

# ALBERTA LIMOUSIN ASSOCIATION

## BYLAWS

### ARTICLE I – NAME

The name of the Association is the Alberta Limousin Association, (the “ALA”), an unincorporated entity officially recognized as a Provincial Association operating under the auspices of and within the jurisdiction of the Canadian Limousin Association, (the “CLA”), which is incorporated pursuant to the *Animal Pedigree Act, RSC 1985, c 8 (4th Supp)* (the “Act”).

### ARTICLE II – OBJECTS

The objects of the ALA shall be to;

- a) protect and advance the interests of the Limousin breed,
- b) co-operate and support the activities of the CLA, and
- c) co-operate with other Limousin associations and related organizations,

### ARTICLE III – MEMBERSHIP

**Section 1. Membership.** The membership of the ALA shall include all individuals who;

- a) subscribe to the purposes and objects of the ALA,
- b) have applied for membership using the form prescribed by the Board,
- c) have paid all membership dues and fees as prescribed by the Board, and
- d) has not received notice that their membership has been terminated by the Board.

**Section 2. Membership Categories.** There shall be four (4) categories of membership, being:

- a) Individual Members,
- b) Lifetime Members,
- c) Junior Members, and
- d) Honorary Members.

**Section 3. Individual Members.** Individual Members shall be individuals aged eighteen years and older. An Individual Member shall be eligible for election or appointment as a Director, Officer or Committee member, have the right to receive notices, attend general meetings when any required registration fee has been paid, make motions, speak in debate, and

shall have a single voting privilege on each question, unless any rights have been suspended pursuant to these Bylaws.

**Section 4. Lifetime Members.** Lifetime membership may be granted by the Board to persons who have given long service and made a significant contribution to the Limousin breed and the objects of the ALA, and have provided all required information on the form prescribed by Board. A Lifetime Member shall be eligible for election or appointment as a Director, Officer or Committee member, shall have the right to receive notices, attend general meetings when any required registration fee has been paid, make motions, speak in debate, and shall have a single voting privilege on each question, unless any rights have been suspended pursuant to these Bylaws. Lifetime members shall not be required to pay any membership fees or dues.

**Section 5. Junior Members.** Junior Members shall be individuals aged nine (9) through seventeen (17). A Junior Member shall not be eligible for election or appointment as a Director, Officer or Committee member, but shall have the right to receive notices, attend general meetings when any required registration fee has been paid, make motions, and speak in debate, unless any rights have been suspended pursuant to these Bylaws. Junior Members shall not have voting privileges on any question.

**Section 6. Honorary Members.** Honorary membership may be granted by the Board to persons who support the Limousin breed and the objects of the ALA, and have provided all required information on the form prescribed by the Board. Each Honorary Member shall have the right to receive notices, attend general meetings when any annual dues and any required registration fee has been paid, and speak in debate, unless any rights have been suspended pursuant to these Bylaws. Honorary Members shall not have the right to make motions or to vote on any question.

#### **Section 7. Member Responsibilities.**

Members shall,

- a) Submit a complete application for membership renewal in a form approved by the Board;
- b) Pay all annual dues and fees set by the Board;
- c) Pay all outstanding amounts owed to the ALA;
- d) Notify the Secretary of any change to their information in the membership register; and
- e) Abide by the ALA's Code of Ethics;

**Section 8. Dues and Fees.** All membership dues and any fees shall be set by the Board, and shall be non-refundable except as may be provided otherwise in these Bylaws.

**Section 9. Declined Applications For Membership.** If an application for membership is considered and declined by the Board, the Secretary shall notify the applicant of the decision of the Board and refund any membership dues paid with the application within thirty (30) days of the decision of the Board.

**Section 10. Annual Membership.** All memberships shall be annual, expiring on June 30 of each year.

**Section 11. Suspension.** A member:

- a) may have their membership rights restricted or suspended by majority vote of the Board; and
- b) shall be suspended from the rights of the ALA if the member is suspended by the CLA on the same terms and durations imposed by the CLA.

