

**BY-LAWS OF THE  
ONTARIO TRAIL RIDERS ASSOCIATION, INC.**

**APPROVED: APRIL 7, 1990  
REVISED: MARCH 29, 1992  
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REVISED: APRIL, 2008**

**BY-LAWS OF**  
**THE ONTARIO TRAIL RIDERS ASSOCIATION, INC.**

(Founded 1970)

BY-LAWS relating generally to the transaction of the business and affairs of the Ontario Trail Riders Association, Inc.

I. NAME

The name of the organization shall be the Ontario Trail Riders Association, Inc. and reference to OTRA in these By-laws shall mean the Ontario Trail Riders Association, Inc.

II. GOALS AND OBJECTIVES

Mission Statement

“The Ontario Trail Riders Association is an equestrian organization which promotes recreational trailriding and the creation, development, preservation and safe use of trails.”

Specific Objective

A legacy of horseback riding trails in Ontario for today’s equestrians and for generations to come. Instilling a reverence in nature, respect for all lands, protection of the environment, and harmony with all trail users.

General Objectives

1. Encourage the growth and popularity of recreational trailriding in Ontario.
2. Encourage participants to promote safe and courteous riding at all times.
3. Improve the public image of trailriding by educational methods.
4. Plan and undertake promotional and educational programmes and activities to further the interests of the Ontario Trail Riders Association among horse owners, association, clubs, and other enthusiasts.
5. Promote the development and establishment of a provincial multi-purpose recreational trail system.

6. To foster good will and understanding between horse owners, landowners and the various levels of governments in the establishment of trails.
7. Promote properly organized recreational riding outings among OTRA members.

### III. HEAD OFFICE

The Head Office of OTRA shall be at a location in the Province of Ontario as determined from time to time by the Board of Directors.

### IV. DEFINITIONS

“Director” means a member in good standing elected by the membership or otherwise appointed to the Board of Directors, to represent the OTRA membership for a term of office, to foster and support the goals and objectives of OTRA.

“Executive Director” means a Director elected by the Board of Directors to an executive position (President, Vice-President, Secretary, Treasurer or Administration Director).

“Director-at-Large” means a Director having been elected by the general membership as a Director, or otherwise appointed to a Director vacancy by the Board of Directors in accordance with the by-laws, and who does not hold an executive office.

“Government Representative” means a Director or non-Director member who is appointed by the Board of Directors as an OTRA representative to and voting member of a higher government association (eg. Ontario Equestrian Federation or Ontario Trails Council).

“Committee Chair” means a Director or non-Director member of OTRA who is appointed by the Board of Directors to a specific committee.

“Committee” means one or more members of OTRA appointed by the Board of Directors for an approved job duty, position or special project, ongoing or ad hoc (eg. Membership Committee, photography, OTRA Trail Book Committee).

“Regional representative” means a non-Director member of OTRA appointed by the Board of Directors to represent OTRA in a named geographic area shown on Exhibit “A” map, and act as a liaison for OTRA in the geographic area specified,

to provide a local contact in the region and improved communication between OTRA and the local area.

“Trail representative” means a Director or non-Director member of OTRA appointed by the Board of Directors to represent OTRA and equestrians with respect to a specific trail, trail system/park system, to act as a liaison for OTRA in the geographic area, and to provide a local contact and may include representation on or to a local trail committee or authority (eg. Trans Canada Trail, Ganaraska Forest).

#### V. MEMBERSHIP

1. Any individual or family may become a Member(s) of OTRA by applying for and being accepted by OTRA and paying the annual dues prescribed.
2. Any equestrian club/organization/association supporting the establishment, securing and development of a system of shared use trails, bridle paths and recreational horsebackriding in Ontario may become a Member Association of OTRA by applying for and being accepted by OTRA and paying the dues prescribed.
3. Dues shall be payable annually or prepaid for three (3) or five (5) years. If dues are prepaid and the member decides to withdraw from membership, no reimbursement will be given. The membership year shall be the calendar year or as determined by the Board of Directors from time to time.
4. The Board of Directors may, for just cause, by resolution passed by 2/3 majority of Directors present, suspend or terminate the membership and participation of any member or organization of OTRA, provided that a request has been made, in writing, for the member to cease the offending conduct. Just cause shall include, but not be limited to, endangering the safety of riders, drinking alcoholic beverages on a trailride. The termination may be appealed at the next Annual or Special General Meeting.
5. All individual members shall be entitled to one (1) vote at general or special meetings of members. A family membership shall be entitled to two (2) votes. Clubs or associations shall be entitled to two (2) votes.

