

2011

Canadian Western Horse
Association

Constitution & Bylaws

Accepted November 5, 2011

CWHA CONSTITUTION & BYLAWS PASSED NOVEMBER 5, 2011

CWHA Bylaws – 2011 Constitution

DEFINITIONS	3
ARTICLE 1 – TITLE & SEAL	4
ARTICLE 2 – OBJECTIVES	4
ARTICLE 3 – OPERATION	4
ARTICLE 4 – MEMBERSHIP	4
<i>Membership Type & Availability</i>	4
VOTING.....	5
<i>Dues</i>	5
FISCAL YEAR.....	6
<i>Member in Good Standing</i>	6
<i>Roles and Responsibilities</i>	6
<i>Register of Members</i>	6
ARTICLE 5 – OFFICERS	6
<i>Past President</i>	7
<i>President</i>	7
<i>Vice-President</i>	7
<i>Secretary</i>	7
<i>Treasurer</i>	7
ARTICLE 6 – BOARD OF DIRECTORS	7
<i>Elected</i>	8
<i>Vacancies</i>	8
<i>Absenteeism</i>	9
<i>Meetings</i>	9
<i>Fiduciary Duty</i>	9
<i>Removal</i>	9
<i>Representation</i>	10
ARTICLE 7 – ELECTION OF OFFICERS & DIRECTORS.....	10
<i>Term of Office</i>	10
<i>Nominations</i>	10
<i>Voting</i>	10
<i>Voting Tie</i>	10
ARTICLE 8 – MEETINGS.....	11
ANNUAL GENERAL MEETING	11
<i>Agenda</i>	11
<i>Special General Meeting</i>	11
<i>Quorum</i>	11
ARTICLE 9 - MISCELLANEOUS PROVISIONS.....	11
<i>Signing Authorities</i>	11
<i>Notice</i>	11
<i>Explanation</i>	12
ARTICLE 10 - ANNUAL STATEMENTS	12
ARTICLE 11 - INDEMNIFICATION	12
ARTICLE 12 - AMENDMENTS	12
ARTICLE 13- DISSOLUTION OF THE CORPORATION	12

CWHA Bylaws – 2011 Constitution

Definitions

Most defined terms are capitalized. If you see a term capitalized, Check Here for its definition.

1. In this bylaw:
 - a. “Annual General Meeting” means the regular General Meeting of the membership required by these bylaws and the Statutes to be held annually;
 - b. “Chair” or “Chairperson” means the individual selected by the Board or dictated by the Bylaws to preside over a meeting;
 - c. “Corporation” means the Canadian Western Horse Association Corporation;
 - d. “Board” means the Board of Directors of the Corporation;
 - e. “Board of Directors” means the group of individuals appointed by the Board or elected by the Members to oversee the management of Canadian Western Horse Association;
 - f. “Director at Large” or “Directors” means an individual or a group of individuals either elected by the Members or appointed by the Board of Canadian Western Horse Association;
 - g. “Executive Committee” means the elected Officers of CWHA including: Past President, President, Vice President, Treasurer and Secretary;
 - h. “Fiscal Year” means January 1 to December 31;
 - i. “Competitive Year” shall mean the period, when horse shows are actively carried on under the sponsorship or control of the Association within the CWHA Fiscal year. The competitive year, begins with the first judged horse show of the current year and ends with the last judged horse in the current year.
 - j. “Member” or “General Member” means the individual who have purchased either a General Membership or Youth Membership for the current year;
 - k. “Member in Good Standing” shall mean a person who believes in, promotes and follows the objectives of the Corporation, has no financial obligation to the Corporation, has paid in full the fee fixed for membership and whom the Board has approved for membership.
 - l. “Motion” means a proposal for action. A formal proposal for change, put forth at the General Members Meeting, Board Meeting or Board Committee Meeting to consider and act upon. Motions maybe put forth by a current member of the association:
 - m. “Officer” means a current member of the Executive Committee of Canadian Western Horse Association, who holds one of the following positions: Past-President, President, Vice President, Treasurer and Secretary;
 - n. “Ordinary Resolution of the Corporation” means a resolution passed at a General Meeting to establish policy or overall direction for the Corporation, not everyday business, and on matters where a Special Resolution of the Corporation is not required;
 - o. “Person” means only a natural person and does not include corporations or other artificial persons;
 - p. “Special General Meeting” or “Special Meeting” means a special meeting of the membership of the Corporation called to discuss and consider matters that cannot wait until the Annual General Meeting;
 - q. “Special Resolution of the Corporation” means a resolution passed at a the Annual General or Special General Meeting to establish membership fees, issues debentures, and amend these bylaws (*see Article 8*) which may only be passed by a vote of Members in Good Standing;
 - r. “Statutes” means the Canada Corporations Act and every other act incorporated therewith or amending the same or any other Act or Acts substituted therefore and in the case of such substitution, the reference in these bylaws to non-existing Acts shall be referring to the substitution, the reference in these bylaws to non-existing Acts shall be read as referring to the substitution therefore in the new Act or Acts;