**Section 12. Termination.** A membership shall terminate upon:

- a) the death of the member;
- b) a Member sending a written resignation to any Officer;
- c) non-payment of any prescribed annual membership dues, fees,
- d) non-payment of any other amounts owed to the ALA if not received by the ALA within thirty (30) days of the due date; or
- e) the cancellation of the membership by two-thirds vote of the Board.

## **ARTICLE IV – BOARD**

**Section 1. Composition.** The Board of the ALA, (the “Board”) shall consist of six (6) Directors.

**Section 2. Duties of the Board.** The Board shall, subject to any restriction imposed or direction given at a general meeting, manage and conduct the activities of the ALA, exercise the rights, powers and privileges and carry out the duties of the ALA in the name of and on behalf of the ALA and carry out the powers and duties of the Board under the Bylaws.

**Section 3. Election, Term of Office.**

- a) Directors shall be elected by the voting members of the ALA in a manner specified by the Board, by ballot, at the annual general meeting, a special general meeting called for that purpose or by electronic vote.
- b) Each Director shall serve for a term of three (3) years or until their successors are elected, and their term of office shall begin upon being declared elected and shall continue to hold office after the expiry of the Director’s term until a successor is appointed or elected.
- c) Each Director position on the Board shall be assigned a number from one (1) through six (6), and the election of Directors shall follow a three (3) year rotation, during which, in the first year of the rotation Directors One (1) and Four (4) shall be elected, in the second year of the rotation Directors Two (2) and Five (5) shall be elected, and in the third year of the rotation directors Three (3) and Six (6) shall be elected..
- d) If a Director is appointed by the Board to fill a vacancy on the Board, an election shall be held at the next election of Directors for that Director position for the unexpired term of the Director position.
- e) At an annual general meeting, a special general meeting called for that purpose, or by electronic vote, an election for any Director position may be held, for the unexpired term of the Director position being elected.

**Section 4. Eligibility.** A candidate for election as a Director shall:

- a) be a Individual Member in good standing of the ALA for at least twelve (12) months;

- b) be a resident of Canada;
- c) not have any past due amounts owing to the ALA;
- d) not be involved in any legal proceeding against the ALA, its Directors, Officers, employees, or committee members;
- e) not be the subject of a Certificate or Order issued under a Mental Health statute or is deemed to be incapable of serving as a Director; and
- f) not have been convicted of an indictable offense.

**Section 5. Ceasing to Hold Office.** A Director shall cease to be a Director and a vacancy shall be created upon:

- a) the Director ceasing to be eligible for election as a Director;
- b) the death of the Director;
- c) the date specified in a written resignation from the Director delivered to any Officer of the ALA;
- d) the Director being absent from three (3) consecutive meetings of the Board without the consent of the Board and at the next subsequent meeting of the Board the remaining members of the Board resolve by majority vote that the Board Position be vacated; or
- e) the bankruptcy of the Director.

**Section 6. Vacancies on the Board.** When a Director vacancy occurs, the Board may appoint an eligible person to fill that office until the next election of Director is held.

**Section 7. Authority and Duties of the Director.**

- a) No Director shall have any authority to act on behalf of the ALA except as may be authorized in these Bylaws, the standing orders, and as may be authorized, instructed or delegated by the Board.
- b) Every Director shall make full disclosure of any potential conflict of interest and any direct or indirect relationships he or she may have with the ALA either contractual, financial or employment related.
- c) Every Director shall exercise the powers and discharge the duties of the office of Director honestly and in good faith.

**Section 8. Regular Meetings.** The Board shall hold at least four (4) regular meetings during the year at a time and by such means as determined by the Board, and at the call of the President. One of the regular meetings shall be held without notice on the day of and immediately following the adjournment of the annual general meeting, the “post-AGM Board meeting”, at which the Officers shall be elected from among the elected Directors, and such other business as may be properly brought before this meeting.

