

CONSTITUTION AND BY-LAWS
Of the
ALBERTA AND NORTH WEST TERRITORIES BRANCH
HOLSTEIN ASSOCIATION OF CANADA

CONSTITUTION

Article I

1. The branch hereby constituted is a Branch of the Holstein Association of Canada (hereinafter referred to as the "Association") and shall be known as the Alberta and North West Territories Branch of the Holstein Association of Canada (Hereinafter referred to as the "Branch")

Article 2

1. The purposes of the Branch shall be:
 - a. to improve the Holstein cattle of Alberta and North West Territories in a manner consistent with the policies of the Association.
 - b. To assist members of the Association located in Alberta and North West Territories to benefit from ownership of purebred Holstein cattle.
 - c. To assist the Association in carrying out its programs in Alberta and North West Territories in cooperation with and support of the Association and its staff;
 - d. To assist members of the Association located in Alberta and North West Territories to express their view on Association affairs;
 - e. To foster and guide Holstein Clubs at the local level in conducting programs and activities of value to the members of the Association;
 - f. To promote exhibits at fairs, sales of Holstein cattle, breed meetings and to cooperate with other purebred cattle associations in a manner consistent with the policy of the Association.
2. The members of the Branch shall consist of all the members of the association residing in the Province of Alberta and North West Territories.
3. The Head Office of the Branch shall be at such place within the Province of Alberta as may be designated by the Board of Directors.

BY-LAWS

Article 1 – Meetings of Members

1. A general meeting of the Members of the Branch (“members”) shall be held annually (the “Branch Annual Meeting”), at a time and place designated by the Board of Directors of the Branch.
2. Special meetings of the Members shall be called for any purpose properly put to the Members at the request of a Majority of the Directors.
3. All Members in good standing shall be eligible to attend and to vote at any meeting of the Members.
4. All notices of meetings of the Members shall be served upon each Member of the Branch by mailing a copy of the Notice to the post office address of each Member recorded in the books of the Branch, at least fifteen (15) days prior to the date of the meeting. The notice shall indicate the matters to be acted upon at the meeting.
5. The procedure to be followed at each Branch Annual Meeting shall be as determined by the Board of Directors of the Branch.
6. A special meeting of the Branch may be called at the request of 10% of the Branch membership.

Article 2 – Board of Directors

1. The Board of Directors of the Branch shall have control and management of the affairs and business of the Branch.
2. The Board of Directors of the Branch shall consist of the following:
 - a. One (1) immediate Past President
 - b. The Alberta Director to the National Association
 - c. Nine members of the Branch of which
 - i. Six (6) directors are to be appointed – one each by the six active clubs.
 - Ø Active clubs will be determined by the Board of Directors of the Alberta Holstein Association.

2. c. ii. Three (3) directors are to be elected at the Branch Annual Meeting by the Membership at Large – one per year.
 - Ø Elections of Directors at large shall be held annually at the Branch Annual Meeting. The nominees for election receiving the most number of votes cast at the meeting shall be elected as Directors. In the case of a tie vote, the Chairman of the Meeting shall have a second or casting vote.
3. Directors shall be either appointed or elected to a three-year term to fill the vacancies caused by automatic completion of services.
4. Each Branch Director shall be eligible for a maximum of three (3) consecutive terms except for the immediate Past President, who may serve until replaced by a new immediate Past President.
5. Each Branch Director shall have (1) vote on all matters submitted to meetings of the Board of the Branch, and the majority of the votes cast shall determine questions. In the event of an equality of votes on any matter, the Chairman of the Board shall have a second or casting vote.
6. In the event of any vacancy occurring in the office of any Director, the vacancy shall be filled to complete the term of office of such Director at the next Branch Annual Meeting, unless a quorum of Directors shall not longer remain in office, in which event the Secretary of the Branch shall promptly call a special meeting of the Members to elect Directors to complete the terms of office of the vacancies. At any time a member in good standing, not being a Director, can attend a board meeting to represent a Club or individual, but will not be afforded voting privileges or per diem or travel expenses to attend the meeting
7. The newly elected Board of Directors shall convene its first meeting immediately after the Branch Annual Meeting to appoint its officers.
8. a. The Board of Directors may from time to time as deemed necessary appoint committees consisting of such number of directors as may be prescribed and may grant to such committees such powers and duties as the Board deems necessary or advisable.
 - b. The Board of Directors may establish an Executive Committee and may confer on the Executive Committee such powers, duties and functions, as it deems necessary, including all or any of the powers, duties and functions of the Board of Directors.