VI. BOARD OF DIRECTORS

1. The affairs of OTRA shall be managed by a Board of Directors who may exercise all such powers and do all such acts and things as may be exercised or done by OTRA and are not, by the By-laws of OTRA or by statute, expressly directed or required to be done by OTRA at general meetings of members.
2. There shall be a maximum of eighteen (18) Directors of the Association consisting of six (6) Executive positions and twelve (12) Director-at-large positions.
3. At least 60 days before the Annual General Meeting, a Nominating Committee consisting of at least two members of OTRA will be struck by the Board of Directors.
4. The Nominating Committee shall, upon appointment, be charged with the task of preparing a slate of Nominees suitable for election to the Board of Directors at the upcoming Annual General Meeting.
5. To be eligible for election as a Director, a person must:
  - be a member in good standing
  - have confirmed in writing or verbally his/her willingness to serve as a Director, and
  - have been a member for at least 28 days.
6. Additional nominations will be entertained from the floor subject to the nominee having the proper credentials.
7. At least 28 days before the Annual General Meeting, the Nominating Committee shall contact the general membership asking for a reply within 10 days naming nominees of the organization who will stand for election to the Board of Directors. For this purpose a notice in the association's newsletter will constitute sufficient notice.
8. The election of Directors, at the Annual General Meeting of members shall follow conventional rules of order, save that election shall not be by ballot unless demanded by at least ten members entitled to vote at such meeting.
9. All Directors shall hold office of Director for two (2) years from the date of the Annual General Meeting of members at which they were elected or until their successors are appointed. All Directors shall be eligible for re-election if otherwise qualified.

10. No Director shall serve on the Board of Directors holding the same executive office, committee or other position longer than six (6) consecutive years; three (3) terms, unless the extension of term is approved annually by a 2/3 majority vote of Directors present at the Directors' meeting.
11. The Board of Directors may, subject to prior notice and opportunity to be heard, declare vacant the directorship of any Director who has failed or neglected to attend three (3) consecutive meetings of the Board and has failed to provide just cause for non attendance.
12. Vacancies on the Board of Directors, however caused, may, so long as a quorum of Directors remains in office, be filled on majority vote by the Directors from among qualified member of OTRA. Said filling of a vacancy will be deemed a Director appointment and shall be confirmed in the form of a motion passed by a majority vote of Directors.
13. The term of a Director appointment will be the remainder of the term of office which applied to the Directorship vacancy being filled.
14. In the event of a Director anticipating absence from a Directors Meeting, the Director shall make every effort to give prior notice to the President or Administration Director.
15. In the event that such notice results in loss of quorum the President, or his/her successor, will make every effort to communicate notice of cancellation of the meeting to the Directors.
16. A quorum shall consist of six (6) Board of Director members of which two (2) shall be Executive Directors.
17. The Board of Directors may hold its meetings in such place or places as it may from time to time determine. Notice of such meetings, including agenda and minutes of the past meeting, shall be sent to each Director before the meeting is to take place. Directors' meetings may also be held without notice immediately following the Annual General Meeting. The Board of Directors shall meet at least twice during its annual term, exclusive of the occasion of the Annual General Meeting.
18. Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes unless otherwise designated.

