



**By-Laws**

**Amended**

**July 2024**

# By-Laws

- NAME** The Society shall be known as the Alberta Shorthorn Association.
- MEMBERSHIP** Membership shall be open to all individuals, organizations or businesses who has or shows an interest in the Shorthorn breed of cattle or who wishes to join to help the youth, both within the breed and the 4-H Movement.
- AUXILIARY MEMBERSHIP** Auxiliary membership shall be open to all who wish to join and be a part of the Alberta Shorthorn Association.
- FEES** The annual membership/ annual auxiliary membership fee shall be set by the Alberta Shorthorn Association. The fee shall be used to support the Junior Association, the 4-H movement and for research and advancement.

## RESPONSIBILITIES

It shall be the responsibility of all members to attend the Annual general and Special meetings of the Association and to contribute meaningful ideas and solutions. If for any reason, members cannot attend, they should contact the President, Directors or Secretary, either by writing, telephone or email, to have their concerns or ideas brought forward.

**FISCAL YEAR** The fiscal year shall end on April 30.

**ANNUAL MEETING** An annual meeting must be held each year within ninety (90) days of the end of the fiscal year.

## SECTION I

### GOVERNANCE

#### DIRECTORS

**Sub-Section A** An election, with all eligible members (membership may be acquired at the registration desk at the Annual Meeting) having a vote, shall be held each year at the Annual Meeting to elect a Board of Directors for the Association. The Board shall preside over the business of the Association to the best of their ability and at all times consider what is best for the breed and not just themselves. Fiscal responsibility must be dealt with in a serious manner.

**Sub-Section B** An eligible member is a member in good standing with the Canadian Shorthorn Association. Members from a given address or an immediate family member (being spouse, parent, child or sibling) may not be nominated for election or serve on the board if a member from a given address or an immediate family member (being spouse,

parent, child or sibling) is currently serving a term. An eligible member must have registered cattle with the Canadian Shorthorn Association at the time of election.

**Sub-Section C** The Board of Directors shall consist of a Past President, whom has served in the past ten (10) years, and six (6) directors. The terms of the Directors shall be three (3) years with no Director serving more than six (6) years or two (2) terms without a break of at least one (1) year, unless said Director is the President or their equivalent. At each Annual Meeting two (2) Directors with three (3) year terms shall be elected.

**Sub-Section D** Directors shall elect from their members a President, a Vice-President and one (1) Executive Director, whom, along with the Past President, shall form the Executive Committee of four (4). The Executive Committee shall be elected at a meeting of the Board immediately following the Annual Meeting.

**Sub-Section E** If a Director is absent for three (3) consecutive Board meetings, or 70% of all Board meetings, in one (1) calendar year without just cause, their Directorship may be terminated. The Executive Committee shall inquire into the reasons said Director has been absent and notify the Board at the next Board meeting. At that time, if the Board feels there is just cause to terminate then the Directorship may be terminated. The position of Director left open by such termination shall remain open until the next Annual Meeting, at which time, it shall be filled by electing a member to serve the remainder of the terminated Director's term.

**RESIGNATION** A Director may resign their position providing they do so in writing, giving their reasons, to the Board. The Board will then deal with said resignation at the next regular Director's meeting. Any member of the Alberta Shorthorn Association may resign any time they so wish, providing they do so in writing to the Board. The position of Director left open by such resignation shall remain open until the next Annual Meeting, at which time, it shall be filled by electing a member to serve the remainder of the resigned Director's term.

**EXPULSION** A Director may be expelled from their position for presenting misleading information, for inappropriate behavior toward other members or for being in financial arrears past sixty (60) days with the Alberta Shorthorn Association. The Executive Committee shall have the authority to expel a Director, after justification, but the Board of Directors will be informed in writing the rationale why such an expulsion has taken place. The position of Director left open by such expulsion shall remain open until the next Annual Meeting, at which time, it shall be filled by electing a member to serve the remainder of the expelled Director's term. No member of the Alberta Shorthorn Association shall be expelled from the membership.