8. c. Any committee so appointed may meet for the transaction of business, adjourn or otherwise regulate its meetings as it deems necessary. Unless otherwise determined by the Board of Directors, (two (2) members of the committee shall be a quorum with the exception of the Executive Committee, which must have two-thirds of the members present. Resolutions of a committee shall be decided by a majority of votes and, in case of equality of votes, the Chairman of the meeting shall have a second or casting vote.
9. Members of the board of Directors and committees to be entitled to reimbursement for travelling and other expenses incurred in the performance of their duties at Board and Committee meetings and shall present detailed accounts thereof for payment.
10. The board of Directors may engage staff to assist in fulfilling its purpose and in such manner and on such terms as it shall determine subject to the prior approval of the Association.
11. Members of the Board of Directors who miss three (3) consecutive Board meetings will be subject to suspension.

Article 3 – Quorum

1. Five (5) Directors shall constitute a quorum at meetings of the Board. 5% of the membership shall constitute a quorum at meetings of the Members.

Article 4 – Branch Officers

1. A President and a Vice-President of the Branch shall be elected annually by the Board of Directors from their number, to hold office during the pleasure of the Board or until their successors are duly appointed.
2. The Board of Directors shall appoint a Secretary and Treasurer of the Branch on such terms and conditions as it deems appropriate.

Article 5 – Duties of Branch Officers

1. President: The president shall preside at all meetings of the Branch as well as at meetings of the Board of Directors.

2. Vice-President: The Vice-President shall perform the duties of the President in his absence and shall automatically succeed the President if he does not complete his term.
3. Secretary: The Secretary is responsible to the Board of Directors. The Secretary shall engage staff to carry out programs, keep files and accounts of the Branch, send out notices of all annual or special meetings of the Members and, at the request of the President or a majority of the directors, of all meetings of the Board or any committee, record the Minutes of the Meetings, sign the official correspondence. The operation of the programs of the Branch shall be under the direction of the Secretary. The Secretary shall perform such other duties as shall be assigned to him/her by the Board of Directors and is subject to its direction and control.
4. Treasurer: The Treasurer shall have the care and custody of all the funds of the Branch and shall deposit the same in the name of the Branch in such bank or banks or with such depository or depositories as the Board of Directors may direct.

Article 6 – Auditors

1. The Members at the Branch Annual Meeting shall appoint an auditor or auditors.
2. The auditors shall audit the books and financial statements of the Branch and present a report to the Branch Annual Meeting.
3. Where no auditors are appointed at the Branch Annual Meeting or where auditors are appointed but are unable to perform or to complete the performance of their duties, the Board of Directors of the Branch shall appoint auditors to complete the term until the next Branch Annual Meeting.

Article 7 – Finances

1. The Board of Directors of the Branch shall adopt a budget each year indicating the desirable and probable expenditures for the year, which shall, when approved by the Association, authorize the officers of the Branch to make expenditure according to the budget.
2. The Branch may apply to the Association for grants to finance the operation of the Branch.
3. The Branch may conduct such fund raising activities as are consistent with Association policy and legal limitations deemed advisable by the Board of Directors to assist in the financing of the Branch.

Article 8 – Directors and Officers Indemnity

1. Every Director or Officer of the Branch or other person who has undertaken or is about to undertake any obligation on behalf of the Branch and their heirs, executors and administrators and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Branch from and against:
 - a. All costs, charges and expenses whatsoever which such Director, Officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office or in respect of any such obligation; and
 - b. All other costs, charges and expense, which he sustains or incurs in or about or in relation to the affairs thereof; except such costs, charges, or expense as are occasioned by his willful neglect or default.

Article 9 – Execution of Instruments

1. Subject to subsection 2, contracts, documents or any instruments in writing requiring the signature of the Branch may be signed by any two (2) Directors or Officers or by any Director together with any Officer, and all contracts, documents and instruments in writing so signed shall be binding upon the Branch without any further authorization or formality. The board of Directors shall have power from time to time by resolution to appoint any Officer or Officers or any person or persons on behalf of the Branch either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents and instruments in writing.
2. The Branch shall not pledge the credit of the Association.

Article 10 – Clubs

1. The Board of Directors may designate geographical areas in which Members may form clubs.
 - a. the clubs shall conduct programs consistent with Branch policies and purposes;
 - b. the clubs shall assist in the improvement of existing herds and in the establishment of new herds;
 - c. the club may be eligible for grants from the Branch to assist in conducting programs.

**Article 11 – Amendments to the Constitution
And by-laws**

1. The Constitution and by-laws of the Branch may be amended by a majority vote of the Members present at the Branch Annual Meeting or at any Special Meeting of the Members duly called for such purpose. Notice of the meeting shall set out the substance of any amendments to be dealt with at the meeting.

2. Nothing herein contained is intended to contravene or authorize the contravention of any of the provisions of the Constitution, by-laws, or regulations of the Association. In cases of conflict, the Constitution, by-laws and regulations of the Association shall prevail.

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As revised and amended to February 2000