**Section 9. Special Meetings.** The Board shall meet when any member of the Board gives to the other members of the Board notice of a meeting, specifying the purpose of the special meeting, specifically describing the subject matter of the motions or items of business to be considered at the Special meeting, and the only business that can be transacted is that which has been specified in the call of the meeting.

**Section 10. Notice.**

- a) Every member of the Board shall be given at least seven (7) days notice of regular and special meetings of the Board.
- b) Meetings of the Board shall be noticed to the members of the Board in writing or by electronic mail.
- c) Any member of the Board may waive notice of a meeting before, during or after the meeting and such waiver shall be deemed the equivalent of receipt of due and proper notice of the meeting.
- d) In computing the number of the days of notice of a meeting of the Board, the day on which the notice is given shall be excluded and the day of the meeting shall be included.

**Section 11. Quorum.** A majority of the members of the Board shall constitute a quorum at meetings of the Board.

**Section 12. Method of Meeting.** Meetings of the Board may be held in person, telephonically, or electronically, so long as all participants can hear each other.

**Section 13. Authority and Responsibilities.** The Board shall carry on the day-to-day business and affairs of the ALA, and:

- a) annually renew the recognition of the ALA by the CLA, which includes, paying all recognition fees and dues, and filing notices of change of Officers and Directors;
- b) maintain a head office of the ALA at a place and under such manner, terms and conditions that the Board shall decide;
- c) keep complete and approved minutes of what was done at all Board meetings and general meetings in the manner prescribed in the ALA's parliamentary authority;
- d) cause to be implemented and maintained financial accounting systems and procedures, and the recording of all financial transactions of the ALA;
- e) cause financial statements to be prepared using Canadian Generally Accepted Accounting Principles;
- f) review and approve the year-end financial statements of the ALA and make copies of these statements available to members of the ALA within six (6) months of the year-end;
- g) consider and approve, as may be amended, an annual budget submitted by the Budget and Finance Committee prior to the beginning of the fiscal year, containing the anticipated revenues, expenses and capital expenditures for the upcoming fiscal year;
- h) not make any operating or capital expenditures unless approved within the approved annual budget or by resolution of the Board;
- i) set all fees, dues, levies, penalties, interest rates and such other charges as the Board may decide;
- j) determine, by resolution from time to time, the manner in which an Officer or Officers shall sign cheques, drafts, notes and other instruments and documents, including banking forms and authorities not required to be under corporate seal;
- k) at least once a year, cause the books and accounts of the ALA to have at least a review engagement by a Chartered Professional Accountant registered with Chartered Professional Accountants of a Province in Canada, appointed by the Board;
- l) conduct the business of ALA in such a manner that general communications to members are sent and available to all members; and

- m) at the discretion of the board, keep and maintain in force, insurance as deemed appropriate by the Board.

**The Board may,**

- n) appoint or employ for and on behalf of the ALA such agents as it thinks fit in connection with the control, management, maintenance and administration of the ALA and its assets;
- o) restrict the rights or cancel the membership of any member of the ALA;
- p) delegate any of its powers and duties, as it thinks fit, to one or more Director, Officers, persons, panels or committees, and at any time revoke such delegation.

**Section 14. Director's Resolution.** A resolution of the Board in writing signed by all of the Directors shall have the same effect as a resolution passed at a meeting of the Board duly convened and held.

## **ARTICLE V – OFFICERS AND DUTIES**

**Section 1. Officers.** The Officers of the ALA shall be the;

- a) President, Vice-President, Secretary, and Treasurer.
- b) A person may simultaneously hold two (2) offices.

**Section 2. Election, Term of Office.**

- a) At the post-AGM Board meeting, the Board shall elect from among its members the Officers who shall be elected by ballot.
- b) The Officers shall serve a term of one (1) year or until their successors are elected, and their term of office shall begin upon being declared elected.

**Section 3. Eligibility for Election.** A candidate for election as an Officer of the ALA shall:

- a) be a voting member in good standing of the ALA for at least twelve (12) months;
- b) be a Canadian resident;
- c) not have any past due amounts owing to the ALA;
- d) not be involved in any legal proceeding against the ALA, its Directors, Officers, employees, or committee members;
- e) not be the subject of a Certificate or Order issued under a Mental Health statute or is deemed to be incapable of serving as an Officer; and
- f) not have been convicted of an indictable offense.

