

THE CONSTITUTION AND BY-LAWS OF STANARDBRED SHOWCASE RIDING CLUB

1 Definitions

- 1.1 “Standardbred Showcase”, “SSRC”, and “SS” shall mean Standardbred Showcase Riding Club.
- 1.2 “Constitution” shall mean the governing principles and the basic organization of Standardbred Showcase Riding Club.
- 1.3 The governing principles of the Constitution include “Operating Principles”, “Code of Ethics”, and “Guiding Principles”.
- 1.4 “By-Laws” shall mean the rules by which Standardbred Showcase Riding Club shall operate and the rules, which govern the membership on matters which are under the control of Standardbred Showcase Riding Club.
- 1.5 “Member” shall mean any member of Standardbred Showcase Riding Club as described in the Constitution, By-Laws and Amendments.
- 1.6 “Board” shall mean Board of Directors.
- 1.7 “Executive” shall mean Executive Committee.
- 1.8 “Entitled” shall mean an Executive or Board position, which has been granted, without election, according to specific guidelines.
- 1.9 “Standing committee” is a sub-committee and is an ongoing committee.
- 1.10 “Ad hoc committee” is a working committee created for a specific problem or task. Ad hoc is a Latin phrase which means "for this [purpose]".
- 1.11 “Quorum” shall mean the number of Members who must be present to constitute a valid meeting.
- 1.12 “Duly constituted meeting” is a meeting at which there is a quorum.
- 1.13 “AGM” shall mean the Annual General Meeting of SSRC.
- 1.14 “GM” shall mean a General Meeting of SSRC.
- 1.15 “SGM” shall mean a Special General Meeting of SSRC.

- 1.16 “Meeting(s) of SSRC” shall mean AGM, GM, SGM, Executive and Board.
- 1.17 “Chair” shall mean Chairperson.
- 1.18 “Affiliation” shall mean a formal association with another person, organization, business or establishment as a subordinate, subsidiary or employee.

2 Name

- 2.1 The organization shall be officially known as Standardbred Showcase Riding Club.
- 2.2 Standardbred Showcase Riding Club may be commonly referred to as Standardbred Showcase, and by its initials SSRC and SS.

3 Area

- 3.1 The activities of Standardbred Showcase Riding Club will be conducted primarily in Ontario.

4 Objectives

- 4.1 Standardbred Showcase Riding Club is a not-for-profit corporation with the following objectives:

The establishment and operation of a riding club for the purposes of

- 1. fostering interest in horsemanship
- 2. encouraging matches and competitions between Standardbred horses
- 3. promoting the good qualities and merits of the Standardbred
- 4. establishing and granting prizes, awards and distinctions
- 5. encouraging public awareness of Canadian and international Standardbreds

- 4.1.1 Special provisions are

- 1. to raise money for these purposes through ticket sales, sponsorships, grants, souvenirs, sales and other means

5 Fiscal Year

- 5.1 The fiscal year of Standardbred Showcase shall end on December 31st each year.

6 Officers and the Executive Committee

- 6.1 The officers shall be Past President, President, Vice President, Treasurer, Secretary, and General Directors. The officers are Directors and shall be Members of SSRC.
- 6.2 The officers constitute the Board of Directors.
- 6.3 The Executive Committee shall consist of the immediate Past President, the President, Vice President, Secretary and Treasurer.
- 6.4 Directors serving on the Executive Committee are Executive Directors.
- 6.5 Directors not serving on the Executive Committee are General Directors.
- 6.6 With the exception of the Past President who shall be an entitled officer, officers shall be elected at the Annual General Meeting, or subsequently appointed by the Executive Committee to fill a vacant office.
- 6.7 The number of elected General Directors shall be determined yearly.
- 6.8 General Directors may assume specific or general duties.
- 6.9 Directors may serve on standing committees, on ad hoc committees or for special projects.