## **RENUMERATION**

All Directors will serve the Alberta Shorthorn Association with NO remuneration, including mileage, for attendance at all meetings.

## **JUNIOR ASSOCIATION REPRESENTATIVES**

**Sub-Section F** The Alberta Shorthorn Junior Association may nominate up to two (2) members annually, from their membership, to represent them on the Board of the Alberta Shorthorn Association. ALL Junior members are encouraged to attend.

## **EXECUTIVE COMMITTEE**

- Sub-Section G**
1. It shall be the duty of the Executive Committee to ensure that all accounts of expenditures are kept current.
  2. The Executive Committee shall have the power to appoint, dismiss or fix the salary of the Secretary, Treasurer or other employees of the Association and shall manage the business of the Association after consultation with the Board of Directors. In the event of a conflict of interest between a member of the executive committee and an employee, the executive committee member must recuse themselves from voting.
  3. The Executive Committee shall meet at the call of the President. Ten (10) days documented notification shall be given for all meetings. An emergency meeting may be called sooner with the consent of the Directors.

## **PRESIDENT**

**Sub-Section H** The President may be present and preside at all meetings of the Association but may choose to designate another Director or staff member in their stead at specific meetings. That designated officer shall have the authority to name committees as needed, and shall supervise the affairs of the Association.

## **VICE-PRESIDENT**

**Sub-Section I** The Vice-President will assume the role of the President in the absence of or at the request of the President. They may attend sub committee meetings in place of the President.

**EXECUTIVE DIRECTOR** The executive director is a member of the executive committee. They will vote on issues presented to the executive committee and the Board.

**PAST PRESIDENT** The past president serves on the executive committee and the Board. The Past President has a vote on issues presented to the executive committee and the Board.

**SECRETARY**

**Sub-Section J** The Secretary shall record a full and true account of the proceedings of the Annual, General and Special Meetings of the Association, the Board of Directors, the Executive Committee, Emergency and any sub committee, at the discretion or call of the sub committee chair that is appointed. The secretary shall prepare minutes and distribute to the appropriate committee members from these said meetings in a timely and professional manner. The secretary shall attend to all office correspondence and shall perform all other duties as outlined by the Board of Directors and the Executive Committee. All minutes of said meetings shall be kept by the Secretary at the office of the Alberta Shorthorn Association.

**INSPECTION OF BOOKS AND RECORDS** Members shall have the right to inspect the books and records of the Alberta Shorthorn Association, at any time, at the office of the Association. Time to be decided by the person requesting inspection and the Secretary or Treasurer, but at no time may it be inconvenient for the Secretary or Treasurer.

**BORROWING MONEY** The Board of Directors may, from time to time, borrow money for the betterment of the Association provided same has been authorized at an Annual, General or Special meeting of the Association. A 75% majority vote of the membership in attendance at the above stated meetings will give this authority.

**TREASURER**

**Sub-Section K** 1. The Treasurer shall keep a true and full account of all receipts and expenditures, assets and liabilities and all business transactions of the Association in ledgers appropriate for that purpose. The Treasurer shall keep the funds of the Association in a Chartered Bank and/or other like facility that is approved by the Executive Committee and make payments from these funds as directed by the Executive Committee.

2. All invoices for which payment is made, shall be done by cheque and shall be signed by the President and/or Vice-President and/or the Treasurer.

3. The Treasurer shall furnish a bond, if so requested, and said bond will be at the expense of the Association.

4. The positions of Secretary and Treasurer may be served by one individual if the Executive Committee is so inclined.

## **AUDITOR**

**Sub-Section L** An auditor shall be appointed annually at the Annual Meeting of the Association and shall audit the Financial Records of the Association and prepare a report that shall be presented at the next Annual Meeting. The report shall contain a statement of receipts and expenditures and assets, both physical and financial, and liabilities for the year previous, ending on April 30.