CWHA Bylaws – 2011 Constitution

2. Words which have a special meaning assigned to them in the statutes shall have the same meaning in these bylaws.
3. Words purporting the singular shall include the plural, and the converse shall also apply.
4. Words importing the male gender shall include the female gender where the context otherwise requires. Reference to individuals shall include corporations, where applicable.

Article 1 – Title & Seal

1. This organization has been incorporated under the laws of Canada and is known as Canadian Western Horse Association (hereinafter referred to as Canadian Western Horse Association or the Corporation) and shall at all times be operated as a not-for-profit organization in accordance with the laws of The Dominion of Canada.
2. A seal with the name “Canadian Western Horse Association” inscribed upon it shall be kept at the business office of the Corporation as per Article 3 of these bylaws.

Article 2 – Objectives

Our goals of the corporation are:

1. To give riders local shows to ride in, to learn and improve their riding and showing skills.
2. To encourage the education and development of people interested in showing horses by promoting and encouraging, the use of good horsemanship skills, proper show etiquette and good sportsmanship.
3. To stimulate an interest in the improvement of the horse and rider.

Article 3 – Operation

The business office of the organization will be located in Manitoba, a location deemed by the Board of Canadian Western Horse Association.

1. To collect record and preserve the records of the annual competition of horse and members belonging to the association
2. Secure destruction of entry forms, individual show results, judges records at the end of the current fiscal year, after the annual results have been tabulated and distributed.
3. Any dispute pertaining to the current year annual results must be filed in writing not more than 30 days after the Annual General Meeting.

Article 4 – Membership

Membership Type & Availability

1. Membership in the Corporation is a privilege and can be denied to any member or non-member on the resolution of the Board.
 - a. General Membership is open to any individual of good character and reputation who has an interest in promoting the goals and objects of the association.
 - b. Membership shall be divided into the following classifications:
 - i. Senior: Includes every applicant who is 19 years of age or older as of January 1 of the competitive year but cannot be included in a family membership.
 - ii. Junior: Includes every applicant who has reached his 13th birthday but has not reached his 19th birthday as of January 1 of the competitive year.
 - iii. Midget: Includes every applicant who has not reached his 13th birthday as of January 1 of the competitive year.

CWHA Bylaws – 2011 Constitution

- iv. Family: Includes parent or parents and their children who are not seniors during the competitive year.
 - v. Associate: Is any person otherwise eligible to be a senior, junior or midget member who elects to take association membership and does not have voting privileges nor may collect points.
 - c. All applications for membership shall be accepted or rejected within 30 days from receipt of application and must be accompanied by initial membership fee.
 - d. Each membership shall expire on the 31st day of December of the current fiscal year.
 - e. The annual membership fee, from time to time, may fixed by the Board of Directors.
 - f. Membership shall not be limited to natural persons, but may include corporations, firms, institutions of learning, executors, administrators and trustees;
 - g. No person shall be required to own or have the care and control of a horse to be eligible for membership.
2. Cancellation or Revocation
- a. Any member may cease to be a member at any time by written notice delivered personally to any Director of the Association.
 - b. Members of the Association shall be admitted, retained and expelled in accordance with such rules and regulations as the membership may from time to time adopt.
 - c. Any member subjected to the cancellation proceeding hereunder shall be entitled to appear with counsel at the meeting of the Board of Directors or at the special meeting of members held for purpose of cancellation, provided that the failure of such member to appear shall not invalidate any decision or direction derived from such meeting.

