

CANADIAN CLASSIC RODEO ASSOCIATION

PROPOSED BY-LAWS 2024

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ARTICLE 1-DEFINITIONS

1.1 Definitions

In these Bylaws, unless the context or subject matter requires a different meaning:

- (a) "Act" means the Societies Act
- (b) "AGM" means the annual general meeting of the Members required by the Act.
- (c) "Association" means Canadian Classic Rodeo Association
- (d) "Board" means the board of directors of the Association.
- (e) "Bylaws" means these bylaws of the Association, as amended, and accepted by Corporate Registry and which may be amended from time to time.
- (f) "Director" means a member in good standing who has been duly nominated and elected at the Annual General Meeting
- (g) "CCRA" means the rodeo association operated by the Canadian Classic Rodeo Association
- (h) "Event" means Rodeo Event (e.g.) LBR, SW. TR...etc. which may include any number of Age Divisions.
- (i) "Member" means person who qualifies as a member pursuant to the terms of these Bylaws.
- (j) "Officer" means a person duly appointed to an office by the members in good standing pursuant to the terms of these Bylaws.
- (k) "Registered Office" means the registered office of the Association required by the Act.
- (l) "Registrar" means Registrar as defined in the Act.
- (m) "Special Meeting" means a meeting called for to vote on matters which the Board or the bylaws require be attended to before the next Annual General Meeting
- (n) "Special Resolution" shall mean a matter resolved and noted upon at a special meeting.
- (o) "Specific Notice" means submission of information to a Member by any of the following:
 - i. By Post, email, or telephone at the last such contact information provided to the Association by a member.
 - ii. Personal delivery either face to face or to the last physical address provided to the Association by the Member
- (n.1) "General Notice" means submission of information to the membership by
 - i. By Post, email, or telephone at the last such address provided to the Association by the Member
 - ii. By personal delivery either face to face or to the last physical address provided to the Association by the member or by posting the information on the CCRA website.
- (o). "CCRA website" is the official web site maintained by the Canadian Classic Rodeo Association
- (p) "Rules of the Board" shall mean rules, policies and procedures established by the Board relating to the operation of the Association
- (q) "Registered Office" will be at the location utilized by the current Association Administrator or secretary as determined by the Board.
- (r). "Register of Members, Officers and Directors" means the register maintained by the Association administrator and/or secretary containing the names of the members of the association.
- (s) "Voting member" means a member who is in good standing with the association.
- (t). "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.

ARTICLE 2 - INTERPRETATION

2.1 The following rules of interpretation must be applied in interpreting these bylaws:

- a) Singular and Plural: words indicating the singular number also include the plural, and vice-versa.
- b) Headings are for convenience only. They do not affect the interpretation of these bylaws.
- c) Liberal interpretation: these bylaws must be interpreted broadly and generously as guided by the board.

ARTICLE 3 - MEMBERSHIP

3.1 **Admission of Members**

To become a member a person must in each and every membership year:

- a) Be the age of 40 years or over as of January 1 of the upcoming year.
- b) Have paid the requisite membership fees and
- c) Request membership in writing in the form provide by the association and
- d) Comply with the bylaws of the association and the decisions of the board made pursuant to the bylaws.

3.2. **Duties of Membership**

By becoming a member of the Canadian Classic Rodeo Association a Member shall:

- a). Release to the association the right to use her/his name, photograph as well as the name, photograph of their animals used or in attendance at any approved association event. All member information and/or photographs will be used in a positive manner in Association publications including for example advertisements, websites, Facebook and other social media.
- b). The association shall create and keep current a register of membership recording all members of the association, their addresses, and their personal contact information in one or more registers.
- c) The member shall be responsible to monitor or advise of any updates or changes to their membership.

3.3. **Rights of Membership**

Any member in good standing is entitled to:

- a). Hold office upon being nominated and/or elected.

- b) One vote at any vote of the members
- c) Receive notice of and attend the Annual General Meeting or any Special Meeting of the Association
- d). Upon providing written notice in the form and on the terms prescribed by the Rules of the Board, attend and speak to a Director's meeting.
- e) Upon providing written notice in the form and on the terms prescribed by the rules of the Board speak to a matter on the agenda of a Special Meeting of the Association.
- f). Exercise other rights and privileges given to Members in these bylaws.

