



## **OADG By-Laws (Updated July 29, 2019 )**

### **Purpose of the Group:**

1. The Ottawa Area Dressage Group is a non-profit, non-incorporated association which fosters and encourages interest and participation in dressage riding and the ownership of dressage horses in the Ottawa and surrounding area. It encourages shows, demonstrations, clinics and competitions involving dressage riding. It collects monies and raises funds by way of annual fees to hold, expend or deal with the same in furtherance of the objectives of the association. Its objectives are sufficiently general to allow it to undertake whatever dressage related activities its members wish to have such as the sponsorship of different local dressage shows and an annual year-end award program and banquet.
2. The OADG is a member group of CADORA Ontario and has a voting representative on the CADORA Ontario Board.

### **Head Office:**

3. The head office of the OADG will be the residence of the President.
4. The mailing and e-mail addresses of the OADG are those of the President except for matters that are directly related to the delegated functions of any individual director; in that case, they are those of the director involved.

### **Board of Directors:**

5. At the Annual General Meeting, up to 12 directors are elected by the senior members of the OADG who are in good standing with the Association and who are present (or by legitimate proxy), for a term of 1 year.
6. The President of the OADG is elected for a term of 1 year by all elected OADG directors that are present at the Annual General Meeting.
7. The positions of President and Treasurer can only be filled by a senior member who has been a director for at least 2 years.
8. Should the President leave the Board during the course of his/her mandate, the directors must elect at a special meeting of the Board called by the secretary within 2 weeks of the resignation, by secret ballot and from within the directors in good standing and who have been on the Board for at least 2 years, a replacement for that position for the remainder of the original tenure.



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9. Should a director resign from the Board during the course of his/her mandate, the president may choose to allocate the functions to other directors for the remainder of the term or he/she can ask the Board to appoint a senior member of the OADG to complete the tenure of that director.
10. During their tenure of office, the directors must always be in good standing with the OADG to have the right to vote.
11. At a meeting of the Board following the Annual General Meeting, on the recommendation of the President, the specific functions of the directors must be approved by a single majority of the directors present. The directors remain in tenure until they resign or a change in functions is approved by the Board. A minimum of 10 directors is desirable in order for the Board to function effectively. In the case that there are less than 12 directors, the President shall assign combined functions as required in order to have complete coverage. The President shall endeavor to keep the Board at a minimum of 10 but no more than 12 directors.
12. The Board consists of the following persons:
  - A. President
  - B. Secretary
  - C. Treasurer
  - D. Show Director
  - E. Award Director
  - F. Banquet Director
  - G. Communications Director
  - H. Education Director
  - I. Membership Director
  - J. Sponsorship Director
  - K. Website Director
  - L. OADG CADORA ONTARIO Representative
13. An official list of the members of the Board must be sent by the President to the President of CADORA Ontario no later than two weeks following the election and to the “responsibility insurance” provider no later than December 31<sup>st</sup> each year and two weeks following the Annual General Meeting.

### **Functions of the directors:**

14. The individual portfolios of the Directors must be confirmed at the first regular Board meeting following the AGM. The description of the functions of each portfolio must be confirmed at the second regular Board meeting following the AGM.



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15. The description of the functions remains in effect until modified by a majority of the directors present at any subsequent regular meeting.
16. The Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director. Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties. Expenses typically not included are travel to Board meetings and refreshments at meetings. Typical allowed expenses would be extraordinary travel for trophy pickup and engraving, sponsorship activity and delivery of sponsorship prizes to show venues. Directors are expected to keep expenses to a minimum. Such expenses should always be forecast in the budget.
17. Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to OADG in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is: (i) considered reasonable by the Board; (ii) approved by the Board for payment before such payment is made; and (iii) in compliance with the conflict of interest provisions. A Director, who is in any way directly or indirectly interested in a contract or transaction, shall make a disclosure to the Board and shall be recused from any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.
18. A yearly quid pro quo allowance for Directors to be compensated for banquet tickets as recognition of volunteer efforts shall be allowed provided it is voted on each year and the source of the funding is identified

### **Meetings of the Board:**

19. Meetings of the Board may be held at such dates, times and places as may be found most convenient from time to time and must be approved at the last meeting but a minimum of 4 meetings must be held during the year including a last one early December following the Annual Awards Banquet.
20. Meetings are called by the President but any two members of the Board may request the President to hold a special meeting.
21. A notice of any meeting, including an agenda, must be given by the President to all directors at least two weeks before it is scheduled to be held.
22. A quorum will consist of 5 members of the Board and the President will be the chairperson unless he/she delegates the function to another director.
23. Decisions of the Board must be approved by a single majority of the members present and in the case of a tie, the chairperson will have a second vote.
24. Changes to the By-Laws must be approved by at least 6 directors present at a meeting and are in force immediately but must subsequently be ratified by the membership at the following AGM meeting.



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25. Any member in good standing may attend the regular meetings of the Board but they cannot present any motion or vote on any matter discussed.
26. Directors must prepare a motion paper and send it to all directors at least one week before the meeting in order to be able to table the motion unless the Chairperson at his/her discretion, accepts to do otherwise. This does not include subsequent actions taken by a director on a project already approved in principle by the Board.
27. Minutes of any meeting must be sent to all directors by the Secretary within 2 weeks of any meeting and approved by the Board at the following meeting.

### **Financial matters:**

28. All acquisitions and expenditures over \$100.00 made on behalf of the OADG must be approved by at least 6 directors present at the meeting unless they are included in the approved Budget Forecast.
29. The Signing Authority for any matter approved by the Board rests jointly with the President and the Treasurer except for on going financially related matters which rests with the Treasurer or in the absence of the Treasurer with the President.
30. The annual budget is based on Membership dues income and any special fundraising, or sponsorship donations. Spending is related to operations in that fiscal year. Extraordinary expenses shall be dealt with as set out below. Actual budgeting mechanics will be on an accrual basis.
31. Extraordinary Expenses. Spending on items not in the budget (i.e. not derived from Membership dues income but rather from the accumulated cash in the bank account) shall be decided by vote of the Directors and where possible identified at the start of each fiscal year. Typically this would be the \$300 annual discretionary bursary for OADG Special Achievement Awards, Trophy refurbishing, special clinics, etc.

### **AGM meetings:**

32. An Annual General Meeting of the members of the OADG shall be called by the President and held every year in mid-April at a convenient place and time decided by the Board.
33. Notice will be given to all members by the President at least one month before the meeting and will be published on the OADG website.
34. The quorum will be 10 members, including the proxies if applicable but 6 directors must be in attendance.



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35. The agenda of the meeting will be limited to the report as to the quorum, the reading and approval of the minutes of the last AGM, the report from the individual directors via President's Executive Summary, the Treasury summary for the year, the approval of all acts taken by the Board during the year, the fixing of the annual fees, changes to the By-Laws of the OADG, the appointment of the directors and the date and place of the Annual Award banquet for the following year.
36. Members must be present and in good standing with the Group to vote but they may do so by way of proxy; the proxy form approved and published by the Board shall be in writing, under the hand of the appointer and shall cease to be valid at the conclusion of the meeting. The proxy must be in the hand of the Secretary prior to the start of the meeting and may be general or stipulate the item of business on which the proxy may be exercised.
37. All decisions shall be decided by a majority of the votes duly cast on the question. In the event of a tie, the chairperson will have a second vote.
38. Voting is by show of hands, unless a member requests that it be secret.
39. If it is decided that the vote be secret, the secretary must destroy the ballots after the meeting is terminated.

### **Membership:**

40. There will be three categories of OADG members:
  - a. Senior members
  - b. Junior members
  - c. Honorary members
41. Fees must be paid to the membership director in one payment prior to April 1<sup>st</sup> of the year in question using the form approved by the Board. In the case of directors, payment must be made prior to the second regular meeting of the year.

### **Fiscal year:**

42. The fiscal year of the OADG will end on December 31<sup>st</sup> in each year.

### **Name:**

43. This document will be recognized as the Rules governing the Ottawa Area Dressage Group and will be published and updated on the OADG website.