

**ONTARIO
BARREL RACING
ASSOCIATION**

**CONSTITUTION
AND
BY-LAWS**

2016

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Purpose:

The Ontario Barrel Racing Association (OBRA) has been formed to promote western speed events, particularly barrel racing, in Ontario; to designate shows as OBRA-approved shows, and to define rules for the conduct of such shows; to coordinate and communicate information among the members. To this end, we will seek to improve the skills and abilities of speed event competitors by providing for events with adequate prize monies, organize and endorse clinic given by competent instructors, and encourage the breeding and training of horses specifically for speed events. We shall strive to obtain sponsorship wherever possible as this will strengthen and give exposure to our sport.

It is hereby ordained and declared that the Corporation shall be carried on without the purpose of gain for its members and any profits of other accretions to the Corporation shall be used in promoting its objects. That is: as this is a Not-for-profit organization, all proceeds derived from OBRA activities shall be returned to benefit OBRA members and to promote speed events in Ontario.

BY-LAW #1 A By-Law relating to the transaction of the business and affairs of the Corporation. Be it enacted, by the Directors of the Corporation as a By-Law thereof, as follows:

HEAD OFFICE:

The Head Office of the Corporation shall be at such place in the Province of Ontario, as the Board of Directors of the Corporation shall determine.

SEAL:

The seal, an impression of which is stamped on the margin hereof, shall be authenticated by the signature of the President and Secretary or by the signature of Officers or Directors or other persons as the Board may from time to time appoint.

II. MEMBERSHIP:

Sec. 1

To compete in an OBRA-sanctioned 4D barrel race, an individual must be a member in good standing of OBRA or must have purchased a One Day Membership, also known as a Permit. Membership fees are as annotated under General Conditions and Rules and are subject to change.

Sec. 2

Individual Members shall be entitled to one (1) vote per member and family memberships are entitled to two (2) votes at general meetings of the Corporation; they shall be entitled to participate in any distribution of the property of the Corporation upon dissolution of the Corporation; and they shall pay annual membership dues in accordance with the provisions of the By-Laws of the Corporation.

III. ANNUAL DUES:

The amount of the annual dues shall be set from time to time by the Board of Directors.

IV ELECTIONS:

A. At the Annual Meeting a President, Vice President, Secretary, Treasurer (or Secretary-Treasurer), Officers, and a Board of Directors shall be elected from the floor to service for a one-year term. All members of good standing from the previous year shall be allowed to vote.

B. Election shall be by a majority vote of those in attendance or by proxy vote.

V. OFFICERS:

Board of Directors

A. There shall be a Board of Directors of the Corporation which shall consist of the President, Vice President, Secretary, Treasurer (or Secretary-Treasurer), Immediate Past President, Officers, Directors, and Area Directors, the number and designation of which shall be determined by the Executive.

B. All members of the Board of Directors shall be Officers of the Corporation.

C. Members nominated for office on the Board of Directors for the following year must signify their acceptance of the nomination in person or in writing at the Annual Meeting in order for their nomination to stand. All nominations must be made by members in good standing from the previous year. All persons standing for election and all elected officers must be members in good standing from the previous year.

D. All officers shall be elected at the Annual Meeting and hold office for the following full year.

VI. DUTIES OF THE OFFICERS

Board of Directors

The Board of Directors shall direct the affairs of the Corporation.

The President

The President shall be the Chief Executive Officer of the Corporation and shall preside over all meetings of the Board of Directors. He shall see that the By-laws, rules and regulations of the Corporation are enforced, and shall perform all other duties that may be prescribed from time to time by the Board of Directors.

Vice-President

The Vice-President shall be vested with all the powers and shall perform all the duties of the President in the absence or disability or refusal to act of the President. He shall also have such other powers and duties, if any, as may from time to time be assigned to him by the Board.

Secretary

The Secretary shall have charge of the Corporate Seal and the Minute Book of the Corporation, and shall record in such book minutes of all meetings of Directors, and of such other proceedings as the Board may direct. Unless some other Officer is specifically charged with the duty, he shall also keep, or cause to be kept, such books and records as the Corporation is required to keep under the provisions of the Ontario Corporations Act.

Treasurer

The Treasurer shall record and have custody of the Corporation's funds and disperse funds at the direction of the Board of Directors. The Treasurer shall attend meetings of the membership and the Board of Directors and provide a financial report at those meetings. All cheques must be signed by the Treasurer. There must be three (3) signing officers for cheques with two (2) officers signing at all times.