VOTING

A Voting Member is a Member in Good Standing and who has purchased their membership prior to the last competitive show of the year. In all matters governed by the vote of the members, each member in good standing records shall be entitled to one vote or apply for or be nominated for an Officer position or Director at Large position with the Board. Members in good standing shall be eligible to vote on the following basis:

1. Each member in good standing (except an associate member) shall be entitled to one vote except those persons comprising a family membership, with respect to whom the family members shall be entitled to one vote for each family member to a maximum of three votes for a family unit. Where the number of members in a family unit exceeds three persons, the members shall designate to the Association which three of the family members shall exercise the family votes at any particular meeting. In the event of any dispute between the family members, the selection of a majority of the family members shall govern.
2. Associate members shall under no circumstances be entitled to any vote in any proceeding of the Association.
3. The Chairman of the meeting shall not have a vote except for the purpose of breaking a tie.

Dues

1. Each Member of the Corporation shall pay annual membership fees to Canadian Western Horse Association:
 - a. Fees will be prescribed by the Board.
 - b. The Secretary or other person designated by the Board of Directors shall notify the members in writing of the fees set and payable for renewal of membership for the ensuing calendar year a minimum of 30 days prior to the expiration of their current membership. Inclusion in C.W.H.A. Inc. Newsletter constitutes notice.

CWHA Bylaws – 2011 Constitution

- c. The Board of Directors shall, from time to time fix the annual fee to be charged for each classification of membership in the Association subject to ratification at subsequent general meeting.

FISCAL YEAR

The fiscal period of the Association shall terminate on the 31st day of December, in each year or on such other date as the Directors may resolution determine.

1. The originating meeting shall be the first annual meeting; thereafter the annual general meeting shall be held on a day in the month of November designated by the board of directors and 30 days notice of such meeting shall be given to every members of the association
2. The Board of directors or 5% of the members of the Association may requisition the directors to call a general or special meeting of the Association for any of the purposes stated in the requisition. It shall be the responsibility of the Board of Directors to ensure that 30 days notice of such meetings shall be given to every member of the Association.
3. Every notice of the general special meeting shall state the nature and the business of the meeting.
4. Questions arising at any meeting of the Association shall be decided by a majority of votes.
5. At any Members Meeting of the Corporation, whether it is the Annual General Meeting or any Special General Meeting, the Members in Good Standing who are present shall constitute a quorum.
6. The rules of procedure at all meetings of members of the Association shall be determined by Robert's Rules of Order.
7. There shall be a minimum three general meetings per year in additional to the annual meeting.

Member in Good Standing

1. Member in Good Standing shall mean a person who believes in, promotes and follows the objectives of the Corporation, has no financial obligation to the Corporation, has paid in full the fee fixed for membership and whom the Board has approved for membership.

Roles and Responsibilities

1. All Members of the Corporation shall have the right to take part in all activities of the Corporation.
2. Every Member of the Corporation shall observe and perform all the lawful requirements and inherent bylaws.

Register of Members

1. The Corporation shall maintain a complete and up-to-date Register of the Membership.
2. The Secretary shall ensure a copy of the Register of Members is available at the Annual General Meeting and any Special General Meetings to determine voting eligibility.

Article 5 – Officers

1. The Officers of Canadian Western Horse Association shall be the Past President, the President, the Vice President, the Treasurer and the Secretary and together comprise the Executive Committee.
2. All officers shall be elected by the members at the annual meeting of members
 - a. To be eligible for an Officer position, the person must be a member in good standing and a current board member.
3. No person shall hold office as President, Vice-President, Secretary or Treasurer for a period in excess of two years but may, after a year's absence from office, be eligible for re-election to office.

CWHA Bylaws – 2011 Constitution

4. In all cases of death, resignation, retirement or removal from office of an officer, all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the Association shall be delivered to the Board of Directors.

Past President

The Past President shall provide continuity to the Board and preside at all meetings of the Executive Committee, the Board meetings and meetings of the Members;

President

The President shall be the chief executive officer of the Association. He shall preside at all meetings of the Association and the Board of Directors. He shall have the general and active management of the business of the Association. He shall see that all orders and resolutions of the Board are carried into effect. He shall be a non-voting member of all committees. He will prepare and submit to the members at the annual meeting a statement and report of the preceding year for its approval.