7 Membership

- 7.1 Directors and committee members shall be Members and shall pay an annual membership fee.
- 7.2 Members shall abide by the Constitution and the Rules of SSRC, and any other By-Laws and Amendments ratified by the Board of Directors. [Amended February 8, 2015]
- 7.3 Members shall be willing to participate in the planning, organization and operation of SSRC activities and events on an ongoing basis.
- 7.4 Membership shall be for the fiscal year or, if the membership fee is paid after the start of the fiscal year, for the balance of the fiscal year.

- 7.5 At any duly constituted General Meeting, existing members may recommend and decide by majority vote the appointment of any existing member to an active role in Standardbred Showcase. [Amended January 26, 2014]
- 7.6 Any SSRC member in good standing may be nominated as a General Director. A member must serve on the Board of Directors for at least one term (2 years) prior to nomination to an Executive Committee position. If no members of the current Board of Directors are willing to stand for election to the Executive Committee, then any member in good standing of SSRC may be nominated and elected to any vacant position on the Executive Committee. [Amended February 8, 2015]
- 7.7 A Member of Standardbred Showcase may have his/her membership terminated if:
- he/she conducts himself/herself in a manner deemed prejudicial to the interests of Standardbred Showcase Riding Club in the opinion of at least 75% of the Executive Committee; *and*,
- at a duly constituted Special General Meeting of the Members a resolution that he/she be removed from office is passed by at least two thirds of the total membership. Reference 16.5

8 Fees

- 8.1 The annual membership fee shall be nominal, the amount of which shall be decided at the Annual General Meeting.
- 8.2 For existing members, the annual membership fee is due on January 1 each year and shall be paid not later than the Annual General Meeting to be eligible to vote at the Annual General Meeting. [Amended February 8, 2015]
- 8.3 New members may join at any time, provided that the applicable membership fee is paid in full upon joining. [Amended January 26, 2014]

9 Amendments to the Constitution, By-Laws and Amendments

- 9.1 Notice of motion to amend any part of the Constitution, By-Laws or Amendments shall be submitted in writing to the President at least two weeks prior to the meeting at which the proposed amendment is to be presented.
- 9.2 The President will arrange an electronic mail copy of a notice of motion to be sent to the Members not later than 72 hours prior to the meeting at which a proposed amendment is to be presented.

- 9.3 Amendments shall receive the affirmative vote of at least two thirds of the votes cast at a duly constituted meeting of SSRC.

BY-LAWS

10 Term of Office

- 10.1 The term of office for each elected Director shall be two consecutive years.
- 10.2 The election process at the Annual General Meeting shall mark the beginning and the end of a term of office.
- 10.3 At the end of a term, the absence of a candidate for an office shall entitle a current Director to continue holding the same office for an additional two consecutive years. Under this condition, a Director who wishes to continue holding the same office for an additional term shall state his or her intention at the Annual General Meeting.
- 10.4 At the completion of at least one term of office, a retiring President shall be entitled to hold the position of Past President.
- 10.5 The term of office for a Past President will continue until the next retiring President assumes the position of Past President at an AGM.
- 10.6 At the completion of at least one term of office, a retiring Director shall be entitled to hold the position of General Director, without election, for one two-year term.
- 10.7 Notwithstanding the foregoing, the Treasurer shall be eligible for re-election each year for an indefinite period, at the pleasure of the Members.
- 10.8 The Executive Committee may fill any vacant office during the year by appointment of a Member, including a current Director, to the vacant office.
- 10.9 A Member, including a current Director, appointed by the Executive Committee to fill a vacant office shall be eligible to complete the remainder of the term of office in compliance with the Constitution, the By-Laws and the Amendments.