3.4. **Expulsion of Members or Declining Membership:**

The board may expel any member or decline the membership of an applicant for any cause which is deemed sufficient to protect the best interest of the Association. In doing so the Board must:

- a) Give the Member or applicant 30 days specific notice of the intent to address expulsion or refusal at the next board meeting including specific concerns leading to the matter being addressed by the Board.
- b) Allow the Member or applicant to speak to the concerns of the Board.
- c) The Board may set terms and conditions on the acceptance of an applicant as a member.
- d) The Board may set probationary terms to refer the expulsion of a member, which may include a monetary fine.
- e) The Board may set a term of expulsion or refusal at no more than two membership years for the first expulsion or refusal. If a member or applicant is subject to a second expulsion or refusal the Board may set a term of no longer than 10 membership years.
- f) If a Member is expelled that Member shall lose all rights and privileges of membership effective as of the day following the decision by the Board.

3.5 **Discontinuation of Membership**

- a). Any member wishing to withdraw as a member of the association may do so upon written notice to the board.
- b) Until a returning member has paid their fees in full, they are not a member for that membership year and may not exercise the rights or receive the privileges of membership.

3.6. **Membership fees**

- a). Membership year is from January 1 to December 31.
- b) Setting Membership fees
Membership fees, if any, shall be determined by the Board. The board shall give members general notice of fees due.
- c). Payment date for fees

Membership Fees must be paid before any member will be considered a member in good standing.

d). Membership fees are not refundable. Exception may be made in extreme circumstances as decided on by the board.

3.7. Rights and privileges of members

a). Any member in good standing is entitled to:

i). Vote at the AGM, or at any special meeting called by the board.

ii) receive notice of meetings of the association

iii). Speak at the AGM or Special Meeting of the Association

iv) exercise any rights or privileges given to a member in these bylaws

3.8. 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 3.4.

c). The member does not have any outstanding fees or fines due to the Association.

3.9. Fees and fines of the membership

a). Fees include membership fees and rodeo participation fees and any fines deemed by the Board to be owed by the member.

b) any fees and/or fines must be paid before a member is considered a member in good standing

ARTICLE 4 - MEETINGS OF THE ASSOCIATION

4.1 Annual General Meeting

(a). The Association shall hold its AGM no later than December 31 of each membership year.

(b). The Board shall provide 45 days general notice of the AGM to members stating the place date, time and agenda of the AGM.

(c) The AGM shall deal with the following matters:

i). Considering the reports from the Chair and the Treasurer

- ii) reviewing the audited financial statements stating out the Association's income, disbursements, assets, and liabilities
- iii) electing Directors of the Board; and

iv). Consider matters specified on the agenda.

(d) Attendance by ten 10% of voting members at the AGM, who are noticed to vote thereat, shall constitute a quorum

(e). All votes at the AGM shall be carried by a 51% majority.

(f) 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)

4.2. **Special Meetings of the Association**

(a). **Calling of special meeting**

The Board shall call a special meeting on 21 days general notice to the membership upon the occurrence of any one of the following:

- i). By a resolution of the Board that a Special Meeting is to be called.
- ii). On the written request to the Board by a majority of the Directors. The request must state the reason for the special meeting and the motion(s) intended to be submitted at such special meeting. The signatures may be presented on multiple versions of the same request.
- iii) On written request to the Board with the signatures of at least 1/3 of the voting members. The request must state the reason for the special meeting and the motion(s) to be submitted at such special meeting. The signatures may be presented on multiple versions of the same request.

(b) The general notice shall state the place, date, time and purpose of the special meeting.

(c). **Agenda for special meeting**

Only the matter(s) set out in the notice for the special meeting are considered at the special meeting.

(d). **Procedure at the special meeting**

i). Any special meeting has the same method of voting and the same quorum requirements as the AGM.

4.3. **Proceedings at the AGM or a Special Meeting**

(a) **Attendance**

AGM and Special Meetings of the Association are open to all Members in good standing.

(b) Failure to Reach Quorum

The chair shall cancel the AGM or Special Meeting if a quorum is not present within one half (1/2) hour after the set time. If cancelled, the meeting will be rescheduled no later than twelve (12) weeks thereafter. If a quorum is not present within one half (1/2) after the set time of the second meeting, the meeting will proceed with the members in attendance and voting will represent quorum.

(c) Presiding officer

i). The Chair chairs every AGM or Special Meeting of the Association. The Vice-Chair will chair in the absence of the Chair. The Chair may name a different chairperson to chair the meeting if he/she feels it is in the best interest of the association.

ii). If neither the chair nor the vice-chair is present within one half (1/2) hour after the set time for the AGM or Special Meeting, the members present are to choose one (1) of the board members to chair the meeting.

