

## **2017 Wild Rose North American Versatile Hunting Dog Association ( NAVHDA ) Club Bylaws**

### **MEMBERSHIP**

1. Membership fees in the society shall be determined, from time to time, by the Board of Directors.
2. Any person of the age of majority according to the Province of Alberta may apply to become an Individual Member of the society subject to their agreement to abide by these Bylaws and the Code of Conduct for Members of the society. A family, encompassing one or two parents or guardians and all children under the age of majority occupying the same household, may apply to become Family Members of the society. An individual who is in a Leadership Role (defined to be a Board or Executive Member or filling any other leadership role with any other NAVHDA affiliate club) and their immediate family members shall only be eligible to become an Affiliate Member. The Membership of any Member who assumes Leadership Role with any other NAVHDA affiliate club shall immediately be converted to an Affiliate Membership with no credit or adjustment of Membership Fees paid.
3. Applications for Membership shall be reviewed by the Board or its nominee(s) and after acceptance, the applicant will be invoiced the appropriate membership fee. Membership will be effective only after receipt by the Treasurer of the payment of the appropriate membership fee.
4. The Membership year of the society shall be the calendar year. Prior members may submit a membership application or the Society may issue a membership renewal invoice. In either case, membership will be effective only after receipt by the Treasurer of the payment of the appropriate membership fee.
5. Any member wishing to withdraw from membership may do so upon notice in writing to the Board through its Secretary. If any member is in arrears for Membership fees or any other fees or assessments for more than 60 days, such member shall be automatically suspended and shall thereafter be entitled to no membership privileges or powers in the society until reinstated. If a member violates these Bylaws, violates the Code of Conduct of the Society or for any cause the Board may deem reasonable, the Board shall call such member and any witnesses to hearing to review the claimed infraction(s). The outcome of such a hearing may be to exonerate the member, to impose a warning or sanction on the member, or to suspend the member. Any member upon a majority vote of all members of the society in good standing may be expelled from membership for any cause which the society may deem reasonable.

## **PRESIDENT**

6. The President shall be an ex-officio member of all Committees. He/She shall, when present, preside at all meetings of the society and of the Board. In his/her absence, the Vice-President shall preside at any such meetings. In the absence of both, a chairperson may be elected at the meeting to preside.

## **BOARD OF DIRECTORS**

7. Board of Directors, Executive Committee or Board, shall mean the Board of Directors of the society. All members of the Board of Directors have a fiduciary responsibility to act in the best long term interests of the society, to declare any possible conflict with personal, business or other originations with whom they are involved, and to recuse themselves from Board consideration of any matters in potential conflict.
8. The Board, subject to the bylaws or direction given it by a 75% majority vote at any meeting properly called and constituted and attended by at least 60% of the Members, shall have full control and management of the affairs of the society. Meetings of the Board shall be held as often as required, but at least once every three months, and shall be called by the President. A special Board meeting may be called on the instruction of any two Board members provided they request the President in writing to call such meeting, and state the business to be brought before the meeting. Meetings of the Board shall be called by eight (8) days' notice in writing mailed or emailed to each Board member or by three days' notice by fax or telephone. No notice of meeting is required if all Board members are present and vote to waive notice of meeting. Meetings may be held without notice if a quorum of the Board is present, provided however, that any business transactions at such meeting shall be ratified at the next regularly called meeting of the Board; otherwise they shall be null and void. Any four members shall constitute a quorum for Board meetings.
9. Any member in good standing shall be eligible to stand for any office of the society. Annually a Nominating Committee of at least 2 members shall be appointed to seek qualified volunteers to serve on the Board of Directors. Notice shall be provided to the Membership of the open Board positions together with a request for volunteers and nominations for the vacant positions. Such notice shall be given at least 30 prior to the date of the Annual Meeting. The Nominating Committee shall present a slate of candidates to the Membership at least eight (8) days prior to the Annual Meeting at which time nominations shall be deemed to be closed. Nominations from the floor of

the AGM shall only be accepted if the Nominating Committee was unable to secure a candidate for a vacant position. A person appointed or elected a director becomes a director if they were present at the meeting when being appointed or elected, and did not refuse the appointment. They may also become a director if they were not present at the meeting but consented in writing to act as director before the appointment or election, or within ten days after the appointment or election, or if they acted as director pursuant to the appointment or election. A director or executive of the society may hold a position for a maximum 2 year term without being re-elected to that position or another position.

