



## RIVER VALLEY OBEDIENCE AND FIELD TRIAL CLUB

### A By-Law Relating Generally to the Conduct of the River Valley Obedience and Field Trial Club, Inc.

1. **SEAL** The seal, an impression of which is stamped in the margin hereof, shall be the seal of the company.  
The corporate seal shall not be used without the sanction of the officer or officers authorized to sign contracts, documents or instruments under this By-Law or by Resolution of the Board of Directors.

2. **FISCAL YEAR** The fiscal year shall terminate each year on August 31st.

#### **DIRECTORS OF THE COMPANY**

3. **NUMBER OF DIRECTORS** The affairs of the company shall be managed by a Board of four directors (hereinafter sometimes referred to as "the board") who may exercise all powers and do all acts and things which may be exercised or done by the Company and which are not the by-laws, by statute, or by special resolution of the Company expressly required to be done in some other manner. The four directors shall compose the officers of the Company, namely the President, Vice-President, Secretary and Treasurer.
4. **QUALIFICATIONS** Each Director shall, at the time of his election or appointment, be nineteen or more years of age, and a Director must, at the time of his election or appointment or within one week thereafter, be or become a member of the Company; be a *Regular member in good standing of the Canadian Kennel Club*; and live within the *Club's area of operation*.
5. **ELECTION AND TERM** Notwithstanding anything else herein contained, the first permanent Directors shall hold office until the next annual meeting following May 30, A.D. 1979, at which annual meeting elections of Board members shall be determined as hereinafter outlined.

Any directors retiring or deemed to have retired shall, if qualified, be eligible for reelection.

Successive Directors shall be elected for a period of one (1) year or until the next annual meeting following that one (1) year period. The election must be by secret ballot. A retiring Director shall, in the absence of his successor, remain in office until dissolution or adjournment of the meeting at which his successor is elected.

- 6 **VACANCIES ON BOARD** In case of an increase in the size of the Board, or in case of a vacancy occurring on the Board through death, resignation, disqualification, removal, or other cause, *such vacancy in any office shall be filled by the members at the next regular meeting.* Any Director so appointed shall hold office until the next following annual general meeting of the Company when the general election of the Directors of the Company takes place and shall then be eligible for re-election. Notwithstanding vacancies, the remaining Directors may exercise all the powers of the Board so long as a quorum of the Board remains in place.
- 7 **VACATING OF OFFICE BY DIRECTORS** The office of a Director shall be deemed to be vacated -a) if he becomes bankrupt or suspends payment or compounds with his creditors or makes an authorized assignment or is declared insolvent;  
  
b) if he is found to be a lunatic or becomes of unsound mind;  
  
c) if by notice in writing to the Company he resigns his office;  
  
d) if he ceases to be a Member of the Company;  
  
e) if he be removed from office by resolution of the shareholders of the Company pursuant to Paragraph 8 hereof.
- 8 **REMOVAL OF DIRECTORS** The Members may, by resolution passed by at least two-thirds of the votes cast at a general meeting of members by which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of his term of office and may, by a majority of the votes cast at that meeting, elect any person in his stead for the remainder of his term.
- 9 **QUORUM FOR MEETING OF BOARD** Three members of the Board shall form a quorum for the transaction of business at any meeting of the Directors of the Company.

10 **PLACE OF MEETING** Meetings of the Board may be held either at the Head Office of the Company or elsewhere within the Province of New Brunswick as the Directors may from time to time determine.

11 **NOTICE OF MEETINGS** Meeting of the Board may be held at any time without formal notice if all directors are present or those absent have signified their consent in writing or orally to the meeting being held in their absence. The President or a Vice-President who is a Director, or any two Directors, may at any time convene a meeting of the Board. The Secretary, by direction of the President or a Vice-President who is a Director, or any two Directors, shall convene a meeting of the Board. Notice of such meeting shall be delivered, mailed or telegraphed to each Director two clear days before the meeting is to take place.