(d). Adjournment

i). The Chair or vice-chair may adjourn an AGM or Special Meeting from time to time. Only the unfinished business from the initial meeting shall be conducted at the adjourned AGM or Special Meeting.

ii) No notice of adjournment is necessary if the AGM or Special Meeting is adjourned for less than thirty (30) days.

iii) The Association must give notice when at the AGM or special meeting is adjourned for thirty (30) days or more.

(e). Voting

i). Each voting full member has one vote at any AGM or special meeting.

ii) The chair does not have a second or deciding vote in the case of a tie vote. If there is a tie vote, the motion is defeated.

iii). A member may not vote by proxy.

iv). A majority of the votes of the voting members present decides each issue and resolution unless the issue must be denied by a special resolution.

v) The chair declares a resolution as being carried or lost. This statement is final and does not have to include the number of votes for and against the resolution.

(f). Failure to Give notice of a meeting:

No action at an AGM or Special Meeting is invalid due to:

- i) Accidental omission to give any notice to any member.
- ii) Any member not receiving any notice; or
- iii) Any error in any notice that does not affect the meaning of the notice.

ARTICLE 5- THE GOVERNANCE OF THE ASSOCIATION

5.1 **The Board of Directors**

(a). Governance and Management of the Association

The Board governs and manages the affairs of the association.

(b). **Powers and Duties of the Board:**

- i) promoting the objectives of the Association
- ii) Maintaining and protecting the Association's assets
- iii) Approving an annual budget for the Association
- iv) Paying all expenses for operating and managing the Association
- v) Financing the operations of the Association and borrowing or raising monies
- vi) Making policies for managing and operating the association
- vii) Maintaining all accounts and financial records of the association
- viii) Every year appointing two (2) members of the association, who are not board members, to audit the financial records of the association.
- ix) Appointing legal counsel as necessary; and
- x) Without limiting the general responsibility of the board, delegating its powers and duties to sub-committees comprised of a minimum of 2 board members and/or members or the paid administrator of the association. All sub-committees shall have at least 1 (one) board member who shall Chair the sub-committee.

(c) **Composition of the board:**

The board shall consist of directors who are members elected as officers at the AGM from among the voting members.

To be eligible for nomination, potential officers must be a member in good standing with the association for two (2) consecutive membership years immediately prior to nomination.

The positions of Secretary and Treasurer may be held by the same Director.

Employees of the Association may not hold a position on the board either as an officer or a director.

A Past president of the board may be nominated by the board as a non-voting advisor to the board.

The term of Directors shall be two (2) years. There shall be no fixed maximum number of years directors can serve on the board.

(d) **Ceasing to be a director:**

A director shall cease to be a director in any one of the following circumstances:

- i) If the director resigns his office by delivering a written resignation to the board
 - ii) If the director ceases to be a member of the association
 - iii) if the director is petitioned or makes an assignment into bankruptcy for the benefit of her or his creditors
 - iv) if he becomes of unsound mind
 - v) on death of the director
 - vi) if at a special meeting of members, a resolution for the removal of such director is passed by a majority vote of the voting members present at the meeting.
 - vii) at the end of the term of the director unless the director is reappointed at the AGM.
 - viii) If a director is charged with a criminal offence the director shall be suspended as a director until such time as he is acquitted of the offence. If the director is not acquitted of the offence within six months of being charged, or is convicted of the offence he shall cease to be a director at the boards discretion.
- ix) If there is a vacancy on the board, the remaining directors may appoint a voting member in good standing to fill that vacancy for the remainder of the term.
- x) A director can be removed from his/her position on the board by a majority vote of the board for missing three consecutive meetings/electronic votes without consent of the board.

(e). **Meetings of the board**

- i) The board shall hold at least four meetings each membership year.
- ii) The chair calls the meetings. The chair shall call a meeting if one third of the directors make a request in writing and state the business for the meeting.
- iii) Each board member shall be given at least ten days' specific notice of board meetings. Directors may waive notice.
- iv) A majority of the directors present at any board meeting either in person or by teleconference shall constitute a quorum.
- v) If there is no quorum, the chair may adjourn the meeting to another time, place and day. The directors present at this second meeting will constitute a quorum. No business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place unless proper notice has been given to the directors of any changes in the agenda.
- vi) Each director has one vote.