19. Each Director has one (1) vote. Proxy votes are not permitted. In the case of a tie vote, the President or his/her designate, in addition to his/her original vote, shall have a second or casting vote.
20. The Directors of OTRA shall receive no remuneration for acting as such. However, they may from time to time by resolution provide for payment from the revenues of OTRA for expenses incurred in the carrying out of their duties as Directors.
21. The Board of Directors may on majority vote from time to time appoint Regional Representatives, as they see fit. Regional Representative appointments shall be non-voting positions on the Board.
22. The Board of Directors may on majority vote, appoint a member to co-ordinate a special/ad hoc assignment or to chair some other approved project or to any approved position (eg. Trans Canada Trail representative, OTRA photographer).
23. The Board of Directors may from time to time at its discretion appoint Honorary Directors to the Board provided that the appointment is made by unanimous approval of the board. This appointment will usually be in recognition of the exceptional dedication and contribution of time and effort to the development and furtherance of OTRA. This Honorary Director shall be a non-voting position on the Board.
24. At the first meeting subsequent to the election of Directors at the Annual General Meeting, be it within the framework of the Annual General Meeting, or at the next Directors meeting, the Directors will vote on the filling of Executive Board positions from among the current Directorship. Following the election of Executive Positions, Directors will elect from among the current Directorship, Committee Chairs, Trail Reps, Government Representatives, and/or any other approved positions as deemed appropriate.

## VII. SUCCESSION

1. In the event that the President is unable to fulfill his/her duties as outlined in Article VIII, the Vice-President shall succeed him/her.
2. In the event that the Vice-President is unable to fulfill his/her duties the Second Vice-President, if appointed, shall succeed him/her.

3. In the event that a Second Vice-President is not appointed, the Administration Director shall succeed him/her.
4. In the event the Administration Director is unable to fulfill his/her duties as outlined in Article VIII, the Executive Committee will appoint a replacement from amongst the Directors.
5. If a Director, Treasurer or Secretary is unable to fulfill his/her functions as outlined in Article VIII, the Executive Committee shall appoint a replacement who will be ratified by the Board of Directors at its meeting next following the said appointment.

VIII. EXECUTIVE COMMITTEE

1. The Board of Directors is empowered to form an Executive Committee from among the duly elected members of the Board which shall consist of the following Executive Officers:
  - President
  - 1st Vice-President
  - 2nd Vice-President (optional)
  - Administration Director
  - Treasurer
  - Secretary
2. Any one person may hold more than one office, except the President, who shall hold no other office.
3. At the first meeting subsequent to the election of Directors at the Annual General Meeting, be it within the framework of the Annual General Meeting, or at the next Directors meeting, the Directors will vote on the filling of the Executive Committee from among the current Directorship.
4. Directors in good standing qualify to hold a position of executive office.
5. Executive committee positions have a one year term of office. Said term commences at the completion of the meeting at which the position is filled.

6. Duties of Offices of the Executive Committee

President

The President shall direct the affairs of OTRA subject to its regulations and shall:

- (a) Preside over all Board of Director meetings, Executive Director meetings and Annual General Meetings.
- (b) Sit on all committees as an ex-officio member.
- (c) Act as a signing officer of OTRA and as a secondary signing officer for cheques.
- (d) Represent OTRA as directed by the Executive Committee at special occasions or functions.
- (e) Call special meetings as required or as requested in writing by at least three (3) directors.

Vice-President(s)

Shall be responsible to the President and shall:

- (a) Exercise the powers and duties of the President in his or her absence.
- (b) Perform such duties as assigned by the President.
- (c) Act as a signing officer of OTRA and as a secondary signing officer for cheques.
- (d) Represent OTRA with affiliated groups, associations or organizations where it is in the best interest of OTRA.

Administration Director

Shall be responsible to the President and shall:

- (a) Be responsible for the organizational development of the Association through the Constitution and By-laws.

- (b) Have custody of, or knowledge of the custody of, all corporate documents.
- (c) Act as a signing officer of OTRA and as a secondary signing officer for cheques.
- (d) Prepares or arranges for the preparation, in conjunction with executive committee members, the corporate correspondence of OTRA.
- (e) Arranges the time and location of Executive Director, Board of Director and Annual General Meetings.
- (f) Notifies Board of Directors members and Regional Representatives of Board meetings and members of the Association of Annual General Meeting giving date, time, location and agenda as required in Article VI.
- (g) Keeps a record of the names and addresses of all Board of Director and Regional Representative members.
- (h) Records the term of office of all Board of Director and Regional Representative members and their expiry dates.

Treasurer

Shall be responsible to the President and shall:

- (a) Keep a record of all monies received and disbursed, shall deposit all monies in the bank and make all disbursements by cheque.
- (b) Have all expenditures in excess of \$250.00 approved by the Executive Committee.
- (c) Be responsible for the presentation at each Directors meeting and Annual General Meeting of a statement showing the receipts and disbursements of the Association.
- (d) At the Annual General Meeting, in addition to presenting a statement showing receipts and disbursements, prepares a statement showing the preceding year's assets and liabilities.