**Section 4. Duties of the President.** The President shall:

- a) be the primary spokesman of the ALA;
- b) preside at, or appoint a presiding officer for, meetings of the Board and general meetings of the ALA;
- c) have all of those duties and powers of a Chair, or a President or equivalent, set forth for same in the parliamentary authority of the ALA;
- d) be an ex-officio member of all committees except the Nominating Committee; and
- e) have such further duties and powers as are set forth in these Bylaws, the standing orders, and as may be authorized or instructed by the Board.

**Section 5. Duties of the Vice-President.** The Vice-President shall:

- a) perform the duties of the President during any absence, refusal to act, or inability to act of the President;
- b) upon the vacancy of the office of President, assume the position of President for the unexpired term or until a successor is elected to the office of President; and
- c) have such duties and powers as are set forth in these bylaws, the standing orders, the parliamentary authority of the ALA and as may be authorized or instructed by the Board or the President.

**Section 6. Duties of the Treasurer.** The Treasurer shall:

- a) have custody of and be responsible for all funds, money, and securities of the ALA;
- b) be responsible for the collection and receipt of monies due to and payable from the ALA;
- c) be responsible for the preparation and maintenance of the financial records of the ALA;
- d) compile the information with which to prepare the annual budget and the annual audit;
- e) prepare the annual budget;
- f) report current financial information at each meeting of the Board and at the AGM, and a written copy of these reports shall be filed with the secretary;
- g) chair the budget and finance committee; and
- h) have such other duties and powers as are set forth in these Bylaws, the standing orders, the parliamentary authority of the ALA and as may be authorized or instructed by the Board.

**Section 7. Duties of the Secretary.** The Secretary shall:

- a) maintain the records of the ALA, other than the financial records, including but not limited to all Board documentation regarding contracts, awards, correspondence, minutes, and notices;
- b) issue notices of meetings and elections;
- c) prepare and maintain the membership list and data;
- d) notify affected members of decisions of the Board respecting their membership; and
- e) have such other duties and powers as are set forth in these Bylaws, the standing orders, the parliamentary authority of the ALA and as may be authorized or instructed by the Board.

**Section 8. Authority and Duties of the Officers.**

- a) No Officer shall have any authority to act on behalf of the ALA except as may be authorized in these Bylaws, the standing orders, and as may be authorized, instructed or delegated by the Board.
- b) Every Officer shall make full disclosure of any potential conflict of interest and any direct or indirect relationships he or she may have with the ALA either contractual, financial or employment related.
- c) Every Officer shall exercise the powers and discharge the duties of the office and as a member of the Board, honestly and in good faith.

**Section 9. Ceasing to be an Officer.** An Officer shall cease to hold the office and a vacancy shall be created upon:

- a) the death of the Officer;
- b) the date specified in a written resignation from the Officer delivered to any other Officer of the ALA;

- c) the Officer being absent from three (3) consecutive meetings of the Board without the consent of the Board and at the next subsequent meeting of the Board the remaining members of the Board resolve by majority vote that the Officer Position be vacated; or
- d) the Officer ceasing to be eligible for election as an Officer.

**Section 10. Filling Officer Vacancies.** In the event of a vacancy in an elected officer position other than that of President, the Board shall elect an eligible member of the Board to fill the office for the unexpired term or until their successors are elected. The President shall secure and transfer the records of a vacant office to the successor expeditiously.

## **ARTICLE VI – NOMINATIONS AND ELECTIONS**

### **Section 1. Nominations.**

- a) Candidates for election to Director positions need not be nominated, but may be nominated by the Nominating Committee, and voting members may vote for any eligible candidate nominated or not.
- b) The Nominating Committee shall nominate at least one candidate for each Director position for which an election will be held, and if the Secretary has been given the names of the candidates to be nominated the Secretary shall include those names in the notice of an electronic vote or of the meeting at which the candidates will be nominated.
- c) Those persons who declare to the Secretary their candidacy for election to Director positions prior to the issuance of the notice of an electronic vote or the general meeting at which the election will be held shall have their names and intention to seek office in the notice.

