

**Constitution and Bylaws**  
**of the**  
**Kelowna Riding Club**

Located in The City of Kelowna,  
Province of British Columbia

Revised November 2023

# CONSTITUTION

## PART 1 – NAME

**NAME:** Kelowna Riding Club; hereinafter referred to as **the Club**.

## PART 2 - PURPOSE

**THE PURPOSES** of the Club are to:

- Encourage safe knowledgeable horsemanship and promote high standards of ethics, sportsmanship and the welfare of the equine.
- Bring together those who are interested in equestrian pursuits for mutual enjoyment of and benefit from such pursuits.
- Organize, promote, and manage such affairs as horse shows, horse trials, rides, lectures and demonstrations, or such other events as may be considered by the members to be appropriate to the purposes of the Club.



# BYLAWS

## PART 1 – DEFINITIONS & INTERPRETATIONS

### 1.1 Definitions

- “**Act**” means the *Societies Act* of British Columbia, as amended from time to time.
- “**Affiliate**” means another equestrian club or association approved by the BOD.
- “**BOD**” means the Board of Directors of the Club. The Club’s governing body.
- “**Bylaws**” means these Bylaws of the Club as filed with the Gov of BC Societies Registry.
- “**Chairperson**” Director or BOD appointed Member who leads a meeting, committee, or event.
- “**Club**” refers to the KRC and/or the Kelowna Riding Club as registered with the Gov of BC.
- “**Committee**” (**standing**) are of priority and must have terms of reference.
- “**Committee**” (**special**) are temporary and for specific circumstances.
- “**Constitution**” required by the Act to set out the legal name and the purpose of Club.
- “**Director**” an individual who has been designated as a member of the BOD.
- “**Director at Large**” is an elected director not appointed as an Officer.
- “**Equestrian**” anyone participating in the practice of equine activity.
- “**Equine**” means horse, pony, mule, donkey or zebra.
- “**Ex-officio**” exclusive to the President to automatically be a member of any committee.
- “**Good Standing**” refers to a member who has paid current fees, dues or dept owed to Club.
- “**In Writing**” any written form that allows receipt of acknowledgement, e.g. email, letter.
- “**Majority**” 2/3 or more of the total.
- “**Meeting (Regular)**” regularly held meetings held at similar intervals.
- “**Meeting (Special)**” a meeting called for a special situation.
- “**Meeting (General)**” a meeting of the general membership.
- “**Member**” a member of the Club.
- “**Officers**” are Directors appointed as President, Vice-President, Treasurer or Secretary.
- “**Quorum**” minimum number of Members or Directors needed to make decisions at a meeting.
- “**Resolution of Directors**” resolution past at a regular BOD meeting by a quorum, per 6.2.
- “**Resolution (Ordinary)**” resolution past at a general meeting by a simple majority.
- “**Resolution (Special)**” resolution with 14 days notice past at a general meeting
- “**Simple majority**” more than half of the total.
- “**Standing vote**” a type of vote where members stand to be counted by a presiding officer.
- “**Terms of Reference**” the identification of the scope, limitations, and expectations of an activity.

### 1.2 Conflict with Act Regulations

If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

## **PART 2 – MEMBERS**

### **2.1 Qualifications for Eligibility**

- 2.1.1** Any person who is interested in the furtherance of the purposes for which the Club is formed.
- 2.1.2** Any person who agrees to uphold and comply with the Club's Constitution and Bylaws.
- 2.1.3** Any person who agrees to stay apprised of, and observe the Club's policies, procedures, rules and regulations found in the KRC Members Manual.

### **2.2 Terms of Membership**

- 2.2.1** The term of membership of a member shall begin at the time of their acceptance into membership and shall continue (except as otherwise provided elsewhere in this Part 2) until December 31 of the membership year.
- 2.2.2** The term of membership may be renewed annually by completing the Club's Membership Application and providing payment of the appropriate dues and assessments determined by the BOD from time to time.

