

**STABLE OWNERS ASSOCIATION OF
ALBERTA**

BYLAWS

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ARTICLE 1 - NAME, PURPOSE, AND MISSION

- Section 1.1 **Name:** The name of this organization shall be the Stable Owners Association of Alberta.
- Section 1.2 **Purpose:** To provide a vehicle promoting communication among Stable Owners and to create a unified voice for the industry.
- Section 1.3 **Mission Statement:** The Association will facilitate communication between Stable Owners, providing the opportunity to work together in creating a unified voice to speak on issues affecting the stable industry.

ARTICLE 2 - MEMBERSHIP

- Section 2.1 **Authority of Board of Directors:** The Board of Directors of the Stable Owners Association of Alberta shall have the authority to establish and define voting and non-voting categories of membership.
- Section 2.2 **Categories of Membership:** The Stable Owners Association of Alberta shall have three categories of membership:
1. **Regular Members:** who are stable owners as individuals or businesses and shall be entitled to vote;
 2. **Associate Members:** who are individuals and are non-voting; and
 3. **Sponsoring Members:** who are businesses and are non-voting.
- Section 2.3 **Eligibility for Membership:** Application for voting membership shall be open to any stable owner in the Province of Alberta. Application for non-voting membership shall be open to any individuals or businesses according to the category definitions in Section 2.2 who support the mission statement in Section 1.3.
- Section 2.4 **Annual Dues:** The amount required for Regular Members' annual dues shall be \$50; for Associate Members \$25; and for Sponsoring Members \$75; unless the amount for dues for any membership category is changed by a majority vote of the Regular Members at an annual meeting of the full membership. Continued membership is contingent upon being current on membership dues.

- Section 2.5 **Rights of Members:** Rights of members are as follows:
1. Each Regular Member shall be eligible to cast the member's vote in association elections, and to exercise all the rights and privileges granted to members by the Board of Directors.
 2. Each Associate Member shall be entitled to all the rights of Regular Members except voting.
 3. Each Sponsoring Member shall be entitled to be identified as such in the organization's educational and promotional literature and shall be entitled to all the rights of Regular Members except voting.
- Section 2.6 **Resignation and Termination:** Any member may resign by filing a written resignation with the Secretary Treasurer of the organization. Resignation shall not relieve a member of unpaid dues or other charges previously accrued. A member can have their membership terminated by a majority vote of the membership.

ARTICLE 3 – MEETINGS OF MEMBERS

- Section 3.1 **Membership Meetings:** A meeting of the full membership shall be held quarterly, at a time and place designated by the President.
- Section 3.2 **Annual Meetings:** An annual meeting of the full membership shall be held in the month of April, the specific date, time and location of which will be designated by the President. At the annual meeting, the Regular Members shall elect directors and officers, receive reports on the activities of the association, and determine the direction of the association for the coming year.
- Section 3.3 **Special Meetings:** Special meetings may be called by the President, the Executive Committee, or a simple majority of the Board of Directors. A petition signed by five percent of the voting members may also call a special meeting.
- Section 3.4 **Notice of Meetings:** Printable notice of each meeting shall be given to each member by mail, email, or other printable electronic means of communication according to the contact information provided by members to the Secretary Treasurer.

- Section 3.5 **Quorum:** The members present at any properly announced meeting shall constitute a quorum.
- Section 3.6 **Voting:** All issues to be voted on shall be decided by a simple majority of those voting members present at the meeting in which the vote takes place.
- Section 3.7 **Proxies:** All votes shall be cast in person by voting members or their proxies. Proxies must be a natural person over the age of 18 and may be appointed by any Regular Member, who must provide written notice to the Secretary Treasurer of the appointment and name of the proxy before the start of the meeting at which the vote(s) will be cast. An individual proxy may be appointed by and vote for more than one eligible voting member provided that the proxy shall inform the Secretary Treasurer in writing of the proxy's multiple representations. The Secretary Treasurer shall attach all received notices of appointment of proxy and of any proxy's multiple representations to the meeting minutes.