11 Duties of Officers

11.1 Past President

The Past President will

1. be a member of the Executive Committee and attend meetings of SSRC
2. assist the President as required

11.2 President

The President will

1. act as Chairperson for all meetings of SSRC
2. exercise general supervision over the affairs and activities of Standardbred Showcase Riding Club
3. ensure that an agenda is prepared for each meeting of SSRC
4. serve as an ex officio member of any committee
5. hold the signing authority with a financial institution, with two other signing officers from the Board of Directors
6. arrange the deposit of all funds in a financial institution approved by the Directors

11.3 Vice President

The Vice President will

1. perform the duties of the President in his/her absence
2. assist the President as required
3. serve on at least one sub-committee

11.4 Treasurer

The Treasurer will

1. maintain appropriate books of accounts and financial records
2. deposit all funds in a financial institution approved by the Directors, when asked to do so by the President
3. submit a financial report to each General Meeting
4. submit appropriate financial statements to the Annual General Meeting for the preceding fiscal year
5. assist the Executive Committee in the preparation of budgets
6. prepare a year-end income tax return

11.5 Secretary

The Secretary will

1. prepare a record of minutes for each meeting of SSRC
2. be the custodian of the minutes and other official documents of SSRC, including the membership roll
3. attend to correspondence as directed by the Executive Committee
4. assist the Nominating Committee with the tally of current, continuing, and retiring Directors in preparation for the Annual General Meeting

12 Duties of the Executive Committee

- 12.1 The Executive Committee shall exercise general control over the affairs of Standardbred Showcase Riding Club, including the following:
1. the appointment of an auditor and defining the auditor's function, as necessary from time to time
 2. the appointment of standing committees, ad hoc committees and special projects, including terms of reference, as appropriate
 3. the arrangement of topical meetings for Members, as appropriate
 4. the maintenance of appropriate insurance, including liability insurance
 5. the determination of voting procedures for the meetings of SSRC.
 6. the interpretation of the Constitution, By-Laws and Amendments as a basis for decision making in the best interest of Standardbred Showcase Riding Club
- 12.2 The Executive Committee will maintain a complete and accurate record of all its business.
- 12.3 Each member of the Executive will maintain current records relevant to the member's office.
- 12.4 When leaving office, each member of the Executive Committee is responsible for meeting with his or her replacement or, alternately, with another member of the Executive Committee, to pass on in good order all relevant information and files.

13 Committees

- 13.1 Standing committees of SSRC meet on a regular or irregular basis dependent upon their intended purpose, and retain any power originally given them until the Executive disbands the committees or changes their duties and powers.
- 13.2 The Executive shall from time to time at its discretion appoint ad hoc committees as may be required. Ad hoc committees shall be responsible to and dissolved by the Executive.
- 13.3 Ad hoc committees will take no action on behalf of Standardbred Showcase without the prior approval of the Executive.
- 13.4 Each Chair of a committee will arrange with his or her replacement, or the Secretary, to pass on in good order all relevant information and files.

14 Meetings

- 14.1 Only Members shall attend meetings of SSRC, with the exception of guests who may be invited at the discretion of the President.
- 14.2 A person who is not a Member may not speak on any question without the permission of the Chairperson.
- 14.3 The Annual General Meeting shall be held as early as possible after December 31, and not later than 90 calendar days into the fiscal year.
- 14.4 Electronic mail or other written notice of the AGM shall be delivered to each Member at least fourteen days in advance of the Annual General Meeting.
- 14.5 The agenda for the Annual General Meeting shall include, but is not limited to, the reading and acceptance of the minutes of the preceding Annual General Meeting, presentation of standing committee reports, presentation of the Treasurer's report, membership fees, the President's report, Nominating Committee report and the election of officers, other business.
- 14.6 A Special General Meeting may be called at the discretion of the President or at the written request of ten Members. Electronic mail or other written notice of a Special General Meeting shall be delivered to each Member at least 72 hours in advance of the meeting.
- 14.7 A meeting of the Board of Directors may be called at the discretion of the President.
- 14.8 There shall be at least four meetings of the Executive Committee during each fiscal year.
- 14.9 General Meetings shall be called by the President on a regular or irregular basis dependent upon the planning, organizing and operating needs of Standardbred Showcase.