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. The Vice-President shall exercise the powers of the President and shall perform such other duties as shall from time to time be imposed upon him by the Board. Should both the President and the Vice-President be absent or disabled, the performance of their powers and duties shall be delegated to a chairman appointed by the Board.

Secretary

The Secretary shall attend all sessions of the Board and all meetings of the members and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He shall give or cause to be given notice of all meetings of the members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President under whose supervision he shall be. He shall be custodian of the seal of the Association.

Treasurer

The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association and shall deposit all monies and other valuables in the name and to the credit of the Association and at such depositories as may be designated by the Board of Directors. The Accounts maintained in such depository shall be in the name of Canadian Western Horse Association Inc. He shall disburse the funds of the Association as may be ordered by the board taking proper vouchers for such disbursements, and shall render to the President and Directors at the regular meetings of the Board, or whenever they may require it, an account of all transactions as Treasurer and of the financial position of the Association. He shall be designated as one of the signing officers of the Association in any financial transaction. He shall also perform such other duties as may be determined by the Board.

Article 6 – Board of Directors

The Canadian Western Horse Association Board will be comprised of the Executive Committee and up to five (5) Directors at Large. All members of the Board must be Members in Good Standing of Canadian Western Horse Association.

1. The affairs of the Association shall be managed by a board of nine directors each having one vote, and of whom five shall constitute a quorum; provided that the nine directors include the executive

CWHA Bylaws – 2011 Constitution

committee of the of the Association and the Chairman of the standing committees who are elected by the membership at the annual meeting of the members, or appointed by the Executive Committee.

2. Provided that he is not elected to the Board of Directors at the annual meeting of members, the retired President shall be eligible to be an ex officio member of the Board of Directors for the calendar year immediately following his Presidency, and shall be entitled to receive all notices of and participate in all meetings of Directors, but shall not be entitled to cast any vote at any meeting of the Board.
3. The Qualification of the Director shall be that he or she is a senior, junior midget or family member in good standing of the Association.
 - a. Each Director shall be entitled to one vote.
 - b. Any retired director shall be eligible for re-election at the annual meeting of members.
 - c. In the event that a period in excess of one or two years shall have expired, as the case might be, between the date of appointment or election of any director, said director shall hold office until the next annual meeting of members at which his successor is elected, unless his appointment is revoked or vacated as otherwise provided in this by-law.
 - d. In addition to the five directors elected by the members, the Board of Directors may, during any competitive year may add two persons to the Board of Directors to hold office as if elected, with all rights, privileges and responsibilities of an elected Director, provided that such person meets all of the qualifications of an elected Director.

Elected

The Board of Directors shall be elected or appointed as follows:

1. At the annual general meeting four officers shall be elected for a period of two years, or until they next annual meeting following expiry of two years from their election; and five directors shall be elected for a period of two years, or until the next annual meeting following expiry of one year from their election.
2. At each succeeding annual meeting the number of directors necessary to replace those whose terms have expired shall be elected.
3. Any vacancy in the position of director shall be filled by an appointment made by the remaining Board of Directors. The appointment shall be ratified as to hold office as if elected, with all rights, privileges and responsibilities of an elected Director, provided that such person meets all the qualifications of an elected Director.
4. The Board may appoint a minimum of two (2) to a maximum of five (5) additional Directors to hold office for a period of one (1) year.

Vacancies

The Board shall be empowered to fill vacancies occurring in the Board. Any vacancy occurring in the Board may be filled by the affirmative vote of a majority of the remaining Directors and Officers. A Director and/or Officer elected to fill a vacancy shall serve the predecessor's remaining Term in the position.

1. The office of director shall be vacated as follows:
 - a. By resignation in writing delivered to the Board of Directors
 - b. By the death of the director
 - c. By the bankruptcy of the Director
 - d. By the mental incapacity of the director
 - e. Provided a quorum is present, by a resolution passed by a majority of the Board of Directors present at the meeting held for that purpose vacating the office of any director for just cause subject to approval of a majority of the members at a special meeting held for that

CWHA Bylaws – 2011 Constitution

purpose within 30 days from such cancellation provided that all rights and privileges attached to the office shall be suspended from the date of said special meeting and further provided, that in the event such special meeting is not held within the time limited or the cancellation is not approved by a majority of the members present at such meeting, full privileges shall be reinstated.

