



**THE JOYRIDERS THERAPEUTIC RIDING ASSOCIATION OF PEI INC.**  
PO Box 20149, Charlottetown, PEI, C1A 9E3 / [www.thejoyriders.ca](http://www.thejoyriders.ca)

## **BY-LAWS**

### **DEFINITIONS**

**Board of Directors / Board members** Includes elected Directors, Ex officio incumbents, and Directors Emeritus.

**Directors** Elected by the membership at an AGM or appointed on an interim basis by the Board of Directors.

### **ARTICLE I – NAME**

The name of the Corporation is **THE JOYRIDERS THERAPEUTIC RIDING ASSOCIATION OF P.E.I. INC.**

### **ARTICLE II – OBJECTS**

The purposes and objects of the Corporation are as outlined in Schedule “A” of the Petition for Incorporation.

### **ARTICLE III – CONDITIONS OF MEMBERSHIP**

- (1) Membership shall be open to all active participants in the organization and its programs, in the capacities of members of the Board of Directors, client riders, and program volunteers.
- (2) There shall be no membership fee charged.
- (3) Membership status remains valid for the duration of the individual’s active participation in the organization.

## ARTICLE IV – FISCAL YEAR

The fiscal year of the Corporation shall be the period from the first day of March in any year to the last day of February in the next year.

## ARTICLE V – MEETINGS

### (1) **Annual Meeting**

- (a) The annual meeting of the Corporation shall be held during the month of May each year and shall be open to any interested persons wishing to attend.
- (b) Fifteen (15) days' notice in writing must be given to the membership.
- (c) A minimum of ten (10) members shall constitute a quorum.

### (2) **Special Meetings**

- (a) Special meetings of the membership may be called at any time by the Board of Directors or requested by a member by application to the Board of Directors.
- (b) Seven (7) days' notice in writing must be given to the membership.
- (c) No business other than that specified in the notice shall be transacted.
- (d) A minimum of ten (10) members shall constitute a quorum.

### (3) **Meetings of the Board of Directors**

- (a) Meetings of the Board of Directors shall normally be called by the President, or in the absence of the President by the Vice-President or a Director at such time and place as may be deemed convenient.
- (b) Seven (7) days' notice in writing or by telephone must be given to the board membership, except in special circumstances when shorter notice may be given.
- (c) A simple majority of Directors shall constitute a quorum.

### (4) **Chair of Meetings**

All meetings of the membership and the Board of Directors shall be chaired by the President, or in the absence of the President by the Vice-President or by a Director approved by a majority of members present.

## ARTICLE VI – VOTES OF MEMBERS

- (1) Each member present at a meeting of the membership shall have a right to exercise one vote.
- (2) Each Director and Ex Officio member at a meeting of the Board of Directors shall have a right to exercise one vote.
- (3) A Director may appoint as their proxy any other Director to vote at a meeting of the Board of Directors, contingent upon submitting the appointment in writing to the President in advance of the meeting.

## ARTICLE VII – BOARD OF DIRECTORS

### (1) **Elected Directors**

- (a) The Board of Directors shall consist of a minimum of eight (8) Directors, elected at each annual meeting.
- (b) The term of office shall be two years with election taking place at the annual meeting by secret ballot unless nominees are accepted by acclamation.
- (c) At the first annual meeting of the Corporation approximately one half of the nominated Directors shall be elected for a one-year term and the remaining Directors for a two-year term. At the next annual meeting the Directors completing a one-year term may stand for re-election for a two-year term.
- (d) If a vacancy occurs mid-term, the Board of Directors may appoint a member of the Corporation to serve as an Interim Director until the next annual meeting, at which time, in order to continue in the position, the Interim Director must stand for election by the membership to complete the current term or start a new term.
- (e) Directors shall serve without remuneration, and no Director shall directly or indirectly receive any profit from their position as such, provided that a Director may be reimbursed for reasonable expense incurred in performing their duties. A Director shall not be prohibited from receiving compensation for services provided to the Corporation in another capacity.
- (f) The Board of Directors may, at its absolute discretion, remove a Director where a Director fails to comply with the spirit and letter of the Corporation's Objects and By-Laws.

### (2) **Ex Officio Board Members**

- (a) The Board of Directors may create ex officio positions that represent key capacities within the Corporation, such as, but not limited to, the Chief Instructor, Therapists, Volunteer Coordinator, and Social Media Coordinator.
- (b) Ex Officio Board Members are granted the freedom of the meeting of the Board of Directors, including the right to vote.

- (c) Ex Officio Board Members shall not be subject to any attendance policy but are encouraged to submit a written report in their area of specialty in advance of a meeting of the Board of Directors which they are unable to attend.
  - (d) Ex Officio Board Members shall not be counted in determining the quorum for a meeting of the Board of Directors, nor entitled to hold office.
  - (e) Ex Officio Board Members shall continue in their position as long as they are actively engaged in the key capacity for which the position was created.
- (3) **Board Members Emeritus**
- (a) This designation shall be granted to a deserving Director and would be a rare and exceptional occurrence, based upon the nominee's exemplary contribution and distinctive service to the Board of Directors. The nominee will have held a board leadership role, made or continues to make significant contributions, and have been engaged in major volunteer or advocacy activities in their service on the Board of Directors.
  - (b) The candidate for Board Member Emeritus is nominated and elected by consensus of the Directors.
  - (c) Board Members Emeritus may only serve as long as they remain active in the work of the Corporation, but may end their tenure at any time.
  - (d) Board Members Emeritus shall be entitled to receive all written notices and information which are provided to the Board of Directors, to attend all meetings of the Board of Directors, to participate in meetings of the committees on which they serve, and be encouraged to attend all other events conducted by the Corporation.
  - (e) Board Members Emeritus shall not be subject to any attendance policy.
  - (f) Board Members Emeritus shall not be counted in determining the quorum for a meeting of the Board of Directors, nor entitled to hold office, nor entitled to vote at meetings of the Board of Directors.