10. Any director or officer, upon a majority vote of all members in good standing, may be removed from office for any cause which the society may deem reasonable.

#### **SECRETARY**

11. It shall be the duty of the Secretary to attend all meetings of the society and of the Board, and to keep accurate minutes of the same. He/she shall have charge of the Seal of the society which whenever used shall be authenticated by the signature of the Secretary and of the President, or, in the case of death or inability of either to act, by the Vice-President. In the case of absence by the Secretary, his/her duties shall be discharged by such officer as may be appointed by the Board. The Secretary shall have charge of all the correspondence of the society and be under the direction of the President and the Board.
12. The Secretary shall also keep a record of all the members of the society and their addresses and send all notices of the various meetings and events as required.

#### **TREASURER**

13. The Treasurer shall collect and receive all monies paid to the society and be responsible for the deposit of same in whatever Bank, Trust Company, Credit Union, or Treasury Branch the Board may order. He/she shall properly account for the funds of the society and keep such books as may be directed. He/she shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual Meeting a statement duly audited of the financial position of the society and submit a copy of same to the Secretary for the records of the society. A copy must be sent to the Alberta registry for the year end return.

## **Review of Records**

14. The books accounts and records of the Secretary and Treasurer shall be reviewed at least once each year by a duly qualified accountant or by two members of the society elected to that purpose at the Annual Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual Meeting of the society. The fiscal year of the society in each year shall be January 1 to December 31.
15. The books and records of the society may be inspected by any member of the society at the Annual Meeting or any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each member of the Board shall at all times have access to such books and records.

## **MEETINGS**

16. The society shall hold an Annual Meeting on or before March 31 in each year, of which notice in writing to the last known address or email address of each member shall be given 30 days prior to the date of the meeting. At this meeting there shall be elected, as necessary, a President, Vice-President, Secretary, Treasurer, and a minimum of two directors. The officers and directors so elected shall form a Board, and shall serve until their successors are elected and installed. Any vacancy occurring during the year may be filled by a member serving in an "acting" capacity as appointed at a duly constituted Board meeting. Such positions shall be deemed to be vacant at the time of the next Annual Meeting and therefore filled by membership vote at such meeting.
17. General Meetings of the society may be called at any time by the Secretary upon the instruction of the President or Board by notice in writing to the last known address or email address of each member, given eight (8) days prior to the date of such meeting. A special meeting shall be called by the President or Secretary upon receipt of a hard copy petition signed in person by one-third of the members in good standing, setting forth the reasons for calling such meeting, which shall be by notice to the last known address or email address of each member, given eight (8) days prior to the meeting.
18. A majority of the members present (with a minimum of 5 members) in good standing shall constitute a quorum at any meeting.

## **VOTING**

19 Individual or Family members, having paid the appropriate membership fee for the current membership year and otherwise in good standing, shall have the right to vote at any meeting of the society. Affiliate members shall have the right to attend meetings as observers only and shall have no voting rights. Votes must be made in person and not by proxy or otherwise. At general meetings both members of the age of majority within a family membership have the right to vote. At Board meetings each member of the Board holds one vote.

## **REMUNERATION**

16. Unless authorized at any meeting and after notice for same shall have been given, no officer or member of the association shall receive any remuneration for his/her service.

## **BORROWING POWERS**

17. For the purpose of carrying out its objects, the society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the society, and in no case shall debentures be issued without the sanction of a special resolution of the society.

## **BYLAWS**

18. The bylaws may be rescinded, altered or added to by a "Special Resolution."