Secretary-Treasurer

The floor may choose to elect a Secretary-Treasurer whose job it is to fulfill all duties of the two individual positions of Secretary and Treasurer.

Past President

The Past President is a Director of the Corporation and shall have the same rights and obligations as other Directors, including a vote at all Director Meetings.

Voting Officers and Directors

The following positions shall be voted on from the floor and shall be afforded one (1) vote. Duties for each position shall be as determined and designated by the President and approved by a majority vote of the Board of Directors.

Youth Director
Senior Director
Futurity Director
Rookie Director
VIP Director
Pole Bending Director
Rule Book Director
Safety Director

Area Directors

Area Directors, the number and designation of which shall be determined by the Board of Directors, shall be voted on from the floor. Each Area Director shall be afforded one (1) vote.

Non-Voting Officers

The following positions shall be appointed by the President and approved by a majority vote of the Board of Directors. These positions shall have no voting privileges. Duties for each position shall be as determined and designated by the President and approved by a majority vote of the Board of Directors.

Membership Secretary
Points Secretary
Quarter Horse Representative
Web Person

Protection of Officers and Directors

No Officer or Director of the Corporation shall be liable for the acts, receipts, neglect or default of any other Officer or Director, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any of the monies, securities, or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on his part or for any other loss, damage or misfortune whatever, which shall happen in the execution of the duties of his office or in relation thereto, unless the same shall happen through his own dishonesty.

Indemnity of Officers and Directors

Every Officer or Director of the Corporation and his 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 Corporation from and against:

- a) all costs, charges and expenses whatsoever, which such Officer or Director sustains or incurs in or about any action, suits 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.
- b) All other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

VII. MEETINGS

Membership Meetings

There shall be at least one Annual Membership meeting per year. The Officers shall be elected by the membership at the Annual General Meeting. All other meetings will be scheduled at the discretion of the Board of Directors.

Directors' Meetings

Directors' Meetings may be convened by the President, or by two (2) Directors at any time and at any place on at least five days' notice delivered, mailed, telephoned or emailed to each Director, and such notice shall be given by the Secretary, if so required by the person or persons convening the meeting, and once delivered, mailed, telephoned or emailed, the notice shall be deemed to have been received by each Director. The Minutes of the Directors' meetings shall stand approved if no objection is raised within seven (7) days by anyone who was in attendance at such meeting. A Board of Directors Meeting must be held within a sixty (60) day period and the date of the next shall be set by the attending directors at the end of each meeting.

Without Notice:

Directors' Meetings may also be held at any time and at any place without formal notice, if all the Directors are present and if those absent waive notice and consent to the holding of the meeting.

Attendance: Any member of the Board of Directors missing three (3) Directors' Meetings without notice may forfeit his privilege of being a Director and may be asked to resign his position.

Vacancies: Any other vacancies will be filled by appointment of the President with the approval of a majority vote of the Board of Directors.

Voting: At a meeting of the Board of Directors, each Officer and Director present shall have one (1) vote on every question and in the case of an equality of votes the Chairman of the meeting shall have the casting vote. This shall hold if votes are cast and counted by conference call, email, or other digital means. A Secretary-Treasurer shall have only one (1) vote.

VIII. QUORUMS**Membership Meetings**

At Membership Meetings, a quorum shall consist of those Members of the Corporation that are present, four (4) of whom shall be Officers or Directors.

Board of Directors

At Board of Directors' Meetings, a quorum shall consist of fifty percent (50%) of the voting Officers or Directors.

IX. ELIGIBILITY TO VOTE**Definition**

All Individual Members, and the member and spouse participating in a Family Membership, whose dues are paid, and who are in good standing, shall be eligible to vote at Membership Meetings.

Youth Members

A Youth Member shall be a person who is eighteen (18) years of younger as of January 1 of the current year. A Youth Member, while eligible to accumulate points and compete for year-end awards, shall not be eligible to cast votes, the Youth Director notwithstanding.

X. AMENDMENTS TO THE BY-LAWS:

Proposed amendments to the By-Laws shall be presented to the Membership. Amendments must be made available to the membership thirty (30) days prior to the Membership Meeting where the Amendments must be voted on. Any proposed changes to the Amendments by a member(s) must be submitted to the Secretary no less than ten (10) days prior to the Membership Meeting. Such amendments must carry the signature of the persons proposing and seconding the amendment.