- vii) The chair does not have a second or deciding vote in the case of a tie vote. A tie vote means the motion is defeated.
- viii) Meetings of the board are open to members, but only directors may vote. A majority of the directors present may ask any other members, or other persons present, to leave the meeting.
- ix) All directors may agree to and sign a resolution. This resolution is as valid as one passed at any board meeting. In such an event, it is not necessary to give notice of or to call a board meeting. The date on the resolution is the date it is passed.
- x) A meeting of the board may be held by conference call or 'zoom' call. Directors who participate in this call are considered present for the meeting.
- xi) Under certain conditions, a motion approved by electronic mail shall be deemed to have been passed as if those voting by electronic mail were present at a duly called meeting of the board. The conditions for a valid motion and note by electronic mail are:
 - a) At least two-thirds of the board members take part in the vote.
 - b) A majority of those voting are in favor of the motion.
 - c) The e-mail vote takes place over no more than seven business days; and
 - d) Such motions and the result thereof shall be reflected in the minutes of the next duly convened board meeting for which minutes are prepared.
- xii) irregularities or errors done in good faith do not invalidate acts done by any meeting of the board.

5.2. OFFICERS

- (a) The officers of the association are the Chair, Vice-chair, Secretary, Treasurer, Committee Representative, USA Representative, and event directors. Event directors may include up to 2 per event. A director may hold more than one office upon approval of the Board. The board shall also consist of one director for each event held in the current year. A director may represent more than one event upon approval of the board.
- (b) If an officer resigns his office or otherwise ceases to hold office, the board may appoint another director to fill the office.
- (c) Duties of the Officers

i). The Chair:

- A) supervises the affairs of the board
- B) when present, chairs all meetings of the association and board
- C) ensures the board work plan is being carried out effectively
- D) acts as the spokesperson for the Association

ii) The Vice-Chair:

- A) shall, in the absence or disability of the chair, perform all of the duties and exercise all of the powers of the chair; and
- B) performs all such other duties and exercises all such other powers as shall from time to time be determined by the Board

iii) The Secretary:

- A). Keeps accurate minutes of the meetings.
- B). Has charge of the board's correspondence.
- C) ensures that all notices of various meetings are sent
- D) keeps on file a recorded record of all meetings, as a backup for all written minutes. If a recorder is not available, the meeting shall continue.
- E). The secretary can delegate its powers and duties to the executive committee or the paid administrator of the association.

iv) The Treasurer:

- A) chairs meetings of the board in the absence of the chair and/or vice-chair
- B) ensures all monies of the association are deposited in a chartered bank, treasury branch, or trust company chosen by the board
- C) ensure a detailed account of revenues and expenditures is presented to the board as requested
- D) ensures a tally of the financial position of the association is prepared and presented at the AGM

v). USA Representative:

A) be a liaison to the US Senior Rodeo Associations for the purpose of co-sanctioning rodeos.

vi). **Committee Representative:**

- A) Represent the CCRA in negotiations with rodeo committees to hold rodeos for the CCRA.
- B) Speak on behalf of the CCRA to towns and/or committees considering hosting a CCRA rodeo.
- C) Recommends the fees and structure of fees to the Board for approval.

vii) **Event Directors:**

- A) ensures the rules of their event of which they are a representative of are followed and understood.
- B) In the case of a dispute, oversee the interpretation of the rules for said event.
- C) Be a mediator between members when issues arise regarding the event of which they are a director of.

viii) **The directors may delegate duties of an officer to an employee of the association.**

ix) **Ceasing to be an officer:**

An officer shall cease to be an officer if he or she fulfills one or more of the following criteria:

- A) if the officer resigns his office by delivery of a written resignation to the secretary of the association.
- B) If the officer ceases to qualify as a director
- C) If a resolution for the removal of such officer is passed by a majority of the directors

ARTICLE 6- FINANCE AND OTHER MANAGEMENT MATTERS

6.1 The registered office

The Registered office of the association is to be determined by the board of the association.

6.2 Finance and Auditing

- i) The fiscal year of the association ends on December 31 of every year
- ii) An audit of the association's financial records will occur every year. The audit will be undertaken by two members of the association as selected by the board of directors. The audit can not be done by a member of the board. The audit will consist of a procedure list as approved by the board of directors.
- iii) At each AGM, the treasurer submits a complete statement of the audited financial records for the previous year.

6.3 Cheques and contracts of the association

- a) Any two of the directors and/or officers will have authorization to sign cheques drawn on the accounts of the association. Two signatures are required on all cheques.
- b) A minimum of any two of the directors must sign all contracts of the association or other persons authorized to do so by resolution of the board.
- c) Any account transactions by electronic means must be approved by the Treasurer of the Association.