### **2.3 Procedure for Obtaining Membership**

- 2.3.1** Application for membership may be made in writing on the prescribed form to any Director of the Club or the Chairperson of the Membership Committee.
- 2.3.2** Such application shall be considered by a quorum of the BOD as defined in 6.2, at its next ensuing regular meeting and shall be approved or rejected, as shall be deemed appropriate, by a majority of such quorum.
- 2.3.3** The Secretary or the Chairperson of the Membership Committee shall notify the applicant of the BOD's decision.
- 2.3.4** If the application for membership is approved, and the appropriate fees and dues are paid, the applicant shall become a member of the Club.
- 2.3.5** If the application for membership is rejected by the Club BOD, a written notice with reasons for rejection will be delivered to the applicant within 21 days allowing the applicant opportunity to make representation to the BOD.

### **2.4 Categories of Membership**

**2.4.1** The Membership of the Club shall be classified as follows:

- Riding Members
- Associate Members
- Honorary Life Members
- Non-Resident Members (out-of-town)
- Affiliate Members - approved Clubs or Association

**2.4.2** Riding Membership shall be composed of those members who are, or who intend to be, actively engaged in the equestrian functions of the Club as outlined in the Purpose.

**2.4.3** Riding Membership shall be further classified as follows:

**2.4.3.1** Youth Members - This classification shall include members who have not reached their nineteenth birthday as of the first day of January of the current year.

**2.4.3.2** Student Members - This classification shall include members who are enrolled full time in an educational Institution and must present valid student identification.

**2.4.3.3** Senior Members - This classification shall include those members who have reached their nineteenth birthday prior to the first day of January of the current year.

**2.4.4** Associate Membership - this classification shall include those members who are interested in supporting and advancing the purposes of the Club as outlined in the purpose but are not intending to ride at the Club.

**2.4.5** Honorary Life Membership

**2.4.5.1** This classification of membership shall consist of individuals who have contributed in an outstanding manner to the advancement of the welfare and stature of the Club.

**2.4.5.2** Honorary Life Membership shall be granted only to Senior Members.

**2.4.5.3** Recommendation for Honorary Life Membership shall be presented in writing to the BOD for consideration and shall be signed by at least three Senior Members in good standing.

**2.4.5.4** Such recommendation shall be considered by a quorum of the BOD as defined in 6.2 at its next ensuing regular meeting and, if approved by a two-thirds majority of such quorum, shall be presented as a recommendation to the next ensuing Annual General Meeting for approval. At said Annual Meeting voting on such recommendation shall be by secret ballot and shall require a two-thirds majority vote of a quorum as defined in 6.1 for its acceptance.

**2.4.5.5** Honorary Life Members shall not be required to pay annual dues or special assessments but otherwise shall have all the rights, privileges, and obligations of other Senior Members.

**2.4.6** Non-Resident Membership - This classification of membership shall consist of persons who satisfy the qualifications outlined in Part 2 but who live fifty-five kilometres or more from 3745 Gordon Drive Kelowna. They shall have all the privileges of Riding Membership.

**2.4.7** Affiliate Membership - This classification of membership is composed of Organizations, Associations, or other Clubs which promote equestrian pursuits and support the purposes of the Club as outlined in the Purpose.

## **2.5 Termination of Membership**

**2.5.1** Any member may resign their membership by indicating such intention to the BOD in writing. Except under exceptional circumstances such resigning member will not be entitled to a refund of any dues or assessments which shall have been paid by them to the Club.

**2.5.2** Membership in the Club is non-transferable.

**2.5.3.** A person ceases to be a member of the Club upon:

**2.5.3.1** the expiration of the Member's annual membership, unless renewed in accordance with these Bylaws,

**2.5.3.2** the resignation by the Member,

**2.5.3.3** the Member's death; or in the case of a club or affiliate its dissolution

**2.5.3.4** Member expulsion.

**2.5.4** A member may be expelled by a resolution of the BOD passed by a majority vote of the BOD.

**2.5.4.1** A resolution for expulsion must also be accompanied by a brief statement of the reasons for the action taken and whether any part of their dues or fees are refundable.

**2.5.4.2** The member facing possible expulsion will be sent a written notice with reasons for proposed expulsion and can make representations, prior to the vote to the Club BOD within 21 days in writing.