- f. If the Director shall cease to be a member in good standing.

Absenteeism

1. Any Director who shall miss three consecutive meetings without the prior approval and consent of the president, or in the absence of the President, the Vice-President, shall have his office vacated.

Meetings

1. Meetings of the Board of Directors may be held at any time and place to be determined by the Directors provided forty-eight (48) hours written, electronic or facsimile or post, notice of such meeting is given to each Director.
2. Each Director is entitled to one (1) vote.

Fiduciary Duty

1. A member of the Board of Directors of the Corporation shall stand in a fiduciary relation to Canadian Western Horse Association and shall perform his or her duties as a member of the Board of Director, including his or her duties as a member of any committee of the Board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interest of the Corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a member of the Board of Directors shall be entitled to rely on good faith information, opinions, reports or statements, including financial statements and other financial data, in each case prepared by any of the following:
 - a. One or more officers or employees of the Canadian Western Horse Association whom the Directors reasonably believes to be reliable and competent in the matters presented;
 - b. Counsel, public accountants or other persons as to matters which the Directors reasonably believes to be within a professional and expert competence of such person;
 - c. A Committee of the Board upon which he or she does not serve, duly designated in accordance with law as to matters within its designated authority, which a director reasonably believes to merit confidence.
2. A member of the Board of Directors shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his/her reliance to be unwarranted.
3. In discharging the duties of their respective positions, the member of the Board of Directors shall at all times use the skill and diligence a person of ordinary prudence would use in similar circumstances.
 - a. So long as the Director uses such skill and diligence as a person of ordinary prudence would use under similar circumstances, he or she shall not be held personally responsible for any actions taken on behalf of the Corporation.

Removal

1. Any appointed or elected Director and/or Officer may be removed from the Board by a majority vote of the Board whenever, in its judgment, the best interests of the Corporation would be served

CWHA Bylaws – 2011 Constitution

thereby. However, such removal shall be without prejudice to contract rights, if any, of the person so removed.

Representation

2. An Officer or Director other than the President, attending a Canadian Western Horse Association sponsored or approved event or any other event shall not attend in any official capacity unless authorized by the Executive Committee or the Board.

Article 7 – ELECTION OF OFFICERS & DIRECTORS

Term of Office

1. The election of Officers and Directors shall be held at the Annual General Meeting of the Corporation.
 - a. So as to have continuity in the Officers of the Corporation: The Vice-President and Secretary shall be elected on odd-numbered years for a Term of two (2) years.
 - b. The President & Treasurer shall be elected on even-numbered years.
 - c. In order to maintain continuity three Director at Large shall be elected in odd years and two Directors shall be elected on even years for a Term of two (2) years.
 - d. Directors at Large appointed by the Board shall have a Term of one (1) year.

Nominations

1. The Nominations Committee will consist of the Executive Committee and any other Member as appointed by the Executive Committee. The Nomination Committee may nominate a Member in Good Standing.
2. In order to appear on the ballot and be considered for office a member can be nominated in one of the following methods:
 - a. Be nominated by the Board for an office, not less than thirty (30) days prior to the Annual General Meeting. Said request must clearly state the name of the Member who is qualified and willing to stand for election, a current curriculum vitae, and the office desired and be signed by the candidate in Good Standing.
 - b. A Member may be nominated by the membership in writing to Canadian Western Horse Association not less than thirty (30) days prior to the Annual General Meeting. Said request must clearly state the name of the Member who is qualified and willing to stand for election, a current curriculum vitae, and the office desired and be signed by the candidate in Good Standing.

Voting

1. Each Voting Member of the Corporation is entitled to one (1) vote, must be present at the Annual General Meeting or Special General Meeting in order to vote.
2. Absentee and Proxy voting will be not be permitted by Canadian Western Horse Association.
3. The candidate receiving the most votes for an office will be declared by the President during the Annual General Meeting to be the holder of said office for the next term.