6.4. The keeping and inspection of the financial and other records of the association.

- i) All financial and other records of the association are to be kept at the registered office or at such other location as may be approved by the board.
- ii) The secretary keeps a copy of the minute books and records the minutes of all meetings of the members and of the board. This can also be performed by a paid employee.
- iii) The board keeps and files all necessary books and records of the association as required by these bylaws, the act, or any other statute or laws.
- iv) A full member wishing to inspect the books or records of the association must give reasonable notice to the chair, vice-chair or the secretary of the association of his intention to do so.
- v) Unless otherwise permitted by the board, such inspection will take place only at the registered office during approved hours.
- vi) All financial records of the association are open for such inspection by the full members. Full members requesting this information must contact the association executive committee and permission will be granted at the discretion of the committee.
- vii) Other records of the association are also open for inspection by the full members, except for records that the board designates as confidential.

6.5. Borrowing Powers

- i) The association may borrow or raise funds to meet its objectives and operations. The board decides the amounts and ways to raise the money, including by mortgaging or otherwise creating a security interest in real or personal, movable, or immovable, property of the association to secure any debenture, note, or other evidence of indebtedness or obligation of the association, providing that any such venture may not be issued except by way of special resolution.

6.6 Payments

- i) no member director or officer of the association may receive any payment for his services as a member, director or officer.
- ii) Reasonable expenses incurred while carrying out duties of the association may be reimbursed upon board approval.

6.7. Protection and indemnity of directors and officers

- i) Each director or officer holds office with protection from the association. The association defends, indemnifies, and saves harmless each director or officer from and against all judgments, claims, causes of actions, damages, costs, charges and expenses that result from any act done in his role for the association. The association does not protect any director or officer from acts of fraud, dishonesty, or bad faith.
- ii) No director or officer is liable for the acts of any other director or officer. No director or officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful acts 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 judgement, or by an act in his role for the association, unless the act is fraud, dishonesty, or bad faith.
- iii) 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 7 - RULE CHANGE PROCEDURE

7.1. **Submission of proposal:**

- i). Any contesting member, director, or contractor may submit a rule change proposal for the upcoming rodeo year which requests and addition to, deletion from, or modification of the Official Rodeo Rules, The proposal, which shall include the Page number, rule number and rationale, must be submitted in writing to the Board a minimum of 45 days prior to the AGM.

7.2 **Board Approval:**

The Directors of the Board shall evaluate each properly submitted rule change proposal and provide a recommendation to the Board as to whether to adopt, reject, or to table each proposal by the next board meeting, providing it is at least 45 days prior to the AGM. The Board may use its discretion in determining which proposed rules will be considered for approval.

7.3. **Membership Notification:**

All rule change requests, along with the Boards' recommendations, must be published at least once in written form so that members may have an opportunity to respond in writing prior to final Board action.

7.5 **Final Board Action:**

By the date of the AGM, or before the first sanctioned rodeo of the upcoming rodeo year, the Board of Directors shall review recommendations for rule changes and, at that time, shall officially adopt or override the rule proposal. All Board decisions on rule changes shall be published in the Rule Book and/or added to the rules posted on the official website. Any rule passed on a trial basis must include a beginning and ending date.

7.6 **Emergency Rule Changes:**

A rule change may be made at any time if approved by 4/5 majority vote of the full Board of Directors. The 4/5 majority vote may be invoked only as an emergency measure to resolve situations affecting the operation and well-being of the Association as a whole. Any Emergency Rule Change is temporary until the Board has evaluated and determined the Rule is to be added to the Rule book.

ARTICLE 8- AMENDING THE BYLAWS

8.1. Bylaws may be amended by a special resolution at any AGM or a special meeting of the association.

8.2. The amended bylaws take effect after approval by special resolution at the AGM or special meeting and registration of the amended bylaws by the registrar.

ARTICLE 9- DISTRIBUTING ASSETS AND DISSOLVING THE SOCIETY

9.1 Dividends

The society shall not pay any dividend or distribute its property among its members.

9.2. Dissolution of Society

If the society is dissolved, after payment of all debts and liabilities, all remaining assets will be given to a qualified cause described in subsection 149.1 (1) of the Income Tax Act

ARTICLE 10- RESCISSION OF PREVIOUS BYLAWS

10.1. These bylaws, having been approved by special resolution, shall be registered with the registrar under the act, and by the fact of such registration all previous bylaws of the society shall be rescinded.