**2.5.4.3** An expelled person is no longer a Member of the Club but can reapply for membership which would be assessed as per Part 2.

## **PART 3 – DUTIES, OBLIGATIONS AND PRIVILEGES OF MEMBERS**

- 3.1** Each member shall be entitled to receive not less than 14 days written notice of all regular and special meetings of the general membership. If two or more members of a family hold membership in the Club, notification of any one of them shall be deemed to be notification of each of them if they receive their mail at the same address.
- 3.2** Only Riding, Honorary, and Non-Resident Members in good standing shall be eligible to participate in organized riding activities. All members in good standing may be permitted participation in non-riding activities.
- 3.3** Riding Senior Members, Associate and Non-Resident Members who are Senior, Student Members who are 19 years or older and Honorary Life Members in good standing shall be entitled to vote and hold office in the Club.
- 3.4** All members shall conduct themselves in a responsible manner and shall not by their conduct damage the reputation of the Club.
- 3.5** Members shall be cognizant of, and abide by, all civic, Provincial, and National laws and regulations pertaining to equestrian pursuits, particularly as they apply to traffic, safety, and preservation of public and private property, and the humane treatment of animals.
- 3.6** Members shall be cognizant of and abide by the Constitution and Bylaws of the Club as they now stand or as they may hereafter be legally amended or altered. Acceptance of membership in the Club shall be deemed to imply acceptance of this obligation.
- 3.7** Members shall become familiar with and adhere to the Kelowna Riding Club Membership Manual and its policies, procedures and rules as they now stand or as they may hereafter be amended or altered. Acceptance of membership in the Club shall be deemed to imply acceptance of this obligation.
- 3.8** Prior to coaching on Club grounds, senior members in good standing must present evidence of coaching insurance and licensing to the Director overseeing Club Membership.

## **PART 4 – DUES AND ASSESSMENTS**

- 4.1** The amount required for annual dues and fees for each category of membership (except for Honorary Life Membership) shall be decided upon by a two-thirds majority vote of a quorum as defined in 6.1 at an Annual General Meeting.
- 4.2** Annual dues for Non-Resident Members shall be one half of those of the corresponding Riding Membership classification.
- 4.3** In addition to annual dues and fees, there may, from time to time, be special assessments levied against the members for special purposes. Such proposed assessments shall require for their adoption an affirmative vote of a two-thirds majority of a quorum of a General Meeting as defined in 6.1.

## **PART 5 – MEETINGS**

- 5.1** The Annual General Meeting of the Club shall be held in November or December of each year, the date to be determined by the BOD. Not less than 14 days written notice will be given to those members entitled to receive notice of a general meeting.
- 5.2** Special General Meetings may be called at the discretion of the BOD. Also, a Special General Meeting shall be held if such is requested by 10% or more of Voting Members in good standing; such request must be submitted in writing to the BOD and must be signed by the members making such request. Not less than 14 days written notice will be given to those members entitled to receive notice of a general meeting.
- 5.3** General Meetings can only be scheduled while the Club is open to riding members or once the Club has no less than 75 voting members and up to the end of the membership term as defined in 2.2.1.
- 5.4** At all General Meetings of the Club:
  - 5.4.1** Each member present who is entitled to vote shall have one vote.
  - 5.4.2** Voting by proxy is not permitted.
  - 5.4.3** Verifiable, secure electronic voting that is approved by a majority vote of the BOD may be permitted.