### **Section 2. Elections.**

- a) Elections shall be conducted by a single ballot, for all Officer and Director positions for which an election is being held.
- b) Voting members shall have the right to cast the number of votes as there are Officer and Director positions for which the election is being held, and a voting member may vote for any eligible candidate and may create an illegal ballot.
- c) No candidate's name shall be placed on the ballot prior to the election unless the candidate has provided their consent to serve if elected.
- d) Each candidate for election as an Officer or Director must receive at least a thirty percent (30%) vote to be elected.

## **ARTICLE VII – MEETINGS OF THE MEMBERSHIP**

**Section 1. General Meetings.** A general meeting is a meeting of the members of the ALA and shall be an annual general meeting or a special general meeting.

### **Section 2. Annual General Meeting.**

- a) An annual general meeting shall be held once in each calendar year within twelve (12) months of the ALA's year-end, at such time, date and place in Alberta as the Board may



- decide.
- b) The order of business at annual general meetings shall be as prescribed in the adopted parliamentary authority and shall include the following which shall be Special Orders:
    - i. presentation of the audited financial statements and auditors report thereon for the year most recently ended;
    - ii. election of Officers and Directors.

### **Section 3. Special General Meeting.**

- a) A general meeting other than an annual general meeting shall be called a special general meeting.
- b) The Board may whenever it thinks fit and shall upon a requisition in writing by at least fifteen (15%) percent of the voting members of the ALA convene a special general meeting which meeting shall be held within forty-five (45) days of the Board's receipt of the said requisition.
- c) Notice of a special general meeting shall specify the purpose of the special general meeting specifically describing the subject matter of the motions or items of business to be considered at the special general meeting, and the only business that can be transacted is that which has been specified in the call of the meeting.

### **Section 4. Notice.**

- a) Notice of each general meeting shall be given to all members of the ALA, in writing, by hand delivery, mail or electronic mail, to the address recorded on the membership register, at least twenty-one (21) days, but not more than sixty (60) days before every general meeting specifying the place, the date and the hour of meeting.
- b) Notice shall be given to the members of the ALA in the manner prescribed in these Bylaws, but the accidental omission to give notice to a member of the ALA does not invalidate the meeting or any proceedings thereat.
- c) In computing the number of the days of notice of a general meeting, the day on which the notice is given shall be excluded and the day of the meeting shall be included.

### **Section 5. Quorum.**

- a) A quorum for a general meeting shall be fifty (50) percent of voting members of the ALA, including any issued proxies, of which at least two (2) members present must be Officers.
- b) No business, except that authorized in the adopted parliamentary authority, shall be transacted at any general meeting unless a quorum is present.
- c) In the event that a general meeting is called to order without quorum, and the members present fix the time for an adjourned meeting, the adjourned meeting, shall be held within 14 days of the meeting at which quorum was not present, shall require at least 10 days notice and shall have a quorum of fourteen (14) voting members, of which at least two (2) must be Officers.

**Section 6. Voting.** Prior to the commencement of a general meeting, one (1) voting card per voting member shall be issued to eligible voting members for use as instructed by the Chair on the taking of all non-ballot votes and for confirmation of voting on ballot votes. One (1) voting card per proxy vote held by an attending voting member shall be issued.

**Section 7. Proxy Voting.** Members may vote by proxy by providing written notice of their permission to an ALA member attending a general meeting. No member in attendance at a general meeting may carry more than three (3) proxy notices.

**Section 8. Mail or Electronic Votes.** The Board may direct the taking of a vote by mail or an electronic vote on any question that the membership could decide at a general meeting.

## **ARTICLE VIII – COMMITTEES**

**Section 1. Standing Committees.** There shall be the following standing committees:

- a) Executive Committee;
- b) Nominating Committee;
- c) Audit Committee;
- d) Budget and Finance Committee; and
- e) Discipline Committee.