15 Quorum

- 15.1 The Annual General Meeting and all General Meetings at which a vote is to be taken must have a quorum. A quorum shall consist of a minimum of six Members, which shall include at least two from the Executive Committee.
- 15.2 A meeting of the Executive or the Board must have a quorum. A quorum shall consist of a majority of the Executive or Board members.

- 15.3 A Special General Meeting at which a vote is to be taken must have a quorum. A quorum shall consist of two thirds of the total membership.
- 16 Voting
- 16.1 Each Member shall have one vote in any matter requiring a vote at a duly constituted meeting of SSRC. Should a tie vote occur, the President may cast a further vote.
- 16.2 Voting results are determined by the democratic principle of majority rule unless specifically stated otherwise in the Constitution, By-Laws, or Amendments.
- 16.3 Voting procedures for meetings of SSRC shall follow an established protocol determined by the Executive Committee from time to time.
- 16.4 At the discretion of the Executive, parliamentary procedure based on Robert's Rules of Order may be employed to govern discussions and actions at meetings of SSRC.
- 16.5 At the discretion of the President in rare circumstances, the President may conduct an electronic discussion and voting procedure with the Members, the Board of Directors or the Executive Committee. The electronic discussion and voting will be conducted within a reasonable time frame set by the President.
- 16.5.1 At the close of discussion, the President shall call for a "yes" or "no" vote to be sent directly and privately to the electronic mail address of the President by a specified time. If the number of votes received by the specified time satisfies the conditions of a quorum, then the electronic mail procedure will be considered a duly constituted procedure.
- 16.5.2 The reason for the discussion, a description of the procedure, and the outcome of the vote taken will be noted in the minutes of the next General Meeting.
- 16.6 At the discretion of the President in rare circumstances, the President may conduct a telephone conference call with the Board of Directors or the Executive Committee for discussion and a subsequent vote.
- 16.6.1 If the number of votes received during the telephone conference call satisfies the conditions of a quorum, then the telephone conference call procedure will be considered a duly constituted procedure.

- 16.6.2 The reason for the discussion, a description of the procedure, and the outcome of the vote taken will be noted in the minutes of the next General Meeting.
- 16.7 The President may allow voting by proxy for Members who are unable to attend a scheduled meeting and who have sufficient first-hand information to make an informed decision for the purpose of casting a vote by proxy.
- 16.7.1 A vote by proxy must reach the President in writing, including electronic mail, not later than 24 hours before the start of the scheduled meeting.
- 16.7.2 A vote by proxy must clearly identify the motion, issue or question for which it is intended.
- 16.7.3 A vote by proxy shall not contain communication intended to persuade, inform or otherwise affect the discussions or decisions at a scheduled meeting. If such information or related information is received in error, the President may not share or assign the information at the scheduled meeting where a vote by proxy is allowed and the information may not be entered in the records of Standardbred Showcase.
- 16.7.4 The President must include the vote by proxy in the tally of votes in accordance with the voting method used at the scheduled meeting.

17 Signing Authority

- 17.1 All disbursements shall be made by cheque.
- 17.2 All cheques shall be signed by two of three designated signing officers from the Board of Directors.

18 Nominations

- 18.1 A Nominating Committee shall be appointed by the Executive Committee and shall consist of at least two Members of Standardbred Showcase who are not members of the Executive Committee.
- 18.2 The Nominating Committee shall be delegated by the Executive Committee to conduct the election of officers at the AGM.
- 18.3 The Nominating Committee shall prepare a list of the continuing and non continuing and Directors, for presentation at the AGM prior to the election of officers.

- 18.4 The Nominating Committee shall prepare a slate of candidates for presentation at the Annual General Meeting, and shall obtain the prior written approval of every person to be nominated.
- 18.5 Further nominations from the floor will be accepted, providing there is proof of willingness to serve.
- 18.6 Refer to section 9

19 Official Publication

- 19.1 The web site, “www.standardbredshowcase.com”, is the official media publication of Standardbred Showcase Riding Club.