Order of business for Board (Executive) meetings shall be: 1) Reading of the minutes of the previous meeting 2) Unfinished business 3) New Business 4) Adjournment

12 **FIRST MEETING OF NEW BOARD** Each newly elected board may without notice hold its first meeting for the purpose of organization and the election of officers immediately following the meeting of shareholders at which such Board was elected, provided a quorum of Directors be present. *Any remaining vacancies on the Board will be filled in accordance with section 6 of these By-Laws.*

13 **VOTING AT MEETING OF BOARD** Questions arising at any meeting of the Board shall be decided by a majority of votes. In the case of an equality of votes, the Chairman shall declare the question not to have been carried.

14 **VALIDITY OF ACTS OF DIRECTORS** All acts done *bona fide* by any meeting of the Board or by any person acting as a Director shall, notwithstanding that it be afterwards discovered that there was some defect in the election or appointment of any member of such Board or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

15 **INTEREST IN DIRECTORS IN CONTRACTS** The company may enter into contracts and transact business with one or more of its Directors, or with any firm of which one or more of its Directors are members or employees, or with any corporation or association of which one or more of its Directors are shareholders, officers or employees. Such contracts or transactions shall not be invalidated or in any way affected by the fact that such Director or Directors have or may have interests therein which are or might be adverse to the interest of the Company, provided, however, that in any such case the fact of such interest shall be disclosed to the other Directors or Members acting upon or in reference to such contract or transaction.

16 **OFFICERS** The officers of the Company shall consist of a President, a Vice-President, a Secretary and a Treasurer. The officers shall be elected to their respective positions by the members of the Company at the same time that they are elected Directors of the Company.

- 17 **DUTIES OF THE PRESIDENT** The President shall be the chief officer of the Company. The President shall preside at meetings of the board; he shall act as Chairman at all meetings of the members of the Company; he shall sign all instruments which require his signature and shall perform all duties incident to this office and shall have such powers and duties as may from time to time be assigned to him by the Board; and the President shall act as *ex-officio* of all standing committees.
- 18 **DUTIES OF THE VICE-PRESIDENT** The Vice-President shall be vested with all the powers and shall perform all the duties of the President in the absence of or disability or refusal to act of the President. The Vice-President shall have also such other powers and duties as may from time to time be assigned to him by the Board.
- 19 **DUTIES OF THE SECRETARY** The Secretary shall issue or cause to be issued notices of all meetings of the Board, members and committees (if any) when directed to do so; have charge of the minute and record books of the Company; sign with the President or other signing officer or officers of the Company such instruments as require his signature; and shall perform such other duties as the terms of his engagement call for or the Board may from time to time properly require of him. The Secretary or other such officer as may be specifically charged with the duty shall keep or cause to be kept a book or books wherein shall be kept recorded:
- a) a copy of the Letters Patent incorporating the Company of any Supplementary Letters Patent and of the preliminary memorandum of agreement and of all the bylaws of the Company; b) the names of all persons who are or have been members of the Company; c) the address of all persons who are or have been members of the Company; d) the names, addresses and calling of all persons who are or have been Directors of the Company, with the several dates at which each became or ceased to be such Director.
- 20 **DUTIES OF THE TREASURER** The Treasurer shall keep full and accurate books of account in which shall be recorded all receipts and disbursements of the Company, and under the direction of the Board, shall control the deposit of money, the safekeeping of securities, and the disbursement of the funds of the Company; he shall render to the Board at the meetings thereof, or whenever required of him, an account of all his transactions as Treasurer and of the financial position of the Company. The Treasurer shall perform all duties that are properly required of him by the Board. He may be required to give such bond for the faithful performance of his duties as the Board of Directors in their uncontrolled discretion may require, but no Director shall be liable for failure to require any bond or for any loss for reason of the failure of the Company to receive any indemnity thereby provided. The Treasurer shall at all reasonable times exhibit his books and accounts to any Director of the Company upon application at the office of the Company during business hours.
- 21 **VACANCIES IN OFFICES** If the office of President, Vice-President, Secretary or Treasurer

shall be or become vacant by reason of death, resignation, disqualification or otherwise, *such a vacancy in any office shall be filled by the members at the next regular meeting.*