**Section 2. Executive Committee.**

- a) The Executive Committee shall be comprised of the Officers of the ALA and the President shall be designated to be the Chair of the Executive Committee.
- b) Between meetings of the Board, the Executive Committee shall have the authority to consider any business that the Board might consider.
- c) All actions taken by the Executive Committee shall be subject to ratification at the next meeting of the Board.
- d) Any actions taken by the Executive Committee not ratified by the Board shall be invalid and the members of the Executive Committee who voted for the adoption of un-ratified actions that result in costs or liability accruing to the ALA may be personally responsible for the cost or liability.

**Section 3. Nominating Committee.**

- a) The Board shall appoint the Nominating Committee consisting of voting members of the ALA, with one of the appointed members being appointed the Chair of the Nominating Committee.
- b) The Nominating Committee shall:
  - i. review the education, experience and skills of the current members of the Board;
  - ii. identify weaknesses or deficiencies on the Board;
  - iii. attempt to identify members eligible for election to the Board who have the education, experience or skills which may be lacking on the Board; and
  - iv. nominate at least one candidate for each Director position for which an election will be held, notify the Secretary of the candidate names and obtain from each candidate a consent to serve if elected.

**Section 4. Audit Committee.**

- a) The Board shall appoint the Audit Committee consisting of at least two (2) voting members of the ALA with one of the appointed members being appointed the Chair of the Audit Committee. No person may serve simultaneously on both the Audit Committee and

- the Budget and Finance Committee.
- b) The Audit Committee shall:
    - i. oversee the integrity of the ALA's financial statements, accounting and financial reporting processes, and financial statement audits;
    - ii. oversee the ALA's compliance with legal and regulatory requirements;
    - iii. oversee the performance of the ALA's independent auditor;
    - iv. oversee the ALA's systems and internal controls; and
    - v. submit a report annually to the Board and at each annual general meeting.

**Section 5. Budget and Finance Committee.**

- a) The Board shall appoint the Budget and Finance Committee consisting of voting members of the ALA, appointed by the Board, Chaired by the Treasurer.
- b) The Budget and Finance Committee shall assist the Treasurer in the preparation and submission of an annual budget prior to the beginning of the fiscal year for approval by the Board, containing the anticipated revenues, expenses and capital expenditures for the upcoming fiscal year.

**Section 6. Discipline Committee.**

- a) The Discipline Committee shall consist of at least three (3) members, a majority of which shall be voting members of the ALA, appointed by the Board, with one of the appointed voting members being appointed Chair.
- b) The Discipline Committee is responsible for the investigation of complaints or allegations that a member may have committed an offense by breaching the rules contained in the Act, these Bylaws, the rules of the CLA, or other actions that may bring disrepute to the ALA, to introduce all necessary resolutions, and in the event of a trial, to manage the case for the ALA.

**Section 7. Special Committees.** Except as otherwise provided in the Bylaws or standing orders, Special Committees may be established by the Board or the President.

**Section 8. Terms.** The term of office of each committee member shall begin upon appointment and conclude when a successor is appointed, the appointment is terminated by the appointer, or in the case of a Special Committee upon the completion of the work of the Special Committee.

**Section 9. Call of Meetings.** Committee meetings shall be at the call of the Chair of the committee or the President.

**Section 10. Quorum.** The quorum of all meetings of committees shall be a majority of the members on the committee.

**Section 11. Vacancies.** Any vacancies on a committee may be filled in the same manner as the original appointment of the members of the committee for the balance of the term.

**Section 12. Meetings of Standing and Special Committees.** Committee meetings may be held in person, telephonically, or electronically, so long as all participants can hear each other.

**Section 13. President's Ex-Officio Committee Membership.** The President shall be an ex-officio member of all committees except the Nominating Committee, and as such, when the Chair is not in attendance shall not be included in determining a quorum, but when in attendance shall be included in the count in determining the presence of a quorum.