- (e) Acts as a signing officer of OTRA and the primary signing officer for cheques.
- (f) Monitors all fundraising events sanctioned by the Board.
- (g) Arranges to have the books audited annually.
- (h) Establishes an annual budget in co-operation with the Executive Committee.
- (I) Performs such other duties in connection with the finances of the Association as the Board may deem necessary.

In the absence of the treasurer an alternative primary signer will be selected by and within the Executive Committee.

Secretary

Shall be responsible to the President and shall:

- (a) Record the minutes of all Board of Directors meetings and Annual General Meetings.
  - (b) Maintain a Minutes Book which shall contain the minutes and records of all Board of Director and Annual General Meetings.
  - (c) All other duties as may be assigned to him/her from the Board.
7. For just cause, a Director may be removed from his/her office by a two-thirds majority vote of those directors present and voting at a meeting of the Board of Directors for which notice of intention to remove the officer has been given to all Directors at least ten days in advance of the meeting date.
  8. The Board of Directors may delegate to the Executive Committee such specific powers, for specific purposes and for limited periods of time, as it sees fit.
  9. Questions arising at any meeting of the Executive Committee shall be decided by a majority of votes. In case of a tie, the President, in addition to his/her original vote, shall have a second or casting vote. A quorum for Executive Committee meetings shall be a majority of Committee members.

10. The Executive Committee shall be the future planning committee of OTRA and shall assist the President in the co-ordination of OTRA's activities.
11. The Executive Committee may recommend to the Board of Directors the hiring and employment of staff.

IX. COMMITTEES/AD HOC APPOINTMENTS

1. Any member in good standing qualifies to hold a position of Committee Chair, OTRA Government Representative, or any other approved position excluding Executive Offices, Director at Large, Honorary Director.
2. The Board of Directors may, from time to time, appoint Committee Chairs as the Board sees fit. Said appointment shall be in the form of a motion approved on a majority vote.
3. A Committee Chairmanship shall have a one (1) year term, unless otherwise specified.
4. A Committee Chair may appoint Director or non-Director members to comprise a committee of OTRA.
5. The Chair of a committee and any designated members of said committee have one vote on said committee business. The Chair of a committee and any and all members of a committee are not entitled to a vote at the Board of Directors meetings by virtue of membership on a committee.
6. A committee may incur expenses only in accordance with OTRA policy of pre-approval of project, budget and submission of receipts.

X. TRAIL REPRESENTATIVES

1. The Board of Directors may, on majority vote, from time to time, appoint Trail Representatives as the Board sees fit.
2. Such appointments shall be for a two-year term from the time of appointment.
3. The term of the appointment is renewable. Renewals of terms shall be in the form of a motion approved by the Board of Directors.
4. One or more representatives may be appointed for each trail/trail system as the Board of Directors sees fit.

5. Any member in good standing qualifies to hold a trail representative position.

XI. REGIONAL REPRESENTATIVES

1. Each of the twelve (12) geographical regions indicated on the attached Ontario map (Exhibit A) may be represented by one or more Regional Representatives appointed by the Board of Directors.
2. Any member in good standing qualifies to hold a position of Regional Representative.
3. The Board of Directors may on majority vote from time to time appoint Regional Representatives as the Board sees fit. Said appointment shall be in the form of a motion.
4. The term of the appointment will be two (2) years from date of appointment. Terms are renewable. Renewal of term shall be in the form of a motion approved by the Board of Directors.

XII. HONORARY DIRECTORS

1. An Honorary Director is a member or non-member appointed by the Board of Directors as set out in Section VI, #23 of the By-laws.
2. An Honorary Director is a non-voting Director.

XIII. HONORARY MEMBERS

1. An Honorary Member is a member or non-member appointed by the Board of Directors as per Section VI, #23 of the By-laws.
2. An Honorary Member is a non-voting member.