OPERATING PRINCIPLES

20 Operating Principles

- 20.1 Operating principles are to be used by SSRC as a whole, and in particular by the Board of Directors, to assist the operation of Standardbred Showcase, as well as to provide a base for decision making.
- 20.2 Standardbred Showcase is committed to a safe, healthy and secure environment at its horse shows, Awards Banquets, and other activities and events.
- 20.3 Standardbred Showcase is committed to the highest standard of ethics in all of its relationships.
- 20.4 Standardbred Showcase encourages, values and respects each member’s contribution.
- 20.5 Standardbred Showcase values the contributions of everyone who contributes to its common purpose.
- 20.6 Standardbred Showcase takes pride in its activities within the equine community.
- 20.7 The SSRC Executive and/or Board of Directors may assume a leadership role within the wider equine community.
- 20.8 The Members of SSRC, and the Board of Directors in particular, function as a resource for the equine community.

- 20.9 Standardbred Showcase may assist other Standardbred pleasure riding and pleasure driving groups and organizations.
- 20.10 Standardbred Showcase functions as a self-sufficient organization, and is not dependent financially on any other business, individual or organization to carry out its scheduled activities.

CODE OF ETHICS

21 Code of Ethics

- 21.1 The Code of Ethics consists of moral obligations aimed at upholding the dignity and integrity of Standardbred Showcase Riding Club. They are designed to assist the operating efficiency of Standardbred Showcase as a whole, and the Executive and Board in particular, in the interpretation of the Constitution, By-Laws and Amendments.
- 21.2 The first duty of Standardbred Showcase must be to adhere to its Constitution, By-Laws, and Amendments equally and without regard to race, creed, colour, religion, ethnic origin, sex or political affiliation.
- 21.3 The Board of Directors respects the confidentiality of all information relevant to Standardbred Showcase business, including membership and other lists collected as a result of SSRC activities.
- 21.4 The Executive Committee carries out all of the affairs of Standardbred Showcase in a financially responsible and timely manner.
- 21.5 Standardbred Showcase will be sensitive to the problems and needs of Members, horse show participants, sponsors, supporters and spectators.
- 21.6 The Members of Standardbred Showcase will be prudent about remarks or activities, which may have direct bearing on discussions or decisions.
- 21.7 The Members of Standardbred Showcase will be prudent in their remarks or activities concerning the genuine attempts of other groups or organizations to resolve problems and attempt solutions through negotiation and compromise.
- 21.8 Standardbred Showcase welcomes the interest of people who would like to contribute to Standardbred pleasure horse activities.
- 21.9 Standardbred Showcase is prepared to help new Standardbred pleasure horse groups and associations who seek advice to become successfully established.

- 21.10 Standardbred Showcase shows no political or organizational affiliation.
- 21.11 The Directors of Standardbred Showcase shall not act or conduct business on behalf of SSRC for the financial gain of any individual or private group from within its Board of Directors.
- 21.12 Members will be conscientious to attend meetings of SSRC.
- 21.13 Meetings of Standardbred Showcase will be conducted in an orderly manner according to accepted protocol.
- 21.14 Each Member of Standardbred Showcase will, by example, serve as a role model within the equine community. All Members will conduct themselves in a businesslike manner, showing sensitivity to the needs of the equine community, and observing and up-holding the rules and principles of Standardbred Showcase. Members will observe that participation and enjoyment are valuable to Standardbred Showcase.
- 21.15 All Members in their work on behalf of Standardbred Showcase will observe a due respect for the Laws of the Land, Federal, Provincial and Municipal.

GUIDING PRINCIPLES

22 Guiding Principles

- 22.1 For the greater good of Standardbreds
Positive values will guide us
In all we say and do,
And we will follow the script
Which is,
"Showcase compassion, respect, integrity, perseverance, and trust."