## **ARTICLE IX – DISCIPLINE**

**Section 1. Offenses in a Meeting.** A member who breaches the rules in a meeting may:

- a) be censured, expelled from the meeting, and have membership rights suspended, by a majority vote at the meeting; and
- b) be expelled from membership in the ALA by a two-thirds vote at the general meeting.

**Section 2. Offenses Elsewhere Than in a Meeting.** The Discipline Committee shall handle complaints or allegations that a member of the ALA may have committed an offense by breaching the rules contained in the Act, these Bylaws, the rules of the CLA, or other actions that may bring disrepute to the ALA, in the following manner.

- a) A non-member of the ALA may file a complaint against a member of the ALA, which shall be forwarded to the Secretary, who shall:
  - i) advise the members of the Board of the receipt of the complaint, and
  - ii) forward the complaint to the Chair of the Discipline Committee.
- b) A member of the ALA may file a complaint against a member of the ALA, which shall be forwarded to the Secretary together with any fee as may be specified by the Board, who shall:
  - i) advise the members of the Board of the receipt of the complaint,
  - ii) forward any fees attached to the complaint to the Treasurer; and
  - iii) forward the complaint to the Chair of the Discipline Committee.
- c) The Chair of the Discipline Committee shall appoint an Investigation Committee of at least three (3) persons, the majority of which shall be members of the Discipline Committee, and the Investigation Committee shall:
  - i) Conduct a confidential investigation to determine whether to recommend that further action, including the preferring of charges if necessary, is warranted; and
  - ii) Prepare a report in writing to the Chair of the Discipline Committee, adopted by a majority vote of the members of the Investigation Committee and signed by every Investigation Committee member who agrees, outlining the course of its investigations and recommending in the report the adoption of resolutions by the Discipline Committee preferring charges supported by at least one specification, arranging for a trial, and, if desired, suspending the rights of the accused.
- d) Upon the receipt of the report from the Investigating Committee by the Chair of the Discipline Committee, the Discipline Committee shall consider the recommended resolutions of the Investigating Committee and if a recommendation to prefer charges is adopted by majority vote by the Discipline Committee, the Chair of the Discipline Committee shall:
  - i) Appoint at least one (1) manager who shall have the responsibility to present the evidence against the accused;

- ii) Appoint a Trial Committee, of at least five (5) members of the ALA, who shall not have been members of the Investigating Committee nor members of the Discipline Committee, one of which shall be appointed Chair of the Trial Committee. The Trial Committee shall decide on the innocence or guilt of the accused based on the evidence and arguments presented at trial; and
- iii) Provide a letter to the accused notifying him of the date, hour, and place of the trial, containing an exact copy of the charge(s) and specifications with the date of their adoption, and directing him to appear as cited.
- e) A trial shall be conducted pursuant to the processes and rules contained in the adopted parliamentary authority. The Trial Committee shall be presented the evidence against the accused by the manager, and the accused shall have the rights, to be represented by counsel who may not be a member of the ALA, to speak, and to produce witnesses in his own defense. If the accused is found guilty by two-thirds vote, the manager shall make a motion to the Trial Committee for a penalty that shall require a two-thirds vote to adopt.
- f) The decisions of the Trial Committee respecting guilt and penalty may be appealed to the Board, who may sustain the decisions of the Trial Committee or amend the decisions as they see fit by majority vote.

## **ARTICLE X – CODE OF ETHICS**

The Board shall adopt a code of ethics that all members must abide by.

## **ARTICLE XI – CONFLICT OF INTEREST**

**Section 1. Conflict of Interest.** An Officer or Director of the ALA who is a party to a material transaction or proposed material transaction with the ALA, or is a Director or an Officer of or has a material interest in any organization, partnership, company, corporation, society or individual (“person”) who is a party to a material transaction or proposed material transaction with the ALA shall disclose fully the nature and extent of the interest. No such Officer or Director of the ALA shall vote on any resolution to approve such a transaction, however, the Officer or Director can be present during such a vote and if present at the meeting, may speak in debate, and shall be counted to determine the presence of a quorum at the meeting whether the Officer or Director was present for the vote or not.