## **SECTION II**

### **MEETINGS**

**Sub-Section A** 1. The Annual Meeting of the Association shall be held within ninety (90) days of the year end of the Association. All members shall receive written or email notice thirty (30) days prior to said meeting stating time and place.

2. A general meeting of the Association may be held with thirty (30) days written or email notice to the membership stating time and place of said meeting.

3. The Board of Directors and Executive Committee shall receive documented notification ten (10) days prior to meetings with the exception of the Directors Meeting held immediately following the Annual Meeting as outlined in Section I, Sub-Section D.

4. An emergency meeting, called by the President or designate, may be held providing all Directors and Executive Committee give their consent and a waiver is signed at said meeting and is attached to the minutes of the emergency meeting.

5. A quorum at the Annual Meeting of the Association shall be fifteen (15) members, at a General Meeting - fifteen (15), at a Special Meeting – fifteen (15). Quorum at a Directors Meeting shall be four (4) and at the Executive Committee Meetings – three (3).

6. The President may call a Special Meeting at the request of twenty (20) members at a time and place of their choice. All Association business may be conducted at said meeting with the exception of amendments to the by-laws. Members shall receive thirty (30) days written or email notice stating time and place of said meeting.

## ORDER OF BUSINESS

**Sub-Section B** It is the responsibility of the President to prepare the agenda for the Annual Meeting. Said agenda shall include the following:

1. Introduction of Attendees
2. Approval of the previous years ANNUAL meeting minutes, which have been circulated previous to the current Annual Meeting.
3. Reports of the Directors and Committees
4. Report from the Junior Shorthorn Association
5. Resolutions
6. Focus Presentation
7. Correspondence
8. Election of Directors
9. Election of Canadian Shorthorn Association Representative
10. Appointment of an Auditor
11. Motion on banking
12. Unfinished Business
13. New Business
14. Adjournment

## VOTING

**Sub-Section C** 1. a. An individual shall be entitled to a vote if that individual is a member by virtue of:

- i) membership as an individual
- ii) membership as a partner
- iii) membership as a business or corporate entity

b. Notwithstanding the fact that an individual has multiple memberships as outlined above, no individual shall be entitled to cast more than one vote at a meeting of the Association.

2. Voting at the Annual Meeting will be by secret ballot, at the call of the President and/or membership. After the count has been taken, a motion is required to destroy the ballots.

3. Voting at Directors and Executive Committee Meetings will be by a show of hands unless a vote by secret ballot is requested on certain issues. All ballots must be destroyed after the count is taken.

## **AMENDMENTS**

**Sub-Section D** The By-Laws may be rescinded, altered or added to by a “Special Resolution” at the Annual, General or Special Meeting of the Association with a 75% majority of the members present. Notice of the Special Resolution shall be given in writing or by email with twenty-one (21) days notice to all members. The Special Resolution must be submitted by two (2) members who hold a current membership.

### **OR**

The By-Laws may be amended at the Annual Meeting of the Association with a 75% majority of the members present. Notice of all proposed amendments shall be in writing and signed by two (2) members who hold a current membership. Said amendment must be received by the secretary sixty (60) days prior to the Annual Meeting and shall be included in the written meeting notice otherwise such amendments will not become part of the agenda for the Annual Meeting.

## **CANADIAN SHORTHORN ASSOCIATION**

**Sub-Section E** The Alberta Shorthorn Association shall elect a representative to the Canadian Shorthorn Association at the Annual Meeting and said representation shall commence immediately following the Annual Meeting. If the Albertan Canadian Shorthorn Association Director becomes President Elect of the Canadian Shorthorn Association, they shall serve for a term of three (3) years providing this Alberta Director is elected as Canadian Shorthorn Association President by Canadian Shorthorn Board of Directors, which would be the second year of this term. The Canadian representative shall attend the regular Board meetings of the Alberta Shorthorn Association and shall follow the rules of attendance as outlined in Section I, Sub-Section E for Directors.