XIV. EXECUTION OF DOCUMENTS

1. Deeds, transfers, licences, contracts and engagements of behalf of OTRA shall be signed by the President and one other signing officer.
2. Notwithstanding any provisions to the contract contained in the By-laws of OTRA, the Board of Directors may, at any time by resolution, direct the manner in which, and the person or persons by whom, any particular instruments, contract or obligation of OTRA may or shall be executed.

XV. ANNUAL AND SPECIAL MEETINGS OF MEMBERS

1. The Annual or any Special General Meeting of the members shall be held at the Head Office of OTRA or elsewhere in Ontario as the Board of Directors may determine and on such days as the Directors shall designate. The Annual General Meeting shall be held no longer than six (6) months following the end of the previous fiscal year.
2. At every Annual Meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statement and a Board of Directors elected for the ensuing year shall be made. The Board of Directors or the President shall have the power to call at any time, a Special General Meeting of the members of OTRA. A Special General Meeting must be held within forty-five days of the receipt of a written request for such meeting from 25% of the members of OTRA. No public notice nor advertisement of members' meetings, annual or general, shall be required, but notice of the time and place of every such meeting shall be given to each member by sending the notice by mail to the members' address as recorded on the books of OTRA at least twenty (20) days before the time fixed for the holding of such meeting. For this purpose a notice in the association's newsletter will constitute sufficient notice.
3. A quorum for the transaction of business at any Annual or Special General Meeting of members shall consist of twenty (20) members of OTRA or 50% of the membership, whichever is less.
4. Each person who has been a member of OTRA for at least 28 days and is a paid up member may vote. This includes membership renewals on the day of the Annual Meeting.
5. At all meetings of members every question shall be decided by a majority of the votes of the members present in person. Every question shall be decided in the first instance by a show of hands, every member having voting rights shall have one vote unless a poll be demanded, a declaration by the President that a resolution has been carried or not carried and an entry to that effect in the minutes of OTRA shall be sufficient evidence of the fact without proof of the number or proportion of the votes accorded in favour or against such resolution. The demand for a poll may be withdrawn, but, if a poll be demanded and not withdrawn, the question shall be decided by a majority of votes given by the members present in person and such poll shall be taken in such manner as the President shall direct and the result of such poll shall be deemed the decision of OTRA in general meeting upon the matter in question. In case of an equality of

votes at any General Meeting, whether upon a show of hands or at a poll, the President shall be entitled to a second or casting vote.

XVI. FISCAL YEAR

The fiscal year of the Ontario Trail Riders Association shall terminate on the 31st day of December in each year.

XVII. CHANGES TO THE CONSTITUTION

1. Changes to the constitution in the form of additions, deletions or amendments may be made at Board of Directors Meetings but must be ratified at the next Annual General Meeting of members before coming into effect.
2. Any proposed change to the By-laws must be carried by two-thirds of the eligible members present.

XVIII. PROTECTION OF OFFICERS AND DIRECTORS

1. No Director of OTRA shall be liable for the acts, receipts, neglects or defaults of any other Director, or for joining in any receipts or other act for conformity, or for any loss or expense happening to OTRA through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of OTRA, or for the insufficiency or deficiency of any security in or upon which any of the moneys of OTRA shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any of the moneys, securities or effects of OTRA shall be deposited, or for any 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.
2. Every Director of OTRA and his or her 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 OTRA from and against:
  - D) all costs, charges and expenses whatsoever which such Director sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever, made, done or

permitted by him or her, in or about the execution of the duties of his or her office.

- ii) all costs, charges and expenses, as authorized by the Board of Directors which he sustains or incurs in or about or in relation to the affairs of office, except such costs, charges or expenses as are occasioned by willful neglect or default.

XIX. INTERPRETATION

In these By-laws and in all other By-laws of OTRA hereafter passed, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice-versa, and references to persons shall include firms and corporations.

XX. RULES OF ORDER

Except as provided for in these by-laws, the rules of procedure as contained in Roberts Rules of Order shall be followed for governing the proceedings of meetings and the conduct of its members.

XXI. SUSPENSION OF THE RULES

Except where it is provided otherwise, any one or more of these rules of procedure may be temporarily suspended if at least two-thirds (2/3) of the members present at a meeting vote to do so.

ENACTED this 19th day of April, 2008

*Janice Clegg*  
President

*Marjory Morden*  
Administration Director