## **ARTICLE VIII – POWERS OF DIRECTORS**

- (1) The business of the Corporation shall be managed by the Directors who may exercise all powers of the Corporation. They are responsible to the membership and must keep accurate records of all transactions and correspondence for perusal by the membership if so desired.
- (2) Powers of Directors may be designated to committees as seen fit, such committees being subject to regulations. Such powers may be revoked if occasion necessitates. The President is an ex officio member of all committees.

## ARTICLE IX – OFFICERS

- (1) Officers of the Corporation shall consist of a President, Past President, Vice-President, Secretary, and Treasurer and such other officers as the Board of Directors may determine necessary.
- (2) Officers shall be elected by the general membership at the annual meeting from the slate of nominees for the Board of Directors presented thereat.
- (3) If a vacancy occurs mid-term, the Board of Directors may appoint a member of the Corporation to serve as an Interim Director until the next annual meeting, at which time, in order to continue in the position, the Interim Director must stand for election by the membership to complete the current term or start a new term.
- (4) Officers shall hold position for two years.
- (5) The PRESIDENT presides at all meetings of the Corporation and of the Board of Directors.
- (6) The PAST PRESIDENT acts in an advisory capacity to the President.
- (7) The VICE-PRESIDENT, in the absence of the President, presides at meetings and performs the duties and exercises the powers of the President.
- (8) The SECRETARY maintains a record of all Corporation meetings, maintains a current list of members, sends out meeting notices and correspondence, and performs any other related duties as assigned by the Board of Directors.
- (9) The TREASURER keeps full and accurate accounts of monies received or paid out, provides a financial report at each meeting of the Board of Directors and an annual financial report at each annual meeting of the membership, and performs other duties appropriate to the oversight of the Corporation's financial health.

## ARTICLE X – STANDING COMMITTEES

- (1) **Executive Committee**

The Executive Committee has the authority to act on behalf of the entire Board of Directors to make decisions surrounding issues that may arise between regularly scheduled meetings and on which it is advisable to act in the best interests of the Corporation.

  - (a) The Executive Committee comprises the President, Past President, Vice-President, Secretary, and Treasurer, appointed to act on behalf of and within the powers granted by the Board of Directors.
  - (b) The Executive Committee shall meet at the call of the President upon reasonable notice and with the consent of the Executive Committee.

- (c) The President shall act as Chair of the Executive Committee and preside at its meetings.
- (d) A simple majority of members of the Executive Committee shall constitute a quorum.
- (e) The Executive Committee is obliged to report at the next scheduled meeting of the Board of Directors of actions it has taken between meetings of the Board of Directors.
- (f) The Executive Committee shall not have the power to enact, amend or repeal by-laws and shall not have the authority to spend more than five percent (5%) of the total budget without the consent of the Board of Directors.

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(2) **Nominating Committee**

- (a) The Nominating Committee shall normally be chaired by the Vice President.
- (b) The Nominating Committee shall prepare a slate of candidates and present the slate at the annual meeting for voting by the membership.

(3) **Program Team**

The Program Team operates the core equestrian and related programs on behalf of the Board of Directors.

- (a) The Program Team consists of the Chief Instructor, other qualified instructors, instructor trainees, therapists, Volunteer Coordinator, and Rider Coordinator.
- (b) The Chief Instructor shall report to the Board of Directors on program operations on a regular basis.

## **ARTICLE XI – AUDIT OF ACCOUNTS**

- (1) When an official audit by a qualified Auditor is required by government, the members of the Corporation shall appoint an Auditor at the annual meeting to conduct an annual audit. On failure of the members to appoint an Auditor, the Directors may do so.
- (2) When an official audit is not required by government, the Board of Directors shall arrange for an annual review of the financial records of the Corporation by a qualified individual exterior to the corporation.

## **ARTICLE XII – RAISING OF FUNDS**

The Corporation may raise funds in any manner deemed advisable by the Board of Directors and without limiting the generality of the foregoing may carry on financial campaigns with a view to building up a sustaining fund to keep the Corporation on a permanent basis.

## **ARTICLE XIII – FINANCIAL REPORTING**

The Board of Directors shall present at or before each annual meeting a full and clear statement of the affairs and financial position of the Corporation.

## **ARTICLE XIV – CERTIFICATION OF DOCUMENTS**

- (1) Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by any two of the President, Past President, Vice-President, Secretary, and Treasurer.
- (2) All such contracts, documents and instruments in writing so signed shall be binding upon the Corporation, and shall be reported to the Board of Directors by the signees, either in advance of signing, where possible, or at the next meeting of the Board of Directors.
- (3) The seal of the Corporation shall be affixed, when required, to contracts, documents and instruments in writing signed, and shall be held in the keeping of the Treasurer of the Corporation.

## **ARTICLE XV – AMENDMENT OF BY-LAWS**

- (1) By-laws of the Corporation may be enacted, and by-laws repealed or amended by by-law enacted, by a majority of the Directors at a duly constituted meeting of the Board of Directors and sanctioned by an affirmative vote of at least two thirds of the votes of members present at a meeting of the membership duly called for the purpose of considering the said by-law.
- (2) The enactment, repeal or amendment of such by-law shall not be enforced or acted upon until the approval of the Minister has been obtained.

## **ARTICLE XVI – DISSOLUTION OF THE CORPORATION**

In the event of dissolution of the Corporation, after payment of all its debts and liabilities, the remaining property shall be distributed to one or more qualified donees.

*Amended by-laws approved at Annual General Meeting  
October 14, 2020*