- 5.5** Notice of a general meeting must include the full text of any special resolution to be submitted at the general meeting.
- 5.6** Only Riding, Non-Resident or Associate Members who are Senior or Student Members who are 19 years or older and Honorary Life Members in good standing shall be entitled to vote.
- 5.7** Voting shall be by show of hands for routine motions which are not considered contentious, provided, however, that a standing vote may be requested by any member entitled to vote if the tally is close and the motion is considered by such member to be sufficiently contentious.
- 5.8** Voting shall be by secret ballot for the election of Honorary Members and for motions which are considered sufficiently contentious by a simple majority of a quorum as defined in 6.1 present at a General Meeting.
- 5.9** All meetings of the General Membership and of the BOD shall be conducted in accordance with the rules of parliamentary procedure as contained in Robert's Rules of Order. In the event of a dispute as to procedure Robert's Rules of Order shall be the determining factor.
- 5.10** Agenda - The agenda at the Annual General Meeting of the Club shall be:
- 5.10.1** Call to order.
  - 5.10.2** Reading of the minutes of the previous Annual General Meeting and reading of the minutes of all Special General Meetings which have not previously been approved.
  - 5.10.3** Business arising out of the minutes and other unfinished business.
  - 5.10.4** Communications.
  - 5.10.5** Reports of The BOD and Chairperson of Standing and Special Committees.
  - 5.10.6** New Business.
  - 5.10.7** Appointment of auditors.
  - 5.10.8** Election of Directors (and Honorary Life Members if any have been proposed).

## **PART 6 – QUORUMS**

**6.1** A quorum at any General Meeting of the Club shall consist of at least thirty percent, but not less than 15 persons of all eligible voting members in good standing as set forth in 5.5.

**6.2** A quorum at any meeting of the BOD shall consist of at least fifty percent, but not less than 4 of the Directors holding office at the time of such meeting.

## **PART 7 – DIRECTORS AND OFFICERS**

**7.1** Members are encouraged to serve as Directors. Elected Directors shall be known as the Board of Directors (BOD). The number of Directors must be 5 and not exceed 11. Optimum to be between 7 and 9.

**7.2 Qualifications** -To be eligible for nomination as a Director, a Club Member;

**7.2.1** must be a resident of British Columbia and

**7.2.2** must, at the time of the Annual General Meeting at which they stand for election be 19 years of age or older and

**7.2.3** must have been a member in good standing for at least the entire, most recent, membership year and

**7.2.4** must disclose material conflicts of interest.

### **7.3 Election Procedures**

**7.3.1** Club Directors shall be elected by:

**7.3.1.1** Secret ballot at each Annual General Meeting or,

**7.3.1.2** if a simple majority of voting members agree by a show of hands, Directors may be elected by a quorum as defined in 6.1.

**7.3.2** Newly elected Club Directors shall hold office for terms as set forth in 7.4.

**7.3.3** At the first meeting of the Directors following the Annual General Meeting, elected Directors shall elect among themselves the following Executive Officers; a President, a Vice President, a Treasurer, a Secretary. The remaining become Directors at Large.

**7.3.4** If a vacancy should occur on the BOD during the year for any cause, the vacancy may be filled by a member appointed by the BOD. Their term of office shall expire at the conclusion of the next ensuing Annual General Meeting. However, if they so desire they may permit their name to be submitted as a candidate for re-election.

#### **7.4 Terms of Service**

**7.4.1** A term year shall be deemed to be from one Annual General Meeting to the conclusion of the next ensuing Annual General Meeting.

**7.4.2** By a quorum as defined in 6.2 of the BOD, the Club Officers may elect to serve a two year term. All other Directors shall serve a one year term.

**7.4.3** Directors may serve on the BOD for up to 4 consecutive years.

**7.4.4** While observing 7.4.3, Directors may serve additional non-consecutive terms.

**7.5** In addition to the Directors elected as stipulated above, the immediate Past-President of the Club shall be deemed to be a Director with power to exercise a vote in the decisions of the executive BOD.

**7.6** Directors shall receive no remuneration directly or indirectly.

**7.7** Any Directors missing more than three consecutive meetings of the BOD without an excuse considered valid by a quorum as defined in 6.2 present at any meeting of the BOD shall cease to be a Director. Any Director not being able to attend a meeting shall notify the Secretary or President in writing.

### **PART 8 – DUTIES OF OFFICERS AND THEIR POWERS**

**8.1** The PRESIDENT is the Chief Executive Officer of the Club and shall preside at all regular and special meetings of the general membership and of the BOD at which they are present. They shall be responsible for overseeing the observation by the members of the provision of these Bylaws. They shall give a report of the activities of the Club for the preceding year at each Annual General Meeting. Such reports shall be in writing and shall become a part of the permanent records of the Club. They shall be a member ex-officio of all standing and special committees of the Club.