- 22 **DUTIES OF OFFICERS MAY BE DELEGATED** In case of absence of the President, the Vice-President or of any other officer of the Company, or for any other reason that the Board may deem sufficient, the Board may delegate for the time being the powers or some of the powers of such officer to any other officer, Director, or member of the Company, provided that a majority of the entire Board concur therein.
- 23 **AUDITOR** The Board shall annually appoint an auditor for the purpose of auditing and verifying the accounts of the Company for the then current year and his reports shall be submitted at the next annual meeting of the members. The auditor shall not be a Director or an officer of the Company.

### **MEMBERSHIP**

- 24 **MEMBERS** Any person interested in fostering the aims and objectives of the Company may become a member upon complying with and continuing to comply with the provisions hereunder.
- 25 **MEMBERSHIP YEAR:** *Membership year will commence each year immediately following the annual meeting; Club privileges (newsletter/group-list, etc) will be withdrawn after 60 days.*
- 26 **TYPES OF CLASS** Members shall be divided into the following classes: a) **Associate members:** any person shall be eligible for membership who is a breeder, an owner, or who is interested in dogs. Associate membership class is for the first 12 months of membership of new members and for ordinary members whose membership has lapsed. Associate members have no voting privileges and are not eligible to be an officer of the RVO & FTC. b) **Ordinary members:** any person shall be eligible for membership who is a breeder, an owner, or is interested in dogs; c) **Family Members:** ordinary members and family d) **Honourary Members:** to be defined as someone who has provided an outstanding contribution to the RVO&FTC in the opinion of the Board and by a majority vote of the membership. Such a member is not required to pay yearly membership fees, but is afforded the same privileges as an ordinary member.
- 27 **MEMBERSHIP FEE** The membership dues shall be such sum as may from time to time be set by the Directors.

- 28 **APPROVAL OF MEMBERSHIP:** Any reputable person shall be eligible for active membership. Any person rejected for membership by the Club must be provided with a written explanation.
- 29 **APPLICATION FOR MEMBERSHIP** All applications for membership shall be made through a member of the Club or through the Secretary, accompanied by the dues for the ensuing year.
- 30 **OTHER MEMBERSHIPS AND TERMINATION OF MEMBERSHIP** The terms and conditions of other memberships shall be as determined by the Board from time to time.

Memberships shall be deemed terminated if annual dues are not paid within 60 days after the annual meeting. Any member who has not paid his or her dues by this time shall not be considered a member in good standing.

***Discipline:** Any member who is suspended, debarred, expelled or deprived of privileges from the Canadian Kennel Club automatically shall be suspended from the privileges of the Club for a like period.*

- 31 **VOTING PRIVILEGES/DISCIPLINE** Members whose membership is in good standing shall be eligible to cast votes at a special, regular or annual meeting, such members being sixteen years of age or older. Voting by proxy will not be permitted.

***Complaints:** Any member may lay a complaint against a member for alleged misconduct prejudicial to the best interests of the Club and the sport. Written complaints containing details of the alleged misconduct must be filed with the Secretary, along with a deposit of \$50 which shall be forfeited if the defendant is found guilty at a hearing of the Board or of a committee duly appointed for this purpose.*

*The Secretary, upon receiving such a complaint, within 30 days shall forward a copy of the complaint, along with a notice of hearing to the complainant and each member of the Board or appointed committee. The hearing date shall be set no later than 90 days from date of receipt of the complaint. If the hearing is held by the board, a minimum of three members of the Board must be present. In the event that the hearing is held by a committee, at least a majority of the appointed committee shall be present. Should a complaint be laid against the Secretary, then the President shall act in accordance with these by-laws*

