th; 35 days will be allowed from the time the ballots are mailed out by the election committee to the time that the ballots must be received back to the election committee.
 5. Separate elections must be held for each office to be filled.
 6. An election may be by acclamation; otherwise it must be by ballot.
 7. If a successor is not elected, the person previously elected or appointed continues to hold office.

ARTICLE V1

SECTION 1

Borrowing

1. In order to carry out the purposes of the society the directors may, on behalf of and in the name of the society, raise or secure the payment or repayment of money in the manner they decide.
2. There may be no issuing of debentures.
3. The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.