**8.2** The VICE-PRESIDENT, in the absence of the President, shall assume all of the President's duties and have all of their authority. They shall also be expected to perform such other duties as assistant to the President as may be assigned to them.

- 8.3** The SECRETARY shall keep accurate and complete minutes of all meetings of the General Membership and of the BOD, call meetings on order of the President, attend to all correspondence and perform such other duties as ordinarily pertain to that office.
- 8.4** The TREASURER shall keep an accurate and up-to-date account of the assets and liabilities of the Club and shall be accountable for all funds entrusted to them. They shall be responsible for coordinating the budgeting activities of the Club and the various committees of the Club. They shall submit an up-to-date financial statement including a list of all bank transactions at each BOD Meeting or at any time at the request of the BOD and shall submit a yearly financial statement at each Annual General Meeting. The TREASURER shall maintain all the financial records in accordance with the financial operating procedures as approved by the BOD.
- 8.5** In the event that the President and Vice-President should both be absent from a meeting;
- 8.5.1** Past-President may, upon request assume the duties of the President.
- 8.5.2** Or the Secretary or Treasurer shall act as President.
- 8.5.3** The BOD may elect a 2<sup>nd</sup> Vice President from among the Directors at Large.
- 8.6** The BOD may exercise the powers of the Club within the provisions of the British Columbia Societies Act except that they may not sell, lease, or otherwise alienate any real property of the Club. Such action must be approved by a Special Resolution of two thirds majority vote of the entire Membership at a General Meeting. The provisions of this Section shall not hinder the BOD from leasing the Clubhouse or Club Grounds on a casual basis as a means of raising funds for the Club.
- 8.7** In accordance with the Society Act, the BOD shall be entitled to borrow monies on behalf of the Club in an amount not exceeding Ten Thousand Dollars (\$10,000.00). Borrowing of amounts more than this figure shall require the approval of a two-thirds majority of a quorum as defined in 6.1 present at a General Meeting.
- 8.8** The BOD shall meet at least once in each calendar month and may, from time to time, hold special meetings as may be required for the proper conduct of the business of the Club.

## **PART 9 – COMMITTEES AND THEIR DUTIES**

**9.1** The committees of the Club shall be "Standing" and "Special". They shall be appointed by the President with the approval of the BOD. All committees shall abide by the financial operating procedures as approved by the BOD.

**9.2** Standing Committees and their duties shall be:

**9.2.1** GOVERNANCE - This committee shall support the Club and its BOD by overseeing the management framework of the Club, such as policies, procedures and rules of conduct that reflect the Club's Vision and Mission.

**9.2.1.1** The Constitution and Bylaw of the Club are reviewed annually by this committee. This committee shall suggest such additions or alterations as may from time to time be deemed appropriate or necessary. They shall also be responsible for ensuring that the master copy of the Bylaws is kept up to date following the alteration of any of its provisions pursuant to the provisions of Part 15. In addition, it shall be their responsibility to ensure that each member is notified in writing of such alterations.

**9.2.2** FINANCE - This committee shall support the Club and its BOD to provide financial oversight, internal financial reports, annual budgeting, financial planning, creation of internal controls, apply for grants, understand and meet external reporting requirements for a non-profit.

**9.2.2.1** Membership also comes under this committee. This Committee shall consider ways and means of making membership in the Club increasingly beneficial and desirable. This Committee shall also consider ways and means of encouraging those individuals who are not presently members, but who have good potential which could be of benefit to the Club, to seek membership. They shall also consider ways and means of fostering increasing co-operation and fellowship among existing membership.

**9.2.3** ADVANCEMENT - This committee shall support the Club and its BOD and be responsible for strategic and policy matters related to fundraising, sponsorship, engagement, sponsor relations and stewardship that reflect the Club's Vision and Mission.

**9.2.4** PROGRAMMING - This committee shall support the Club and its BOD to develop and implement multidisciplinary clinics, shows and educational events that reflect the Club's Vision and Mission. Volunteerism is part of this committee. Role is to welcome and organize volunteers, maintain an online volunteer platform and promote volunteerism at the Club.