Voting Tie

1. In the event of voting tie a second casting vote will occur by the Current Board of Directors.

CWHA Bylaws – 2011 Constitution

Article 8 – MEETINGS

Annual General Meeting

1. The President will determine a time and venue for the Annual General Meeting to be held in November of the calendar year.
2. Notice and Agenda of the Annual General Meeting will be served to every Member in Good Standing with the Corporation by regular or electronic mail and posted on the CWHA website not less than thirty (30) days prior to the date of the Annual General Meeting.
 - a. Said Notice will be executed by the Secretary and will provide the location, time and date of the general membership meeting, the names of all members qualified and eligible to stand for office, and any and all recommended By-law and/or Constitution changes.

Agenda

1. The Agenda of the general membership meeting will include a report to the Members by the Board as to condition of the Corporation, the presentation of the Treasurer's financial report, the election of Officers and the consideration of By-law and/or Constitution changes. The President or their appointee shall act as the Chairperson at the Annual General Meeting.

Special General Meeting

1. Special General Meeting of the membership may only be called by the Board to be held at a time and place designated by the Board.
2. Notice for the Special Meeting will be given, to each Member at least thirty (30) days prior to the meeting.
3. Business transacted at all Special General Meetings shall be confined to the objects stated in the call and Notice of the meeting and meetings germane thereto.
4. The President shall act as the Chairperson at Special General Meetings.
5. Special Resolutions may only be passed by a vote of not less than seventy five (75) percent of Members in Good Standing, who voted in favor of the Resolution.

Quorum

1. At any Members Meeting of the Corporation, whether it is the Annual General Meeting or any Special General Meeting, the Members in Good Standing who are present shall constitute a quorum.

Article 9 - MISCELLANEOUS PROVISIONS

Signing Authorities

1. The Board will determine the signing authorities of Canadian Western Horse Association.

Notice

1. All Notices of the Corporation are deemed to be delivered three (3) days after said have been addressed to the last known address of the respondent and have been placed in the care of Canada Post or other delivery conduit deemed acceptable to the Secretary.
2. Notices to the Corporation will be deemed to be received when said are placed in the care and control of the Secretary by whatever means.

CWHA Bylaws – 2011 Constitution

Explanation

1. The words Canadian Western Horse Association, or Corporation and the acronym CWHA used in this document are synonymous and are used to refer to the Canadian Western Horse Association.

Article 10 - ANNUAL STATEMENTS

1. The Board shall present at each annual meeting, a full and complete statement of the business and affairs of Canadian Western Horse Association for the preceding year.
2. Auditors may be appointed by the Board of Directors to audit and/or review the financial statements, reporting to the Members at the following Membership General Meeting.
 - a. Auditors may not be Directors, Officers or employees of the Corporation without approval of all Members present at the Annual General Meeting.

Article 11 - INDEMNIFICATION

1. Canadian Western Horse Association shall indemnify each of its Directors, Officers, employees and committee members whether or not then in service as such, against all reasonable expenses actually and necessarily incurred by him or her in connection with the defense of any litigation to which the individual may have been a party because he or she was a Director, Officer or employee or committee member of the Corporation.
2. The Director, Officer, employee or committee member shall have no right to reimbursement however in relation to matters as to which he or she has been adjudged liable to the Corporation for negligence or misconduct in the performance of his or her duties, or was derelict in the performance in his or her duty as a Director, Officer or employee by reason of willful misconduct, bad faith, gross negligence, or reckless disregard of the duties of his or her office, role or employment.
3. The right to indemnify for expenses shall also apply to expenses of suits, which are comprised or settled if the Court having jurisdiction of this matter shall approve such settlement.
4. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights which such Director, Officer or Employee may be entitled by insurance.

Article 12 - AMENDMENTS

1. Proposed amendments to the By-laws must be presented to the Canadian Western Horse Association office at least sixty (60) days prior to Annual General Meeting. Notice of the proposed amendments will be provided in the notification of the Annual General Meeting Notice.
2. The Board or any five (5) Members in Good Standing may present amendments to the bylaws.
3. These amendments will be considered and voted on at the Annual General Meeting, and must be passed by a vote of not less than seventy five (75) percent of Members in Good Standing, who voted in favor of the Resolution.

Article 13- DISSOLUTION OF THE CORPORATION

1. In the event of the dissolution of the Corporation for any cause whatsoever, the property and assets of the Corporation after all liabilities have been met, shall not, in any event, be distributed among the Members, but shall be disposed of by donating to another organization having similar non-partisan, non profit objectives.