ARTICLE 4 – BOARD OF DIRECTORS

- Section 4.1 **Board Role, Size, and Compensation:** The Board of Directors is responsible for overall policy and direction of the association and may delegate responsibility of day-to-day operations to an Executive Director, staff, and committees. The Board shall consist of at least the three officer positions: President, Vice-President, and Secretary Treasurer. Additional Board members may be elected, not to exceed seven (7). The Board members receive no compensation other than reasonable expenses.
- Section 4.2 **Terms:** All Board members shall serve two-year terms but are eligible for re-election.
- Section 4.3 **Meetings and Notice:** The Board shall meet at least quarterly, at an agreed upon time and place. An official Board meeting requires that each director receive written notice at least two weeks in advance.
- Section 4.4 **Board Elections:** New directors and current directors shall be elected or re-elected by the voting representatives of members at the annual meeting. Directors will be elected by simple majority of members present at the annual meeting.

- Section 4.5 **Election Procedures:** A Board Development Committee shall be responsible for nominating a slate of prospective board members representing the diverse constituency of the association. In addition, any member can nominate a candidate to the slate of nominees. All Regular Members are entitled to one vote and duly authorized delegates of local chapters of the association are entitled to vote for the members of the local chapter to elect candidates for available director positions each year.
- Section 4.6 **Quorum:** A quorum must be attended by at least forty percent of Board members for business transactions to take place and motions to pass.
- Section 4.7 **Officers and Duties:** There shall be three officers of the Board, consisting of a President, Vice President, Secretary Treasurer. Their duties are as follows:
The President shall convene regularly scheduled Board meetings, shall preside or arrange for other Executive Committee members to preside at each meeting in the following order: Vice President, Secretary Treasurer.
The Vice President shall chair committees on special subjects as designated by the Board.
The Secretary Treasurer shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained. In addition, the Secretary Treasurer shall make a report at each Board meeting. The Secretary Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.
- Section 4.8 **Vacancies:** When a vacancy on the Board exists mid-term, the Secretary Treasurer must receive nominations for new members from present Board members two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board member's term.
- Section 4.9 **Resignation, Termination, and Absences:** Resignation from the Board must be in writing and received by the Secretary Treasurer. A Board member shall be terminated from the Board due to excess absences, being more than two unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 4.10 **Special Meetings:** Special meetings of the Board shall be called upon request of the President or by one-third of the Board. Notices of special meetings shall be sent out by the Secretary Treasurer to each Board member at least two weeks in advance.

ARTICLE 5 – COMMITTEES

Section 5.1 **Committee Formation:** The Board may create committees as needed. The President appoints all committee chairs.

Section 5.2 **Executive Committee:** The three officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors and is subject to the direction and control of the full Board.

Section 5.3 **Finance Committee.** The Secretary Treasurer is the chair of the Finance Committee, which should include two other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The Board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, Board members, and the public.

ARTICLE 6 – EXECUTIVE DIRECTOR AND STAFF

Section 6.1 **Executive Director:** The Executive Director is hired by the Board and has day to-day responsibilities for the organization, including carrying out the organization's goals and policies. The Executive Director must attend all Board meetings, report on the progress of the organization, answer questions of the Board members and carry out the duties described in the job description. The Board can designate other duties as necessary.

Section 6.2 **Staff:** If the Board determines that hiring staff is needed to effect the organization's mission and goals, then the Executive Director shall interview candidates and a committee shall be established to review applications. A decision to offer a staff position to any candidate shall be made jointly by the Executive Director and the committee and is subject to approval by the Executive Committee or the entire Board. If two or more staff members are contemplated, the Board shall establish reasonable employment policies and procedures.

ARTICLE 7 – AMENDMENTS

Section 7.1 **Amendments:** These Bylaws may be amended from time to time by two thirds majority vote of the Board of Directors or of the voting membership. Proposed amendments must be submitted to the Secretary Treasurer to be sent out with regular Board announcements.