**9.2.5** FACILITIES - This committee shall support the Club and its BOD to ensure the Club grounds are well maintained and fit for purpose reflecting the Club's Vision and Mission.

- 9.3** Special Committees shall be appointed by the BOD from time to time as may be required to carry out properly the functions of the Club. Special Committees shall confine their work to the purpose for which they were appointed and shall report to the BOD. They shall not have power of action unless such is specifically granted by the motion which created the Committee.

## **PART 10 – SEAL**

- 10.1** The seal of the Club shall remain in the custody of the Treasurer and shall be affixed to any document only on the authority of a resolution passed by a two-thirds majority of a quorum of the BOD as defined in 6.2. It shall be affixed only in the presence of the President or their legal substitute and at least two other Directors of the Club.

## **PART 11 - AUDITOR**

- 11.1** The books and accounts of the Club shall be audited annually by an auditor to be appointed at each Annual General Meeting by a simple majority of a quorum as defined in 6.1. Such auditor need not be a Chartered Accountant and may be a member of the Club.

## **PART 12 - INSPECTION OF RECORDS**

- 12.1** The books and records of the Club may be inspected by any member in good standing on the day of the Annual General Meeting up to a period of fifteen minutes before the meeting is slated to commence.
- 12.2** Any member in good standing may make a request to the BOD in writing at any time to inspect the books and records of the Club. Said books and records shall be produced by the President or their delegate within a period of seven days of the receipt of such request at a place to be mutually decided upon.

## **PART 13 - ASSETS AND SIGNING OFFICERS**

- 13.1** The real property of the Club shall belong to the general membership and may not be leased, sold, assigned, or otherwise alienated unless such action is approved by a two-thirds majority vote of the entire Membership at a General Meeting. This Section, however, does not hinder the leasing of Club property on a casual basis as a means of raising funds for the Club.
- 13.2** The monies of the Club shall be deposited in a Branch of a Chartered Canadian Bank, or Credit Union. Such Branch to be chosen by the BOD.
- 13.3** In accordance with the Society Act, the Club may borrow from time to time such sums of money as may be required for the purpose of carrying out the business of the Club. If such amount is more than Ten Thousand Dollars (\$10,000.00), authorization of a two-thirds majority quorum as defined in 6.1 present at a general meeting shall be required. For sums not more than Ten Thousand Dollars (\$10,000.00), a loan on behalf of the Club may be arranged by the BOD as stipulated in 8.7.
- 13.4** All payments made by or on behalf of the Club shall be by cheque drawn on the bank account of the Club and signed by at least two signing officers of the Club.
- 13.5** The signing officers of the Club shall be any two of: the Treasurer, the President, the Vice-President.

## **PART 14 – ADOPTION**

- 14.1** These Bylaws, when approved and adopted by a 75% majority of a quorum as defined in 6.1 present at a General Meeting of the Club, shall replace any previous Constitutions, Bylaws, Rules, or Regulations.

## **PART 15 - AMENDMENTS**

- 15.1** These Bylaws may be amended or changed at any regular or special meeting of the General Membership of the Club. Notice of any motion proposing such change or amendment shall be delivered in writing to all members as stipulated in 3.1 of these Bylaws at least two weeks prior to the regular or Special General Meeting at which such motion will be put. Such motion shall require for its adoption a 75% majority vote of a quorum as defined in 6.1.

**15.2** The resolution for amendment so made shall be effective on the date of its acceptance by the registrar as being in compliance with the Society Act, or if the resolution is accepted by the registrar and a later date is specified in the resolution, on that later date.

**15.3** In any event these Bylaws shall be reviewed annually by the Governance Committee who shall report to the BOD at the next meeting of the latter body following such review.

## **PART 16 – PREVIOUSLY UNALTERABLE DISSOLUTION CLAUSE**

**16.1** Upon winding up or dissolution of the Club, the assets which remain after payment of all cost, charges and expenses which are properly incurred in the winding up shall be distributed to a registered charity or registered charities in British Columbia as defined in the Income Tax Act (Canada) as may be determined by the members of the Club at the time of winding up or dissolution. This provision was previously unalterable.