***Hearing:** The Board or appointed Committee shall ensure that both the complainant and the defendant are treated fairly and in accordance with the rules of natural justice. Should the complaint be sustained after hearing all the evidence and testimony presented by the complainant and defendant, the Board or Committee may by a majority vote of those present, impose an appropriate penalty. The Secretary shall then notify each of the parties of the decision within 30 days of the decision*

***Expulsion:*** Expulsion of a member from the Club shall be accomplished at an Annual General Meeting of the Club following a proper hearing and upon the recommendation of the Board or Committee. The President shall read the complaint and report the findings and recommendations of the Board or appointed committee, and shall invite the defendant, if present, to speak on his own behalf. The meeting shall then vote by secret written ballot on the proposed expulsion. A 2/3 vote of those present shall be necessary for expulsion. At the discretion of the Board, expulsion may also take place by mail-in vote consisting of a 2/3 majority of all eligible voting members in favour of expulsion. Proxy voting is not permitted.

### **RESIGNATION**

A member may resign at any time by sending written notice to the Secretary. No part of the annual dues shall be refunded to a resigning member.

## **MEETINGS OF MEMBERS**

### **32 ANNUAL AND REGULAR MEETINGS**

The annual meeting of the members shall be held at such place within the Province of New Brunswick as determined by the Board or the person or persons calling the meeting, at such time and on such day in each year as the Board, or the President or the Vice-President shall from time to time determine (and not later than four months reckoning from the end of the last fiscal year), for the purpose of hearing and receiving a full statement of the affairs and financial position of the Company, electing directors and officer, and for the transaction of such other business as may properly be brought before the meeting.

At each regular meeting of the members, the *order of business* shall be as follows:

- 1) Introduction of new members
- 2) Reading of the minutes of the last regular meeting
- 3) Report of the Treasurer
- 4) Report of Executive Meeting (if any)
- 5) Business arising out of Executive Meeting
- 6) Report of Committees (Standing and Special)
- 7) Unfinished Business
- 8) New Business
- 9) Adjournment

At each annual meeting the *order of business* is as follows:

- 1) Reading and disposal of minutes of last annual meeting;
- 2) Address by President;
- 3) Report of Secretary;
- 4) Report of Treasurer;
- 5) Report of Committees;
- 6) Program for ensuing year;
- 7) Election of officers;

- 8) Plans and objectives;
- 9) New business;
- 10) Adjournment

*(A) **NOMINATION PROCESS FOR ANNUAL MEETING:** No person may be a candidate in a club election who has not been nominated in accordance with these by-laws. A Nominating Committee shall be chosen by the Board of Directors at the regular club meeting in September. The Committee shall consist of two members, and one alternate, no more than one of whom may be a member of the current Board of Directors. The Board shall name a Chair for the Committee.*



*The Nominating Committee shall nominate from among the eligible members of the Club, one candidate for each office (President, Vice-President, Secretary and Treasurer) as well as candidates to fill the Chairmanship of each of the Standing Committees, and shall procure the acceptance of each nominee so chosen. Candidates shall not be nominated for more than one executive office. Nominations shall be solicited by the Nominating Committee by mail, telephone or e-mail as well as via the Club's monthly newsletter at least one month prior to the Annual Meeting. The Committee shall then submit its slate of candidates to the Annual Meeting. Further nominations from the membership shall be solicited two more times following the presentation of the slate of officers to the meeting. Vote will be by secret ballot.*