**Section 2. Valid Contracts.** If a material transaction is entered into between the ALA and one or more of its Officers or Directors, or between the ALA and another person of which an Officer or Director of the ALA is a Director or Officer or in which he has a material interest: (i) any contract or transaction is neither void or voidable by reason only of the relationship, or by reason only that a Director with an interest in the contract or transaction is present or is counted to determine the presence of a quorum at a meeting of the Board that authorized the contract or transaction: and (ii) an Officer or Director or former Officer or Director of the ALA to whom a profit accrues as a result of the contract or transaction is not liable to the ALA for that profit by reason only of holding office as a Director if the Director disclosed their interest in accordance herewith and the contract or transaction was approved by the Board and it was reasonable and

fair to the ALA at the time it was approved.

**Section 3. Notice of Conflict.** A general notice that any Officer or Director is a member of a person and if it is to be regarded as interested in any subsequent transaction with such person, shall be sufficient disclosure under the previous section and after such notice, it shall not be necessary to give any further notice relating to any particular transaction with such person.

## **ARTICLE XII – INDEMNIFICATION**

The ALA shall indemnify every Officer, Director, committee member, senior manager or employee and his or her heirs, executors and administrators against all loss, costs and expense, including legal fees, reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been an Officer, Director, committee member, senior manager or employee of the ALA, except as to matters to which he shall be finally adjudged in such action, suit or proceeding to be liable for costs, fines or penalties imposed,

- a) in a criminal action,
- b) suit for unjustified profit or advantage,
- c) suit for damages incurred by the ALA resulting from actions taken by the Executive Committee which were not ratified by the Board,
- d) for any illegal act done or attempted in bad faith,
- e) dishonesty, or
- f) for any breach of the Act or these Bylaws.

## **ARTICLE XIII – DISSOLUTION**

The ALA may be dissolved upon the two-thirds vote of the membership, and the approval of the CLA. In the event of the dissolution of the ALA, after payment of all debts, all remaining assets of the ALA shall be dispersed to a non-profit entity dedicated to cattle breeding or wellbeing as designated by the Board.

## **ARTICLE XIV – PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the ALA in all cases to which they are applicable and in which they are not inconsistent with any legislation, the Bylaws and any special rules of order that the ALA may adopt.

## **ARTICLE XV – AMENDMENT**

These bylaws shall only be amended by a resolution adopted, at a general meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given,

and by not less than a two-thirds (2/3) vote of those members of the Association who were present and voting, but no amendment of this Bylaw shall have effect until the amended Bylaw is approved by the CLA board.

## **ARTICLE XVI – FINANCES, BORROWING AND RECORDS**

**Section 1. Fiscal Year.** The fiscal year of the ALA shall be from June 1 to May 30.

**Section 2. Deposit of Funds.** The funds of the ALA shall be kept in such chartered bank, trust company, credit union or Treasury Branch as the Board may direct.

**Section 3. Borrowing.** The ALA 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 ALA, and in no case shall debentures be issued without the prior approval of the ALA by majority vote.

**Section 4. Delegation of Authority.** The Board shall appoint, by resolution, those persons who are entitled to sign cheques and evidence of indebtedness on behalf of the ALA.

**Section 5. Records Inspection.** The audited and approved financial statements of the ALA and the registers of members shall be available for review by any member of the ALA at the offices of the ALA during the regular business hours of the ALA.

**Section 6. Remuneration.** No Director, Officer, committee member, or any other member of the ALA shall receive any remuneration for their services as a Director, Officer, committee member, or any other member of the ALA, or reimbursement of expenses incurred or advances made on behalf of the ALA, unless authorized by the Board.

## **INTERPRETATION**

In these Bylaws, words importing the singular or masculine shall include the plural and feminine, and *vice versa*, unless the context otherwise requires.

## **PROVISOS**

(Will need to add provisos regarding Directors)

## **Bylaw History**