- 33     **SPECIAL MEETINGS:** The Board or the President or the Vice-President or members representing one-fifth of the total members of the Company shall have power at any time to call a special meeting of the members of the Company to be held at such time and at such place within the Province of New Brunswick as may be determined by the Board or the person or persons calling the meeting.
- 34     **BOARD MEETINGS:** May be called by the President or Vice-President as needed. Board business may be conducted by mail through the Secretary. Order of business shall be: 1) Reading of the minutes of the previous meeting; 2) Unfinished business; 3) New business; 4) Adjournment.
- 35     **NOTICE OF MEETINGS** Notice in writing of the time and place of every annual or special meeting shall be given no less than *7 business days* before the holding of the meeting. Irregularities in the notice of the annual or special or other meeting or in giving thereof or the accidental omission to give notice of such meeting to any member, shall not invalidate any resolution adopted or any action taken by or at any such meeting.
- 36     **QUORUM** Ten percent of the total membership for the time being enjoying voting rights at such meeting shall constitute a quorum for the transaction of business at any meeting of members.
- 37     **SCRUTINEERS** At each meeting of members one or more scrutineers may be appointed by a resolution of the meeting or by the chairman with the consent of the meeting to serve at the meeting.
- 38     **VOTES TO GOVERN** At all meetings of members every question shall, unless otherwise required by the Letters Patent or bylaws of the Company or by statute of law, be decided by the majority of the votes duly cast on the question.

- 39     **SHOW OF HANDS** At all meetings or members, every question shall be decided by a show of hands unless a poll thereon be required by the Chairman or demanded by any member present and entitled to vote. Upon a show of hands every member present in person and entitled to vote shall have one vote. After a show of hands has been taken upon any question, the Chairman may require, or any member present in person and entitled to vote may demand, a poll thereon. Whenever a vote by show of hands shall have been taken upon a question, unless a poll thereon be so required or demanded, a declaration by a chairman of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried in an entry to that effect in the minutes of the proceedings of the meetings, shall be *prima facie* evidence of the fact without proof of the number or proportion of votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the Company in annual or special meeting, as the case may be, upon the question. A demand for a poll may be withdrawn at any time prior to the taking of the poll.
- 40     **POLLS** If a poll is required by the chairman of the meeting or is duly demanded by any member who is present in person and the demand not be withdrawn, a poll upon the question shall be taken in such manner as the chairman of the meeting shall direct. Upon a poll each member who is present in person shall be entitled to one vote and the result of the poll shall be the decision of the Company in annual or special meeting, as the case may be, upon the question.
- 41     **THE VOTE** In case of an inequality of votes at any meeting of members, either upon a show of hands or upon a poll, the chairman of the meeting shall have a second or deciding vote.
- 42     **ADJOURNMENT** The chairman of a meeting of members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place.
- 43     **SIGNING OF CHEQUES, DRAFTS AND NOTES** All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or persons, whether or not officers of the Company, and in such manner as the Board may from time to time designate.

44 **EXECUTION OF DOCUMENTS**

Contracts, documents or any instruments in writing (except trade contracts made in the ordinary course of business) requiring the signature of the Company may be signed by the President, the Vice-President and the Secretary or any two of them, and all contracts, documents and instruments in writing so signed shall be binding upon the Company without any further authorization of formality. The Board of Directors shall have power from time to time by resolution to appoint any officer or officers on behalf of the Company either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

45 **BY-LAWS** *Amendments to the constitution and by-laws must have a two-thirds (2/3) vote of all eligible members. Voting must be by mail-in ballot; proxies are not permitted. Amendments may be proposed by the Board or petitioned from the members.*

46 **INTERPRETATION** In this by-law and all other by-laws of the Company, words importing the singular number only shall include the plural and vice versa; words importing the masculine gender shall include companies, corporations, partnerships and any number or aggregate of persons: "board" shall mean the Board of Directors of the "Company"; and "Letters Patent" shall include Supplementary Letters Patent.

**ENACTED** by the Directors of the Company on the \_\_\_\_\_ day of \_\_\_\_\_, A.D.  
\_\_\_\_\_ /

**WITNESS** the Corporation seal of the Company: